



**Kent County Cricket Club Limited**

**Constitution and Rules**

Registered Office:

St Lawrence Ground  
Old Dover Road  
Canterbury  
Kent CT1 3NZ

Registration No. 28955 R

## 1. Name

The name of the society shall be “Kent County Cricket Club Limited” (“the Club”).

## 2. Registration

2.1. The Club shall be a society registered under the Industrial and Provident Societies Acts 1965-1978 (“the Acts”). These Rules shall come into force and have effect to the exclusion of all other Rules as from the effective date of such registration. The Club shall not be de-registered except with the authority of a resolution of the Members as is required from time to time to amend the Constitution and Rules generally (disregarding any special requirements as to amendments to any particular Rule) or except as provided by law.

2.2. Persons who at the date of registration hold office or position in any capacity in the Club (whether as officers of the Club, members of the General Committee or members of a sub-committee or otherwise) shall hold the same or equivalent office or position immediately following the effective date of registration. Such persons shall have the same seniority, dates of appointment, dates of retirement and the like after that date as before it, subject only to such changes as are necessary by virtue of these Rules. The Trustees of the Club before that date shall, until they have fully discharged their duties, remain as Trustees upon those of the Rules of the Club immediately before the passing of the resolution adopting these Rules as relate to Trustees, varied only insofar as these Rules necessarily require.

## 3. Objects

The objects of the Club shall be:

- a) to promote and further the game of cricket at all levels within and beyond the County of Kent;
- b) to carry on the activity of County Cricket and to undertake such cricket fixtures and other activities as the General Committee may decide;
- c) to be a member of the First-Class Cricket Forum of the England and Wales Cricket Board (“the ECB”) and to take part in the activities of the ECB and the First-Class Cricket Forum or any successor;
- d) to strengthen the bonds between the Club and local communities in Kent and surrounding areas;
- e) to maintain and develop the County Ground at the St Lawrence Ground, Canterbury and/or such other location or locations as the General Committee may from time to time determine as the headquarters of the Club and/or as a venue for playing cricket and so as to provide the best possible facilities for Members and those visiting the Ground or Grounds; and
- f) to apply the profits of the Club in furthering the objects of the Club.

## 4. Powers

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:

- a) 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 General Committee in its discretion to be desirable or 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 General Committee to be necessary, desirable or expedient for the purposes of the Club or the advancement of its interests;
- b) to raise or borrow money from Members or others without limitation for the purposes of or in connection with the activities of the Club or any of them as the General Committee thinks fit. Any sum or sums raised or borrowed may be secured by way of mortgage or charge over all or any of the undertaking, property and assets, present or future, of the Club, and whether or not including any floating charge of all or any of the undertaking, property and assets of the Club;

- c) 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 a trust deed or other assurance;
- d) to accept and grant sponsorship, franchises and other arrangements as the General Committee shall think fit;
- e) to apply for and hold any licences, consents and approvals that may be required in connection with the activities of the Club and to provide catering and such other facilities as the General Committee shall consider desirable;
- f) to invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for, or the prestige of, cricket or any other sport or recreation;
- g) to support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the General Committee directly or indirectly benefit, or is calculated so as to benefit, the Club or its activities, or its employees, ex-employees, players, former players or their dependants;
- h) to promote, arrange and organise competitions and entertainments in connection with cricket and any other sport or recreation;
- i) to engage such officials and employees upon such terms and at such remuneration as the General Committee may deem appropriate, and to dismiss or retire any of them as may be necessary;
- j) 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;
- k) to maintain bank accounts in credit or overdrawn on such terms as the General Committee shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems; and
- l) to enter into all deeds and documents of novation or otherwise, consequent upon or by reference to the incorporation of the Club.

## 5. Registered Office

The registered office of the Club shall be at the St Lawrence Ground, Old Dover Road, Canterbury, Kent, CT1 3NZ or at such other location as the General Committee may from time to time decide.

## 6. Membership and Junior Associateship

- 6.1. A copy of these Rules shall be given to each new Member and Junior Associate on election or acceptance and every Member and Junior Associate shall be deemed to have received notice of these Rules.
- 6.2. Membership of the Club shall consist of Life, Ordinary and Honorary Members and Associateship shall consist of Junior Associates, all as is hereinafter provided.
- 6.3. Application for membership or junior associateship shall be determined by the General Committee or any sub-committee appointed by the General Committee for that purpose. No reasons shall be given to any applicant in the event of rejection and any subscription paid shall be refunded.
- 6.4. The General Committee shall have power to elect as Honorary Members of the Club for life or annually, any persons who have rendered special services to the Club or to the furtherance of the game of cricket in Kent or elsewhere.
- 6.5. The General Committee shall have power to elect as an Honorary Member any player who has received his Kent County Cap and shall have ceased to be employed by the Club and any other retired employee of the Club, whom the General Committee considers to be deserving of special recognition.
- 6.6. Honorary Members (other than Honorary Life Members) shall be elected for one year, renewable annually at the discretion of the General Committee. They shall be entitled to the privileges set out in Rule 15.1(b)(i).

- 6.7. No person with the exception of those covered under Rules 6.4 and 6.5 shall be admitted to any of the privileges detailed in Rule 15.1 or be entitled to vote at any General Meeting until he or she shall have paid the current subscription or have entered into and complied with a direct debit arrangement to pay the current subscription.
- 6.8. The General Committee shall have power to elect as Vice-President any Member who, in its opinion, has given distinguished service to the Club. Such Vice-Presidents, if not Committee Members of the Club, shall have all the General Privileges and status of Committee Members within Kent, other than the right to attend Committee Meetings. The maximum number of Vice-Presidents at any one time shall be limited to 10.
- 6.9. No person shall be accepted as a Member unless he or she has reached the age of 18 years. A purported admission as a Member of a person who has not attained the age of 18 years shall be void.
- 6.10. Any person under the age of 18 who wishes to enjoy the privileges of membership of the Club (except that he or she shall not be entitled to hold a share) may be admitted as a Junior Associate. The privileges to which a Junior Associate shall be entitled (subject to any variations approved by the General Committee from time to time) shall be those set out in rule 15.1(d). Junior Associates shall not be able to hold shares in the capital of the Club and shall not be entitled to vote at an Annual General Meeting or Special General Meeting of the Club.
- 6.11. Any Member or Junior Associate who desires to resign from the Club shall send notice in writing to such effect to reach the Chief Executive before 1<sup>st</sup> January in any year. The Member or Junior Associate so resigning shall cease to have any rights or privileges in connection with the Club or its assets and shall not be entitled to any refund or part refund of subscription or share.

## **7. Share Capital**

- 7.1. The capital of the Club shall consist of shares of the value of five pence each.
- 7.2. 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.
- 7.3. Each Member of the Club at the date these Rules take effect 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.
- 7.4. Any person 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.
- 7.5. In the case of a share allotted to a Life Member or an Honorary Member who is not a Member under any other category, whether such share is allotted upon these Rules taking effect or upon admission to membership thereafter, such share shall be credited as fully paid by way of a capitalisation of any profits of the reserve of the Club and the General Committee shall have power to take all steps necessary to give effect to this Rule.
- 7.6. No share shall be withdrawable or be transferable by any Member and no interest, dividend or bonus shall be payable on any share nor may it be held in trust for any other person except that on the death of a Life Member who became a Life Member before 1 October 2011 the Life Member's share shall pass to any surviving spouse for his or her lifetime. Any Member transferring or attempting to transfer a share or any interest therein or any rights associated therewith shall, if the General Committee decides, be deemed to have resigned from the Club as from the date of such transfer or attempted transfer.
- 7.7. The share of a Member shall be forfeited to the Club when that 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.
- 7.8. The Club shall not be required to issue a certificate to any Member in respect of the share allotted to that Member.

## **8. Management**

The Club so far as the game of cricket is concerned shall be governed by the Laws of Cricket as laid down by the Marylebone Cricket Club and by such Rules as may be laid down from time to time by the Cricket Council and, where appropriate, by the ECB or any successor.

The affairs of the Club, in all matters not in these Rules expressly reserved for the Members of the Club in General Meeting, or otherwise provided for, shall be the responsibility of the General Committee, who shall appoint a Chief Executive to the Club who shall be the Secretary of the Club for the purposes of the Acts.

## 9. Officers

The Officers of the Club shall consist of a President, a Chairman (who shall be Chairman of the Club and of the General Committee), an Honorary Treasurer, a Chairman of Cricket and any Vice-Chairman of the Club and General Committee who may be elected under Rule 11 (all of which Officers shall be paid up Members of the Club) together with the Chief Executive and the Captain of the First Eleven.

## 10. General Committee ~ Constitution of

- 10.1. The General Committee shall consist of the President, not more than nine Members of the Club (hereinafter called the "Elected Members") and such of the Chairman, the Honorary Treasurer and the Chairman of Cricket as are not Elected Members. Of the Elected Members not more than three shall be ex-employees of the Club.
- 10.2. The General Committee shall co-opt annually at its first meeting one Member of the Club nominated by the Kent Cricket Board or any successor body thereto, whether or not incorporated, which is broadly representative of the recreational game of cricket throughout the County of Kent, and one Member of the Club nominated by the Kent County Cricket Supporters' Club, both of which co-opted Members shall have full voting rights.
- 10.3. At the end of each year three of the Elected Members shall retire by rotation in order of seniority. Such Members shall be eligible for re-election.
- 10.4. Vacancies on the General Committee shall be filled at the Annual General Meeting of the Members of the Club. Candidates for election must be paid up Members of the Club as defined in Rule 6.2 and have been such Members for the three years immediately preceding the election, and not less than twenty-one years of age, and they must be nominated in writing by two Members of the Club. Nominations duly signed by the nominating Members together with a letter expressing the candidate's willingness to serve must be delivered to the Chief Executive prior to the 15<sup>th</sup> January preceding the Annual General Meeting. The death of any such nominating Member after signature shall not invalidate a nomination. No Member of the Club shall act as proposer or seconder to more than one candidate for election to the General Committee. In the event of there being more nominations than there are vacancies, a ballot shall be taken at the Annual General Meeting or by proxy if the General Committee so decides. If the number of nominations be less than the number of vacancies, any deficiency may be filled by qualified Members of the Club selected by the General Committee.
- 10.5. Subject to the conditions set out in the preceding clause any casual vacancy occurring on the General Committee may be filled at any time by that Committee electing a qualified Member of the Club subject to confirmation at the next Annual General Meeting unless such vacancy occurs within the last year of a Member's term of committee service in which case the vacancy shall not be filled until the next Annual General Meeting.
- 10.6. Voting at meetings of the General Committee shall be by show of hands or otherwise as the Chairman or other member presiding at the meeting may direct. Every member of the General Committee present shall have one vote and in the case of equality of votes the Chairman or other member presiding at the meeting shall have a second or casting vote.

## 11. General Committee ~ Powers and Duties of

- 11.1. The General Committee shall elect annually a President, a Chairman (who shall, other than in exceptional circumstances, be chosen from the Elected Members), a Vice-Chairman (if thought fit, and who shall be chosen from the Elected Members), an Honorary Treasurer (who may be an Elected Member or co-opted) and a Chairman of Cricket (who shall, other than in exceptional circumstances, be chosen from the Elected Members). Each of these Officers shall remain in office until the election of his or her successor, subject to Rules 11.2 and 11.3.
- 11.2. On the completion of three consecutive years in office the Chairman, Vice-Chairman (if any), Honorary Treasurer and Chairman of Cricket shall not be eligible for immediate re-election unless the General Committee by a vote in favour of two-thirds of those present and voting shall resolve otherwise.
- 11.3. Any of the Officers named in Rule 11.2 may be removed by a resolution of the General Committee provided that such resolution shall have been passed by not less than two-thirds of those present and voting.
- 11.4. The General Committee shall have control of the management of the affairs and funds and assets of the Club, save that approval shall be necessary by the Members in General Meeting (the notice of which shall have contained details of the proposed disposal) by a simple majority (whether by a show of hands or by a poll as determined by the Chairman of that Meeting) of those voting to dispose of the whole or any significant part of any land owned by the Club. In this context disposal of land shall mean the transfer of the freehold or the creation of a lease of three years or more and significant shall mean significant either to the playing or practice of cricket or to the spectator or amenity facilities.

11.5. The General Committee shall be empowered to make or alter bye-laws and regulations consistent with these Rules as it may from time to time deem expedient. Bye-laws shall be approved annually at the first meeting of the General Committee in each calendar year and shall be posted in the Pavilion and the Registered Office of the Club.

11.6. The General Committee may appoint from its members and Members of the Club such sub-committees as it may think necessary or desirable and may delegate any or all of its powers thereto. Sub-committees shall have no power to reverse a decision of the General Committee except as provided in Rule 12. The Chairman, Vice-Chairman (if any), the Honorary Treasurer, the Chairman of Cricket and the Chief Executive shall be members of all sub-committees.

11.7. Five members (of whom at least four must be Elected Members) of the General Committee shall form a quorum.

A meeting of the General Committee may consist of a conference between some or all of the members who are in differing places provided that each member of the General Committee who participates is able

- a) to hear each of the other participating members addressing the meeting,
- b) to have access to a copy of any documents being considered by the meeting; and
- c) if he or she so wishes, to address all of the other participating members simultaneously, whether directly, by conference telephone or by any other form of communications equipment or by a combination of those methods.

A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum as set out above. A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place where the Chairman of the meeting participates.

11.8. A General Committee meeting shall be called whenever thought advisable by the Chairman or upon 14 days notice at and after the request to the Chairman or Chief Executive of not less than four members of the General Committee. In any event there shall be not less than six meetings of the General Committee in every year.

11.9. The Audited Accounts of the Club shall be submitted to the General Committee at the most convenient meeting following their audit.

11.10. The General Committee shall have power to accept any resignation.

11.11. If in the opinion of the General Committee the conduct of a Member shall render him or her unfit for membership of the Club, the General Committee shall have power:

- (a) to request him or her to resign and if he or she shall fail to do so
- (b) to determine his or her membership. Before any such Member is expelled, the Chief Executive shall give him or her at least seven days' notice to attend a meeting of the General Committee which notice shall contain short particulars of the complaint(s) made against him or her. No Member shall be expelled without first having an opportunity of so appearing before the General Committee and answering the complaint(s) made against him or her, nor unless at least two-thirds of the General Committee then present vote in favour of his or her expulsion. Upon the determination of membership under this Rule a subscription paid for the current year may be returned to a Member wholly or in part at the discretion of the General Committee and he or she shall have no claim on the Club, or its property or funds.

11.12. The General Committee shall have power to determine the membership of any Ordinary Member or Junior Associate whose current subscription is more than six months overdue, unless such Member or Junior Associate has entered into and complied with a direct debit arrangement to pay such subscription. On determination of membership under this Rule, the share of the former Member shall be forfeit and any amount due to the Member in respect of such share shall be set against any amount, including arrears of subscription,

11.13. Rule 11.11 shall apply to a Junior Associate as if he or she were a Member.

## 12. Emergency Committee

In addition to any other sub-committees which the General Committee may appoint there shall be constituted the Emergency Sub-Committee which shall consist of the President, the Chairman, the Vice-Chairman (if any), the Honorary Treasurer, the Chairman of Cricket, the Chief Executive and one member of the General Committee who shall be elected annually at the first General Committee meeting after the Annual General Meeting. They shall have power to co-opt such members of the General Committee as they may consider necessary but such co-opted members shall have no voting rights. Any two members of this sub-committee shall have power to convene a meeting. Any meeting of this sub-committee shall be responsible for the consideration of such matters as shall, in the unanimous view of those members of the sub-committee

present in person, require immediate attention, and shall have power to act only in circumstances when in their unanimous view it is impracticable to summon a meeting of the General Committee, whether for reasons of insufficiency of time or otherwise; in such circumstances this sub-committee is empowered to take decisions which may be at variance with decisions previously taken by the General Committee. The Chairman of this sub-committee shall have a second or casting vote in the event of an equality of votes on any resolution or amendment. Three members of this sub-committee shall constitute a quorum.

### **13. Personal interests**

13.1. A member of the General Committee or any sub-committee who is in any way, whether directly or indirectly and whether for himself or herself or through a person connected with him or her, interested in a contract, transaction or arrangement with the Club shall declare the nature of his or her interest in accordance with Section 317 of the Companies Act 1985 (or such other section as shall re-enact or replace such Section 317) as if such member were a director and the Club were a company for the purposes of that Act.

13.2. Such a member shall not vote, nor count in the quorum, at a meeting of the General Committee or sub-committee on any resolution concerning a matter in which or in connection with which he or she has, directly or indirectly, an interest or duty which in the opinion of the Chairman of the meeting is material and conflicts or may conflict with the interests of the Club. If requested to do so by the Chairman of the meeting, such member shall withdraw from the meeting while the matter in question is discussed and (if applicable) voted on. If the member in question is the Chairman of the meeting, references in the previous sentence of this Rule to the Chairman of the meeting shall be construed as being references to a majority of the other members present at the meeting at the relevant time.

### **14. General Meetings**

14.1. The Annual General Meeting of Members of the Club shall be held in every year in the month of March or April or, if not practicable, within six months thereafter at such time and place as the General Committee may consider to be most convenient to Members. Not less than 21 days' notice of such meeting shall be given to every Member and on no occasion shall such meeting be held before 1900 hours.

14.2. At all General Meetings of the Club the Chairman (or in his absence a Member selected by the General Committee) shall take the Chair. Every Life, Ordinary, paid up in accordance with Rule 6.7 and Honorary Member shall be entitled to attend and shall be entitled to one vote upon every motion or amendment and in case of an equality of votes the Chairman shall have a second or casting vote. The General Committee shall be empowered to make, if it thinks fit, regulations for enabling Members unable to be present to vote by proxy or in writing. A completed vote by proxy by a Member who has subsequently died shall be invalid only if notification to that effect has been received by the Chief Executive 48 hours before the time appointed for holding the General Meeting.

14.3. At all General Meetings of the Club a resolution put to the vote shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- a) by the Chairman or
- b) by at least five members present in person or by proxy.

If a poll is duly demanded it shall be taken in such manner as the Chairman may direct.

14.4. No Member shall be debarred from introducing any subject deemed by the Chairman of the meeting to be of interest or suitable for discussion at an Annual General Meeting but any Member wishing to move any valid resolution at such meeting must give notice thereof in writing to the Chief Executive not later than the 15<sup>th</sup> January prior to the date of the meeting and details of the resolution shall be included in the Agenda accompanying the Notice convening the meeting. The Chairman shall have an unfettered discretion whether or not to permit any Member to move at the meeting an amendment to any resolution and the ruling of the Chairman on a point of order or the admissibility of a personal explanation shall be final and shall not be open to discussion.

14.5. The Audited Accounts of the Club shall be presented at the Annual General Meeting together with a Report by the General Committee.

14.6. The Notice convening the Annual General Meeting shall be accompanied by:

- a) a copy of the Audited Accounts of the Club
- b) the Report of the General Committee which shall include the names of the Officers and of the members of that Committee and of the sub-committees for the past year, together with a record of attendances at meetings and

- c) the Agenda for the Annual General Meeting which shall include the names, addresses and particulars of all Members who have been nominated to serve on the General Committee in accordance with Rule 10.4 together with the names of their proposers and seconders.

14.7. The General Committee may at any time for any purpose call a Special General Meeting.

14.8. The Chief Executive on the written requisition of one hundred or more Members of the Club shall within thirty days call a Special General Meeting of the Members of the Club. Such requisition must state the purpose for which the meeting is to be called. No business shall be transacted at such meeting except that for which the meeting is called, and any matters which in the opinion of the Chairman (whose opinion shall be final) arise out of such business.

14.9. Not less than twenty-one days' notice shall be given of a Special General Meeting.

## **15. Members' and Junior Associates' Privileges**

15.1. Members and Junior Associates shall be entitled to the following privileges on all grounds where Kent First or Second Eleven or Club and Ground or Kent Cricket Board matches are being played.

- a) Life Membership (including Honorary Life Membership) shall entitle the Member each year to admission to the ground pavilion or enclosure for the Member and one guest, whether or not in company with the Member, and admission to the ground for one car provided there is sufficient space for it and conditions allow. On the death of a Life Member, all privileges of Membership shall pass to any surviving spouse for his or her lifetime if the said Life Membership was obtained before 1 October 2011.
- b) The General Committee shall have discretionary power to offer categories of Ordinary Membership with such privileges as it may from time to time decide, to vary the privileges of existing categories of Ordinary Membership or to abolish any existing category, provided that any such addition, variation or abolition shall be effective only if notified to Members not later than 28 days before 1 January of the year in which it is to have effect, and it shall not affect the entitlement of each member to have one share and one vote.
- c) Each member is entitled to admission to any ground, including pavilion or enclosure, where Kent 1<sup>st</sup> or 2<sup>nd</sup> eleven or Kent Cricket Board matches are being played subject to limitations within the category of the Membership he or she has joined.
- d) Junior Associateship. Boys and girls up to the age of 18 shall be entitled to admission to the ground pavilion or enclosure. The General Committee shall have power to impose such limitations as it considers, at its sole discretion, to be appropriate on the privileges enjoyed by any Junior Associate or all Junior Associates. Junior Associates shall not be entitled to attend or vote at any meetings nor shall they be allowed to occupy seats on the ground floor of the pavilion at Canterbury.

15.2. The privileges set out in Rule 15.1 are subject to certain modifications to comply with the conditions agreed with touring teams and with the sponsors of the various competitions. These modifications will be incorporated in Members' and Junior Associates' passes.

15.3. The General Committee shall have discretionary power to extend or suspend all or any of the privileges of membership except voting for a period not exceeding one month.

15.4. All Members and Junior Associates shall be entitled to wear the Club tie (small white horses on a Kentish red background) while they remain members or junior associates of the Club.

15.5. Members' guests are not entitled to vote at General Meetings but may attend at the discretion of the Chairman.

## **16. Subscriptions and Privileges**

16.1. Rates of subscriptions attaching to the privileges set out in Rule 15.1 shall be determined annually by the General Committee. A list of such subscriptions and the privileges of each category of Ordinary Membership and Junior Associateship shall be circulated annually to Members and Junior Associates not less than 28 days before the subscription renewal date of 1<sup>st</sup> January and shall be posted in the pavilion at the St Lawrence Ground, Canterbury and in the Registered Office of the Club and shall be available for inspection at all reasonable times.

16.2. All subscriptions shall be due on 1<sup>st</sup> January each year unless a direct debit arrangement has been entered into to pay such subscription, and has been complied with, or a resignation in writing in accordance with Rule 6.11 shall have been received previously by the Chief Executive.

## **17. Passes**

- 17.1. Members' and Junior Associates' passes are not transferable with the exception of Members' guests' passes issued under Rule 15. Passes must be produced to the Chief Executive or to any member of the staff on demand and Members or guests or Junior Associates failing to produce their passes at the gate shall be liable to pay for admission.
- 17.2. Complimentary passes may be issued free, on an annual basis at the discretion of the General Committee. Such passes shall admit holders to all home grounds and to the pavilion or enclosure, but shall not confer any other privileges nor the right to attend or vote at any meetings nor to wear the Club tie.

## **18. Audit of accounts**

### **18.1. Preparation, audit and procedure**

The Annual Accounts of the Club for each financial year ("the Annual Accounts") shall be prepared, signed, audited, published, submitted and filed in accordance with the Acts. The Annual Accounts, prepared under the direction of and approved by the General Committee, signed by the Chief Executive and by two members of the General Committee acting on its behalf and bearing the Report of the Auditors, shall be submitted at the Annual General Meeting.

### **18.2. Auditors**

The provisions of the Acts as to the appointment, removal, powers, rights, remuneration and duties of the Auditors shall be complied with. The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications (other than voting forms) relating to any General Meeting which any Member is entitled to receive, and to speak at any General Meeting on any part of the business of the meeting which concerns them as Auditors. The remuneration of the Auditors shall not exceed any limit imposed by the Registrar pursuant to the Acts.

## **19. Curators**

Up to two curators shall be appointed annually by the General Committee. They will be responsible for the care and maintenance of the Arts and Library possessions of the Club. They will have access to the General Committee as necessary for matters of guidance and report.

## **20. Notices**

Every Member and Junior Associate of the Club shall keep the Chief Executive informed of his or her private address or some other address to which communications may be addressed and all other notices posted to such address shall be conclusively deemed to have been duly given to and received by him or her two days following the day of posting. The accidental omission to give notice of any meeting to or the non-receipt of such notice by any Member shall not invalidate the proceedings at that meeting. In the event of industrial action or the occurrence of other circumstances beyond the control of the Club or upon the calling of a Special General Meeting under Rule 14.7 or 14.8 an advertisement of a General Meeting in not less than two Kentish newspapers and any one national newspaper, published not less than 21 days before the date of the meeting, shall constitute sufficient notice. Such advertisement shall specify the time, date, place and purpose of the meeting and any documents which would otherwise have been circulated to Members with the notice of such meeting shall be laid before Members at that meeting.

## **21. Seal**

The Club shall have its name engraved in legible characters on a seal ("the seal") which shall be kept in the custody of the Chief Executive and shall be used only under the authority of the General Committee or a sub-committee thereof which may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by any two of the Officers of the Club.

## **22. Indemnity - Protection of Officers, Committees, Trustees and Employees**

All Officers of the Club shall respectively be chargeable only with such monies as they respectively shall actually receive, and shall not be answerable for each other, nor for any banker, broker, or other person in whose hands any monies or securities shall be placed or business entrusted, nor otherwise for involuntary losses unless the same shall happen through their own wilful neglect and default. Each Officer and employee from time to time of the Club, each Trustee of the Club before registration, and each person who was or is from time to time a member of the General Committee or any sub-committee of the Club shall (to the extent that such person is not entitled to recover under a policy of insurance) be entitled to be indemnified out of any and all funds available to the Club, which may be lawfully so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by him or her in the execution and discharge of his or her duties in relation thereto, or incurred by him or her in good faith in the purported discharge of his or her duties in relation thereto, including any liabilities incurred by him or her in initiating, prosecuting or defending any proceedings, civil or

criminal, which relate to anything done or omitted in good faith by him or her or alleged to have been done or omitted by him or her as an Officer, employee, Trustee or member of the General Committee, or any sub-committee, as the case may be whether before or after registration.

### **23. Interpretation of Constitution and Rules**

The General Committee shall be the sole authority for the interpretation of these Rules and of any regulations and bye-laws made from time to time by the General Committee; and the decision of the General Committee upon any question of interpretation or upon any matter affecting the Club and not provided for by these Rules or by the regulations or bye-laws shall be final and binding on all Members.

### **24. Alteration to Constitution and Rules**

Any of the Constitution and Rules may be added to, repealed or amended by the resolution at any duly convened General Meeting of the Members of the Club provided that no such resolution shall be deemed to have been passed unless it is carried by a majority of at least two-thirds of the Members voting thereon.

### **25. Dissolution**

#### **25.1. Dissolution to comply with the Acts**

The Club may be dissolved only in accordance with the Acts.

#### **25.2. Winding up**

The Club may be wound up either compulsorily by an order pursuant to the Insolvency Act 1986 or voluntarily by resolution of the Members (either as a Members Voluntary Winding Up or Creditors Voluntary Winding Up) pursuant to the Insolvency Act 1986 as if the Club were a company within the meaning of that Act.

#### **25.3. Distribution of net assets**

In the event of dissolution or winding up, the property and assets of the Club, after the discharge of all liabilities and expenses, shall be distributed for the benefit of cricket or any other national sport in the County of Kent as the General Committee shall think fit.