



## Rules of the Esher Cricket Club Legacy Unincorporated Association (the “**Club**”)

These Rules are as approved by members of the Club at an EGM held on 1 May 2025. In accordance with the resolution passed at that EGM, they came into force in this form on the Effective Date (as defined below), replacing the previous set of rules approved on 16 May 2011. The Club was also renamed with effect from that date.

The “**Effective Date**”, when referred to in these Rules, is the date when the transfer of assets and liabilities of the Club to the charitable company that will conduct the affairs of Esher Cricket Club, as successor to the Club (the “**ECC Charity**”), took effect pursuant to an agreement (the “**Transfer Agreement**”) entered into for the purpose between the Club and the ECC Charity.

### **1. Name and objectives**

- 1.1 The Club is called "Esher Cricket Club Legacy Unincorporated Association".
- 1.2 The Club is a non-profit making organization. Its objectives shall be to facilitate the transfer of the assets, liabilities, rights and obligations of the Club to the ECC Charity in accordance with the Transfer Agreement and the orderly conclusion of the Club's affairs.

### **2. Officers and meetings**

- 2.1 The officers of the Club and the sole members of its management committee (the “**Management Committee**”) shall automatically be those persons who from time to time hold the positions of “Chairman”, “Honorary Treasurer” and “Honorary Secretary” (together, the “**ECC Charity Roles**”) on the management committee of the ECC Charity and they shall each automatically hold the same positions on the Management Committee.
- 2.2 A quorum for any meeting of the Management Committee shall be 2.
- 2.3 7 clear days' notice in writing shall be required for any meeting of the Management Committee, unless the members of the Management Committee unanimously consent in writing to shorter notice.
- 2.4 The Management Committee has power to appoint additional members of the Management Committee to fill any vacancies arising due to any of the ECC Charity Roles being vacant at any point during the year, in which case the individual so appointed shall automatically cease to be a member of the Management Committee immediately the relevant ECC Charity Role ceases to be vacant.

### **3. Membership**

- 3.1 There shall be a single class of members of the Club.
- 3.2 The members of the Club from the Effective Date shall be John Woolhead, Vince Chandler and David Crook.

- 3.3 A member of the Club may resign by notice in writing to the Chairman of the Club.
- 3.4 The Management Committee shall have power to invite other individuals to become members of the Club and to enter them in the register as additional members, it being recognized that this would only be done in order to ensure that quorate general meetings can be conducted, the objectives of the Club can be fulfilled and its eventual winding-up can be implemented.
- 3.5 No subscription fee shall be payable by any member of the Club

#### **4. General Meetings**

- 4.1 All members are entitled to attend and vote at a general meeting or vote by proxy and have equal voting rights. Subject to Rule 4.2 below, voting at general meetings shall be decided by a simple majority and, in the event of a tied vote, the motion shall be deemed to be lost.
- 4.2 Any resolution providing for an amendment to these Rules and any resolution to wind the Club up shall require a unanimous vote of the members.
- 4.3 Members' resolutions may also be passed by unanimous written resolution.
- 4.4 An annual general meeting shall be held no later than three months after the end of any period for which accounts are required to be prepared in accordance with Rule 5 below, for the purpose of approving such accounts and the conduct of any other business the Management Committee wishes to propose. Other general meetings may be convened by the Management Committee as and when required.
- 4.5 Seven clear days' notice of any general meeting shall be given to each member, unless the members unanimously consent to shorter notice.

#### **5. Accounts**

- 5.1 A set of accounts shall be prepared for the period from 1 October 2025 to the day immediately prior to the Effective Date (both dates inclusive) (the "**Final Operational Period Accounts**"). Those accounts shall be prepared in a format agreed by the Management Committee and shall be subject to independent examination by the person who is or will be the independent examiner of the accounts of the ECC Charity that include all or part of the same period.
- 5.2 Annual accounts will then be prepared for the twelve month period commencing on the Effective Date and then each twelve month period thereafter. No independent examination of those accounts shall be required, but the Management Committee may arrange one if they consider it appropriate to do so.

#### **6. Winding up**

- 6.1 The Club may be wound up if the Management Committee proposes a resolution to the members for the purpose and it is passed in accordance with Rule 4.2.
- 6.2 The Management Committee shall propose such a resolution once they are satisfied that such steps as they consider necessary and appropriate to conclude the Club's affairs have been completed, including in particular that any remaining obligations it has under the terms of the Transfer Agreement have been adequately discharged. If the resolution is passed, the Management shall then take such final steps as are necessary to close out the Club's affairs.