

## **I. NAME, OBJECTS AND POWERS**

### **1. Name**

The Society shall be called "Oswestry Cricket Club Limited"

### **2. Definitions**

Except where the context otherwise permits or requires, the words and expressions listed in the Schedule of Definitions set out in Rule 34 shall bear the meanings given to them therein.

### **3. Objects**

The objects of the Club shall be:

3.1 To promote, encourage and foster the Sport for the benefit of the members including (but not limited to) the coaching thereof at all levels

3.2 To promote, encourage and foster the Sport at all levels in the area of the ground and the surrounding areas

3.3 To promote, encourage and foster the enjoyment of players and spectators of the Sport regardless of sex, ethnic origin or disability

3.4 To ensure that the Sport is played in accordance with the Laws and Rules of the Sport and the Sport's governing bodies.

3.5 To undertake such matches and fixtures and other activities as the Committee shall decide

3.6 To maintain and develop the Ground at Morda Road, Oswestry in Shropshire or such other location as the Committee may from time to time determine as the headquarters of the Club and as a venue for playing the Sport and conducting the other activities of the Club so as to provide the best possible facilities for the members and those visiting the Ground

3.7 To strengthen the bonds between the Club and the local community in the areas surrounding the Club.

### **4. Powers of the Club**

To further its objects the Club shall have the power to do all such things as are incidental or conducive to the objects of the Club including (but not limited to) all or any of the following:

4.1 Either directly or indirectly to employ, invest and deal with the assets and funds of the Club for the objects of the Club in such manner as shall be considered by the Committee to be expedient, and to do all such other acts and things and carry on all such other activities (including (but not limited to) leasing, subleasing, releasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring, lending with or without security or otherwise dealing with real and personal property of any kind) as shall be considered by the Committee to be necessary or expedient for the purposes of the Club or the advancement of its interests

4.2 To raise or borrow money (up to a limit of £100,000) for the purposes of or in connection with the activities of the Club or any of them as the Committee thinks fit in accordance with the following provisions:

4.2.1 Any sum or sums raised or borrowed may be on mortgage, charge, bonds or debentures of all or any of the funds or property of the Club whether or not including any floating charge of the whole or part of the undertaking property and assets of the Club both present and future.

4.2.2 At the time of any borrowing the sum of the amount then remaining undischarged of monies borrowed and of the amount of the proposed borrowing shall not exceed One hundred thousand pounds or such sum as the members in General Meeting may from time to time determine.

4.2.3 The rate of interest payable at the time the terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which in the opinion of the Committee represents the market rate of interest for borrowings of similar amount and on similar terms

prevailing at that time except that in the case of a mortgage loan the Committee may delegate the determination of the interest rate within specified limits to an Officer, Committee member or Sub-Committee

4.2.4 The Committee may determine from time to time (subject to Rules 4.2, 4.2.1, 4.2.2 and 4.2.3) the terms and conditions upon which money is raised or borrowed or security is issued and may vary such terms and conditions.

4.2.5 No person lending money to the Club shall be concerned to see or enquire whether either of the limits imposed by Rule 4.2.2 or Rule 4.2.3 is exceeded at the time of borrowing or issue and if either or both of such limits were to be exceeded no borrowing incurred in excess of such limits shall be invalid unless such person had received express notice to this effect at the time of borrowing

4.3 To give any security or securities whether by way of mortgage or otherwise for the performance of any contracts or any debts, liabilities or obligations of the Club or any of its subsidiaries or other persons or corporations in whose business or undertaking the Club is interested or to whom or in respect of whom the Club has given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligation of whatever nature of the Club by trust deed or other assurance.

4.4 To accept and grant sponsorship and franchises and make such arrangements in connection therewith as the Committee shall think fit.

4.5 To apply for and hold any licences, consents, certificates, permissions and approvals that may be required for or in connection with the activities of the club and (among other things) to provide catering and such other facilities as the Committee shall consider desirable.

4.6 To invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for, or the prestige of the Sport or any other sport or recreation.

4.7 To support (whether by direct subscription, the giving of guarantees or otherwise) and charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or a general nature, the support of which will or may in the opinion of the Committee directly or indirectly benefit, or is calculated to benefit, the Club or its activities or its employees, ex-employees, players, former players or their dependents.

4.8 To promote, arrange and organise competitions and entertainments in connection with the Sport and any other sport or recreation.

4.9 To engage such officials and employees upon such terms and at such remuneration as the Committee may deem appropriate, and to dismiss or retire any of them as may be necessary.

4.10 To provide pensions, insurances and other benefits to employees or ex-employees of the Club or the dependants and relatives of any such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes.

4.11 To maintain bank accounts in credit or overdrawn on such terms as the Committee shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collecting systems whether pursuant to Rule 15.5 or otherwise.

4.12 To pass such resolutions, regulations and instructions which shall be binding on all members as are considered necessary for the better management, organisation, administration and regulation of the Club

4.13 To settle, conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability or claim by or against the Club.

## **II- MEMBERS**

### **5. Members**

5.1 The Members of the club shall be the persons whose names are for the time being entered in the Register of Members.

5.2 Membership of the club shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs; or of age, sex or disability except as a necessary consequence of the requirements of Cricket as a particular sport and is open to any person who has an interest in the Sport and agrees to be bound by these Rules and Rule

6 and 104 in particular. The Club may refuse membership or expel from membership only for good and sufficient cause, such as conduct or character likely to bring the Club or sport into disrepute. Appeal against such a decision may be made to the Club's members and decided by a majority vote. The Committee shall have power to refuse membership to any person who does not in the opinion of the Committee meet these requirements. ~~There shall be no obligation to state any reason for the rejection of an application.~~

5.3 The Committee will decide and issue a form of application for membership. Members are to pay an annual subscription of £12 with concessions of £10 for junior Members (under the age of 16 on 1<sup>st</sup> September in the year of subscription) and £7 for disabled Members or such other reasonable sums as the Committee shall decide, and the first payment shall be applied to purchase a share in the Society.

5.4 The Committee will have power to offer associate or affiliate status with or without payment or subscription to corporate or unincorporated bodies which support the aims of the Society but no-one shall be entitled to vote at any general meeting of the Society who is not the registered holder of a fully paid up share in the Society

5.5 The Committee may elect (subject to confirmation at the next following Annual General Meeting of the Club) as an Honorary Member of the Club any person, whether an existing Member or not, whose membership whether for services to the club, to the Sport or for any other reason the Committee considers to be especially desirable in the interests of the Club. An Honorary Member shall be a Member with all the rights duties privileges of membership of the Club but without any obligation to pay any entrance fee or subscription. The Committee shall have power to terminate the honorary membership of any person at any time if it considers such action to be in the interests of the Club so to do.

5.6 No person shall be accepted as a candidate for membership under the age of sixteen years and the purported admission of a person under the age of sixteen years shall be void.

5.7 The Committee shall have power to create a class of persons known as Juniors or such other title as the Committee may decide using as criteria age, ticket holding or otherwise as it sees fit. Such persons shall not be Members within these rules but they shall have such rights, privileges and obligations as the Committee shall decide. Any person in this class shall cease to be entitled to such recognition on attaining the age of eighteen years

5.8 The Committee may (subject to the provisions of rule 6) offer such other categories of membership of the Club with such qualifications, application procedures and conditions, duties and privileges, subscriptions and in such numbers as it may from time to time decide but always on the basis that every member shall have one vote. Details of categories, qualifications, application procedures and conditions, duties and privileges of membership in force from time to time shall be kept by the Honorary Secretary and shall be available for inspection by Members at all reasonable times.

5.9 It shall be the duty of every member to advise the Honorary Secretary promptly of each change of address. All notices and letters dispatched by post to a Member at the address registered in the Register of Members (which shall be conclusive proof thereof) shall be deemed to have been properly delivered pursuant to Rule 31.

5.10 A Member may resign from the Club at any time by giving to the Honorary Secretary written notice of the intention to do so provided that the Member shall remain liable for all monies then due and owing to the Club.

5.11 The President or Honorary Secretary or any person appointed by either of them shall have the power to order the withdrawal from the ground of any Member who is in breach of any of these Rules, any Regulation or any Rule or Regulation of any of the governing bodies of the Sport which is applicable to the Ground or its use by Members or who otherwise is, in the opinion of the President or Honorary Secretary or their appointee or appointees guilty of misconduct

5.12 The Committee shall have power to terminate or suspend for such period as it thinks fit the membership of or to reprimand a Member for any infringement of these rules, any Regulations, the Rules and Regulations of any of the governing bodies of the Sport or for any conduct prejudicial to the interests of the Club or the Sport. The procedure for the exercise of this power shall be prescribed by the Committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by Members at all reasonable times.

5.13 A Member shall cease to be a Member:

5.13.1.1 On resignation

5.13.1.2 On termination of membership by the Committee

#### 5.13.1.3 On death

5.14 Each person who is in membership with the Club at the date these Rules take effect pursuant to Rule 26 shall be admitted to membership in accordance with rule 5.4 and any person in membership at that date under the age of sixteen years shall be granted the status of a Junior in accordance with rule 5.7.

5.15 The Secretary is to deliver a copy of these Rules to every person on demand on payment £0.10 or of an amount fixed by the Committee subject to the statutory maximum.

### **III- SHARES**

#### **6. Share Capital**

6.1 The capital of the Club shall consist of shares of the value of five pence each.

6.2 Every member of whatever category shall hold one share and no more in the capital of the Club. No person who is not a Member shall be issued with a share.

6.3 Each Member of the club at the date these rules take effect pursuant to rule 26 (other than those under the age of sixteen years) shall be allotted one share and five pence of the subscription then next paid by each member shall be applied in paying up the same in full.

6.4 Any Member admitted to membership after the date on which these Rules take effect shall be allotted one share on admission and five pence of the first subscription paid by such Member shall be applied in paying up the same in full.

6.5 In the case of a share allotted to an Honorary Member either upon these Rules taking effect or upon admission to membership thereafter pursuant to Rule 5.5 such share shall be credited as fully paid by way of capitalisation of any profits of the reserves to the club and the Committee shall have power to take all steps necessary to give effect to this Rule.

6.6 No share shall be held jointly, be withdrawable or be transferable by any Member and no interest, dividend or bonus shall be payable on any share. Any Member transferring or attempting to transfer a share or any interest therein or rights associated therewith shall, if the Committee so decides, be deemed to have resigned from the Club as from the date of such transfer or attempted transfer.

6.7 The share of a Member shall be forfeited to the Club when a Member for whatever reason ceases to be a Member and any amount then due to the Member in respect of such share shall thereupon become the property of the Club.

6.8 The club shall not be required to issue a certificate to any Member in respect of the share allotted to the Member.

### **IV- MEETINGS COMMITTEE and OFFICERS**

#### **7. General Meetings**

7.1 All General Meetings shall be held at the Ground or elsewhere as the Committee may determine and any such meeting other than an Annual General Meeting shall be called a Special General Meeting.

7.2 The Chairman of all such meetings shall be the President of the Club or if unavailable the Immediate Past President or if unavailable a Member of the Committee appointed at the meeting to take the Chair for the Meeting.

7.3 Every Member shall be entitled to attend and vote at any General Meeting. The procedure for the casting of votes shall be determined by the Chairman of the meeting.

7.4 The quorum at any General meeting shall be 6 Members.

7.5 If within thirty minutes after the time appointed for a General meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved, and in every other case it will stand adjourned to such other day and at such other time and place, or be dissolved, as the Committee shall determine.

7.6 All resolutions shall be decided by a majority of votes recorded except where:

7.6.1 These Rules provide for a special resolution which shall require a majority of at least two-thirds of the votes recorded, or

7.6.2 A resolution is put to an Annual General meeting as contemplated by Rule 8.1.8.2 in which case the provisions of the Act as to voting shall apply.

7.7 A declaration by the Chairman of a General Meeting to the effect that a particular resolution has been passed or not passed or not or passed by a particular majority or not shall (subject to the Act) be final and binding on the Members.

7.8 A General Meeting shall not be invalidated by reason only of any Member accidentally failing to receive notice thereof or any accompanying document relating thereto.

7.9 The procedure for conduct of General Meetings shall be as set out in Rules 8 and 9

7.10 It is the responsibility of the Committee, the Chair of the meeting and the Secretary to ensure that at any general meeting: a) the issues to be decided are clearly explained; b) sufficient information is provided to members to enable rational discussion to take place and; c) where appropriate, members of the Committee, experts in relevant fields or representatives of special interest groups are invited to address the meeting.

## **8. Annual General Meetings**

8.1 Not later than 31<sup>st</sup> December in every year a General Meeting shall be held (to be known as the Annual General Meeting) for the transaction of the following business:

8.1.1 To consider and approve (with or without amendment) the minutes of the previous Annual General Meeting

8.1.2 To receive and approve a report from the Committee on the affairs of the Club since the previous Annual General Meeting

8.1.3 To receive and approve a Financial Statement for the preceding financial year and where necessary in law or where the members require the Auditors' report thereon

8.1.4 To elect the Officers for the ensuing year

8.1.5 To elect Vice-Presidents

8.1.6 To confirm the elections of Honorary Members made by the Committee during the previous year

8.1.7 To elect members of the Committee for the ensuing year

8.1.8 Where necessary in law or where the members require

8.1.8.1 To appoint Auditors for the ensuing year

8.1.8.2 To consider a resolution disapplying the provisions of the Act relating to the obligation to appoint Auditors

8.1.9 To consider as a special resolution any addition or alteration to these rules proposed in accordance with Rule 8.5

8.1.10 To consider any other motion or business duly proposed in accordance with Rule 8.5

8.1.11 To consider any other business of which due notice shall have been given

8.1.12 To hear any other relevant matter for the consideration of the Committee during the ensuing year, but on which no voting shall be allowed.

8.2 Notice of every Annual General Meeting stating the date, time and venue of such Meeting shall be sent to all Members so as to be received not less than two clear weeks prior to the date of that Meeting with the agenda of the business to be considered thereat and with a copy of the Club's Financial Statement for the preceding financial year.

8.3 The election of the Officers shall be subject to the following provisions:

8.3.1 Any Member shall have the right to make nominations, with the written consent of a candidate, for election to any one or more of the offices named in or created under the provisions of Rule 12.1. Such nominations must be sent in writing so as to reach the Honorary Secretary by 30<sup>th</sup> November. The Committee shall also have the right to make nominations for the election of Officers.

8.3.2 The election of each Officer shall be decided by a majority of votes recorded.

8.3.3 In the event of an equal number of votes being cast for two or more candidates for any office a further election for that office shall immediately be held between those candidates for whom the votes are equal in number. If there shall still be equality of votes, the members of the retiring Committee present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holder of the office concerned for the ensuing year.

8.4 The election of Committee Members shall be subject to the following provisions:

8.4.1 Any Member shall have the right to make not more than one nomination, with the written consent of the candidate, for election as one of the Committee Members provided for in Rule 13.1.2. Such nominations must be sent in writing so as to reach the Honorary Secretary by 30<sup>th</sup> November. The Committee shall also have the right to make nominations for the election of Committee Members without restriction on the number of nominations.

8.4.2 The election of Committee Members shall be decided by a majority of votes recorded.

8.4.3 In the event of an equal number of votes being cast for two or more candidates for the last seat or seats on the Committee, a further election shall immediately be held for the last seat or seats between those candidates for whom the votes are equal in number. If there shall still be equality of votes, the members of the retiring Committee present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holder or holders of the last seat or seats on the Committee for the ensuing year.

8.5 Proposals for additions or alterations to the Rules or for any other motion to be submitted at an Annual General Meeting shall be subject to the following provisions:

8.5.1 Any proposal shall be submitted in writing to the Honorary Secretary by 30<sup>th</sup> November duly proposed by one Member and seconded by another

8.5.2 Copies of all such proposals and copies of proposals put forward by the Committee shall be sent to all Members with the notice of the Annual General Meeting

8.5.3 Amendments to any proposal notified to Members under Rule 8.5.2 shall be sent in writing so as to reach the Honorary Secretary duly proposed and seconded not less than twenty-four hours before the time for which the Annual General meeting is convened.

8.5.4 Amendments duly received in accordance with Rule 8.5.3 shall be added to the agenda by the Chairman of the Annual General Meeting

## **9. Special General Meetings**

9.1 The Committee may convene at any time a Special General Meeting by giving to all Members two clear weeks notice thereof stating the date time and venue thereof and the resolution or resolutions to be moved and the business to be transacted thereat

9.1.1 Amendments to any resolution proposed by the Committee shall be submitted in writing to the Honorary Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 8.5.3 for an Annual General Meeting.

9.1.2 Amendments duly received in accordance with Rule 9.1.1 shall be added to the agenda by the Chairman of the Special General Meeting

9.2 The Committee shall also convene a Special General Meeting on receipt by the Honorary Secretary of a written requisition to do so, duly signed by not less than 20 Members. Each requisition must clearly state the specific resolution to be moved.

9.2.1 Two clear weeks notice of such a meeting stating the date time and venue thereof and the specific resolution to be moved thereat shall be sent to all Members by the Honorary Secretary within fourteen days of the receipt of the resolution

9.2.2 Amendments to such a resolution shall be submitted in writing to the Honorary Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 8.5.3

9.2.3 Amendments duly received in accordance with Rule 9.2.2 shall be added to the agenda by the Chairman of the Special General Meeting.

## **10. Rules**

10.1 No new Rule shall be made, nor shall any Rule be amended or rescinded, except by a special resolution passed at an Annual General Meeting in accordance with Rule 8.5 or at a Special General Meeting convened by the Committee in accordance with Rule 9.1

10.2 The Honorary Secretary shall register in accordance with the Act any new rule or amendment to these rules and no new rule or amendment to the Rules shall be valid until so registered.

10.3 A copy of the Rules shall be delivered by the Honorary Secretary to any person on demand on payment of such sum (not exceeding ten pounds) as may from time to time be determined by the Committee.

## **11. Powers of the Committee**

The affairs of the Club shall be administered by the Committee which shall exercise all the powers of the Club expressed in Rule 4 and without limiting the generality thereof:

11.1.1 The Committee shall have power to appoint such Sub-Committees as are considered necessary to deal with the affairs of the Club

11.1.2 The Committee shall determine the composition, powers and terms of reference of each Sub-Committee

11.1.3 The Chairman of any Sub-Committee shall have a second or casting vote, and the quorum necessary for the transaction of business by a Sub-Committee shall be one third of its appointed members or as the Committee may determine

11.1.4 A Sub-Committee may exercise the power of co-option subject to the provisions of Rule 11.2

11.2 The Committee shall have power to co-opt additional members to serve on it provided that the number of such co-opted members shall not exceed twenty-five percent of the number of members elected to hold office on the Committee (the Officers for the purpose of this computation being deemed to be elected members) and to approve the co-option of additional members to serve on any Sub-Committee, on both cases either for general or special service and with or without voting rights.

11.3 The Committee shall not exercise its powers in any way or for any purpose inconsistent with the objects of the Club.

11.4 The procedure for the conduct of meetings of the committee shall be prescribed by the committee and details thereof shall be kept by the Honorary Secretary and be available for inspection by Members at all reasonable times.

11.5 References in these Rules to any acts or activities or opinion (including, without limitation, decisions, directions requests, exercise of discretion and the giving of consent) of the Committee shall mean such acts or activities or opinions as shall have been sanctioned or effected or (as the case may be) expressed by (a) a resolution of the Committee or (b) a resolution of the relevant Sub-Committee where the power to act or authority being exercised has been delegated by the committee to a Sub-Committee or (c) the relevant Officer where that power or authority has been delegated by the Committee to an Officer.

## **12. Officers**

12.1 The Officers of the club shall be a President, and Honorary Secretary, and Honorary Treasurer, the Immediate Past-President and such other officers as the Club may in General Meeting from time to time determine.

12.2 The Officers of the Club shall be elected at each Annual General Meeting in accordance with Rule 8.3

12.3 Each Officer on election at an Annual General Meeting shall hold office from the end of that Meeting until the end of the next Annual General Meeting but shall be available for re-election from year to year.

12.4 If any offices shall fall vacant between one Annual General Meeting and the next such vacancy shall be filled by the Committee for the period of the vacancy.

## **13. Committee**

13.1 The Committee shall consist of:

13.1.1 The Officers

13.1.2 Seven members (or such other number not exceeding twenty as may be determined from time to time by the Club in General Meeting) duly elected in accordance with Rule 8.4. A Member of the Committee shall hold office from the end of the Annual General Meeting at which he is elected until the end of the following Annual General Meeting and shall be available for re-election from year to year

13.2 The Committee shall each year elect its own Chairman for the ensuing year to hold office from the date of the Annual General Meeting until the date of the following year's Meeting. He may hold any other office in the Club at the same time and shall be eligible for re-election from year to year.

13.3 The quorum at any meeting of the Committee shall be four (or such other number as may be determined from time to time by the Club in General Meeting) and the Member elected to take the Chair shall be entitled to exercise a second or casting vote.

13.4 If a vacancy shall occur for an elected Member of the Committee between one Annual General Meeting and the next such vacancy shall be filled by the Committee.

13.5 If a Member of the Committee shall commit an offence under Rule 5.11 or shall be adjudged bankrupt or if a court order is made appointing a receiver to administer such Member's property such Member shall thereupon cease to be a Member of the Committee.

13.6 Committee Members shall receive no remuneration for serving on the Committee other than the payment of authorised expenses for carrying out their duties.

#### **14. Vice- Presidents**

The Committee may each year nominate for election at the Annual General Meeting as Vice-Presidents of the Club such member or Members as they consider should receive special recognition for services to the Club. Any Member so elected shall remain a Vice-President until ceasing to be a Member. The position of Vice-President shall not carry rights or obligations and in particular a Vice-President shall not be an officer or a Member of the Committee unless separately elected as such.

### **V- FINANCE**

#### **15. Club Finance**

15.1 The Club's income shall be obtained annually from the subscriptions of Members, from investments and securities, from gate monies and receipts from matches arranged by the Club at the ground, from the letting of the ground, from sponsorship and from any other available source.

15.2 The profits of the Club shall be applied only in furthering the objects of the Club and no surpluses or assets will be distributed to members or third parties

15.3 The Club shall not have power to receive money on deposit from members or others.

15.4 A Financial Statement of the Club's affairs shall be made up to 30<sup>th</sup> September in each year (or such other date as may be determined from time to time by the Club in General Meeting) and shall be signed by the Honorary Treasurer, the Honorary Secretary and one Member of the Committee. An audit, where necessary in law or where the membership require, shall be carried out by a qualified auditor or, where the conditions applicable for appointing lay auditors apply, by 2 or more lay auditors, and a printed copy of the signed Financial Statement together with the Auditors' report thereon, shall be sent to each member with the notice of calling an Annual General Meeting.

15.5 The Club may participate in a direct debiting scheme as an originator for the purpose of collecting subscriptions for any category of membership and/ or any other amounts due to the Club. In furtherance of such a scheme the club may enter into an indemnity required by the bank upon whom direct debits are to be originated and such indemnity may be executed on behalf of the Club by the Honorary Secretary or as otherwise determined pursuant to these Rules.

#### **16. Subscriptions**

Each Member shall, according to membership category, pay to the Club on 1<sup>st</sup> August (or such other date as may be determined from time to time by the Club in General Meeting) such annual subscription as the Committee may from time to time determine.

### **VI- MISCELLANEOUS**



## **17. Match Admission**

Admission to the Ground for matches arranged by the Club shall be under the control of the Committee and any Sub-Committees.

## **18. Auditors**

18.1 The provisions of the Act relating to the appointment, powers, rights, remuneration, responsibilities and duties of the Auditors shall be complied with.

18.2 The Auditors where appointed shall be entitled to attend any General Meeting and to receive all notices of and other communications relating thereto which any Member is entitled to receive, and to be heard at any General Meeting or any part of the business which concerns them as auditors.

## **19. Registered Office**

19.1 The Registered Office of the Club shall be at **Morda Road, Oswestry, Shropshire SY11 2AY** or at such other location in England and Wales as the Committee may from time to time otherwise determine.

19.2 Notice of any change in the situation of the Registered Office shall be given by the Honorary Secretary to the Registrar Authority within fourteen days after the change.

## **20. Use of Name of the Club**

20.1 The name shall be kept painted or affixed in a conspicuous position and in letters which are easily legible on the outside of every office or place in which the activities of the Club are carried on.

20.2 The name shall be stated in legible characters in all business letters of the Club, in all notices, advertisements and other official publications of the Club, in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Club and in all bills, invoices, receipts and letters of credit of the Club.

20.3 Save with the authority of the Committee, the name of the Club shall not at any time be used by any Member in any document or advertisement issued or published by, or on behalf of or with the authority of that Member in such a way as to indicate or imply that such document or advertisement was issued or published by or on behalf of the Club or the Committee

## **21. Seal**

The Club shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Honorary Secretary and shall be used only under the authority of the Committee which may determine who shall countersign any instrument to which the seal is affixed and unless otherwise so determined it shall be countersigned by any two of the Officers.

## **22. Register of Members**

22.1 The Club shall keep at its Registered Office a Register of Members and Officers in which the Honorary Secretary shall enter the following particulars:

22.1.1 The name and address of each Member

22.1.2 A statement of the share held by each Member and the amount paid therefore

22.1.3 A statement of other property, if any, in the Club held by each Member whether in loans or otherwise

22.1.4 The date on which each Member was entered in the Register as a Member and the date on which a Member ceased to be a Member

22.1.5 The names and addresses of the Officers of the Club with the offices held by them respectively and the date on which they assumed and left office.

22.2 The Register of Members and officers shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 22.1.1, 22.1.4 and 22.1.5 without also opening to inspection the other particulars entered in the Register.

### **23. Inspection of Books**

All Members and persons having an interest in the funds of the Club shall be allowed to inspect their own accounts and the particulars entered in the Register of Members and Officers other than those entered under Rules 22.1.2 and 22.1.3 at all reasonable hours at the Registered Office of the Club subject to such regulations as to the time and manner of such inspection as may be made from time to time by a resolution passed at a General Meeting.

### **24. Annual Return**

24.1 Every year not later than the date provided by the Act (or where the return is made up to the date allowed by the Registrar Authority not later than seven months after such date) the Honorary Treasurer shall send to the Registrar the annual return of the Club relating to the affairs of the Club for the period required by the Act to be included in the return together with a copy of the Financial Statement of the Club with the report of the Auditors where applicable thereon for the period included in the return and a copy of each balance sheet made during that period and the Report of the Auditors where applicable on that balance sheet.

24.2 A copy of the latest annual return shall be supplied free of charge on demand to every Member or other person interested in the funds of the Club.

### **25. Publication of Accounts**

The Club shall keep a copy of the last balance sheet for the time being together with the report made by the Auditors where applicable thereon always hung up in a conspicuous place at its Registered Office

### **26. Registration**

These Rules shall take effect on and from the date of their registration pursuant to and in accordance with the provisions of section 2 of the Industrial and Provident Societies Act 1965

### **27. Dissolution**

~~In the event of it becoming necessary for the Members to discontinue the activities of the Club and to dissolve the Club under the provisions of the Act, its funds and property shall be distributed by a representative committee of the members which shall be empowered to distribute the assets, including cash and investments in hand, to Associations having similar objectives as their own within the Town of Oswestry.~~

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

27.1.1 A registered charitable organisation

27.1.2 Another Club which is a registered CASC

27.1.3 The Sports' national governing body for use by them for related community sports.

### **28. Licensing**

28.1 Save for those persons who are admitted to membership under rule 5.13 no person may be admitted to membership without an interval of at least two days between the dates of nomination and admission

28.2 Subject to such restrictions as may be imposed from time to time by the Committee in any Regulations

28.2.1 The Ground shall be open during such hours as the Committee may decide and intoxicating liquor shall be supplied during such hours as may be fixed by the Committee (having due regard to the permitted hours within the licensing district in which the ground is situated) and notified to the Police and also to the Clerk to the Licensing Justices or Licensing Committee as required by law, but the Committee shall have power to close the ground or any part thereof and/ or reduce the hours of supply of intoxicating liquor from time to time on affixing notice thereof on the Club's notice board.

28.2.2 Members may introduce and entertain guests at the Ground

28.2.3 Provision is hereby made for the admission to any premises on the ground in respect of which the Club is registered under the Licensing Act 1964 or the Licensing Act 2003 (or any statutory modification or re-enactment thereof) of persons other than Members or their guests and for the sale of intoxicating liquor to them by or on behalf of the Club for consumption on such premises.

### **29. Continuity**

For the avoidance of doubt every Member of the Club who at the date these Rules take effect pursuant to Rule 26 holds office or position in any capacity in the Club (including the position of Vice-Presidents) shall continue to hold the same office or position following registration. Such members shall have the same seniority, dates of appointments, dates of retirement and the like after registration as before registration, subject only to such changes as are necessary by virtue of these Rules. The Trustees under the former Rules of the Club shall, until they have fully discharged their duties, remain as trustees upon those of the former Rules which relate to Trustees, varied only insofar as these Rules necessarily require.

### **30. Indemnity**

Each Officer (including under the former Rules of the Club the Trustees) and employee from time to time of the Club and each person who was or is from time to time a member of the Committee or any Sub-Committee shall (to the extent that such person is not entitled to recover under any policy of insurance) be entitled to be indemnified out of any and all funds available to the club, which may lawfully be so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by such person in the execution and discharge of duties undertaken on behalf of the Club or in relation thereto, or incurred in good faith in the purported discharge of such duties, including any liability incurred in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted as an officer or employee or as a Member of the Committee or any Sub-Committee as the case may be.

### **31. Notices**

Any notice or other communication or document sent by first class post to a Member, Officer or member of the Committee shall be treated as having been given twenty-four hours after the time when it was posted.

### **32. Arbitration**

Every unresolved dispute which arises out of these Rules between the Society and:

- a) a member; or
- b) any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or
- c) any person claiming through such member or person aggrieved; or
- d) any person bringing a claim under the rules of the Society; or
- e) an officer of the Society

is to be submitted to an arbitrator agreed by the parties or nominated by the President for the time being of the Chartered Institute of Arbitrators. The arbitrator's decision will be binding and conclusive on all parties.

Any person bringing a complaint must deposit with the Society the sum of £500 or such other reasonable sum as the Society Board shall decide. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

### **33. Interpretation**

Subject to the provisions of the Act any difference of opinion as to the interpretation of these Rules or on any matter not provided for therein shall be decided by the Chairman of a General Meeting at such Meeting or by the Committee in every other circumstance, and every such decision shall be recorded in the minutes and shall be accepted as the true meaning until thereafter otherwise interpreted on due notice at a subsequent General meeting.

### **34. Schedule of Definitions**

“the Act”	means the Industrial and Provident Societies Acts 1965-1978 and any subsequent Acts governing or otherwise affecting industrial and provident societies
“Auditors”	means the auditors of the Club for the time being
“the Authority”	means the Financial Services Authority and its successors
“Club”	means Oswestry Cricket Club Limited
“Committee”	means the committee designated in Rule 13 and “Committee member” or “Member of the Committee” means a member of the Committee for the time being and shall include a person co-opted under Rule 11,2
“Financial Statement”	means a Balance Sheet together with a Statement of Accounts showing Income and Expenditure
“General Meeting”	means a general meeting of Members
“Ground”	means the ground including stands, clubhouse and other buildings built thereon maintained and developed under the provisions of Rule 3.5
“Honorary Secretary”	means the Honorary Secretary of the Club for the time being
“Member”	means a member of the Club
“Officers”	means the officers designated in Rule 12
“Regulation”	means a resolution, regulation or instruction made in accordance with Rule 4.12
“Rules”	means the Rules of the Club for the time being registered with the Authority
“Sport”	means the sport of Cricket, and any other recognised sport which the Committee shall permit to be played at the Ground

.....  
Gwilym Goronwy Vaughan Owen

.....  
Barbara Platt

.....  
Andrew Leggatt

.....  
John Michael Robinson