

**ARTICLES OF ASSOCIATION**  
**OF**  
**CRICKET WALES LIMITED**

**Definitions**

1. In these Articles the words or phrases in the first column below and headed “Words” shall have the meaning set opposite to them in the second column below and headed “Meanings” if not inconsistent with the subject or context –

<b><u>Words</u></b>	<b><u>Meanings</u></b>
Acts	The Companies Acts (as defined in S2 of the Companies Act 2006) in so far as they apply to the Company.
Affiliation Fee	The fee set annually by the Board as the fee payable by each Associate Member as a condition precedent to its membership of the Company.
These Articles	These articles of association and the regulations of the Company from time to time in force.
Associate Member	Any properly constituted cricket club ( as to which the Board’s determination shall be conclusive) situated in Wales and paying the Affiliation Fee.
CEO	The person employed by the Company as its chief executive officer.
Cricket	The sport of cricket in all its forms in Wales.
Full Member	A person or body duly admitted to full membership of the Company in accordance with These Articles.
The Company	CricketWales Limited.
The Board	The Board of Directors for the time being of the Company which expression includes the Interim Board and the New Board for so long as each constitutes the Company’s appointed Board of Directors under These Articles.

The Interim Board	The Board of Directors holding office immediately before These Articles are adopted.
The New Board	The Board of Directors as constituted under Article 31 below.
The Chair	The person elected by the Board to be Chair of the Board and of the Company in accordance with Article 35 .
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form including by electronic means.
Clear days	In relation to a period of notice means that period including 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.
Meeting Chair	The chair of a general meeting appointed in accordance with Article 15.
The Directors	The directors of the Company.
Independent Directors	Persons appointed under Article 33 below who need not be members of an Associate Member or a Full Member but who are not officials or committee or board members of an Associate Member or a Full Member.
Recreational Game Directors	Directors of the Company nominated to serve as directors by an Associate Member or a Full Member and who are themselves members of an Associate Member or a Full Member.
Glamorgan Directors	Two directors nominated by Glamorgan County Cricket Club in accordance with protocols agreed from time to time subject to the Nominations Panel confirming the individuals so nominated as having appropriate skill and expertise to serve the Company as Directors and who have been proposed by the Board to a general meeting of the Company for appointment.



7. A Full Member of the Company may withdraw from the Company on giving not less than seven days clear notice in writing to the Company in which event it shall cease to have Voting Rights.

### **General Meetings**

8. The annual general meeting of the Company shall be held each year at such time and place as the Board shall determine. Not more than 15 months shall elapse between the date of one annual general meeting of the Company and the next.
9. All general meetings, other than the annual general meeting, shall be called extraordinary general meetings.
10. The Board may whenever it thinks fit convene an extraordinary general meeting. An extraordinary general meeting may also be convened by Full Members representing at least 50% of the total Voting Rights.
11. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least 21 days' clear notice and any other general meeting shall be called by at least 14 days' clear notice but a general meeting may be called by shorter notice if it so agreed:
  - (i) In the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - (ii) In the case of any other general meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total Voting Rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting shall specify the meeting as such. The notice shall be given to all members and to the Directors and if the Company has an auditor at the time the notice is dispatched, to any such auditor. The notice shall also be given to any such other organisation as specified, from time to time, by the Directors.

12. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at, any meeting.

### **Proceedings at General meetings**

13. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception, unless an appropriate elective resolution is in force, of the consideration of the income and expenditure account and balance sheet and the reports of the Board and, in the event that

the Company requires and has appointed an auditor, of the auditor, the election of members of the Board in accordance with These Articles, and the appointment of and the fixing of the remuneration of, the auditors.

14. No business shall be transacted at a general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided Full Members represented by properly authorised representatives and representing 30% of the total of Voting Rights held by all the Full Members shall be a quorum.
15. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be dissolved. In any other case it shall stand adjourned to the same day the next week, at the same time and place, or at such other place as the Board may determine. The Chair shall preside at every general meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some other Director, or if no Director be present, or if all Directors present decline to take the chair, they shall choose some member of the Company who shall be present to preside (“the Meeting Chair”).
16. The Chair or the Meeting Chair may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at any adjourned meeting.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or the Meeting Chair or by at least two Full Members present by representation in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair or the Meeting Chair that a resolution has been carried, or carried unanimously or by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn with the consent of the Chair or the Meeting Chair.
18. If a poll be demanded in the manner aforesaid, it shall be taken at such a time and place, and in such a manner, as the Chair or the Meeting Chair shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Neither the Chair nor the Meeting Chair shall be entitled to a casting vote.

20. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

### **Voting of Members at General Meetings**

21. Subject as hereinafter provided, every Full Member shall have the right to exercise its Voting Rights.
22. Save as hereinafter provided, no member other than a member duly registered, who shall have paid every sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting
23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair or the Meeting Chair whose decision shall be final and conclusive.
24. Votes may be given either personally or by proxy. A proxy need not be a member.
25. The instrument appointing a proxy shall be in writing under the hand of the appointor or his or its attorney duly authorised in writing.
26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Company not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of execution.
27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no notice in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.
28. A form of instrument appointing a proxy may be issued with the notice of any general meeting or poll. If no such form of instrument is issued, it shall be in any form which is acceptable to the Board.
29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## Board of Directors

30. Until the appointment of the New Board the Board shall comprise the members of the Interim Board. The appointment of the New Board and thereafter the appointment of all Directors shall be in accordance with These Articles and after appointment of The Nominations Panel.

The Nominations Panel will be appointed from time to time by the Board as necessary for the panel to fulfil the responsibilities given to it under These Articles and may include one then current Director provided that apart from such current Director a member of the Nominations Panel shall not be eligible to be nominated as a Director until at least one year after that person has ceased to be a member of the Nominations Panel. Former Directors may not be members of The Nominations Panel for three years after they ceased to be a Director.

31. Subject to Article 35 the New Board when complete and when appointed under These Articles shall comprise the following:

- (a) Five Recreational Game Directors appointed under Article 32;
- (b) Three Independent Directors appointed under Article 33;
- (c) Two Glamorgan Directors nominated by Glamorgan CCC and appointed at a general meeting of the Company;
- (d) A Finance Director appointed under Article 51; and
- (e) The CEO appointed by reason of his office at the date of the general meeting called under Article 33 ( c ).

32. Recreational Game Directors appointed under These Articles shall be appointed under the following procedures:

- (a) The Board in writing will ask Full Members and Associate Members to nominate individuals to serve the Company as Recreational Game Directors and in so doing to provide such information in support of the nomination as the Board may require and to do so before a date set by the Board.
- (b) The Nominations Panel will scrutinise the nominees put forward under Article 32(a) above and from those nominees recommend to the Board that five individuals be appointed as Recreational Game Directors and in the case of the first five Recreation Game Directors appointed the Nominations Panel will recommend that two named directors shall serve for periods of three years each; that two named directors shall serve for periods of two years each; and that the fifth director shall serve for a period of one year.
- (c) The Board will propose to the same general meeting of the Company as that to be called under Article 33 ( c ) below that the Recreational Game Directors nominated as above shall be appointed as Directors for the recommended periods of time.

33. Independent Directors appointed under These Articles shall be appointed under the following procedures:

- (a) The Board using such means as it decides will advertise the positions inviting individuals to apply for appointment as Independent Director and setting a date before which applications must be received.
  - (b) The Nominations Panel will scrutinise the applicants who apply for appointment under Article 33(a) above and from those applicants will recommend to the Board that three individuals be appointed as Independent Directors and in the case of the first three Directors appointed that one named director shall serve for a period of three years; one named director shall serve for two years and that the third named director shall serve for a period of one year.
  - (c) The Board will propose to a general meeting of the Company called as expeditiously as practically possible after the Board has received the recommendations of the Nominations Panel that the Independent Directors nominated as above should be appointed as directors of the Company for the terms recommended.
34. Subject to Article 40 below Recreational Game Directors and Independent Directors shall be eligible to be reappointed when their terms of office expire and will automatically be nominees under Article 32 or applicants under Article 33.
35. As soon as practical after each Annual General Meeting (or as soon as practical after the position being vacated by the incumbent) the Board shall elect from within the body of directors contemplated in Article 31 a chair who shall be The Chair of the Board and the Company until the election of a new chair provided that if none of the directors listed in Article 31 is elected as The Chair then an additional Director who shall be The Chair shall be appointed using the procedures set out in Article 33 amended as necessary to suit the context and subject.
36. Subject to the provisions of Articles 32 and 33 and the overriding provisions of Article 40 Recreational Game Directors and Independent Directors when appointed shall be appointed to serve for three years.

### **Powers of the Board of Directors**

37. The business of the Company shall be managed by the Board who may pay all such expenses incurred in relation to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Acts or by These Articles required to be exercised or done by the Company in general meeting, subject nevertheless to these Articles, to the provisions of the Acts and to such regulations (being not inconsistent with These Articles or the Acts) as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

38. The members for the time being of the Board may act notwithstanding any vacancy in their body provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with These Articles, it shall be lawful for them to act as the Board for the purposes of admitting persons to membership of the Company, filling up vacancies in their body, or summoning a general meeting, but not for any other purpose.
39. In addition the Directors may invite individuals other than the directors to attend such board meetings as the board may from time to time determine.

### **Disqualification of Directors**

40. The office of a Director shall be vacated -
  - a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - b) If he becomes of unsound mind;
  - c) If by notice in writing to the Company he resigns his office;
  - d) If he ceases to hold office by virtue of any provision of the Acts or he becomes prohibited by law from being a Director of the Company;
  - e) In the case of a Recreational Game Director, if he ceases to be a member of a body that is either a Full Member or an Associate Member of the Company;
  - f) In the case of a director who is a member of the Interim Board but not appointed to the New Board when the New Board is appointed; or
  - g) In the case of all Directors except the CEO and Finance Director when the individual has served for a period of six continuous years as a Director provided that a Director who vacates his office under this provision shall become eligible to be re-appointed after a lapse of two years (or after two consecutive periods of time between Annual General Meetings if that is shorter than two years) after the office was vacated provided that periods of service that occurred before the date of appointment of the New Board shall not be taken into account.

### **Proceedings of the Board**

41. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined four directors or, if greater, one-half of the directors then holding office, shall be a quorum .

Questions arising at any meeting shall be decided by a majority of votes. Each Director shall have one vote save that, in case of an equality of votes, the Chair shall have a second or casting vote.

42. The Board shall meet at least four times in each calendar year. The Board will meet within one month of the conclusion of an annual general meeting.

43. The Chair may and at the request of a Director at any time shall, summon a meeting of the Board by notice served upon the several members of the Board.
44. The Chair shall chair all meetings of the Board. Should the Chair be absent or unwilling to take the chair then the members of the Board present shall choose one of their number to be chairman of the meeting.
45. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
46. The Board may delegate any of their powers to committees consisting of such person or persons as they think fit, and any committee so formed shall in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating meetings and proceeding of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
47. The Board shall establish such committees as it may from time to time consider necessary to operate within specific areas of cricket in Wales. Committees so established shall be called "Cricket Wales Councils" or such other titles as the Board may from time to time determine and each shall have its terms of reference approved by the Board. The Board shall appoint the Chair of each Council and shall be entitled to appoint to be members of each Council such of the Company's directors as the Board may determine. All other members of a Council shall be persons who are qualified to be directors of the Company in accordance with these articles.
48. All acts in good faith done by any meeting of the Board or of any committee of the Board or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a Director.
49. The Board shall cause proper records to be kept of all written resolutions (and of the signatures thereto). The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director shall be evidence of the proceedings and until the contrary is proved the requirements of the Acts with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

50. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

### **Finance Director**

51. Subject to the provisions of These Articles the Finance Director shall be nominated by the Board or by a Full Member or an Associate Member provided that if there is more than one nominee the appointment shall be made by reference to the nomination, scrutiny, recommendation and proposal procedures set out in Article 32 and for the avoidance of doubt such scrutiny and recommendation shall be the function of the Nominations Panel in the same manner as for the Recreational Game Directors and Independent Directors. The Finance Director of the New Board shall be proposed for appointment to the general meeting to be called under Article 33 (c).
52. The Finance Director shall keep a record of all financial transactions of the Company and shall present a statement of the Company's income and expenditure at each meeting of the Board.
53. If any Director has a pecuniary interest either directly or indirectly in any contract, proposed contract or other matter and is present at any meeting of the Board at which that contract, proposed contract or other matter is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the nature and extent of his pecuniary interest and shall not take part in the consideration or discussion of the contract or proposed contract or other matter or vote upon any question relating thereto.

### **Accounts**

54. The Board shall cause accounting records to be kept in accordance with the requirements of the Acts.
55. The accounting records shall be kept at the registered office of the Company, or, subject to the provisions of the Acts, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors of the Company.
56. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members not being officers of the Company and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

57. The Board shall from time to time in accordance with the provisions of the Acts cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Acts. The Board shall send a copy of the annual accounts together with a copy of the Board's report for that financial year and a copy, in the event that the Company has appointed an auditor for that financial year, of any such auditor's report on those accounts to the auditor, if so appointed, and to every person entitled to receive the same not less than 21 days before the date of the meeting at which those documents are to be laid, or, where there is in force an election by elective resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowing for laying and delivering the same.
58. The Company shall furnish an annual report to the England and Wales Cricket Board ("ECB") and to Sport Wales in such form as ECB and Sport Wales may from time to time reasonably require.

### **Notices**

59. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address appearing in the register of members.
60. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which such notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided in the Acts, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
61. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter contain the notice was properly addressed and put into the post office as a prepaid first class letter.

### **Rules or Bye Laws**

62. The Board may from time to time make such rules or bye laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular without prejudice to the generality of the foregoing it may by such rules or bye laws regulate:
  - i) The conduct of members of the Company in relation to one another, and to the Company's servants;
  - ii) The procedure at general meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by these presents; and

- iii) generally, all such matters as are commonly the subject matter of Company rules.
63. The Company in general meeting shall have the power to alter or repeal such rules or bye laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of the members of the Company all such rules or bye laws, which so long as they shall be in force shall be binding on all members of the Company provided, nevertheless, that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Article of Association of the Company. In the event that any such rule or bye law is inconsistent then the Memorandum and Articles shall prevail.

### **Indemnity**

64. Every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Acts in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect insofar as its provisions are not avoided by the Acts.
65. The members of the Board shall have the power to purchase and maintain for any Director, officer or auditor of the Company insurance against personal liability for acts properly undertaken by them or undertaken by them in breach of trust but under an honest mistake. Indemnity

### **Winding Up**

65. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall apply and have effect as if the provisions thereof were repeated in these Articles.

## Appendix to Articles of Association of CricketWales Limited

### Voting Rights of Full Members

#### Full Member

#### Voting Rights

##### **Senior Leagues representatives:**

Glamorgan & Monmouthshire League	5 votes
North Wales Cricket Association	3 votes
North Wales Cricket League	5 votes
Pembroke County Cricket Club	5 votes
South Wales Cricket Association	5 votes
SWALEC Premier League	5 votes
Wales Minor County	2 votes
Welsh Cricket Clubs Conference	5 votes
West Wales Cricket Club Conference	2 votes

##### **CricketWales Junior Cricket Council representatives:**

Cardiff & the Vale Regional Junior Cricket Development Committee	3 votes
Carmarthenshire Regional Cricket Coaches Association	3 votes
Eryri Regional Junior Cricket Development Committee	3 votes

Gwent Association of Cricket Coaches	3 votes
Mid Glamorgan Cricket Coaches Association	3 votes
Mid Wales Regional Junior Cricket Development Committee	3 votes
North East Wales Junior Regional Cricket Development Committee	3 votes
Pembrokeshire Association of Cricket Coaches	3 votes
West Glamorgan Regional Junior Cricket Development Committee	3 votes
Glamorgan County Cricket Club	26 votes
Association of Cricket Officials (Wales)	4 votes
The Cricket Groundsmen's Association	
4 votes	