

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

Bromley Cricket Club

(CRN: 07388660)



The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

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The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital Articles of Association of

Bromley Cricket Club

(Adopted by special resolution passed on 23 June 2020)

NAME

1. Name

The name of this company, successor to the unincorporated sports club of the same name founded in 1820, is Bromley Cricket Club. In these Articles of Association it is called "the Club".

INTERPRETATION

2. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

3. Objects

The objects of the Club are:

- 3.1 to promote the amateur sports of cricket, lawn tennis, squash/racquetball (and/or any other sports, as agreed by the Directors, which may be promoted by a Community Amateur Sports Club) and community participation in the same; and
- 3.2 to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Bromley Cricket Club and to indemnify Bromley Cricket Club, its officers, members, and members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Bromley Cricket Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Bromley Cricket Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking.

4. Powers

To further its objects the Club may:

- 4.1 acquire, provide and maintain grounds, equipment, playing facilities, clubhouse, transport, medical and related facilities;

- 4.2 provide the ordinary benefits of an amateur sports club as set out in Schedule 18 of the Finance Act 2002 including without limitation coaching, training, medical treatment, and related social and other facilities;
- 4.3 take out any insurance for club, employees, contractors, players, guests and third parties;
- 4.4 raise funds by appeals, subscriptions, donations, loans charges or otherwise;
- 4.5 make grants and loans and give guarantees and provide other benefits;
- 4.6 in connection with the sports purposes of the Club, sell and supply food, drink and related sports clothing and equipment;
- 4.7 co-operate with or affiliate to any bodies regulating or organising the sports promoted by the Club, any club or body involved with such sports and with government and related agencies;
- 4.8 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 4.9 subject to any consent required by law, and to the approval of the members by special resolution, dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit;
- 4.10 subject to any consent required by law, and, for sums in excess of £25,000, to the approval of the members by special resolution, borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;
- 4.11 set aside funds for special purposes or as reserves against future expenditure;
- 4.12 invest the Club's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.13 arrange for investments or other property of the Club to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a financial expert acting under their instructions and pay any reasonable fee required;
- 4.14 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 4.15 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 4.16 accept (or disclaim) gifts of money and any other property;
- 4.17 incorporate subsidiary companies to carry on any trade;
- 4.18 subject to Article 5.2:

- 4.18.1 engage and pay employees, consultants and professional or other advisers; and
 - 4.18.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
 - 4.19 subject to the approval of the members by special resolution, amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects wholly or in part similar to those of the Club;
 - 4.20 pay out of the funds of the Club the costs of forming and registering the Club;
 - 4.21 provide indemnity insurance to cover the liability of the Directors for any act or default in relation to the Club;
- and
- 4.22 do all such other lawful things as shall further the Club's objects.

LIMITATION ON PRIVATE BENEFITS

5. Limitation on private benefits

- 5.1 The income and property of the Club shall be applied solely towards the promotion of its objects.
- 5.2 Except as provided below no part of the income and property of the Club may be paid or transferred directly or indirectly by way of benefit to the members or Directors of the Club. This shall not prevent the Club from:
 - 5.2.1 providing members or Directors with sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, away-match expenses, post match refreshments and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002;
 - 5.2.2 paying reasonable and proper remuneration to members or Directors (though not for playing) for providing goods and/or services (including services performed under a contract of employment), on fair terms set by the Directors without the person concerned being present;
 - 5.2.3 paying for reasonable hospitality for visiting teams and guests;
 - 5.2.4 indemnifying the Directors and members acting properly in the course of the running of the Club against any liability incurred in the proper running of the Club and paying reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 4.21.
 - 5.2.5 paying interest on money lent by any member or Director at a reasonable and proper rate;

- 5.2.6 paying any reasonable and proper rent for premises let by any member or Director;
- 5.2.7 paying any fees, remuneration or other benefits in money or money's worth to a company, firm or business of which a member or Director is a shareholder, employee or partner;
- 5.2.8 paying the reasonable and proper out-of-pocket expenses of Directors.

LIMITATION OF LIABILITY AND INDEMNITY

6. Liability of members

The liability of each Statutory Company Member is limited to £1, being the amount that each Statutory Company Member undertakes to contribute to the assets of the Club in the event of its being wound up while he or she is a Statutory Company Member or within one year after he or she ceases to be such a member, for:

- 6.1 payment of the Club's debts and liabilities contracted before he or she ceases to be a Statutory Company Member;
- 6.2 payment of the costs, charges and expenses of winding up; and
- 6.3 adjustment of the rights of the contributories among themselves.

7. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Club shall be indemnified out of the assets of the Club in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts, and every other officer of the Club may be indemnified out of the assets of the Club in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

MEMBERSHIP

8. Becoming a Member

The members of the Club shall be:

- 8.1 the subscribers to the Memorandum of Association of the Club;
- 8.2 the individuals who were members of the Unincorporated Association at the Transfer Date (who are deemed to have consented to membership of the Club if they have paid their current subscription to the Unincorporated Association). Any members of the Unincorporated Association who have not paid their subscription at the Transfer Date will be admitted by the Directors to membership on receipt of the appropriate subscription; and
- 8.3 such other persons as are admitted to membership by the Directors in accordance with the Articles;

provided that members admitted in accordance with Article 8.2 will be assigned by the Directors to the categories of membership provided under Article 10.3.

9. Process for becoming a member

Every person who wishes to become a member shall apply to the Club in such form as the Directors require. The Directors shall have power to admit persons to membership in accordance with Article 10 and any regulations made in accordance with Article 45 and shall, on admitting a member, assign that member to a membership category in accordance with Article 10. A member may be admitted to membership not less than two days after the date of the applicant's application. On admission of a member the secretary shall notify the new member in writing, draw his or her attention to the Articles of Association and request payment of the due subscription. The Directors may waive, suspend or reduce the subscription of any member or members if they in their absolute discretion consider it reasonable so to do. The Secretary shall enter the names of all members admitted as Statutory Company Members in the company register of the Club.

10. Categories of membership and restrictions on admitting new members

10.1 Membership of the Club shall be open to any individual interested in the sports promoted by the Club on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.

10.2 The Directors may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the Club or sports promoted by the Club into disrepute. A member may only be removed in accordance with Article 11.

10.3 The Club may have different classes of membership and subscription with associated rights and conditions on a non-discriminatory and fair basis as prescribed in regulations made from time to time by the Directors provided that no more than half the membership shall be non-playing members. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating. Dates for payment of subscriptions, and any penalties for late payments shall be determined by the Directors and set out in regulations made under Article 45. The categories of membership at the Transfer Date shall be as follows:

10.3.1 Statutory Company Members:

- (a) Playing Members
- (b) Life Members
- (c) Social Members

10.3.2 Associate Members:

- (a) Junior Members
- (b) Parent Members

(c) Honorary Members

10.4 At the date of incorporation of the Club the categories of Playing Members shall be:

- i. Playing Members Cricket
- ii. Playing Members Tennis
- iii. Playing Members Squash/Racket Ball
- iv. Playing Members Combined categories

but these may be added to or varied at the discretion of the Directors. A Playing Member of one or more than one Playing Member category may not become a member of another Playing Member category except on the authorisation of the Directors.

10.5 The Directors may at any time nominate a person for Life Membership in recognition of exceptional services to the Club and such person, once elected at the Annual General Meeting following such nomination, shall be exempt from all future subscriptions while being entitled to all the privileges of membership.

10.6 Social Members shall be individuals who are non-playing or former playing members of the Club admitted at the discretion of the Directors. The minimum age of a Social Member shall be 18 years.

10.7 Junior Members shall be boys and girls under the age of 18 years and who will be able to use such facilities of the Club at such times and subject to such conditions as shall from time to time be determined by the Directors. For the avoidance of doubt, Junior Members shall have no voting rights at any general meeting.

10.8 The provisions of Article 9 shall in all respects apply to Junior Members attaining the age of 18 years and wishing to become Playing or Social Members.

10.9 Junior Membership shall include free Parent Membership for one parent or guardian during the period of the Junior Membership.

10.10 The Directors may at their discretion upon application being made to them, appoint Honorary members for such time and upon such terms as they think fit. The Honorary Members shall have such rights as the Directors consider appropriate but they shall not be entitled to any vote nor shall they have the right to attend any general meeting of the Club.

10.11 The Directors may make regulations concerning the terms of membership of Associate Members and transfer of membership between categories. Any such transfers shall be at the discretion of the Directors.

Voting rights of different categories of Statutory Company Members

10.12 Playing Members and Life Members shall have full voting rights on all ordinary and special resolutions.

the chairperson rules that Social Members be prevented from participating in the vote pursuant to Article 10.14.

- 10.14 If the chairperson of any general meeting after consultation with the officers of the Club present at such meeting considers that any particular resolution (either an ordinary resolution or a special resolution) may be prejudicial to the interests of the Playing Members he may rule that Social Members shall not be allowed to vote thereon. For the avoidance of doubt, where the chairperson makes such a ruling no Social Member or their proxy shall count towards the quorum for the vote in question.

11. Termination of Membership

Membership shall not be transferable and shall cease on death. A member shall cease to be a member in the following circumstances:

- 11.1 on the expiry of at least seven Clear Days' notice given by him or her to the Club of his or her intention to withdraw provided that a member whose notice to withdraw from membership is given to the Club 90 or more days after a subscription becomes due shall be liable for their full subscription.
- 11.2 if any subscription or other sum payable by the member to the Club is not paid on the due date and remains unpaid seven days after notice served on the member by the Club informing him or her that he or she will be removed from membership if it is not paid. The Directors may re-admit to membership any person removed from membership on this ground on his or her paying such reasonable sum as the Directors may determine. In the event of any uncertainty over the date or effect of termination or continuation of membership under this Article 11.2, the Directors' decision shall be final.
- 11.3 if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 11.4 if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the grounds that his or her continued membership is harmful to or is likely to become harmful to the interests of the Club. Such a resolution shall not be passed unless the member has been given at least 7 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity within that period of being heard by or of making written representations to the Directors. There shall be no right of Appeal by the member against a decision by the Board to dismiss him or her. Notice of the Board's decision will be provided to the member so expelled within 3 Clear Days of the date of the meeting, from which time the expelled member shall cease to be a member with immediate effect, and will not be permitted access to any of the Club's premises or activities, even as a guest of another existing member.

12. Visitors and Guests

- 12.1 All members of a visiting team shall, for the day on which their match takes place, be entitled to use the Club pavilion and its amenities subject to compliance with these Articles and any regulations made by the Directors.

12.2 Persons other than members and their guests may be admitted to the Club premises, and intoxicating liquor may be sold by or on behalf of the Club to such persons and their guests for consumption on the premises, provided that:

12.2.1 such persons shall belong to a bona-fide organisation, or club established for educational, charitable, cultural or sporting objects, using the Club premises for a particular function;

12.2.2 such persons and their guests shall comply with the rules of the Bromley Cricket club;

12.2.3 such persons and their guests shall not be under the age of 18 years; and

12.2.4 the Chief Officer of Police shall be given notice by an officer of the Club, at least 48 hours previously, that the Committee intends to admit non-members and their guests to the Club premises.

13. President and Vice Presidents

The Club shall be under the patronage of a President and Vice Presidents all of whom shall be Statutory Company members who are elected at the annual general meeting by Statutory Company Members in accordance with regulations made by the Directors. Any person who has at the date of an annual general meeting been President of the Club for a period of five years in aggregate shall not be eligible for re-election as President. Subject to these Articles, the role, rights and responsibilities of the President and Vice Presidents shall be set out in regulations made by the Directors in accordance with Article 45.

14. Members' Meetings

Articles 15 to 32 shall apply to members' meetings.

15. Annual general meetings

15.1 The Club shall hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Directors think fit. The business of the annual general meeting shall include:

15.1.1 to confirm the minutes of the previous annual general meeting and any subsequent extraordinary general meetings;

15.1.2 to receive and adopt a report and statement of accounts for the financial year ending on the preceding 30th September;

15.1.3 to elect the President, Vice-Presidents, officers and Directors (in accordance with Articles 13, 35 and 36);

15.1.4 to elect any Life Members nominated by the Directors;

15.1.5 to elect an auditor.

- 15.2 If any two or more Statutory Company Members wish any matter concerning the business or affairs of the Club to be discussed but not voted at an annual general meeting, those members shall give written notice to the Secretary at least 7 days before the date fixed for the annual general meeting.

16. Other general meetings

The Directors may call a general meeting at any time. The Directors shall call a general meeting on receiving a requisition to that effect, signed by at least 30 Statutory Company Members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Companies Acts.

17. Length of notice

All general meetings must be called by either:

- 17.1 at least 14 Clear Days' notice; or
- 17.2 shorter notice if it is so agreed by a majority in number of the Statutory Company Members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Statutory Company Members.

18. Contents of notice

- 18.1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted.
- 18.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 18.3 In every notice calling a meeting of the Club there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a meeting of the Club.
- 18.4 If the Club gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

19. Service of notice

Notice of general meetings shall be given to every Statutory Company Member, to the Directors, to the President and Vice-Presidents, to the auditors of the Club and, subject to these Articles, to any other person specified in regulations made by the Directors.

20. Manner of serving notice

Notice of general meetings shall be served in accordance with Article 57.

21. Quorum

No business shall be transacted at any general meeting unless a quorum is present. Subject to the exception set out in Article 44, thirty persons entitled to vote upon the business to be transacted, (each being a Statutory Company Member or a proxy for a Statutory Company Member) shall be a quorum. If a quorum is not present within half an hour from the time appointed for the meeting, if convened on the requisition of the Statutory Company Members it shall be dissolved and in any other case it 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 Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

22. Chairperson

22.1 The President or in his or her absence any Vice-President present, preference being given to seniority, shall preside as chairperson of the meeting, but if neither the President nor any Vice-President is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Chairperson of the Club shall preside as chairperson of the meeting. If the chairperson is not present, the Statutory Company Members present shall elect one of their number to be chairperson.

22.2 The chairperson of the meeting may permit other persons who are not Statutory Company Members of the Club to attend and speak at a general meeting.

23. Adjournment

The chairperson 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 the adjournment not taken place. When a meeting is adjourned for 14 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.

24. Voting

24.1 A resolution put to the vote of a general meeting shall be decided on a show of hands unless a poll is duly demanded. Subject to the Companies Acts, a poll may be demanded in accordance with the Articles:

24.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chairperson of the meeting that the resolution:

24.2.1 has or has not passed, or

24.2.2 passed with a particular majority,

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 61 is also conclusive evidence of that fact without such proof.

25. Votes

25.1 Subject to Article 10.14, on a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

25.1.1 each Statutory Company Member present in person; and

25.1.2 each proxy present who has been duly appointed by one or more persons to vote on the resolution, subject to Article 25.2 and Article 30.3.

25.2 Subject to Article 10.14, on a vote on a resolution at a meeting which is carried out by a show of hands, a proxy has one vote for and one vote against the resolution if:

25.2.1 the proxy has been duly appointed by more than one member entitled to vote on the resolution; and

25.2.2 the proxy has been instructed by one or more of those members to vote for the resolution and by one or more others of those members to vote against it.

25.3 Subject to Article 10.14, on a vote on a resolution which is carried out by a poll the following persons have one vote each:

25.3.1 every Statutory Company Member present in person;

25.3.2 every Statutory Company Member present by proxy, subject to Article 30.3.

25.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

25.5 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Club have been paid.

26. Errors and disputes

26.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

26.2 Any such objection must be referred to the chairperson of the meeting whose decision is final.

27. Poll votes

27.1 A poll on a resolution may be demanded:

27.1.1 in advance of the general meeting where it is to be put to the vote; or

27.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

27.2 A poll may be demanded by:

27.2.1 the chairperson of the meeting;

27.2.2 the Directors;

27.2.3 two or more persons having the right to vote on the resolution;

27.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes; or

27.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

27.3 A demand for a poll may be withdrawn if:

27.3.1 the poll has not yet been taken; and

27.3.2 the chairperson of the meeting consents to the withdrawal.

28. Procedure on a poll

28.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chairperson of the meeting directs.

28.2 The chairperson of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

28.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

28.4 A poll on:

28.4.1 the election of the chairperson of the meeting, or

28.4.2 a question of adjournment,

must be taken immediately.

28.5 Other polls must be taken within 30 days of their being demanded.

- 28.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.
- 28.7 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.
- 28.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

29. Proxies

- 29.1 A Statutory Company Member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a meeting of the Club. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.
- 29.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:
- 29.2.1 states the name and address of the member appointing the proxy;
 - 29.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 29.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine;
 - 29.2.4 is delivered to the Club in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.
- 29.3 The Club may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 29.4 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.
- 29.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 29.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 29.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

30. Delivery of Proxy Notices

- 30.1 The Proxy Notification Address in relation to any general meeting is:
- 30.1.1 the registered office of the Club; or
 - 30.1.2 any other Address or Addresses specified by the Club as an Address at which the

Club or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

30.1.3 any electronic Address falling within the scope of Article 30.2.

30.2 If the Club gives an electronic Address:

30.2.1 in a notice calling a meeting;

30.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

30.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the notice). In this Article 30.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

30.3 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 Club by or on behalf of that person/the relevant member. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

30.4 Subject to Articles 30.5 and 30.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

30.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

30.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

30.6.1 received in accordance with Article 30.3, or

30.6.2 given to the chairperson, Secretary (if any) or any Director at the meeting at which the poll was demanded.

30.7 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

30.8 A notice revoking the appointment of a proxy only takes effect if it is received before:

30.8.1 the start of the meeting or adjourned meeting to which it relates; or

- 30.8.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.
- 30.9 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by such written evidence of the authority of the person who executed it to execute it on the appointor's behalf as the Directors may reasonably require.
- 30.10 Saturdays, Sundays and Bank Holidays (in England) are not counted when calculating the 48 hour and 24 hour periods in this Article 30.
- 31. Amendment to resolutions**
- 31.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 31.1.1 notice of the proposed amendment is given to the Club in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
- 31.1.2 the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- 31.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 31.2.1 the chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 31.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 31.3 If the chairperson of the meeting, acting in in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

Written resolutions

32. A written resolution of Statutory Company Members may be passed in accordance with the Companies Acts.

DIRECTORS

33. Number of Directors

- 33.1 There shall be at least three and no more than eight Directors, who shall include the Chairperson of the Club and the Treasurer.
- 33.2 The Secretary may be a Director but is not required to be a Director.

APPOINTMENT AND RETIREMENT OF DIRECTORS

34. The first directors

Those persons notified to the Registrar of Companies as the first directors of the Club shall be the first Directors. They shall retire at the Club's first annual general meeting and subsequent Directors shall be appointed in accordance with Article 35. Directors shall be elected by the Statutory Company Members at the annual general meeting in each year in accordance with Article 35 and any regulations laid down by the Directors, and subject to termination of office by resignation or otherwise, shall remain in office until the dissolution of the annual general meeting next following their election.

35. Procedure for appointing Directors

Directors shall be appointed as follows:

35.1 Nominations signed by not less than two Statutory Company Members for the officers and other Directors mentioned above must be received by the Secretary at least seven days before the date for the annual general meeting, provided that no nomination is necessary in the case of any person who has continuously held office or been a Director since the preceding annual general meeting.

35.2 If at the annual general meeting an office is not filled or if the full number of Directors shall not be elected, or if a vacancy shall occur in any office or in the remainder of the Directors during the year, the Directors may appoint any Statutory Company Member to fill such vacancy until the next annual general meeting. A person so appointed if seeking re-election may be nominated in accordance with Article 35.1 hereof for election at the next annual general meeting.

36. Persons who may not be appointed Director

No person may be appointed as a Director:

36.1.1 unless he or she has attained the age of 18 years and is a Statutory Company Member; or

36.1.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of the Articles.

37. Termination and retirement of Directors

The office of a Director shall be vacated if:

37.1 he or she ceases to be a Director by virtue of any provision of the Act or he or she becomes prohibited by law from being a Director;

37.2 he or she ceases to be a Statutory Company Member;

37.3 he or she becomes bankrupt or makes any arrangement or composition with his or her

- creditors generally;
- 37.4 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
- 37.5 he or she resigns by notice to the Club (but only if at least three Directors will remain in office when the notice of resignation is to take effect);
- 37.6 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason. Such resolution of the Directors shall be effective upon the Chairperson of the Club communicating the same in writing to such Director;
- 37.7 at a general meeting of the Club, a resolution is passed that he or she be removed from office provided that the meeting has invited the views of the Director concerned and considered the matter in the light of such views, and complied with the requirements of the Companies Act.

POWERS AND RESPONSIBILITIES OF DIRECTORS

38. Director's general authority

Subject to the Articles, the Directors are responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club.

39. Statutory Company Members' reserve power

39.1 The Statutory Company Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

39.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

40. Directors may delegate

40.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.

40.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Club to any person or committee.

40.3 Any delegation by the Directors may be:

40.3.1 by such means;

40.3.2 to such an extent;

40.3.3 in relation to such matters; and

40.3.4 on such terms and conditions;

as they think fit.

- 40.4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 40.5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 40.6 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Club for such purposes and on such conditions as they determine.

41. Committees

41.1 In the case of delegation to committees:

- 41.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
- 41.1.2 the composition of any committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify provided that the Chairperson of the Club shall be an ex-officio member of each committee;
- 41.1.3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose;
- 41.1.4 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
- 41.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Club except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

- 41.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors.

42. Delegation of day to day management powers

42.1 In the case of delegation of the day to day management of the Club to a chief executive or other manager or managers:

- 42.1.1 the delegated power shall be to manage the Club by implementing the policy and strategy adopted by and within a budget approved by the Directors and (if applicable) to advise the Directors in relation to such policy, strategy and budget;
- 42.1.2 the Directors shall provide any manager with a description of his or her role and

the extent of his or her authority; and

- 42.1.3 any manager must report regularly to the Directors on the activities undertaken in managing the Club and provide them regularly with management accounts which are sufficient to explain the financial position of the Club.

43. Sports Sections

- 43.1 The Directors may establish sports sections of the Club and shall make regulations for the election of a committee and chairperson for each such sports section. The Chairperson of the Club shall be an ex-officio member of each such sports section committee. Subject to this Article, the sports section committees will operate in accordance with Article 41.

- 43.2 At the date of incorporation of the Club the sports section committees shall be:

43.2.1 Cricket;

43.2.2 Tennis; and

43.2.3 Squash and Racquetball.

- 43.3 The Directors shall invite the chairpersons of the sports section committees to attend four (i.e. quarterly) Directors' meetings in each calendar year as observers to participate in the meeting under the direction of the chairperson of the meeting but not to vote.

- 43.4 The Secretary shall arrange for minutes of all Directors' meetings to be given to the chairpersons of the sports section committees.

44. Areas for each sport

- 44.1 There shall be areas reserved for the playing of each sport promoted by the Club, for parking and for the Pavilion. Such areas shall not be varied, increased or reduced except by a resolution at a special meeting of Statutory Company Members, called by the Directors.

- 44.2 A resolution passed pursuant to this Article 44.1 must be carried by:

44.2.1 a vote in which at least 100 of the Statutory Company Members (or their proxies) who are present and entitled to vote at the meeting participate (and for the avoidance of doubt any abstentions are included for the purpose of this count); and by

44.2.2 a majority of at least three-quarters.

- 44.3 For the avoidance of doubt, a resolution passed under this Article 44.1 is subject to any ruling the chairperson may make under Article 10.1.4.

- 44.4 Any resolution which has the effect of altering this Article 44 must be passed in a vote which meets the requirements of Articles 44.2.1 and 44.2.2.

45. Regulations

The Directors shall have power from time to time to make, repeal or alter regulations as to the management of the Club and its affairs, as to the duties of any officers or employees of the Club, as to the conduct of business of the Directors or any committee and as to any of the matters or things within the powers or under the control of the Directors provided that such regulations shall not be inconsistent with the Companies Acts, the Articles or any rule of law. Such regulations shall be exhibited on the appropriate notice boards in the Club pavilion. Regulations made under this Article shall be binding on all Statutory Company Members and Associate Members as applicable unless and until revoked by the Directors or by ordinary resolution of the Statutory Company Members.

DECISION MAKING BY DIRECTORS

46. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision at a meeting or a decision taken without a meeting in accordance with Article 52 or Article 53.

47. Calling a Directors' meeting

47.1 Directors may (and the Secretary shall at the request of two Directors) call a Directors' meeting.

47.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:

47.2.1 all the Directors agree; or

47.2.2 urgent circumstances require shorter notice.

47.3 Notice of Directors' meetings must be given to each Director.

47.4 Every notice calling a Directors' meeting must specify:

47.4.1 the place, day and time of the meeting;

47.4.2 the general nature of the business to be considered at such meeting; and

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

47.5 Notice of Directors' meetings need not be in Writing. Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

48. Participation in Directors' meetings

48.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

- 48.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 48.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 48.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 48.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

49. Quorum for Directors' meetings

- 49.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 49.2 The quorum for Directors' meetings shall be three:
- 49.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to:
- 49.3.1 appoint further directors; or
 - 49.3.2 call a general meeting so as to enable the members to appoint further Directors.

50. Chairing of Directors' meetings

The Chairman, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

51. Casting vote

- 51.1 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 51.2 But this does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

52. Decisions without a Directors' meeting

- 52.1 A decision is taken in accordance with this Article 52 when all of the Directors indicate to each other by any means (including without limitation by Electronic Means) that they share a common view on a matter.
- 52.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.
- 52.3 A decision which is made in accordance with this Article 52 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions

are complied with:

- 52.3.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;
- 52.3.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors (by any means) whether the resolution has been formally approved by the Directors in accordance with this Article 52.3;
- 52.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;
- 52.3.4 the Recipient must prepare a minute of the decision in accordance with Article 61.1.

53. Majority decisions in urgent circumstances without a Directors' meeting

- 53.1 If a Director is aware that consultation with another Director will make it impossible to take a particular decision in accordance with this Article as soon as the Club's business requires, that Director:
 - 53.1.1 may decide not to communicate with that other Director in relation to that decision before it is taken, but
 - 53.1.2 must communicate the decision not to communicate to all the other Directors as soon as is practicable, explaining the reasons for it.
- 53.2 If a Director states that he or she does not wish to discuss or vote on a particular matter, the Directors may choose not to communicate with that director in relation to decisions to be taken on that matter in accordance with this Article 53.
- 53.3 Directors participating in the taking of a majority decision otherwise than at a Directors' meeting in accordance with this Article:
 - 53.3.1 may be in different places, and may participate at different times, and
 - 53.3.2 may communicate with each other by any means.
- 53.4 No decision shall be taken by the Directors in accordance with this Article 53 unless a quorum participates in the decision-making process. The quorum for Directors' decision-making in accordance with this Article shall be the same as the quorum for Directors' meetings.
- 53.5 The Chairperson of the Club, or such other Director as shall be appointed by the Directors shall be the chairperson of the process of decision-making in accordance with this Article 53.
- 53.6 In the case of an equality of votes in any decision-making process in accordance with this Article 53, the chairperson shall be entitled to a casting vote in addition to any other vote he or

she may have. But this does not apply if, in accordance with the Articles, the chairperson or specified Director is not to be counted as participating in the decision-making process for the quorum, voting or agreement purposes.

54. Conflicts of interest

54.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a conflict of interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

54.2 If any question arises as to whether a Director has a conflict of interest, the question shall be decided by a majority decision of the other Directors.

54.3 Whenever a Director has a conflict of interest either in relation to a matter to be discussed at a meeting or a decision to be made in accordance with Article 52 or Article 53:

54.3.1 if the conflict of interest relates to a benefit permitted under Article 5.2 but which is a special benefit not made available generally to employees and Directors of the Club, then the Director must comply with Article 54.4;

54.3.2 for all other conflicts of interest, either the Director must comply with Article 54.4 or authorisation must be given by the unconflicted Directors under Article 55.1.

54.4 If a Director with a conflict of interest is required to comply with this Article 54.4 he or she must:

54.4.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

54.4.2 not be counted in the quorum for that part of the meeting; and

54.4.3 withdraw during the vote and have no vote on the matter.

54.5 When a Director has a conflict of interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Club by withholding confidential information from the Club if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

55. Directors' power to authorise a conflict of interest

55.1 The Directors have power to authorise a Director to be in a position of conflict of interest provided:

55.1.1 this power cannot be used to authorise a conflict of interest arising from a benefit permitted under Article 5.2 which is a special benefit not made available generally to employees and Directors of the Club;

55.1.2 in relation to the decision to authorise a conflict of interest, the conflicted Director must comply with Article 54.4;

- 55.1.3 in authorising a conflict of interest, the Directors can decide the manner in which the conflict of interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a conflict of interest can participate in a vote on the matter and can be counted in the quorum;
- 55.1.4 nothing in this Article 55.1 shall have the effect of allowing the Directors to authorise a benefit that is not permitted in accordance with Article 5.2.
- 55.2 If a matter, office, employment or position, has been authorised by the Directors in accordance with Article 55.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.
- 55.3 A Director shall not be accountable to the Club for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 55.1 (subject to any limits or conditions to which such approval was subject).

56. Validity of Director actions

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

57. Communications by the Club

Methods of communication

- 57.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice) sent or supplied by the Club under the Articles or the Companies Acts may be sent or supplied:
- 57.1.1 in Hard Copy Form;
- 57.1.2 in Electronic Form; or
- 57.1.3 by making it available on a website.
- 57.2 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed in terms to receiving documents or information in this way (and has not revoked that agreement).

Deemed delivery

- 57.3 A member present in person or by proxy at a meeting of the Club shall be deemed to have

received notice of the meeting and the purposes for which it was called.

- 57.4 Where any Document or information is sent or supplied by the Club to the members:
- 57.4.1 where it is sent by post it is deemed to have been received 72 hours (including Saturdays, Sundays and Bank Holidays in England) after it was posted;
 - 57.4.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
 - 57.4.3 where it is sent or supplied by means of a website, it is deemed to have been received:
 - (a) when the material was first made available on the website; or
 - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 57.5 Subject to the Companies Acts, a Director or any other person may agree with the Club that notices or Documents sent to that Director in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 72 hours.

Failed delivery

- 57.6 Where any Document or information has been sent or supplied by the Club by Electronic Means and the Club receives notice that the message is undeliverable:
- 57.6.1 if the Document or information has been sent to a member and is notice of a general meeting of the Club or a copy of the annual report and accounts of the Club, the Club is under no obligation to send a Hard Copy of the Document or information to the member's postal address as shown in the Club's register of members, but may in its discretion choose to do so;
 - 57.6.2 in all other cases, the Club shall send a Hard Copy of the Document or information to the member's postal address as shown in the Club's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
 - 57.6.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 57.7 Copies of the Club's annual accounts and reports, and notices of general meetings, need not be sent to a person for whom the Club does not have a current Address.
- 57.8 A member who does not register an Address with the Club, or who registers only a postal address outside the United Kingdom shall not be entitled to receive any notice from the Club.

58. Communications to the Club

The provisions of the Companies Acts shall apply to communications to the Club.

59. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless a provision of the Companies Act specifies that such informality, irregularity, want of qualification or lack of specification shall invalidate it.

60. Secretary

A company secretary (who may be a Director but is not required to be a Director) may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary appointed under this Article 60:

60.1 anything authorised or required to be given or sent to, or served on, the Club by being sent to its Secretary may be given or sent to, or served on, the Club itself, and if addressed to the Secretary shall be treated as addressed to the Club; and

60.2 anything else required or authorised to be done by or to the Secretary of the Club may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

61. Minutes

61.1 The Directors shall cause minutes to be made in books kept for the purpose:

61.2 of all appointments of officers made by the Directors;

61.3 of all resolutions of the Club and of the Directors (including, without limitation, decisions of the Directors, made without a meeting); and

61.4 of all proceedings at meetings of the Club and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Club, be sufficient evidence of the proceedings.

62. Records and accounts

62.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a

Statutory Company Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of annual returns and annual statements of account.

63. Except as provided by law or authorised by the Directors or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or Documents merely by virtue of being a Statutory Company Member.

64. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

65. Winding up

The members may by special resolution vote to wind up the Club. The Directors will then be responsible for the orderly winding up of the Club's affairs. After settling all liabilities of the Club, the Directors shall dispose of the net assets remaining to one or more of the following:-

65.1 to another club with similar sports purposes which is a registered CASC; and/or

65.2 to another club with similar sports purposes which is a registered charity; and/or

65.3 to one or more of the Club's sports governing bodies for use by them for related community sports.

SCHEDULE

INTERPRETATION

Interpretation

1. In these Articles and the Memorandum the following terms shall have the following meanings:

| <i>Term</i> | <i>Meaning</i> |
|---|---|
| 1.1 "Address" | includes a number or address used for the purpose of sending or receiving documents by Electronic Means; |
| 1.2 "Articles" | these Articles of Association of the Club; |
| 1.3 "Associate Member(s)" | means those members of the Club admitted in accordance with Article 10.3.2. Associate Members are not company law members for the purpose of the Companies Acts; |
| 1.4 "Circulation Date" | in relation to a written resolution, has the meaning given to it in the Companies Acts; |
| 1.5 "Clear Days" | in relation to the period of a notice, that 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; |
| 1.6 "Club" | Bromley Cricket Club; |
| 1.7 "Community Amateur Sports Club" | a sports club as provided for in the Finance Act 2002; |
| 1.8 "Companies Acts" | the Companies Acts (as defined in Section 2 of the Companies Act 2006), insofar as they apply to the Club; |
| 1.9 "Director and Directors" | the director and directors as defined in the Companies Acts; |
| 1.10 "Document" | includes, unless otherwise specified, any document sent or supplied in Electronic Form; |
| 1.11 "Electronic Form and Electronic Means" | have the meanings respectively given to them in Section 1168 of the Companies Act 2006; |
| 1.12 "Hard Copy" and "Hard Copy Form" | have the meanings respectively given to them in the Companies Act 2006; |
| 1.13 "Secretary" | the company secretary of the Club, if any, elected under appointed under Article 60; |
| 1.14 "Statutory Company Member(s)" | means the subscribers to the Memorandum of Association |

of the Club, the Playing Members, the Social Members and the Life Members of the Club; who shall be company law members for the purpose of the Companies Acts, with the voting rights set out in Article 10.12 to Article 10.14;

- 1.15 "Transfer Date" the date that the whole of the assets and undertaking of the Unincorporated Association, subject to its liabilities, are transferred to the Club in accordance with a resolution of the members of the Unincorporated Association;
- 1.16 "Unincorporated Association" the multi-sports club known as "Bromley Cricket Club" situated at Plaistow Lane, Bromley, Kent and operating prior to the Transfer Date.
2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Club.