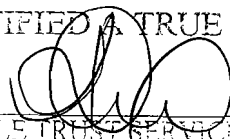


Number: 302180

CERTIFIED TRUE COPY



COVERDALE TRUST SERVICES LIMITED

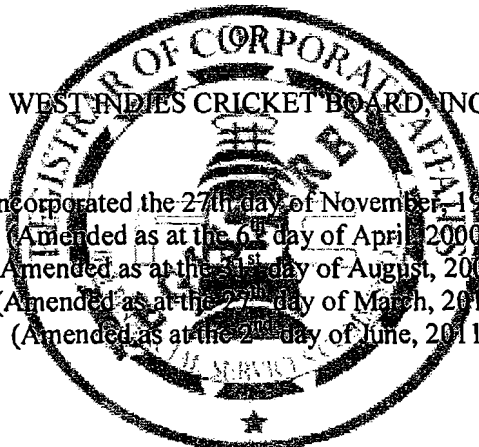
DATE: 22/2/2012

THE BRITISH VIRGIN ISLANDS
The International Business Companies Act, Cap. 291

MEMORANDUM
AND
ARTICLES OF ASSOCIATION

WEST INDIES CRICKET BOARD, INC.

Incorporated the 27th day of November, 1998
(Amended as at the 6th day of April, 2000)
(Amended as at the 31st day of August, 2006)
(Amended as at the 27th day of March, 2010)
(Amended as at the 2nd day of June, 2011)



Simmonds Building, Wickham's Cay 1
P.O. Box 4519, Road Town,
Tortola, British Virgin Islands

WEST INDIES CRICKET BOARD INC.
(Company No. 302180)

Certified Extract of the Minutes of a Meeting of the Board of Directors dated June 17, 2011:-

9.2 Article 50.7 WICB Memorandum and Articles of Association

It was noted that Article 50.7 of the WICB Memorandum and Articles of Association had been previously amended by error. This is detailed in a paper from the CFO which received the attention of the Board. After discussion, it was agreed to adopt the current wording of Article 50.7 by affirming the following resolution:

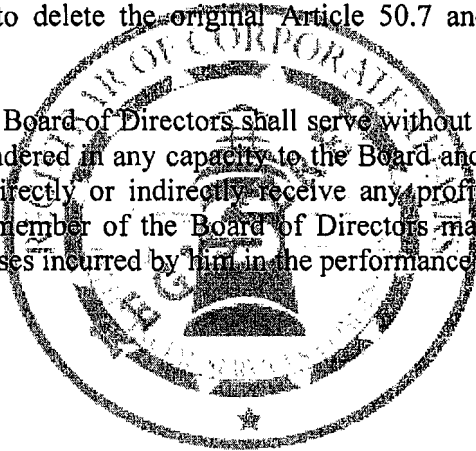
“Be it resolved to delete the original Article 50.7 and adopt a new Article 50.7 namely:

“Members of the Board of Directors shall serve without remuneration with respect to services to be rendered in any capacity to the Board and no member of the Board of Directors shall directly or indirectly receive any profit from his position as such; provided that a member of the Board of Directors may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties”

CERTIFIED A TRUE COPY



Coverdale Trust Services Limited
Registered Agent



TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

MEMORANDUM OF ASSOCIATION
OF
WEST INDIES CRICKET BOARD, INC.

1 **NAME**

The name of the Company is WEST INDIES CRICKET BOARD INC.(hereinafter called "the Board")

2 **REGISTERED OFFICE**

The Registered Office of the Board will be situated at Simmonds Building, 30 DeCastro Street, Road Town, Tortola or such other place within the British Virgin Islands as the Board may from time to time by a resolution of directors determine.

3 **REGISTERED AGENT**

The Registered Agent of the Board will be COVERDALE TRUST SERVICES LIMITED or such other qualified person in the British Virgin Islands as the Board may from time to time by a resolution of directors determine.

4 **GENERAL OBJECTS AND POWERS**

4.1 The objects for which the Board is established are:

- 4.1.1 To promote and encourage playing of the game of cricket particularly within the West Indies, the Caribbean, North and South America and also internationally.
- 4.1.2 To arrange, control, regulate (and if necessary, finance) representative, trial and other cricket matches or competitions in the West Indies (whether first class or otherwise) in which cricketers of one or more Member Countries are concerned, either solely or in conjunction with other bodies or individuals.
- 4.1.3 To arrange, control, regulate (and if necessary, finance) all visits overseas of West Indies cricket teams and all visits to the West Indies of cricket teams formed outside the West Indies to play against any

West Indies cricket team, either solely or in conjunction with other bodies or individuals.

- 4.1.4 To promote hold and arrange either alone or jointly with any other association club or person cricket matches or competitions and to offer give or contribute towards prizes medals and awards therefor and to promote provide or support appropriate social and entertainment activities.
- 4.1.5 To take over and acquire the whole or any part of the real and personal property of the present unincorporated body known as the "West Indies Cricket Board" (formerly the "West Indies Cricket Board of Control") including all rights and remedies of the West Indies Cricket Board contained in any contracts or agreements current at the date of incorporation, whether vested in trustees or not, and to undertake all or any of the liabilities of that body.

4.2 In furtherance of the above stated objects but not otherwise the Board shall have power:

- 4.2.1 To determine the terms and conditions upon which West Indies cricket teams may play cricket overseas.
- 4.2.2 To determine the terms and conditions upon which West Indies cricket teams may play cricket in Member Country.
- 4.2.3 To alter, amend, delete or add to the regulations for international cricket in conjunction with the International Cricket Council (ICC).
- 4.2.4 To hear and determine upon and settle all questions or disputes on any matter relating to West Indies cricket.
- 4.2.5 To hear and determine upon any allegation complaint or charge which may be made or laid against any director or officer of the Board or any West Indies cricket team or Player or official or umpire which involves a breach of the Articles of Association or By-Laws or Rules of the Board (including any Code of Ethics adopted from time to time by the Board for the good governance of the Board) or the Laws relating to cricket as defined by the MCC or such other body recognized by the Board from time to time as the authority responsible for establishing the Laws relating to cricket or the Regulations relating to West Indies or international cricket.
- 4.2.6 To impose fines or penalties (including penalties by way of suspension or expulsion) for any breach of the Articles of Association or By-Laws or Rules of the Board (including any Code of Ethics adopted from time to time by the Board for the good governance of the Board) or the Laws relating to cricket as defined by the MCC or such other body recognized by the Board from time to time as the authority responsible for establishing the laws relating to cricket or the Regulations relating to West Indies or international cricket, by any director, officer, official, umpire or player, and subject to the Articles of

Association of the Board, a decision of the Board of Directors in respect thereof shall be final, conclusive and binding.

- 4.2.7 To regulate the activities of any Players, coaches, selectors, umpires, directors, employees and officials of the Board in any activity associated with West Indies cricket, including but not limited to, any activity whatever connected with broadcasting by television, radio or any other means, advertising, the writing of articles for newspapers and contributions to publications.
- 4.2.8 To appoint umpires for matches in the Member Countries played under the auspices or control of the Board.
- 4.2.9 To make amend and repeal By-Laws and Rules for the conduct of the business of the Board and its committees, the regulation of conduct of Players, umpires and officials, the promotion of the game of West Indies cricket, the conditions of competition, the selection of West Indies cricket teams and such other matters as seem to the Board to be capable of furthering the objects of the Board.
- 4.2.10 To determine, either solely or in conjunction with other bodies, whether or not any suggested tour outside the West Indies of any West Indies cricket team or within the West Indies of cricketers from outside the West Indies against any West Indies cricket team shall take place.
- 4.2.11 To subscribe to, become a Member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not whose objects are similar to those of the Board. PROVIDED that the Board shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Board under or by virtue of Clause 5.1 of this Memorandum.
- 4.2.12 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Board is authorised to amalgamate.
- 4.2.13 To transfer all or any part of the property, assets, liabilities and engagements of the Board to any one or more of the companies, institutions, societies or associations with which the Board is authorised to amalgamate.
- 4.2.14 To buy, supply, sell and deal in all kinds of provisions, goods services and supplies required or used by Players, umpires or other persons frequenting any grounds or premises used in connection with the objects of the Board.
- 4.2.15 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to

the Board's objects or any of them; and to obtain from any such government or authority any rights, privileges, licences, contracts and concessions which the Board may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, licences, contracts and concessions.

- 4.2.16 To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, licence, power, authority, franchise, concession, right or privilege, which any Government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Board's debentures and assets to defray the necessary costs, charges and expenses thereof.
- 4.2.17 To acquire, establish, print and publish newspapers, periodicals, books and leaflets or other literary work that the Board may think desirable for the promotion of its objects.
- 4.2.18 To provide television programme services and sound broadcasting services and to write, film, record and supply programmes suitable for television, video or sound broadcasting whether by the Board or by any other person, firm, corporation or authority and to obtain all necessary permits or licences required for these purposes.
- 4.2.19 To produce, promote, present, organise, arrange and provide every kind of entertainment, diversion or instruction which may provide suitable material for inclusion in a television, video or sound broadcasting programme.
- 4.2.19.1 To acquire by purchase or otherwise the copyright or design right in any material.
- 4.2.19.2 To purchase or otherwise acquire rights in relation to the reproduction of cricket matches by film video-tape or by any other mode of reproduction (visual, electronic or otherwise) and to control the sale or hire of rights so acquired including the imposition of conditions under which such rights are used by a purchaser or hirer.
- 4.2.19.3 To apply for, become the grantee or transferee of, acquire and hold as and when permitted by law so to do either directly or through a nominee, any licence, permit or authority necessary for the carrying out of any of the objects of the Board and to renew transfer or surrender the same.
- 4.2.19.4 Exclusively to negotiate, arrange, and/or enter into contracts with sponsors, television and radio companies and/or persons, corporations and authorities with respect to West Indies cricket and to approve or

disapprove negotiations, arrangements, and/or contracts with sponsors, television and radio companies and/or persons corporations and authorities made or proposed to be made by Members, or other cricket organisations with respect to West Indies cricket.

- 4.2.19.5 To invest any money of the Board in such investments and other property whatever and wherever as may from time be thought fit, and to hold, sell or otherwise dispose of any such investments.
- 4.2.19.6 To appoint employ suspend or remove such staff and persons as may be necessary or convenient for the purposes of the Board and to engage and contract with all classes of person whether incorporated or otherwise whose services may be considered necessary for the purposes of the Board and to pay to them in return for services rendered to the Board salaries, wages, fees, gratuities and pensions, and other emoluments and remuneration in cash or in kind.
- 4.2.19.7 To subscribe or contribute to any charitable, benevolent or useful object of a public character.
- 4.2.19.8 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.2.19.9 To borrow or raise money by mortgage or otherwise and in such manner as the Board may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Board in any way and in particular by the issue of bonds, debentures, perpetual or otherwise, mortgages or securities, whether or not, charged upon any or all of the Board's property or undertaking and to purchase, redeem or pay off any such securities.
- 4.2.19.10 To acquire by subscription, purchase or otherwise, and to hold and sell, shares or stock in any company, society or undertaking.
- 4.2.19.11 To lend and advance money or give credit to any Member or person, and to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any Member or associated company whether or not the same directly or indirectly benefits the Board.

- 4.2.19.12 To secure or undertake the repayment of money lent or advanced to or the liabilities incurred by any Member or subsidiary company and otherwise to assist any Member or subsidiary company.
- 4.2.19.13 To accept or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Board's property sold by it or any money due to the Board from purchasers and others.
- 4.2.19.14 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Board.
- 4.2.19.15 To lay out, construct, maintain and alter any, grounds for cricket or other athletic sports or pastimes necessary or convenient for or in association with the purposes of the Board, and any houses, buildings or works which may be required for the purposes of the Board and to furnish and equip the same in such manner as may be necessary or convenient for such purposes.
- 4.2.19.16 To take any gift or bequest of property or otherwise whether subject to any special trust or not for any one or more of the objects of the Board.
- 4.2.19.17 To sell, improve, manage, develop, exchange, lease, mortgage or otherwise deal with all or any part of the property, undertaking or rights of the Board.
- 4.2.19.18 To establish, promote and otherwise assist any organisation for the purpose of furthering any of the objects of the Board and to subscribe to and become a Member of the International Cricket Council (ICC) or any organisation or club whose objects are similar or in part similar to the objects of the Board or the establishment or promotion of which may be beneficial to the Board or its objects.
- 4.2.19.19 To create and maintain a fund or funds to be applied for the promotion of the game of cricket generally.
- 4.2.19.20 To create and maintain a fund or funds to be applied at the discretion of the Board towards the relief and assistance of necessitous Players and ex-Players and other persons who have given service to West Indies

cricket and their dependants at such times and on such occasions as the Board may think fit.

- 4.2.19.21 To do all or any of the matters authorised by this memorandum either alone or in conjunction with or as partner, joint venturer, factor, trustee or agent for any other association, company or person or by or through any factors, trustee or agent.
- 4.2.19.22 To establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property of the Board or furthering any of the objects of the Board.
- 4.2.19.23 To procure the Board to be registered or recognised in any country.
- 4.2.19.24 To establish and maintain any non-contributory or contributory pension life assurance or superannuation funds for the benefit of, and pay or provide donations, gratuities, pensions and allowances to, present and former employees of the Board or of any other company in which it is interested, or to present and former Players or to any other persons in whose welfare the Board or any such other company is or has been interested, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of the health or lives of any such persons, and to do any of these things either alone or in conjunction with or through any Member or other company.
- 4.2.19.25 To adopt such means of advertising and publicising the business or activities of the Board as may seem expedient.
- 4.2.19.26 To sponsor or subsidise any cultural, educational or sporting event, performance or exhibition.
- 4.2.19.27 To take any lawful action and do all such other lawful things that may be deemed necessary or incidental to achieve any of the aforementioned objects or are considered to be in the interests of the game of cricket in the West Indies.
- 4.2.19.28 To carry on any other business or activity that is not prohibited under any law for the time being in force in the British Virgin Islands and which may seem capable of being conveniently carried on in connection with any activity of the Board or calculated to enhance the value of any of the Board's property or rights.

- 4.3 The Board may not:
- 4.3.1 carry on business with persons resident in the British Virgin Islands;
 - 4.3.2 own an interest in real property situate in the British Virgin Islands, other than a lease referred to in paragraph 4.4.5
 - 4.3.3 carry on banking or trust business, unless it is licensed to do so under the Banks and Trust Companies Act, 1990;
 - 4.3.4 carry on business as an insurance or reinsurance Board, insurance agent or insurance broker, unless it is licensed under an enactment authorizing it to carry on that business;
 - 4.3.5 carry on the business of company management, unless it is licensed under the Company Management Act, 1990; or
 - 4.3.6 carry on the business of providing the registered office or the registered agent for companies incorporated in the British Virgin Islands.
- 4.4 For purposes of sub clause 4.3 the Board shall not be treated as carrying on business with persons resident in the British Virgin Islands if:
- 4.4.1 it makes or maintains deposits with a person carrying on banking business within the British Virgin Islands;
 - 4.4.2 it makes or maintains professional contact with solicitors, barristers, accountants, bookkeepers, trust companies, administration companies, investment advisors or other similar persons carrying on business within the British Virgin Islands;
 - 4.4.3 it prepares or maintains books and records within the British Virgin Islands;
 - 4.4.4 it holds, within the British Virgin Islands, meetings of its directors or Members;
 - 4.4.5 it holds a lease of property for use as an office from which to communicate with Members or where books and records of the Board are prepared or maintained;
 - 4.4.6 it holds shares, debt obligations or other securities in a company incorporated under the International Business Companies Act or under the Companies Act; or
 - 4.4.7 shares, debt obligations or other securities in the Board are owned by any person resident in the British Virgin Islands or by any company

incorporated under the International Business Companies Act or under the Companies Act.

4.5 The Board shall have all such powers as are permitted by law for the time being in force in the British Virgin Islands irrespective of corporate benefit, to perform all acts and engage in all activities which are necessary or conducive to the conduct, promotion or attainment of the objects of the Board.

4.6 The Board shall have all powers to settle its assets or property or any part thereof in trust, or to transfer the same to any other company or entity, whether for the protection of its assets or not and with respect to such settlement or transfer the directors may provide that the Board, its creditors, its Members or any person having a direct or indirect interest in the Board may be beneficiaries, creditors, members, certificate holders, partners or holders of any other similar interest, in such other company or entity.

4.7 Any mortgage or charge of the undertaking and property of the Board shall for the purposes of Section 80 of the Act be regarded as in the usual or regular course of the business carried on by the Board.

5 APPLICATION OF INCOME AND PROPERTY

5.1 The income of the Board, from wherever derived, shall be applied solely in promoting the above objects and no distribution shall be made to its Members in cash or otherwise.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Officers or employees or consultants to the Board or to any member of the Board of Directors in return for any services actually rendered to the Board or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by a special resolution of Members on money borrowed from any Member of the Board or reasonable and proper rent for premises demised or let by any Member to the Board nor prevent the making of gifts, donations, sponsorship payments or the distribution from time to time of surplus funds or grants to a Member or Members of the Board in furtherance of the above objects, nor prevent the payment to the President and the Vice-President and the Members of the Board of Directors of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Board and payment of insurance premiums to the extent permitted by law and indemnification to the extent permitted by law and the Articles of Association.

6 CURRENCY

Shares in the Board shall be issued in the currency of the United States of America.

7 AUTHORISED CAPITAL

The authorised capital of the Board is \$40,010.00.

8 **CLASSES, NUMBER AND PAR VALUE OF SHARES**

The authorised capital is made up of four (4) classes of shares divided into 20,000 Class A voting shares of \$1.00 par value each with one vote per share, 10 Class AP voting shares of \$1.00 par value each with one vote per share exercisable as provided in the Articles of Association, 10,000 non-voting Class B shares of \$1.00 par value each and 10,000 non-voting Class C shares of \$1.00 par value each.

9 **DESIGNATIONS, POWERS, PREFERENCES, ETC. OF SHARES**

The designations, powers, preferences, rights, qualifications, limitations and restrictions of each class and series of shares that the Board is authorised to issue shall be as set forth in the Memorandum and Articles of Association or as fixed by resolution of the Board of Directors.

10 **RIGHTS NOT VARIED BY THE ISSUE OF SHARES PARI PASSU**

Rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

11 **SHARES**

All shares in the Board shall be issued as registered shares

12 **TRANSFER OF REGISTERED SHARES**

Registered shares in the Board shall not be transferable and the shares of a Member who ceases to be a Member of the Board shall revert to the Board.

13 **AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board may amend its Memorandum of Association and Articles of Association by Special Resolution.

14 **DEFINITIONS**

Words in this Memorandum of Association have the meanings ascribed to them in the Article's of Association annexed hereto.

We, COVERDALE TRUST SERVICES LIMITED, Simmonds Building, 30 DeCastro Street, Road Town, Tortola, for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands hereby subscribe our name to this Memorandum of Association the 27th day of November, 1998 in the presence of:

Subscriber:

Sgd. Karen Fahie
COVERDALE TRUST SERVICES LIMITED

Witness

Sgd. Krishma Orr
Road Town, Tortola
British Virgin Islands

TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

ARTICLES OF ASSOCIATION
OF
WEST INDIES CRICKET BOARD INC.

PRELIMINARY

1. In these Articles, if not inconsistent with the subject or context, the words and expressions standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof.

Words

Meanings

**Associate
Member**

has the meaning ascribed to it in Article 3.1.2

Board

West Indies Cricket Board Inc.

capital

the sum of the aggregate par value of all outstanding shares with par value of the Board and shares with par value held by the Board as treasury shares plus the amounts as are from time to time transferred from surplus to capital by a resolution of the Board of Directors.

committee

any committee or sub-committee established by the Full Members or by the Board of Directors.

director

a member of the Board of Directors other than the President or the Vice-President .

Full Member

has the meaning ascribed to it in Article 3.1.1.

Member

a registered holder of a share in the capital of the Board

**Member
Country**

a country or a group of countries in the West Indies associated for cricket purposes, the governing body for cricket of which is a Member.

person

an individual, a corporation, or an unincorporated association of persons.

the West Indies

collectively, Barbados, Guyana, Jamaica, Trinidad and Tobago, the Leeward Islands and the Windward Islands and, such other

country or countries or group or groups of countries as the Members in general meeting from time to time shall by special resolution deem to constitute the West Indies for the purpose of the Memorandum and Articles of Association of the Board.

the Leeward Islands

Antigua and Barbuda, St. Kitts/Nevis, Montserrat, Anguilla, The British Virgin Islands and The United States Virgin Islands.

the Windward Islands

Dominica, Grenada, St. Vincent and the Grenadines, St. Lucia.

resolution of the Board of Directors

- (a) A resolution approved at a duly constituted meeting of the Board of Directors or of a committee of the Board of Directors, by affirmative vote of a simple majority or such larger majority as may be specified in these Articles, of the members of the Board of Directors present at the meeting who voted and did not abstain;

or,

- (b) a resolution consented to in writing signed by an absolute majority, or such larger majority as may be specified in these Articles, of all members of the Board of Directors or all members of the committee, as the case may be.

but where a member of the Board of Directors is given more than one vote in any circumstances, he shall in the circumstances be counted for the purpose of establishing majorities by the number of votes he casts.

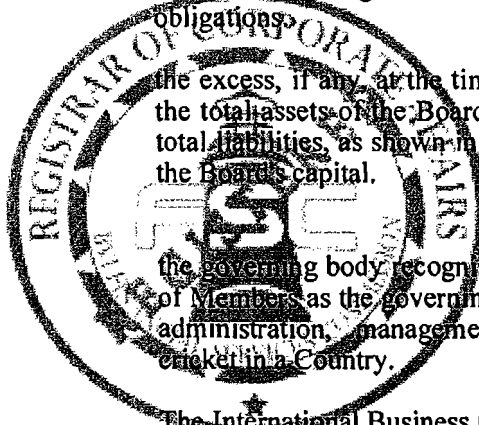
resolution of Members

- (a) a resolution approved at a duly convened and constituted meeting of Members by the affirmative vote of a simple majority, or such larger majority as may be specified in this Articles, of the votes of the shares that were present at the meeting and entitled to vote thereon and were voted and did not abstain, or
- (b) a resolution consented to in writing by an absolute majority, or such larger majority as may be specified in these Articles, of the votes of shares entitled to vote thereon;

special meeting

any meeting of Members other than an Annual Meeting of Members

special member	has the meaning ascribed to it in Article 3.1.3
special resolution	<p>a resolution approved by not less than eight (8) affirmative votes of representatives of Full Members entitled to vote thereon who were present in person at a duly convened and constituted meeting of Members of which not less than twenty one (21) days notice specifying the intention to propose such resolution as a special resolution was given;</p> <p>or,</p> <p>a resolution in writing signed by all the Full Members entitled to vote on the resolution.</p>
securities	shares and debt obligations of every kind, and options, warrants, and rights to acquire shares, or debt obligations;
surplus	the excess, if any, at the time of the determination of the total assets of the Board over the aggregate of its total liabilities, as shown in its books of account, plus the Board's capital.
Territorial Board	the governing body recognised by a special resolution of Members as the governing body responsible for the administration, management and development of cricket in a Country.
the Act	The International Business Companies Act (Cap. 291) including any modification, extension, re-enactment or renewal thereof and any regulations made thereunder.
the Memorandum	the Memorandum of Association of the Board as originally registered or as from time to time amended.
the Seal	any seal which has been duly adopted as the seal of the Board.
these Articles	these Articles of Association as originally registered or as from time to time amended.
treasury shares	shares in the Board that were previously issued but were repurchased, redeemed or otherwise acquired by the Board and not cancelled.



"Written" or any term of like import includes words typewritten, printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or reproducing words in a visible form, including telecopier, telex, telegram, cable or other form of writing produced by electronic communication.

Save as aforesaid and unless the context otherwise requires, any words or expressions defined in the Act or any statutory modification thereof in force at the date of incorporation of the company shall bear the same meaning in these Articles.

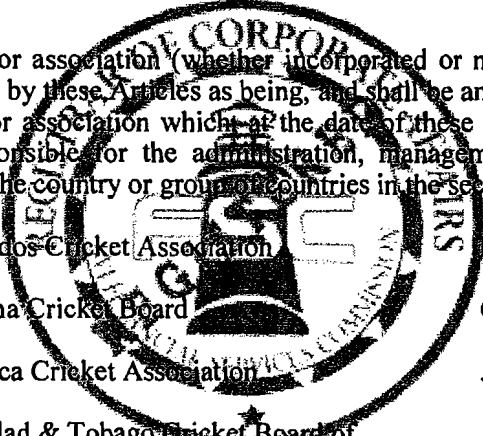
Whenever the singular or plural number, or the masculine, feminine or neuter gender is used in these Articles, it shall, where the context admits, include the others.

A reference to money in these Articles is a reference to the currency of the United States of America unless otherwise stated.

RECOGNISED TERRITORIAL BOARDS

2. Territorial Boards

2.1 The body or association (whether incorporated or not) in the first column is recognised by these Articles as being, and shall be and is hereby deemed to be, the body or association which, at the date of these Articles, is the governing body responsible for the administration, management and development of cricket in the country or group of countries in the second column.



The Barbados Cricket Association	Barbados
The Guyana Cricket Board	Guyana
The Jamaica Cricket Association	Jamaica
The Trinidad & Tobago Cricket Board of Control	Trinidad & Tobago
The Windward Islands Cricket Board of Control	Dominica, Grenada, St. Vincent & the Grenadines and St. Lucia
The Leeward Islands Cricket Association	St. Kitts/Nevis, Antigua & Barbuda, Montserrat, Anguilla, the British Virgin Islands and the United States Virgin Islands

3. CLASSES OF MEMBERSHIP

3.1 There shall be the following classes of Membership of the Board namely:

- 3.1.1 Full Members: The Barbados Cricket Association, The Guyana Cricket Board, The Jamaica Cricket Association, The Trinidad & Tobago Cricket Board of Control, The Windward Islands Cricket Board of Control, The Leeward Islands Cricket Association, and such other body or association recognised by a special resolution of Members as the governing body responsible for the administration, management and development of cricket in a country in the West Indies as may be admitted to Full Membership by special resolution of the Members in general meeting and also the President and the Vice-President of the Board.
- 3.1.2 Associate Members: such body or association recognised by a special resolution of Members as the governing body responsible for the administration, management and development of cricket in a country in the West Indies as the governing body for cricket of a country in the West Indies (or countries in the West Indies associated for cricket purposes) which does not qualify in the opinion of the Board as a Full Member but where cricket is recognised by the Board as being firmly established or organised.
- 3.1.3 Special Members: the West Indies Players Association, the West Indies Cricket Umpires Association and the West Indies Women Cricket Federation and such other bodies or associations as shall be recognised by special resolution of Members as qualified to be admitted to be a Special Member of the Board.
- 3.2 Shares in the Board shall be issued as follows:
- 3.2.1 Two (2) Class A voting shares to each Full Member except the President and the Vice-President;
- 3.2.2 One (1) Class AP voting share to each of the President and the Vice-President;
- 3.2.3 One (1) Class B non-voting share to each Associate Member; and
- 3.2.4 One (1) Class C non-voting share to each Special Member.
4. The Territorial Boards set out in Article 3.1.1 and the President and the Vice-President of the West Indies Cricket Board at the date of the incorporation of the Board shall be eligible to be admitted as the first Full Members.
5. Each application for a share in the capital of Board shall be made to the Secretary of the Board upon such form and supported by such evidence as the Board of Directors shall from time to time prescribe and require.
6. No person shall be admitted to be a Member, unless the admission of such person or individual is approved by a special resolution of Members.

7. The shares of a Member who is an individual shall upon his death be redeemed in accordance with these Articles.

REGISTERED SHARES

8. The Board shall issue to every Member a certificate signed by the President or the Vice-President and the Secretary of the Board under the Seal specifying the registered share or shares held by such Member.
9. Any Member receiving a share certificate for registered shares shall indemnify and hold the Board and the members of its Board of Directors and its officers harmless from any loss or liability which it or they may incur by reason of wrongful or fraudulent use or representation made by any person by virtue of the possession thereof.
10. If a share certificate for registered shares is worn out or lost it may be renewed on production of the worn out certificate or on satisfactory proof of its loss together with such indemnity as may be required by a resolution of the Board of Directors.

SHARES, AUTHORISED CAPITAL AND CAPITAL

11. Shares in the Board shall be issued for money, a promissory note or other binding obligation to contribute money or property or any combination of the foregoing as shall be determined by a resolution of the Board of Directors.
12. Shares in the Board may be issued upon payment of subscriptions in such amount as shall also be determined from time to time by the Board of Directors. The consideration in respect of the shares constitutes capital to the extent of the par value and the excess constitutes surplus.
13. A share issued by the Board upon conversion of, or in exchange for, another share or a debt obligation or other security in the Board shall be treated for all purposes as having been issued for money equal to the consideration received or deemed to have been received by the Board in respect of the other share, debt obligation or security.
14. Treasury shares may be disposed of by the Board on such terms and conditions (not otherwise inconsistent with these Articles) as the Board may by unanimous resolution of the Board of Directors determine.
15. The Board may purchase, redeem or otherwise acquire and hold its own shares but only out of surplus or in exchange for newly issued shares of equal value but no purchase, redemption or other acquisition shall be made unless the Board of Directors determines that immediately after the purchase, redemption or other acquisition the Board will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realisable value of the assets of the Board will not be less than the sum of its total liabilities, other than deferred taxes, as shown in the books of account, and its capital and, in the absence of fraud, the decision of the Board of Directors as to the realisable value of the assets of the Board is conclusive, unless a question of law is involved.

16. A determination by the Board of Directors under the preceding Article is not required where shares are purchased, redeemed or otherwise acquired:
 - 16.1 pursuant to the redemption of the shares of the deceased member in accordance with these Articles;
 - 16.2 by virtue of the provisions of Section 83 of the Act; and
 - 16.3 pursuant to an order of the Court.
17. Shares that the Board purchases, redeems or otherwise acquires pursuant to Article 15 may be canceled or held as treasury shares.
18. Upon the cancellation of a share, the amount included as capital of the Board with respect to that share shall be deducted from the capital of the Board.
19. Where shares in the Board are held by the Board as treasury shares such shares of the Board are not entitled to vote and shall not be treated as outstanding for any purpose except for purposes of determining the capital of the Board.

REDEMPTION, TRANSFER AND PLEDGE OF SHARES

20. The share of a Member who ceases to be a Member in accordance with the provisions of these Articles shall be acquired by the Board for the sum of one dollar (\$1.00) per share.
21. Shares in the Board may not be pledged or encumbered or transferred in any manner whatsoever except to the Board.

MEETINGS AND CONSENTS OF MEMBERS

22. The Board shall hold its annual meeting of Members (the "Annual Meeting") on such day in March each year or on such day in another month in each year and at such time as the Board of Directors may by resolution determine at any place within the West Indies or, if all the Full Members so agree, outside the West Indies.
23. Deleted.
24. In addition to the meetings of Members provided for in Article 22, special meetings of Members may be convened by the Secretary of the Board by order of the President, the Vice-President or by resolution of the Board of Directors at any date or time and at any place within the West Indies or, if all the Full Members so agree, outside the West Indies.
25. Upon the written requisition of at least 3 Full Members ("the requisitionists") the Board of Directors shall forthwith convene a special meeting of Members, and in the case of such requisition the following provisions shall have effect:-

- 25.1 The requisition must state the purposes of the meeting and must be signed by the requisitionists and deposited at the office of the Secretary of the Board, and may consist of several documents in like form each signed by one or more of the requisitionists.
- 25.2 If the Board of Directors does not, within twenty-one days from the date of the request being so deposited, proceed to convene a meeting, the requisitionists or any of them may themselves convene the meeting, but any meeting so convened shall not be held after 90 days from the date of such deposit.
- 25.3 Unless subsection 2 of section 60 of the Act applies, the Board of Directors shall be deemed not to have duly convened the meeting if they do not give such notice as is required by the Act within fourteen days from the deposit of the requisition.
- 25.4 Any meeting convened under this Article by the requisitionists shall be called as nearly as possible in the manner in which meetings are to be called pursuant to these Articles and the Act.
- 26 Any unincorporated association or corporation which is a Member may only attend meetings of Members through a representative or representatives and the Board shall recognise any individual duly authorised by a Member to represent such Member at meetings of Members.
- 27 Each Full Member (other than the President and the Vice President) shall be entitled by resolution of its directors or other governing body or by a resolution of a general meeting of its members to authorise not more than two individuals, who may, but need not, be duly elected members of its Territorial Board, to represent it at any meeting of Members. Nothing in these Articles shall prevent a Full Member from appointing a director to represent it at any meeting or meetings of Members.
- 28 Each Associate Member shall be entitled by resolution of its directors or other governing body to authorise one of its members, being an individual, to represent it at any meeting of Members. A representative of an Associate Member shall not be entitled to propose or second a resolution or to vote on any matter at any meeting of Members.
- 29 Each Special Member shall be entitled by resolution of its directors or other governing body to authorise one of its members, being an individual, to represent it at the Annual Meeting. A representative of a Special Member shall not be entitled to propose or second a resolution or to speak or vote on any matter at the Annual Meeting.
- 30 A Special Member shall not be entitled to attend any meeting of the Board other than the Annual Meeting or to receive notice of, or minutes or any other documents relating to, any meeting or business of the Board other than the notice and minutes of each Annual Meeting.
- 31 A printed, written or typewritten notice stating the day, hour and place of meeting shall be given by serving such notice on each Member entitled to attend such meeting, on each member of the Board of Directors and on the auditor of the Board in the

manner specified in Article 126 hereof, not less than twenty-one days or more than fifty days (in each case exclusive of the day on which the notice is delivered or sent and of the day for which notice is given) before the date of the meeting. Notice of a special meeting shall state (a) the nature of the business to be transacted at the meeting in sufficient detail to permit the Member to form a reasoned judgment thereon, and (b) the text of any resolution to be submitted to the meeting.

32 A meeting of Members held in contravention of the requirement in Article 31 is valid:

32.1 if not less than four (4) Full Members entitled to vote on all matters to be considered at the meeting, have agreed to shorter notice of the meeting; or

32.2 if all Full Members entitled to vote on all or any matters to be considered at the meeting have waived notice of the meeting and for this purpose presence at the meeting of a Full Member or the representative of a Full Member shall be deemed to constitute waiver except such Full Member or such representative attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

33. The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member, member of the Board of Directors or the auditor of the Board shall not invalidate any resolution passed or any proceedings taken at any meeting of the Members.

34. Votes at meetings of Members shall be given personally, and in the case of a Member which is a body corporate or an unincorporated association, by an individual authorised by a resolution of the directors or governing body of that body corporate or association to represent it at meetings of Members.

35. The instrument appointing a representative of a Member which is a body corporate or an unincorporated association, shall be produced at the place appointed for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote.

36. An instrument appointing a representative of a Member which is a body corporate or an unincorporated association, shall be signed by the President or Vice-President or Secretary of the appointing Member and shall be in substantially the following form or such other form as the chairman of the meeting shall accept as properly evidencing the wishes of the Member appointing the representative.

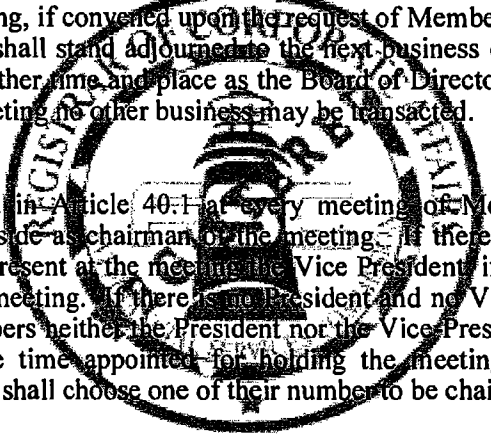
WEST INDIES CRICKET BOARD INC.

The undersigned member of WEST INDIES CRICKET BOARD INC. hereby appoints _____ of _____, and _____ of _____ as the representative(s) of the undersigned member to attend and represent the undersigned and vote in accordance with the provisions of the Articles of Association of the Board at the meeting of the members of the West Indies Cricket Board Inc. to be held on the _____ day of _____ 19____ at ----- and any adjournment or adjournments thereof.

Dated this day of

[insert name of Member:]

per:-----
President/Vice-President/Secretary
duly authorised signatory

37. A Member shall be deemed to be present at a meeting of Members if he participates by telephone or other electronic means and all Members participating in the meeting are able to hear each other.
38. A meeting of Members is duly constituted if, at the commencement of the meeting, there are present in person, not less than nine (9) representatives of Full Members entitled to vote thereat.
39. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the request of Members, shall be dissolved. In any other case it shall stand adjourned to the next business day at the same time and place or to such other time and place as the Board of Directors may determine, and at the adjourned meeting no other business may be transacted.
40. Save as provided in Article 40.1 at every meeting of Members, the President, if present, shall preside as chairman of the meeting. If there is no President or if the President is not present at the meeting the Vice President, if present, shall preside as chairman of the meeting. If there is no President and no Vice-President, or if at any meeting of Members neither the President nor the Vice-President is present within 15 minutes after the time appointed for holding the meeting, the representatives of Members present shall choose one of their number to be chairman.
- 40.1 On the occasion of the election of a President or of a Vice-President neither the President nor the Vice-President shall preside as chairman of the meeting during the proceedings to elect the President or the Vice-President. On each such occasion the representatives present shall choose one of their number to be chairman during the proceedings to elect a President or a Vice President
41. Subject as provided in Article 41.1 every question submitted to any meeting of Members shall be decided in the first instance by a show of hands unless a Full Member entitled to vote at the meeting has demanded a poll and in the case of an equality of votes the chairman of the meeting shall on a poll have a casting vote in addition to any votes to which he may be otherwise entitled.
 - 41.1 In the case of an equality of votes during the proceedings to elect a President or a Vice-President notwithstanding any other provision in these Articles the chairman of the meeting shall not have a casting vote in addition to any other votes to which he may be otherwise entitled on a resolution to elect a President or a Vice-President.

42. Subject as provided in Article 42.1 at every Meeting of Members, the President and the Vice-President, if present in person, shall each have one (1) vote on a show of hands and upon a poll, the President and the Vice-President shall each have one vote.
- 42.1 Neither the President nor the Vice-President shall be entitled to vote or vote in any manner on any resolution to elect a President or a Vice-President or to remove a President or a Vice-President from office. If a President or a Vice-President does vote, either by a show of hands or by ballot upon a poll, on such a resolution in contravention of this Article such vote or resolution in contravention of this Article such vote or votes shall be invalid and shall be disregarded.
43. At every meeting of Members, each individual, who is present in person and authorised to represent a Full Member, shall have one (1) vote on a show of hands. Upon a poll, every individual authorised to represent a Full Member shall have one (1) vote.
44. At every meeting of Members, if only one (1) individual, is present in person and authorised to represent a Full Member, such individual shall have two (2) votes on a show of hands. Upon a poll, if only one (1) individual is authorised to represent a Full Member, such individual shall have two (2) votes.
45. At any meeting of Members unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
46. A poll may, either before or after any vote by a show of hands, be demanded by any person present and entitled to vote at the meeting of Members. If at any meeting of Members a ballot is demanded on the election of a chairman or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting of Members a poll is demanded on any other question, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairman of the meeting directs subject as provided in Article 46.1. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- 46.1 In the case of an equality of votes on a resolution to elect either a President or a Vice-President the chairman of the meeting during such proceedings shall direct that the meeting be adjourned for not less than 1 hour nor more than 2 hours in order to allow a second ballot to be taken on the same resolution on resumption of the meeting.
- 46.2 In the case of an equality of votes on the second ballot to elect a President or a Vice-President the chairman of the meeting during such proceedings shall direct that the vote on the resolution to election of the President or the Vice-President, or both, as the case may require, be adjourned for consideration at a special meeting of Members summoned by the Secretary of the Board to be held on a date not later than 30 days after the date of the adjournment of the meeting

47. The chairman of any meeting of Members at which a vote is cast by a representative on behalf of a Full Member which is a body corporate or an unincorporated association, may call on such Full Member for a notarially certified copy of the appointment of such representative which shall be produced by such Member to the Secretary of the Board within seven (7) days of being so requested, failing which the vote or votes cast by such representative shall be disregarded.
48. A director may, in addition to his appointment as a director, be appointed to be a representative of a Full Member pursuant to Article 27.
49. An action that may be taken by the Members at a meeting may also be taken by a resolution of Members consented to in writing or by facsimile or other written electronic communication, without the need for any notice, but if any resolution of Members is adopted otherwise than by the unanimous written consent of all Members, a copy of such resolution shall forthwith be sent to all Members not consenting to such resolution.

BOARD OF DIRECTORS, DIRECTORS AND OFFICERS

50. The Board of Directors of the Board (the "Board of Directors") shall consist of:-
 - 50.0.1. The President,
 - 50.0.2. The Vice-President,
 - 50.0.3. member directors to be appointed by the Full Members, and
 - 50.0.4. not more than four non-member directors to be appointed by the directors.
- 50.1 A member director throughout the period of his appointment must be an individual resident in one of the countries which constitute the West Indies.
- 50.2 The President and the Vice-President respectively throughout their period of office must each be resident in one of the countries which constitute the West Indies and each be the registered holder and beneficial owner of one Class AP voting share in the capital of the Board. It shall be the duty of the President and Vice-President respectively, if not already qualified, to apply for and obtain his qualification from the Board within one month after his election.
- 50.3 A member director, or an alternate member director, throughout the period of his appointment, must be:
 - 50.3.1. a duly elected member of a Territorial Board, and
 - 50.3.2. in the case of a duly elected member of a Territorial Board which is made up of governing bodies responsible for the administration of cricket in a group of countries, a duly elected member of the governing body responsible for the administration, management and development of cricket in one of the countries in that group; and

- 50.4 Each Full Member (other than the President and Vice President) shall be entitled to appoint two individuals to be member directors to serve on the Board of Directors. A member director may be removed from office, with or without cause, at any time by the Full Member by which he was appointed, which may appoint another member director in his place.
- 50.5 Each Full Member (other than the President and Vice President) shall be entitled to appoint an individual to act as a member director in the alternative to a member director for the time being appointed by such Full Member. An alternate member director shall have all the rights and powers of the member director for whom he is appointed in the alternative, except that he shall not be entitled to attend and vote at any meeting of the Board of Directors otherwise than in the absence of that other member director.
- 50.6 A director may resign his office by giving written notice of his resignation to the Board of Directors and the resignation shall have effect from the date the notice is received at the offices of the Board.
- 50.7 The remuneration to be paid to all directors shall be such as the Members may from time to time fix by ordinary resolution in general meeting. The directors may resolve to award additional remuneration to any director who performs for the Board functions other than those normally performed by directors of the Board and the confirmation of any such resolution or resolutions by the Members shall not be required. The directors shall also be entitled to be paid all traveling, hotel and any other reasonable expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in the performance of functions for the Board at the request of the Board. Directors who are officers or employees of the Board and who are in receipt of salaries paid by the Board shall not be entitled to be paid any remuneration as directors of the Board pursuant to this Article 50.7.
- 50.8 No individual shall be eligible for election as a member director unless, prior to the date of the meeting at which the election of such individual to be a member director is due to be considered, there shall have been left at the office of the Secretary of the Board an instrument of appointment in writing signed by the Full Member making the appointment pursuant to Article 50.4. of these Articles naming the individual to be elected to serve on the Board of Directors and certifying that the individual named satisfies the relevant criteria stipulated in Articles 50.1 and 50.3 of these Articles and stating the term of office for which the individual is to hold office as a member director. A member director shall be elected by a meeting of Members or by a meeting of Directors for the term of office, unless sooner determined, stated in the instrument appointing him to be elected to serve on the Board of Directors.
- 50.9 The term of office of the first President shall, unless sooner determined, be from the date of his appointed until the conclusion of the Annual Meeting scheduled to be held in May 2000 or his death or resignation or removal or his successor is appointed or the 31st May, 2000, whichever is earlier. The term of office of each President elected after the first shall, unless sooner determined,

be from the date of his appointment until the conclusion of the second Annual Meeting next following or until his death or resignation or removal or his successor is appointed, whichever is earlier.

- 50.10 The term of office of the first Vice-President shall, unless sooner determined, be from the date of his appointment until the conclusion of the Annual Meeting scheduled to be held in May 2000 or his death or resignation or removal or his successor is appointed or the 31st May, 2000, whichever is earlier. The term of office of each Vice-President elected after the first shall, unless sooner determined, be from the date of his appointment until the conclusion of the second Annual Meeting next following or until his death or resignation or removal or his successor is appointed, whichever is the earlier.
- 50.11 The Full Members may, by a special resolution passed at a special meeting remove a President or a Vice-President from office.
- 50.12 Each director is entitled to receive notice of, and to attend and be heard at, every meeting of Members.
- 50.13 A non-member director need not be a member of a Territorial Board or a representative of a Member or be resident in one of the countries which constitute the West Indies, but each non-member director shall be an individual who, in the opinion of the member directors is a fit and proper individual to hold the office of non-member director.
- 50.14 The directors may, but need not, appoint up to four individuals to serve on the Board of Directors as non-member directors.
- 50.15 A non-member director shall be elected by a resolution of the member directors for the term of office, unless sooner determined, stated in the resolution of the member directors appointing him to be elected to serve on the Board of Directors.
- 50.16 The member directors may by a resolution passed by a two-thirds majority of member directors at a meeting of directors remove a non-member director from office.

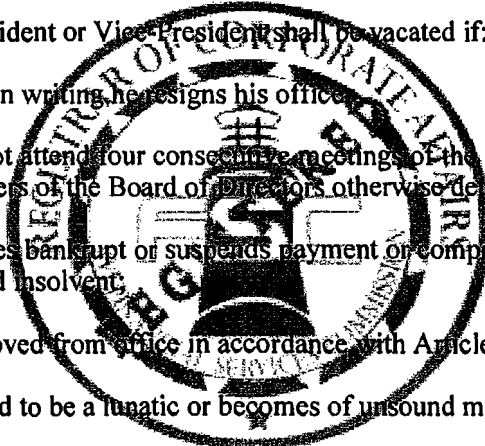
VACATION OF OFFICE OF MEMBER DIRECTOR

51. The office of a member director shall be vacated if:
- 51.1 by notice in writing he resigns his office;
 - 51.2 he shall cease at any time to be a duly elected member of a Territorial Board, or to be an individual for the time being authorised by a Full Member to represent it at any meeting of the Members pursuant to Article 27.
 - 51.3 he does not attend four consecutive meetings of the Board of Directors, unless the members of the Board of Directors otherwise determine;
 - 51.4 he is removed from office in accordance with Article 50.4;

- 51.5 he becomes bankrupt or suspends payment or compounds with his creditors or is declared insolvent;
- 51.6 he is found to be a lunatic or becomes of unsound mind;
- 51.7 he is convicted of any criminal offence involving fraud or dishonesty;
- 51.8 he ceases to be resident in one of the countries which constitute the West Indies;
- 51.9 he does anything (whether by an act or omission) which in the opinion of not less than two-thirds of the member directors brings or is likely to bring the Board into disrepute.

VACATION OF OFFICE OF PRESIDENT/VICE-PRESIDENT/NON-MEMBER DIRECTOR

- 52. The office of President or Vice-President shall be vacated if:
 - 52.1 by notice in writing, he resigns his office;
 - 52.2 he does not attend four consecutive meetings of the Board of Directors, unless the members of the Board of Directors otherwise determine;
 - 52.3 he becomes bankrupt or suspends payment or compounds with his creditors or is declared insolvent;
 - 52.4 he is removed from office in accordance with Article 50.11;
 - 52.5 he is found to be a lunatic or becomes of unsound mind;
 - 52.6 he is convicted of any criminal offence involving fraud or dishonesty;
 - 52.7 he ceases to be resident in one of the countries which constitute the West Indies;
 - 52.8 he does anything (whether by an act or omission) which in the opinion of not less than two-thirds of the member directors brings or is likely to bring the Board into disrepute.
- 52.9 The office of non-member director shall be vacated if:
 - 52.9.1. by notice in writing he resigns his office;
 - 52.9.2. he does not attend four consecutive meetings of the Board of Directors, unless the members of the Board of Directors otherwise determine;
 - 52.9.3. he becomes bankrupt or suspends payment or compounds with his creditors or is declared insolvent;



52.9.4. he is removed from office in accordance with Article 51.16;

52.9.5. he is found to be a lunatic or becomes of unsound mind;

52.9.6. he is convicted of any criminal offence involving fraud or dishonesty;

52.9.7. he does anything (whether by an act or omission) which in the opinion of not less than two-thirds of the member directors brings or is likely to bring the Board into disrepute.

POWERS OF BOARD OF DIRECTORS

53. The business and affairs of the Board shall be managed by the Board of Directors. The Board of Directors may pay all expenses incurred preliminary to and in connection with the formation and registration of the Board and may exercise all such powers of the Board as are required by the Act or by the Memorandum or these Articles to be exercised by the Board of Directors, subject to any delegation of such powers as may be authorised by these Articles, and to such requirements as may be prescribed by a unanimous resolution of Members, but no requirement made by a resolution of Members shall prevail if it be inconsistent with these Articles nor shall such requirement invalidate any prior act of the Board of Directors which would have been valid if such requirement had not been made.
54. The Board of Directors may appoint such agents and engage such employees as the members of the Board of Directors shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment and from time to time.
55. The continuing members of the Board of Directors may act notwithstanding any vacancy in their body, save that if their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum for a meeting of members of the Board of Directors, the continuing members or member of the Board of Directors may act only for the purpose of summoning a meeting of Members.
56. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Board, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as shall from time to time be determined by resolution of the Board of Directors.
57. The Board of Directors shall take such steps as they may deem requisite to enable the Board to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Board.

BORROWING POWERS

58. The Board of Directors, with the previous sanction of a special resolution of Members, may from time to time exercise all the powers of the Board to:

- 58.1 borrow money upon the credit of the Board;
- 58.2 issue, reissue, sell or pledge debentures of the Board;
- 58.3 give a guarantee on behalf of the Board to secure performance of an obligation of any person; and
- 58.4 mortgage, charge, pledge or otherwise create a security interest in all or any property of the Board, owned or subsequently acquired, to secure any obligation of the Board.

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 59. The Board of Directors or any committee thereof may meet at such places within or outside the British Virgin Islands as the members of the Board of Directors may determine to be necessary or desirable.
- 60. The Board of Directors may meet for the dispatch of business, adjourn and, subject as otherwise provided in these Articles, otherwise regulate its meetings as it shall think fit.
 - 60.1 A meeting of the Board of Directors may be convened at any time by the President or the Vice President or any two directors or the Secretary when authorised by any director;
 - 60.2 It shall not be necessary to give notice of a meeting of the directors to a newly elected or appointed director to a meeting held immediately following the election of directors by the members or an appointment to fill a vacancy among the directors.
- 61. The President, the Vice-President and each director shall each have one vote at meetings of the Board of Directors.
- 62. If all the members of the Board of Directors consent thereto generally or in respect of a particular meeting, the President, the Vice President or any director may participate in a meeting of the Board of Directors or of a committee of the Board of Directors if he participates in such meeting by telephone or other communications facilities as permit all participating in the meeting to hear each other, and a member of the Board of Directors or any other individual participating in such a meeting by such means shall be deemed to be present at the meeting.
- 63. A resolution in writing signed by all the members of the Board of Directors entitled to vote on that resolution at a meeting of the Board of Directors or at a meeting of a committee of the Board of Directors, is as valid as if it had been passed at a meeting of the Board of Directors or at a meeting of a committee of the Board of Directors, as the case may be.
- 64. Every member of the Board of Directors shall be given not less than seven (7) days notice of meetings of the Board of Directors or of a committee of the Board of Directors, but a meeting of the Board of Directors or of a committee of the Board of

Directors held without seven (7) days notice having been given to all members of the Board of Directors shall be valid if all the members of the Board of Directors entitled to vote at the meeting waive notice of the meeting and for this purpose, the presence of a member of the Board of Directors at a meeting shall constitute waiver on his part, except where a member of the Board of Directors attends the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called. The inadvertent failure to give notice of a meeting to a member of the Board of Directors, or the fact that a member of the Board of Directors has not received the notice, shall not invalidate the meeting.

65. A meeting of the Board of Directors is duly constituted if, at the commencement of the meeting, there are present in person, not less than nine (9) directors entitled to vote thereat. No business shall be transacted at a meeting of the Board of Directors unless a quorum is present throughout.
66. At every meeting of the Board of Directors, the President, if present, shall preside as chairman of the meeting. If there is no President or if the President is not present at the meeting the Vice-President shall preside as chairman of the meeting. If there is no President and no Vice-President, or if at any meeting of Members neither the President nor the Vice-President is present, within fifteen minutes after the time appointed for holding the meeting, other directors present shall choose one of their number to be chairman.
67. Questions arising at any meeting of the Board of Directors shall be decided by a simple majority of votes. In the case of an equality of votes at any meeting of the Board of Directors the chairman of the meeting shall have a second or casting vote.
68. An action that may be taken by the Board of Directors or a committee of the Board of Directors at a meeting may also be taken by a resolution of the Board of Directors or a committee of the Board of Directors consented to in writing or by facsimile or other written electronic communication by all members of the Board of Directors or all members of the committee of the Board of Directors as the case may be, without the need for any notice or meeting.
69. The Board of Directors shall cause the following corporate records to be kept:
 - 69.1 minutes of all meetings of the Board of Directors, committees of the Board of Directors, Members, and committees of Members;
 - 69.2 copies of all resolutions consented to by members of the Board of Directors, committees of the Board of Directors, Members, and committees of Members; and
 - 69.3 such other accounts and records as the members of the Board of Directors by resolution of the Board of Directors consider necessary or desirable in order to reflect the financial position of the Board.
 - 69.4 The books, records and minutes shall be kept at the registered office of the Board or at such other place as the Board of Directors shall determine.

EXECUTIVE COMMITTEE

70. There shall be an Executive Committee which shall consist of
- 70.1 The President and the Vice-President;
 - 70.2 Six member directors each of whom shall be from a different Territorial Board appointed by the Board of Directors from amongst the member directors;
 - 70.3 Two officers of the Board each of whom shall ex-officio, non-voting members.
71. A director or other officer may be removed as a member of the Executive Committee by a resolution of the Board of Directors which may by a resolution of the Board of Directors appoint another director in his place.
72. Subject to Article 71 a director appointed to be a member of the Executive Committee shall hold office for a period of two years but shall be eligible for re-appointment.
73. The Executive Committee shall have authority to conduct the business of the Board between Board meetings, exercising the same powers and discretion except where restricted by statute, these Articles or resolution of the Board.
74. The President, the Vice-President and each director shall have one vote at meetings of the Executive Committee.
75. If all the members of the Executive Committee consent thereto generally or in respect of a particular meeting, the President or the Vice President or any director or any ex-officio member of the Executive Committee may participate in a meeting of the Executive Committee if he participates in such meeting by telephone or other communications facilities as permit all participating in the meeting to hear each other, and a member of the Executive Committee or any other individual participating in such a meeting by such means shall be deemed to be present at the meeting.
76. A resolution in writing signed by all the members of the Executive Committee entitled to vote on that resolution at a meeting of the Executive Committee is as valid as if it had been passed at a meeting of the Executive Committee.
77. Every member of the Executive Committee shall be given not less than seven (7) days notice of meetings of the Executive Committee, but a meeting of the Executive Committee held without seven (7) days notice having been given to all members of the Executive Committee shall be valid if all the members of the Executive Committee entitled to vote at the meeting waive notice of the meeting, and for this purpose, the presence of a member of the Executive Committee at a meeting shall constitute waiver on his part, except where a member of the Executive Committee attends the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called. The inadvertent failure to give notice of a meeting to a member of the Executive Committee, or the fact that a member of the Executive Committee has not received the notice, shall not invalidate the meeting.

78. A meeting of the Executive Committee is duly constituted if, at the commencement of the meeting, there are present in person, the President or the Vice-President, two other voting members of the Executive Committee and either one of the two officers appointed by the Directors pursuant to Article 70.3 No business shall be transacted at a meeting of the Executive Committee unless a quorum is present throughout.
79. At every meeting of the Executive Committee, the President, if present, shall preside as chairman of the meeting. If there is no President or if the President is not present at the meeting the Vice-President shall preside as chairman of the meeting.
80. Questions arising at any meeting of the Executive Committee shall be decided by a simple majority of votes. In the case of an equality of votes at any meeting of the Executive Committee the chairman of the meeting shall have a second or casting vote.

COMMITTEES AND AGENTS

81. The Board of Directors may, by a resolution of the Board of Directors, designate one or more committees and shall appoint the chairman and members of each committee. A member of any committee established by the Board of Directors under this Article may, but need not, be a member of the Board of Directors or a member of a Territorial Board.
82. Each committee of the Board of Directors has such powers and authorities of the Board of Directors as are set forth in the resolution of the Board of Directors establishing the committee, except that no committee shall have any power or authority either to amend the Memorandum or these Articles.
83. Each committee established by the Board of Directors shall, in the exercise of its functions, act in accordance with the policies, regulations and practices of the Board and shall strictly observe any limitations imposed upon it by any resolutions of the Board or of the Board of Directors.
84. The meetings and proceedings of each committee established by the Board of Directors shall be governed mutatis mutandis by the provisions of these Articles regulating the proceedings of the Board of Directors so far as the same are not varied or superseded by any provisions in a resolution of the Board of Directors regulating the conduct of the proceedings of, or establishing the committee.
85. The President and the chief executive officer of the Board shall have the right to attend any meeting of any committee or sub-committee.
86. The Board of Directors may by resolution establish from time to time any one or more committees (including but not limited to a Cricket Development Committee, a Senior Selection Committee, a Youth Selection Committee, a Marketing Committee, a Disciplinary Committee, a Finance & Investment Committee) or agencies for managing any of the affairs of the Board in the British Virgin Islands or elsewhere and may appoint their members; and the Board of Directors may delegate to any committee, manager or agent any powers, authorities and discretion vested in the Board of Directors, with no power to sub-delegate; and any such appointment or delegation may be made on such terms and conditions as the Board of Directors think

fit. The Board of Directors may remove any person so appointed or annul or vary such delegation; but no person dealing in good faith and without notice of the annulment or variation shall be affected. No member (other than a director) of a committee or agency so established shall by reason thereof be or be deemed to be a member of the Board of Directors or be described as such.

87. Unless the Board of Directors shall direct otherwise, the term of office of a member of a committee shall, unless sooner determined, be from the date of his appointment until the conclusion of the second Annual Meeting next following or until his death, resignation or removal, whichever shall be the earlier.
88. The members of a committee shall have power, unless the Board of Directors directs otherwise, with the prior written approval of the President, to co-opt as a member or members of the committee for any specific purpose any individual or individuals although not being a member or members of the Board of Directors.

OFFICERS AND AGENTS OF THE BOARD

89. The officers of the Board shall consist of a President, a Vice-President, a Secretary and such other officers as the Board of Directors shall appoint from time to time. The Directors shall as often as may be required appoint a Secretary and, if deemed advisable, may as often as be required designate other offices of the Board and may from time to time appoint such officers and agents as they deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors. The Board of Directors may vary, add to or limit the powers and duties of any officer or agent.

PRESIDENT AND VICE-PRESIDENT

90. The President and the Vice-President respectively need not be a member of a Territorial Board or a representative of a Member but each shall be an individual who, in the opinion of the Full Members (other than the President and the Vice-President, as the case may be) has shown an active interest in West Indies cricket and is in their opinion a fit and proper individual to hold the office of President or Vice-President as the case may be.
91. The President and Vice-President respectively shall be elected at a meeting of Members.
92. No person shall be eligible for election to the office of President or Vice-President at any meeting of Members unless, not less than thirty days before the date appointed for the meeting of Members at which the election of the President or Vice-President is due to be considered, there shall have been left at the office of the Secretary of the Board a nomination in writing, signed by two Full Members accompanied by a notice in writing signed by the nominee of his willingness to serve if elected.
93. The President shall, if present, preside at all meetings of the Board of Directors, at all meetings of any committee of which he is a member and at all meetings of Members; he shall sign all instruments which require his signature and shall perform all duties incident to his office and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors.

94. The President shall, in addition to any other duties imposed on him under these Articles, be responsible for monitoring the implementation of the policies of the Board, liaising with the Territorial Boards and other governing bodies for cricket throughout the world and initiating or responding to matters which he considers in the interests of the Board.
95. The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-President shall have such powers and duties as may from time to time be assigned to him by the Board of Directors.

CONFLICT OF INTEREST

96. No agreement or transaction between the Board and one or more of the members of the Board of Directors or any person in which any member of the Board of Directors has a financial interest or to whom any member of the Board of Directors is related, including as a director of that other person, is void or voidable for this reason only or by reason only that the member of the Board of Directors is present at the meeting of the Board of Directors that approves the agreement or transaction or that the vote or consent of the member of the Board of Directors is counted for that purpose, if the nature and extent of the interest of the member of the Board of Directors in the agreement or transaction and the nature and extent of his interest in or relationship to any other party to the agreement or transaction are disclosed in writing to the Board of Directors or entered in the minutes of meetings of the Board of Directors.
97. A member of the Board of Directors who has an interest in any particular business to be considered at a meeting of the Board of Directors or Members may be counted for purposes of determining whether the meeting is duly constituted.

INDEMNIFICATION

98. Subject to the limitations hereinafter provided the Board may indemnify against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings any person who:
- 98.1 is or was a party or is threatened to be made party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a member of the Board of Directors, an officer or a liquidator of the Board; or
- 98.2 is or was, at the request of the Board, serving as a member of the Board of Directors, officer or liquidator of, or in any other capacity is or was acting for, another company or partnership, joint venture, trust or other enterprise.
99. Article 98 only applies to a person referred to in that Article if the person acted honestly and in good faith with a view to the best interests of the Board and, in the

case of criminal proceedings, the person had no reasonable cause to believe that his conduct was unlawful.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

100. No member of the Board of Directors or officer of the Board shall be liable to the Board for:

- 100.1 the acts, receipts, neglects or defaults of any other member of the Board of Directors or officer or employee or for joining in any receipt or act for conformity;
- 100.2 any loss, damage or expense incurred by the Board through the insufficiency or deficiency of title to any property acquired by the Board or for or on behalf of the Board;
- 100.3 the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Board shall be placed out or invested;
- 100.4 any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited;
- 100.5 any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Board;
- 100.6 any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto;

unless the same happens by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the Board and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- 101. Nothing herein contained shall relieve a member of the Board of Directors or officer from the duty to act in accordance with the Act or regulations made thereunder or relieve him from liability for a breach thereof.
- 102. The Board of Directors for the time being shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Board, except such as are submitted to and authorised or approved by the Board of Directors.
- 103. If any member of the Board of Directors or officer of the Board is employed by or performs services for the Board otherwise than as a member of the Board of Directors or officer or is a member of a firm or a shareholder, director or an officer of a body corporate which is employed by or performs services for the Board, the fact of his being a Member, a member of the Board of Directors or officer of the Board shall not

disentitle such Member, member of the Board of Directors or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

104. The decision of the Board of Directors as to whether a person acted honestly and in good faith and with a view to the best interests of the Board and as to whether the person had no reasonable cause to believe that his conduct was unlawful, is in the absence of fraud, sufficient for the purposes of these Articles, unless a question of law is involved.
105. The termination of any proceedings by any judgement, order, settlement, conviction or the entering of a nolle prosequi does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view to the best interests of the Board or that the person had reasonable cause to believe that his conduct was unlawful.
106. If a person referred to in Article 98 has been successful in defense of any proceedings referred to in that Article the person is entitled to be indemnified against all expenses, including legal fees, and against all judgements, fines and amounts paid in settlement and reasonably incurred by the person in connection with the proceedings.
107. The Board may purchase and maintain insurance in relation to any person who is or was a member of the Board of Directors, an officer or a liquidator of the Board, or who at the request of the Board is or was serving as a member of the Board of Directors, an officer or a liquidator or in any other capacity is or was acting for, another Board or a partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in that capacity, whether or not the Board has or would have had the power to indemnify the person against the liability under Article 98.
108. The Board may have more than one seal and references herein to the Seal shall be references to every seal which shall have been duly adopted by resolution of the Board of Directors. The Board of Directors shall provide for the safe custody of the Seal and for an imprint thereof to be kept at the Registered Office. Except as otherwise expressly provided herein the Seal when affixed to any written instrument shall be witnessed and attested to by the signatures of the President or Vice-President and the Secretary of the Board or Assistant Secretary of the Board or any member of the Board of Directors. Such authorisation may be before or after the Seal is affixed, may be general or specific and may refer to any number of sealings. The Board of Directors may provide for a facsimile of the Seal and of the signature of any member of the Board of Directors or authorised person which may be reproduced by printing or other means on any instrument and it shall have the same force and validity as if the Seal had been affixed to such instrument and the same had been signed as hereinbefore described.

ACCOUNTS

109. The Board of Directors shall cause to be kept all necessary and proper books and records of the Board. The books and records of the Board shall be kept at the

registered office of the Board or at such other place or places in the West Indies as the Board of Directors deem fit.

110. The financial statements of the Board shall be prepared in accordance with International Accounting Standards.
111. The Board of Directors shall place before the Members at every Annual Meeting of Member
- (a) comparative financial statements relating separately to
 - (i) the period that began on the date the company came into existence and ended not more than 12 months after that date, or, if the company has completed a financial year, the period that began immediately after the end of the last period for which financial statements were prepared and ended not more than 12 months after the beginning of that period, and
 - (ii) the immediately preceding financial year;
 - (b) the report of the auditor, and
 - (c) any further information respecting the financial position of the company and the results of its operations (if any) required by these Articles.
112. Not less than 14 days before each Annual Meeting of Members, the company shall send a copy of the documents referred to in Article 0 to each Member.
113. The Board of Directors shall, at least once in every fiscal year, cause financial statements of the Board to be prepared and audited.
114. The first auditors of the Board shall be appointed by resolution of the Board of Directors; subsequent auditors shall be appointed by a resolution of Members.
115. The Board of Directors shall forthwith fill a vacancy in the office of auditor.
116. No member of the Board of Directors or other officer shall be eligible to be an auditor of the Board during his continuance in office.
117. The remuneration of the auditors of the Board shall be fixed by resolution of the Board of Directors.
118. The auditors shall examine the financial statements required to be served on every Member or laid before a meeting of the Members and shall state in a written report whether or not in their opinion the financial statements give a true and fair view respectively of the profit and loss for the period covered by the accounts, and of the state of affairs of the Board at the end of that period.

- 119 The report of the auditors shall be annexed to the Financial Statements and shall be read at the meeting of Members at which the Financial Statements are laid before the meeting of Members and shall be served on the Members.
- 120 Every auditor of the Board shall have a right of access at all times to the books of account and vouchers of the Board, and shall be entitled to require from the Board of Directors and officers and employees of the Board such information and explanations as are, in his opinion, necessary for the performance of the duties of the auditor.
- 121 The auditors of the Board shall be entitled to receive notice of every meeting of Members, and, at the expense of the Board, to attend and be heard at the meeting on matters relating to his duties as auditor.
- 122 If a Full Member or a member of the Board of Directors shall give written notice to the auditor of the Board, not less than ten (10) days before a meeting of Members, to attend the meeting, the auditor shall attend the meeting at the expense of the Board and answer questions relating to his duties as auditor or former auditor of the Board.
- 123 A Full Member or a member of the Board of Directors who sends a notice referred to in Article 122 shall, concurrently, send a copy of the notice to the Secretary of the Board.
- 124 Article 122 shall apply *mutatis mutandis* to any former auditor of the Board.
- 125 The Members may by ordinary resolution at a special meeting remove an auditor other than an auditor appointed by a Court.
- 126 Any notice, information or written statement to be given by the Board to a Member must be served by air mail or courier addressed to each Member at the address shown in the share register.
- 127 Any summons, notice, order, document, process, information or written statement to be served on the Board may be served by leaving it, or by sending it by registered mail addressed to the Board, at its registered office, or by leaving it with, or by sending it by registered mail to, the registered agent of the Board.
- 128 Service of any summons, notice, order, document, process, information or written statement to be served on the Board may be proved by showing that the summons, notice, order, document, process, information or written statement was mailed in such time as to admit to its being delivered in the normal course of delivery within the period prescribed for service and was correctly addressed and the postage was prepaid.

ARBITRATION

- 129 Whenever any difference arises between the Board on the one hand and any of the Members on the other hand, touching the true intent and construction or the incidence or consequences of these Articles or of the Act, touching anything done or executed, omitted or suffered in pursuance of the Act or touching any breach or alleged breach

or otherwise relating to the premises or to these Articles, or to any statute affecting the Board or to any of the affairs of the Board, such difference shall, unless the parties agree to refer the same to a single arbitrator, be referred to two arbitrators, one to be chosen by each of the parties to the difference, and the arbitrators shall before entering on the difference appoint an umpire.

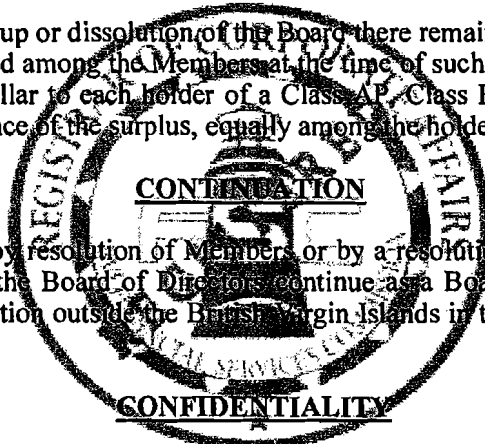
- 130 If either party to the difference makes default in appointing an arbitrator either originally or by way of substitution (in the event that an appointed arbitrator shall die, be incapable of acting or refuse to act) for ten (10) days after the other party has given him notice to appoint the same, such other party may appoint an arbitrator to act as arbitrator of the defaulting party.

VOLUNTARY WINDING UP AND DISSOLUTION

- 131 The Board may voluntarily commence to wind up and dissolve by a resolution of Members but if the Board has never issued shares it may voluntarily commence to wind up and dissolve by resolution of the Board of Directors.

- 132 If on the winding up or dissolution of the Board there remains any surplus, the surplus shall be distributed among the Members at the time of such winding up or dissolution by paying one dollar to each holder of a Class A, Class B or Class C share and by dividing the balance of the surplus, equally among the holders of the Class A shares.

- 133 The Board may by resolution of Members or by a resolution passed unanimously by the members of the Board of Directors continue as a Board incorporated under the laws of a jurisdiction outside the British Virgin Islands in the manner provided under those laws.



- 134 The proceedings of any meeting and all correspondence relating thereto shall be confidential save to the extent that the President or in his absence, the Vice-President, decides to release such obligation of confidentiality, or otherwise as required by law.

We, COVERDALE TRUST SERVICES LIMITED, Simmonds Building, 30 DeCastro Street, Road Town, Tortola, for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands hereby subscribe our name to these Articles of Association the 27th day of November 1998 in the presence of:

Subscriber:

Sgd. Karen Fahie

COVERDALE TRUST SERVICES LIMITED

Witness:

Sgd. Krishma Orr

Road Town, Tortola

British Virgin Islands

