

COMPANIES LAW (REVISED)

COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
CAYMAN CRICKET**

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\$1 Cayman Islands

1. DEFINITIONS, INTERPRETATION AND EXCLUSION OF TABLE A

Definitions

1.1 In these Articles, the following definitions apply:

"Articles" means, as appropriate:

- (a) these Articles of Association as amended from time to time; or
- (b) two or more particular articles of these Articles

and **"Article"** refers to a particular article of these Articles;

"Affiliate Member" means a Member that is admitted to the affiliate class of membership;

"Board of Directors" means the board of directors of the Company appointed in accordance with these Articles;

"Clubs" means those cricket clubs eligible to be admitted to membership of the Company in accordance with these Articles;

"Company" means the above-named company;

"Corporate Member" means a Member that is admitted to the corporate class of membership;

"Director" means a member of the Board of Directors and, unless the context otherwise requires, includes an Officer;

"Elected Directors" has the meaning set out in Article 6.2;

"Electronic" means relating to technology having electronic capabilities;

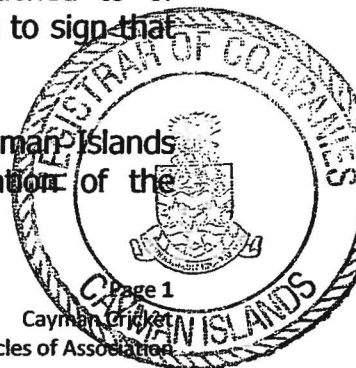
"Electronic Record" means a record processed by electronic means;

"Electronic Signature" means an electronic process attached to or associated with an electronic record by a person who intends to sign that record;

"Former Constitution" means the Constitution of the Cayman Islands Cricket Association in existence on the date of incorporation of the Company;

REGISTERED AND FILED
AS NO: 282977 THIS 25th DAY
OF November, 2013

Asst. Registrar of Companies
Cayman Islands



"Honorary Member" means a Member that is admitted to the honorary class of membership;

"Islands" means the British Overseas Territory of the Cayman Islands;

"Law" means the Companies Law (Revised);

"Member" means any eligible person, association or body duly admitted to membership of the Company and whose name is entered on the register of members;

"Memorandum" means the Memorandum of Association of the Company as amended from time to time;

"Officers" means the President, the Vice President, the Treasurer and the Secretary of the Company;

"Ordinary Member" means a Member that is admitted to the ordinary class of membership;

"Ordinary Resolution" means a resolution of a duly constituted general meeting of the Company passed by a simple majority of the votes cast by, or on behalf of, the Members entitled to vote. The expression also includes a unanimous written resolution;

"Patron" means the Governor of the Cayman Islands;

"President" means the person elected to the position of president of the Company in accordance with these Articles;

"Primary Schools League" means the cricket competition or league organised for the primary schools within the Cayman Islands;

"Secondary Schools League" means the cricket competition or league organised for secondary schools within the Cayman Islands;

"Secretary" means the person elected to the office of secretary of the Company in accordance with these Articles;

"Special Resolution" means a resolution of a duly constituted general meeting of the Company passed by a majority of not less than two thirds of the Ordinary Members; and the expression includes a unanimous written resolution;

"Technical Director" has the meaning set out in Article 6.16;

"Treasurer" means the person elected to the office of treasurer of the Company in accordance with these Articles;

"Vice President" means the person elected to the office of vice president of the Company in accordance with these Articles;

Interpretation

1.2 In the interpretation of these Articles, the following provisions apply unless the context otherwise requires:

(a) A reference in these Articles to a statute is a reference to a statute of the Islands as known by its short title, and includes:

(i) any statutory modification, amendment or re-enactment; and

(ii) any subordinate legislation or regulations issued under that statute.

Without limitation to the preceding sentence, a reference to a revised edition of a Law of the Cayman Islands is taken to be a reference to the edition of that Law in force from time to time as amended from time to time.

(b) Headings are inserted for convenience only and do not affect the interpretation of these Articles, unless there is ambiguity.

(c) A word which denotes the singular also denotes the plural; a word which denotes the plural also denotes the singular; and a reference to any gender also denotes to the other gender.

(d) A reference to a **"person"** includes, as appropriate, a company, trust, partnership, joint venture, association, body corporate or government agency.

(e) Where a word or phrase is given a defined meaning another part of speech or grammatical form in respect to that word or phrase has a corresponding meaning.

Exclusion of Table A Articles

- 1.3 The regulations contained in Table A in the First Schedule of the Law are expressly excluded and do not apply to the Company.

2. MEMBERS

Classes of Membership

- 2.1 The Company shall have the following classes of Members:

- (a) Ordinary;
- (b) Honorary;
- (c) Affiliate; and
- (d) Corporate.

- 2.2 Differing payment obligations and different voting rights attach to each class of Member as set out in these Articles.

Entitlement to Membership

- 2.3 The persons or entities eligible to become members of the Company shall be as set out in the following table:

Types of Membership	Eligibility
Ordinary Member	Each of the Clubs within the Cayman Islands which meet the requirements of the Company and which have been approved by the Board of Directors for participation in the games, events or competitions organised by the Company.
Ordinary Member	The Officers The Cayman Islands Cricket Umpires

Types of Membership	Eligibility
	Association The Cayman Islands Masters Cricket Association
Honorary Member	The Patron Such other persons, associations, companies or bodies nominated by the Board of Directors on the basis of their contribution to the development of cricket in the Cayman Islands and approved by the Company by Ordinary Resolution.
Affiliate Members	One (1) person nominated by the Primary Schools League One (1) person nominated by the Secondary Schools League One (1) person nominated by the Minister responsible for Sport in the Cayman Islands Such persons, associations or bodies whether resident within or outside the Cayman Islands who are not otherwise eligible to become Ordinary Members or Honorary Members who are nominated by the Board of Directors and approved by the Company by Ordinary Resolution.
Corporate Members	Such corporations which meet the requirements set out at Article 2.24 in these Articles.

Types of Membership	Eligibility

Ordinary Members

- 2.4 The Ordinary Members shall have the right to receive notice of and to attend meetings of the Company and shall have the number of votes as specified at Article 5.5 of these Articles.

(a) Clubs

- 2.5 Every Club that wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors may require.
- 2.6 The Directors, acting reasonably, may refuse an application by a Club for membership if they consider it to be in the Company's best interests to do so.
- 2.7 The Directors shall recommend for membership of the Company the Clubs which have met the requirements of these Articles and the Club shall become a member if approved by the Company by Ordinary Resolution.
- 2.8 Each Club shall pay the annual subscription fee prescribed by the Directors in accordance with these Articles.
- 2.9 In respect of the annual subscription fees for a particular financial year the following steps shall be taken in the preceding financial year:
- (i) the Directors shall determine the subscription fee on or before 31 July;
 - (ii) the Directors shall advise the Clubs of the subscription fee no later than 31 August;
 - (iii) the Clubs shall pay the annual subscription fee to the Company on or before 30 September.
- 2.10 If a Club fails to pay the annual subscription fee and that default continues for six (6) months after the due date for payment, its membership shall automatically cease and its name shall be removed from the register of members.

2.11 The Directors may allow a Club to once again become a Member upon delivery of a fresh application for membership together with payment of any annual subscription fees in arrears.

2.12 The Company may by Ordinary Resolution prescribe additional requirements and conditions which must be satisfied by Clubs for continued membership.

(b) The Officers

2.13 The Officers shall be elected at the Annual General Meeting in the manner prescribed in these Articles.

(c) The Cayman Islands Cricket Umpires Association

2.14 The Cayman Islands Cricket Umpires Association shall be the organisation established to represent cricket umpires in the Cayman Islands and which has been recognised as such by the Company.

2.15 The Cayman Islands Cricket Umpires Association shall not be required to pay a subscription fee.

(d) The Cayman Islands Masters Cricket Association

2.16 The Cayman Islands Masters Cricket Association shall be the organisation accepted by the Board of Directors as the representative of cricketers and retired cricketers above the qualifying age of a "master" set by that organisation.

2.17 The Cayman Islands Masters Cricket Association shall not be required to pay a subscription fee.

Honorary Members

2.18 Honorary members shall be entitled to receive notice of and to attend meetings of the Company but shall not have the right to vote.

(a) The Patron

- 2.19 The Patron shall be the Governor of the Cayman Islands or the person who holds an equivalent office under the Constitution of the Cayman Islands.

(b) Honorary and Honorary Life Members

- 2.20 An Honorary Member other than the Patron may be appointed for a limited period or may be appointed for life. An Honorary Member appointed for life shall be known as an Honorary Life Member.
- 2.21 All Honorary Members and Honorary Life Members appointed under the Former Constitution shall become Honorary Members or Honorary Life Members, as the case may be, on the date of incorporation of the Company.

Affiliate Members

- 2.22 Affiliate Members shall be entitled to receive notice of and to attend meetings of the Company but shall not be entitled to vote.

Corporate Members

- 2.23 Corporate membership shall be awarded to all corporations, whether registered within or outside the Cayman Islands, which have paid the corporate membership fee and which have satisfied the other requirements prescribed in these Articles.
- 2.24 The Directors shall be entitled to negotiate and agree the duration and terms of each corporate membership and the level of the corporate membership fee payable by each corporate member.
- 2.25 Corporate members shall be entitled to receive notice of and to attend meetings of the Company but shall not be entitled to vote.

Termination of Membership

- 2.26 At any time a Member may withdraw from the Company by giving at least one month's notice to the Company. Despite such withdrawal, where applicable, the Member shall remain liable to the Company for all annual

subscription fees which, as at the date of withdrawal, were payable by it to the Company.

2.27 The Company may by Special Resolution with good and sufficient reason, terminate the membership of a Member if the Board of Directors pass a resolution recommending the termination of the Member's membership and the Members of the Company consider that such termination is in the Company's best interests. However, a resolution to terminate the membership of a Member may only be passed if:

- (a) the Member has been given twenty-one (21) days' notice in writing of the Directors' meeting at which the resolution is proposed and the reasons for which the termination is proposed; and
- (b) the Member has been allowed to be represented at the meeting of the Board of Directors considering the resolution for termination of membership.

3. MEETINGS OF MEMBERS

Annual General Meetings

- 3.1 In each calendar year the Company shall hold a general meeting as its annual general meeting in addition to any other general meetings in that year. The notice calling the meeting shall specify the meeting as the Company's Annual General Meeting.
- 3.2 The Annual General Meeting shall be held no earlier than 1 October and not later than 15 December of each year.
- 3.3 At least fourteen (14) days' notice of the Annual General Meeting shall be given to every Member.
- 3.4 At the Annual General Meeting, in addition to any other business which the Chairman may specify, the following business shall be conducted:
 - (a) to confirm the minutes of the previous Annual General Meeting;
 - (b) to receive the President's report;
 - (c) to receive and confirm the Treasurer's statements of account and audited balance sheet for the previous year;

- (d) to elect the Officers;
- (e) to elect the other Directors;
- (f) to confirm the appointment of the auditor(s) of the Company.

Extraordinary General Meetings

- 3.5 All general meetings other than Annual General Meeting shall be called extraordinary general meetings.
- 3.6 At least seven (7) days notice of an extraordinary general meeting must be given to each Member.
- 3.7 The Directors shall convene at least one extraordinary general meeting in each of the two quarters ending 31 March and 30 June each year. At such meetings there shall be conducted such business as the Directors may prescribe.
- 3.8 The Directors may also call an extraordinary general meeting at any time if they deem it necessary to do so.
- 3.9 The Directors shall call a general meeting if requisitioned in the following manner:
 - (a) the requisition must be in writing and given by three or more Ordinary Members including at least two Clubs;
 - (b) the requisition must also specify the purpose of the meeting and signed by or on behalf of each requisitioner .
- 3.10 Should the Directors fail to call a general meeting within thirty (30) days from the date of receipt of a requisition, the requisitioners or any of them may call a general meeting after the end of that period.

Content of Notice

- 3.11 Notice of a general meeting shall specify each of the following:
 - (a) the place, the date and the hour of the meeting;

- (b) subject to paragraph (c), the general nature of the business to be transacted; and
- (c) if a resolution is proposed as a Special Resolution, the text of that resolution.

Persons Entitled to Receive Notice

3.12 Subject to the provisions of these Articles, the notice shall be given to the following persons:

- (a) the Members;
- (b) the Directors.

Service of Notice

3.13 Notice of all general meetings shall be in writing and shall be served in person, or by post or by e-mail to the post office box or e-mail address provided by each Member to the Directors as the address to which notices of meetings shall be served.

Accidental Omission to Give Notice or Non-Receipt of Notice

3.14 Proceedings at a meeting shall not be invalidated by the following:

- (a) an accidental failure to give notice of the meeting to any person entitled to notice; or
- (b) the non-receipt of notice of the meeting by any person entitled to vote.

4. PROCEEDINGS AT MEETINGS OF MEMBERS

Attendance at Meetings

4.1 A Member, if an individual, shall be entitled to attend meetings of the Company in person or by proxy.

- 4.2 An instrument appointing a proxy shall be in writing in a form approved by the Directors and shall be signed by the Member appointing the proxy. The proxy shall be delivered to the chairman of the meeting or some other director appointed by the chairman and the decision of the chairman as to the validity of the proxy shall be final.
- 4.3 A Member, if a company, association or body shall be entitled to appoint at least one representative to attend a meeting on its behalf. An organisation or body which has the right to vote shall be entitled to appoint one representative for each vote that that Member is entitled to exercise.
- 4.4 Each person attending the meeting shall sign the register stating his name and, if attending as a proxy of an individual Member, or the representative of a company, association or body, the name of the Member he is representing.
- 4.5 Any Member in attendance at a meeting may challenge the capacity of any person to attend or vote at the meeting. Where such a challenge is made it shall be resolved by the chairman whose decision shall be final.

Quorum

- 4.6 Save as provided in the following Article, no business shall be transacted at any meeting unless a quorum is present. A quorum shall be one-fifth in number of the Members for the time being rounded up to the nearest whole number.

Lack of Quorum

- 4.7 If a quorum is not present within thirty (30) minutes of the time appointed for the meeting, or if at any time during the meeting a quorum is no longer present, then the following provisions apply:
- (a) If the meeting was requisitioned by Members, it shall be cancelled.
 - (b) In any other case, the meeting shall stand adjourned to the same time and place seven (7) days later, or to such other time or place as is determined by the Directors. If a quorum is not present within thirty (30) minutes of the time appointed for the adjourned meeting, then the Members present shall constitute a quorum.

Chairman

- 4.8 The chairman of a general meeting shall be the President or, in the absence of the President, the Vice President, or, in the absence of the President and the Vice President, any other Officer or other Director present at the meeting.
- 4.9 If no Director is present within thirty (30) minutes of the time appointed for the meeting, or if no Director is willing to act as chairman, the Members entitled to vote present shall choose one of their number to chair the meeting.

Right of a Director to Attend and Speak

- 4.10 Even if a Director is not a Member or the representative of a Member, he shall be entitled to attend and speak at any general meeting.

Adjournment

- 4.11 The chairman may at any time adjourn a meeting with the consent of the Members constituting a quorum. The chairman must adjourn the meeting if so directed by the meeting. No business, however, can be transacted at an adjourned meeting other than business which might properly have been transacted at the original meeting.
- 4.12 Should a meeting be adjourned for more than seven (7) days, whether because of a lack of quorum or otherwise, Members shall be given at least seven (7) days' notice of the date, time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any notice of the adjournment.

Method of Voting

- 4.13 A resolution put to the vote of the meeting shall be decided on a show of hands of the Members present in person or by authorised representatives unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. A poll may be demanded:

- (a) by the chairman; or
- (b) by any Member or their authorised representatives.

Outcome of Vote by Show of Hands

- 4.14 Unless a poll is demanded, a declaration by the chairman as to the result of a resolution, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the outcome of a show of hands without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Withdrawal of Demand for a Poll

- 4.15 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The chairman shall announce any such withdrawal to the meeting and, unless another person forthwith demands a poll, any earlier show of hands on that resolution shall be treated as the vote on that resolution; if there has been no earlier show of hands, then the resolution shall be put to the vote of the meeting.

Taking of a Poll

- 4.16 A poll demanded on any other question shall be taken either immediately or at a meeting convened for the purpose of taking the poll.
- 4.17 The demand for a poll shall not prevent the meeting continuing to transact any business other than the question on which the poll was demanded.
- 4.18 Except with respect to the election of Officers and Directors a poll shall be taken in such manner as the chairman directs. The chairman may appoint scrutineers (who need not be Members) and may fix a place and time for declaring the result of the poll.
- 4.19 Except with respect to the election of Officers and Directors, if the votes on a resolution are equal, whether on show of hands or on a poll, the chairman may, if he wishes, exercise a casting vote.

Written Resolutions

4.20 Members may pass a resolution in writing without holding a meeting if the following conditions are met:

- (a) all Members entitled to vote are given notice of the resolution as if the same were being proposed at a meeting of Members;
- (b) all Members entitled so to vote:
 - (i) sign a document; or
 - (ii) sign several documents in the like form each signed by one or more of those Members; and
- (c) the signed document or documents is or are delivered to the Company, including, if the Company so nominates, by delivery of an Electronic Record by electronic means to the address specified for that purpose.

Such written resolution shall be as effective as if it had been passed at a meeting of the Members entitled to vote duly convened and held.

4.21 If a written resolution is described as a Special Resolution or as an Ordinary Resolution, it has effect accordingly.

4.22 The Directors may determine the manner in which written resolutions shall be put to Members. In particular, they may provide, in the form of any written resolution, for each Member to indicate how many of its total number of votes it wishes to cast in favour of the resolution and how many against the resolution or to be treated as abstentions. The result of any such written resolution shall be determined on the same basis as on a poll.

5. VOTING RIGHTS OF MEMBERS

Entitlement to Vote

5.1 Only Ordinary Members shall be entitled to vote at general meetings.

- 5.2 All Ordinary Members are entitled to vote at a general meeting, whether on a show of hands or on a poll. However, if at a particular time a Club has not paid in full its annual subscription fee, that Club shall not be entitled to vote at any time until its subscription fees have been paid up in full.
- 5.3 An Ordinary Member which is an individual may vote in person or by the proxy appointed in accordance with these Articles. An Ordinary Member which is an organisation shall vote by its authorised representatives registered for that purpose at the meeting at which the vote is taken.

Voting Rights on a Show of Hands

- 5.4 On a show of hands, every person properly registered for the meeting as a Member or the representative of a Member shall have one vote.

Voting Rights on a Poll

- 5.5 If a poll is demanded, Ordinary Members shall have weighted voting rights determined as follows:

Clubs	3 votes each
Officers	1 vote each
The Cayman Islands Cricket Umpires Association	2 votes
The Cayman Islands Masters Cricket Association	2 votes

- 5.6 No Ordinary Member is bound to cast all its eligible votes; nor shall any Ordinary Member be bound to vote each of its eligible votes in the same way.

Objections to Admissibility of Votes

- 5.7 An objection to the validity of any vote cast may only be raised at the meeting or at the adjourned meeting at which the vote is sought to be tendered. Any objection duly made shall be referred to the chairman whose decision shall be final and conclusive.

6. DIRECTORS

- 6.1 The Board of Directors shall comprise all the Elected Directors and the Technical Director.
- 6.2 The Elected Directors shall comprise the Officers and all the other members of the Board of Directors except the Technical Director.
- 6.3 Unless otherwise determined by the Company by Ordinary Resolution in general meeting, the minimum number of directors inclusive of the Officers shall be eight (8) and the maximum shall be twelve (12). The number of Directors shall be prescribed by the Company by Ordinary Resolution in general meeting. The first Board of Directors shall have nine (9) Directors, eight of whom shall be Elected Directors and the ninth being the Technical Director.
- 6.4 A Director must be an individual.
- 6.5 A Director need not be a Member but shall be entitled to receive notice of and attend all general meetings of the Company.
- 6.6 The Elected Directors shall be elected at the Annual General Meeting in the manner prescribed by these Articles. The Officers and Members of the Executive Committee of the Cayman Islands Cricket Association under the Former Constitution shall continue to serve as the Board of Directors of the Company and shall continue to have such voting rights as they had under the Former Constitution until a new Board of Directors has been constituted by the Company in accordance with these Articles.
- 6.7 The business of the Company shall be managed by the Directors who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meetings. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in general meeting; but no such regulation shall

invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

6.8 The Directors may from time to time make such rules and by-laws as they may deem necessary or convenient for the proper conduct or management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular, but without prejudice to the generality of the above, it may by such rules or by-laws regulate:

(a) the admission and classification of Members of the Company, and the rights and privileges of such Members and the conditions of membership and the terms on which such Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of the Members of the Company in relation to one another, and to the Company's employees;

(c) the setting aside of the whole or any part or parts of the Company premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meetings and meetings of the Board of Directors and sub-committees in so far as such procedure is not regulated by these Articles; and

(e) generally all such matters as are commonly the subject matter of company rules.

The Company in general meetings shall have the power to alter or repeal the rules or by-laws made by the Directors and to make additions to them, and the Directors shall adopt such means as it deems sufficient to bring to the notice of the Members of the Company all such rules and by-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 by-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company.

6.9 The Directors may delegate any of their powers to any individual or committee of one or more persons. Persons on such committees may include persons who are not Directors or Members of the Company. The

delegation may be on such terms as the Directors deem fit including provision for the committee itself to delegate to a sub-committee save that any such sub-committee may be revoked or altered by the Directors.

- 6.10 The Directors may appoint any person, either generally or in respect of any specific matter, to be the agent of the Company with or without authority for that person to delegate all or any of the person's powers.
- 6.11 The Directors may appoint any person, whether nominated directly or indirectly by the Directors, to be the attorney or other authorised signatory of the Company. The authority may be for any purpose for such period and with such authority as the Directors deem fit, save that such powers shall not exceed the powers vested in or exercisable by the Directors under these Articles.
- 6.12 No act of any Director shall be invalidated by any subsequent alteration of the Memorandum of Association or of these Articles. To the extent allowed by the Law, members may by Special Resolution validate any prior act of the Directors which would otherwise be in breach of their duties.
- 6.13 The Directors may exercise all the powers of the Company to borrow money and to mortgage, charge or pledge the Company's property or assets and to issue debentures or other securities as security for any debt or obligation of the Company.
- 6.14 The Directors shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from Board meetings or general meetings of the Company or in connection with the business of the Company.

The Officers

- 6.15 The Officers of the Company shall be the President, the Vice President, the Treasurer and the Secretary who shall be elected at the Annual General Meeting in the manner prescribed in these Articles.
- 6.16 The Officers, in addition to such other duties as may be prescribed in these Articles or by the ordinary Resolution of the Company in General Meeting shall have the following functions:

The President

The President shall be the chairman of the Board of Directors and shall be the chairman of the general meetings of the Company. The President shall be the chief representative of the Company.

The Vice President

In the absence of the President, the Vice President shall act as chairman of the Board of Directors and shall be chairman of the general meetings of the Company. The Vice President shall also be the chief representative of the Company in the absence or incapacity of the President.

The Treasurer

The Treasurer shall be responsible for keeping proper books of accounts of the Company and shall receive all monies due to the Company and issue receipts for such monies received. The Treasurer shall present the audited financial statements and balance sheet at the Annual General Meeting and shall present quarterly reports of receipts and expenditures to the Board of Directors and to the extraordinary general meetings next called after the presentation of such reports.

The Secretary

The Secretary shall be responsible for keeping accurate minutes of the meetings of the Company in general meetings and of the meetings of the Board of Directors.

- 6.17 The Officers upon being elected shall be Ordinary Members of the Company and shall have the right to vote as prescribed in these Articles.

The Technical Director

6.18 The Technical Director shall be the person contracted or otherwise appointed by the Company or the Cayman Islands Government as technical director of cricket in the Cayman Islands. In accordance with these Articles the Technical Director shall be a Director of the Company. The Technical Director's appointment as a Director shall terminate upon the termination of his contract or appointment as Technical Director.

Election of Directors

- 6.19 Subject to Article 6.29, all Elected Directors shall be elected by the Company at the Annual General Meeting. The election shall be conducted in the manner prescribed in these Articles. Upon being elected the Elected Directors shall, unless re-elected, serve a term until the conclusion of the next Annual General Meeting.
- 6.20 Any two Members of the Company may by notice in writing given to the Company at least two days in advance of the Annual General Meeting nominate an individual to become a Director. The nomination form shall be in the form prescribed by the Directors and must be signed by the Members or their representatives and also by the person nominated consenting to accept the nomination. The nomination form must be delivered by hand or by electronic mail to such person, and at such place or e-mail address provided in the notice of the Annual General Meeting.
- 6.21 The nomination form must state whether the person is being nominated to be an Officer and if so, state the office for which the person is being nominated.
- 6.22 At the commencement of the election of Elected Directors the chairman shall hand over the conduct of elections to a returning officer who shall be appointed by the Directors, subject to the right of the Company by Ordinary Resolution to appoint another returning officer in place of the person appointed by the Directors.
- 6.23 Where only one person has been nominated for any office, the returning officer shall declare that person as having been duly elected to the office. If more than one person is nominated for any office an election for that office shall be held in the manner prescribed by these Articles.
- 6.24 Where the number of persons nominated to be Elected Directors, but not Officers is equal to the number of posts available, the returning officer shall declare those persons to have been duly elected as Directors. If more persons have been nominated as Elected Directors than the number of posts available, an election shall be held in the manner prescribed in these Articles.
- 6.25 The returning officer shall hand out to each person attending the Meeting who is entitled to vote:

- (a) one (1) ballot for each of the offices being contested, such ballot stating the name of the office being contested and the names of the persons nominated for that office;
 - (b) a separate ballot containing all the names of the persons nominated to be Elected Directors but not Officers.
- 6.26 The returning officer shall declare as the winner of the election for each office the person who has received the largest number of votes cast on the ballots for that office. Where there is a tie among two or more persons receiving the highest number of votes, there shall be a runoff election at the same meeting between those persons. If the votes are again tied the election for that office shall be rescheduled for another general meeting of the Company to be scheduled no more than 30 days following the Annual General Meeting.
- 6.27 The returning officer shall declare as the winners of the election for non office holding Elected Directors the persons receiving the highest number of votes in descending order until all available posts of Directors are filled. In the case of a tie for the last remaining position, the returning officer shall follow the same procedure as prescribed in the event of a tie in the election for an office.

Removal of Directors and Termination of Directors' Appointment

- 6.28 An Elected Director may be removed by Ordinary Resolution.
- 6.29 An Elected Director may at any time resign office by giving to the Company notice in writing. Unless the notice specifies a different date, the Elected Director shall be deemed to have resigned on the date the notice is delivered to the Company.
- 6.30 A Director's appointment shall be vacated if the Director:
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally
 - (b) ceases to be a Director or is disqualified from acting as a Director;
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;

- (d) resigns his office by written notice to the Board of Directors;
- (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest; or
- (f) is absent without permission of the Board of Directors from all meetings of the Board of Directors held within a period of six months and the Board of Directors resolve that the appointment shall be vacated.

Filling of Vacancies

- 6.31 Where the position of any Elected Director becomes vacant it may be filled at an extraordinary general meeting of the Company in elections held in accordance with same procedures set out in these Articles.

Proceedings of Directors

- 6.32 The Directors shall meet at such times as they think fit. The Directors may adjourn or regulate their meetings as they think fit.
- 6.33 The quorum for a meeting of the Directors shall be four (4) or such greater number as the Company in general meeting may by Ordinary Resolution approve. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers exercisable by the Directors.
- 6.34 The meetings of the Directors shall be fixed by the Directors or may be summoned by the President or by any two Directors.
- 6.35 Questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a casting vote.
- 6.36 A written resolution signed by all the Directors entitled to attend and vote at a meeting of the Directors shall be as valid and effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form signed by one or more of the Directors. No objection may be taken to any such resolution if it is in electronic form or if approved only by an Electronic Signature.

Permissible Interests Subject to Disclosure

- 6.37 Directors, Officers, trustees and others who serve the Company shall not have any personal or business interests that may conflict with their responsibilities to the Company. If such a conflict does exist then the individual must fully disclose any interest the individual and/or the individual's family has in any entity that does business with the Company, and that any change in the information concerning a potential conflict shall be provided to the Company immediately. Any such individual who has a conflict shall not participate in any decision to approve doing business with the individual or entity in which the individual or entity has an interest and such decision must be made by a disinterested majority of the Board of Directors.

7. MINUTES

The Company shall cause minutes to be made in books kept for the purpose in accordance with the Law.

8. AUDIT AND ACCOUNTS

Accounting and Other Records

- 8.1 The Directors must ensure that proper accounting and other records are kept, and that accounts and associated reports are distributed in accordance with the requirements of the Law.
- 8.2 The Company's books of accounts shall be audited annually by an independent auditor appointed by the Directors and approved at the Annual General Meeting.
- 8.3 Unless the Directors otherwise specify, the financial year of the Company shall be 1 January to 31 December.
- 8.4 The Directors may determine who shall have signing authority on any bank account operated by the Company.

9. SEAL

- 9.1 The Company may have a seal if the Directors so determine.
- 9.2 A seal may only be used by authority of the Directors. Unless the Directors otherwise determine, a document to which a seal is affixed must be signed in one of the following ways:
- (a) by a Director and the Secretary; or
 - (b) by any two Directors.
- 9.3 If the Directors do not adopt a seal, or a seal is not used, a document may be executed in the following manner:
- (a) by a Director and the Secretary; or
 - (b) by one Director; or
 - (c) in any manner prescribed by the Law.
- 9.4 If a document is duly executed and delivered by or on behalf of the Company, it shall not be regarded as invalid merely because, at the date of delivery, the Secretary, or the Director, or other officer or person who signed the document or affixed the seal for and on behalf of the Company ceased to be Secretary or hold that office and authority on behalf of the Company.

10. INDEMNITY AND RELEASE

Indemnity

- 10.1 To the extent permitted by law, the Company shall indemnify each existing and former Officer or Director and their personal representatives against:
- (a) all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by the existing or former Officer or Director in or about the conduct of the Company's business or affairs, or in the execution or discharge of the existing or former Officer or Director's duties, powers, authorities or discretions; and

- (b) without limitation to paragraph (a), all costs, expenses, losses or liabilities incurred by the existing or former Officer or Director in defending (whether successfully or otherwise) any civil, criminal, administrative or investigative proceedings (whether threatened, pending or completed) concerning the Company or its affairs in any court or tribunal, whether in the Islands or elsewhere.

No such existing or former Officer or Director, however, shall be indemnified in respect of any matter arising out of his own dishonesty.

- 10.2 To the extent permitted by law, the Company may make a payment, or agree to make a payment, whether by way of advance, loan or otherwise, for any legal costs incurred by an existing or former Officer or Director in respect of any matter identified in paragraph (a) or paragraph (b) of the preceding Article, on condition that the Officer or Director must repay the amount paid by the Company and to the extent that it was ultimately found not liable to indemnify the Secretary or that Officer for those legal costs.

Release

- 10.3 To the extent permitted by law, the Company may by Special Resolution release any existing or former Officer or Director of the Company from liability for any loss or damage or right to compensation which may arise out of or in connection with the execution or discharge of the duties, powers, authorities or discretions of his office; but there may be no release from liability arising out of or in connection with that person's own dishonesty.

11. NOTICES

- 11.1 Save where there Articles provide otherwise, any notice to be given to or by any person pursuant to these Articles shall be in writing signed by or on behalf of the giver.
- 11.2 Notices from the Company shall be deemed given if delivered by electronic mail to the e-mail address provided to the Company for such purposes or if by pre-paid post sent to the post office box notified to the Company for that purpose.
- 11.3 Notices to the Company may be given to the Company if delivered by hand or by post to the registered address of the Company.

- 11.4 A notice may be given to the Company in an Electronic Record if:
- (a) the Directors so resolve; and
 - (b) the resolution states how an Electronic Record may be given and, if applicable, specifies an email address for the Company; and
 - (c) the Company has notified the person of the e-mail address to which the notice must be sent.
- 11.5 A written notice shall be signed when it is autographed by or on behalf of the giver, or is marked in such a way as to indicate its execution or adoption by the giver.
- 11.6 An Electronic Record may be signed by an Electronic Signature.
- 11.7 A notice given by Electronic Record shall be deemed sent if an Electronic Record is kept demonstrating the time, date and content of the transmission, and if no notification of failure to transmit is received by the giver.
- 11.8 A notice given in writing shall be deemed sent if the giver can provide proof that the envelope containing the notice was properly addressed pre-paid and posted, or that the written notice was otherwise properly transmitted to the recipient.
- 11.9 A notice is given on the date identified in the following table:

Method of Giving Notices	When Taken to be Given
Personally	At the time and date of delivery
By leaving it at the Member's address	At the date and time it was left
If the recipient has an address within the Islands, by posting it by prepaid post to the street or postal address of that recipient	48 hours after it was posted

Method of Giving Notices	When Taken to be Given
If the recipient has an address outside the Islands, by posting it by prepaid airmail to the street or postal address of the recipient	7 Clear Days after posting
By Electronic Record (other than publication on a website), to the recipient's Electronic Address	Within 24 hours after it was sent

12. COMPANY'S STATUS AS A NOT-FOR-PROFIT ORGANISATION

- 12.1 The Company is a not-for-profit organisation, even if it is not licensed under section 80 of the Law. All profits, if any, and other income of the Company shall be applied in promoting its objects.
- 12.2 The Company shall keep a record of all contributions received and of all contributors to the Company and of how such contributions are applied.
- 12.3 The Company shall maintain the following records:
- (a) Register of Members and Directors;
 - (b) proper books of accounts;
 - (c) minutes of all resolutions and proceedings; and
 - (d) a Register of Mortgages and Charges.

which are to be subject to inspection under the authority of the Governor in Cabinet.

- 12.4 The Company shall maintain its primary bank account with a licensed Cayman Islands bank.
- 12.5 The Company shall maintain its registered office in the Cayman Islands.
- 12.6 The Company shall obtain the prior approval of the Governor in Cabinet before and changes to the Board of Directors shall become effective.

No Dividends or Other Distribution

- 12.7 The Company shall not pay any dividends or other distributions to the Members, whether during its continuance or upon its deregistration or winding up.
- 12.8 If the Company is deregistered or wound up, any of its assets remaining after payment of its debts and liabilities and of the costs, charges and expenses of the deregistration or winding up shall be given or transferred to some other body (whether or not it is a Member) having objects similar to those of the Company or to another body, the objects of which are charitable.

13. WINDING UP

- 13.1 The Directors have the authority to present a petition for the winding up of the Company to the Grand Court of the Cayman Islands on behalf of the Company without the sanction of a resolution passed at a general meeting.
- 13.2 Clause 11 of the Memorandum of Association shall have effect as if the provisions were repeated in these Articles.

14. AMENDMENT OF MEMORANDUM AND ARTICLES

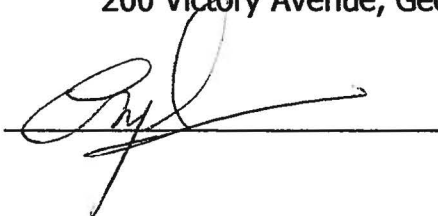
- 14.1 Subject to the law, the Company may, by Special Resolution:
- (a) Change its name; or
 - (b) Change the provision of its Memorandum with respect to its objects, powers or any other matter specified the Memorandum.
- 14.2 Subject to the Law and as provided in these Articles, the Company may, by Special Resolution, amend these Articles in whole or in part.

We the subscribers to these Articles of Association, wish to be formed into a company pursuant to these Articles.

Names, Addresses and Description of Subscribers:

1. **Name:** Courtney Myles
Date of Birth: 31 October, 1958
Occupation: Assistant Manager
Nationality: Caymanian
Address: 200 Victory Avenue, George Town

Signature:



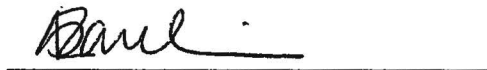
2. **Name:** Stephen Athelbert Best
Date of Birth: 22 November, 1957
Occupation: Police Officer
Nationality: Barbadian
Immigration Status: Government Employee
Address: 158 Shamrock Road, Prospect

Signature:



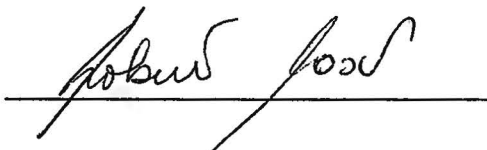
3. **Name:** Sheila Rankine
Date of Birth: 3 October, 1970
Occupation: Accounts Officer
Nationality: Caymanian
Address: 80 Adventure Street, George Town

Signature:



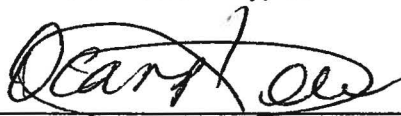
4. **Name:** Robert Cox
Date of Birth: 16 September 1963
Occupation: Manager
Nationality: Barbadian
Address: 63 Almond Avenue, #4, George Town

Signature:



5. **Name:** Odette Campbell
Date of Birth: 23 September 1975
Occupation: Special Projects Coordinator
Nationality: Caymanian
Address: 42 Brushwood Way, Savannah

Signature:



6. **Name:** Abali Hoilett
Date of Birth: 24 April 1983
Occupation: Manager
Nationality: Caymanian
Address: 177 Bimini Drive, George Town

Signature:



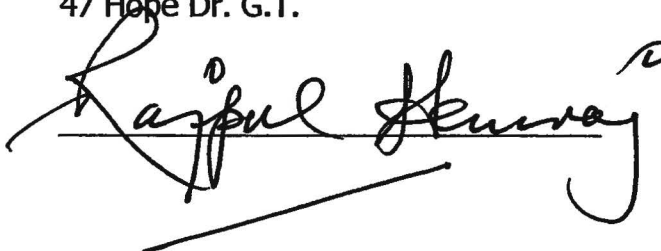
7. **Name:** Ronald Ebanks
Date of Birth: 21 April 1983
Occupation: Lecturer
Nationality: Caymanian
Address: 18 Omega Bay Garden, George Town

Signature:



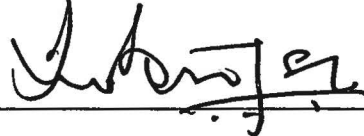
8. **Name:** Rajpal Hemraj
Date of Birth: 21 March, 1954
Occupation: Teacher
Nationality: Caymanian
Immigration Status: Naturalized
Address: 47 Hope Dr. G.T.

Signature:



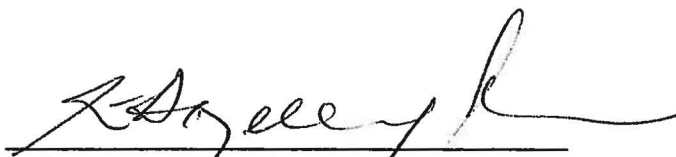
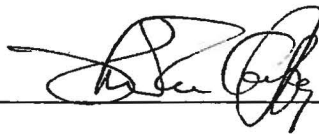
9. **Name:** Ivan Burges
Date of Birth: 4 May 1951
Occupation Businessman
Nationality: British
Immigration Status: Caymanian
Address: 31 Stainwood Street, Spotts

Signature:



10. **Name:** Theodore Cuffy
Date of Birth: 11 November 1949
Occupation: Cricket Coach
Nationality: Caymanian
Immigration Status: Naturalized
Address: 1 Candlewood Drive, Savannah

Signature:



Witness to the above signatures

Name: ERROL KELLYMAN

Address: 70 BLUE BIRD STREET

Occupation: CEO - AVIATION COMMUNICATION LTD.

CERTIFIED TO BE A TRUE AND CORRECT COPY

SIG.


JOY A. RANKINE
Assistant Registrar

Date 25th November, 2013

