

**The Companies Acts 1948 to 2006**

**Company Limited by Guarantee and not having a Share  
Capital**

**Memorandum and Articles of Association of  
Sydenham Lawn Tennis and Croquet Club Limited**

**Company number: 1280576**

**Incorporated this 7th day of October 1976**

1. The name of the Company is Sydenham Lawn Tennis and Croquet Club Limited (hereinafter called "The Club")
2. The Registered Office of the Club will be situated in England
3. The liability of the members is Limited.

*Articles 5, 6 and 7 of the Memorandum were transferred to the Articles of Association by Special Resolution at the Annual General Meeting on 27th September 2018*

We the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ERIC BRUCE AUGER

49 Lawrie Park Avenue , Sydenham London SE26 6HA

Chartered Secretary

MICHALE BARRY STANNUS GRAY

85 Longton Avenue, Sydenham London SE26 6RF.

Insurance Official

STUART CRAIG McEWAN

163, World's End Lane, Green Street Green, Orpington Kent.

Schoolmaster

MICHAEL JOHN WHEELER

8 Hall Drive, Sydenham, London, SE26 6XB.

Chartered Accountant

MARY TEEGARDEN HOLDER

6 Silverton Lodge, 118 Church Road, London SE19 2UE.

Company Director

GEORGE WILLIAM HUTHWAITE

15 Pippin Close, Shirley, Croydon, Surrey.

Company Director

LENNARD JAMES GEORGE RAYNER

9 Minard Road, Catford, London SE6 1NS

Retired

Dated this 9<sup>th</sup> day of September 1976

Witness to the above signatures:-

Johan A, Healy

15 Becondale Road, London SE19 1QJ S

Solicitor

# The Companies Acts 1948 to 2006

## Company Limited by Guarantee and not having a share Capital

### Articles of Association of

### Sydenham Lawn Tennis and Croquet Club Limited

### Company number: 1280576

### Preliminary

In construing these articles the words standing in the first column of the Table hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<b>Words</b>	<b>Meaning</b>
<i>The Company</i>	<i>Sydenham Lawn Tennis and Croquet Club Limited</i>
<i>The Act</i>	<i>The Companies Act 1948 (as amended)</i>
<i>The Articles</i>	<i>These Articles of Association and any other regulations of the Company for the time being in force.</i>
<del><i>The Seal</i></del>	<del><i>The Common Seal of the Company</i></del>
<i>The Club</i>	<i>The above named Company</i>
<i>The Office</i>	<i>The registered office of the Company</i>
<i>The Secretary</i>	<i>Any person appointed to perform the duties of the Secretary of the Company</i>
<i>Month</i>	<i>Calendar month</i>
<i>Club Grounds</i>	<i>The lands, buildings, and premises for the time being in the occupation of the Company for any of the objects of the Company</i>
<i>Club Sports</i>	<i>Any sports of games played in the Club Grounds or other venue agreed by the Club</i>

*Any words importing the singular number only shall include the plural number and visa versa: words importing the masculine gender only, shall include the feminine gender: and words importing persons shall include corporations.*

1. The main purposes of the Club are to provide facilities for and to promote participation in the amateur sports of Tennis, Squash, ~~Racketball~~ and other affiliated sports~~Croquet~~ in Sydenham. (All references to Squash in these Articles shall include 'Squash 57' also known as Racketball)
2. The number of members with which the Club proposes to be registered is eight hundred but the Directors may from time to time register an increase of members.
3. The subscribers hereto shall be the first members of the Club. Such other persons as the Directors shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Club.

#### MEMBERSHIP

4. Membership of the Club shall be open to anyone interested in the sports of Tennis, Squash and/or other affiliated sports~~Croquet~~ on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs, except as a necessary consequence of the requirements of Tennis, Squash, ~~Racketball~~, or other affiliated sports~~Croquet~~.
5. The Club may have different classes of membership and subscription on a non-discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating.
6. The Directors may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the Club or sport into disrepute. Appeal against refusal or removal may be made to the members.

#### APPLICATION FOR MEMBERSHIP

7. Every application for membership shall be made in writing, signed by the candidate and shall be in the following form or a similar form:-

To the Club Manager/Membership Secretary of Sydenham Lawn Tennis and Croquet Club Limited.

I desire to become a member of Sydenham Lawn Tennis and Croquet Club Limited and I hereby agree to become a member of the said Club and to be bound by the Memorandum and Articles of Association and any bye-laws of the Club for the time being in force. I acknowledge the liability to contribute the sum of £1 in the event of there being an insufficiency of assets should the Club be wound up.

## CATEGORIES OF MEMBERSHIP

8. The Club has the following categories of Membership and members shall be allocated to the category of membership for which they apply.
  - a) Tennis members
  - b) Squash ~~and Racketball~~ members  
~~Croquet members~~
  - c) Junior members
  - d) Social members including Honorary Social members— adult only
  - e) Any other category of membership, or combination of memberships, or group memberships, or sub-category of membership approved by the Directors, provided always that every person (no matter what category of membership to which he/she belongs) or in the case of a child under 18, their parent or guardian, shall be liable to contribute towards the assets of the Club in the event of the same being wound up as provided for in article ~~100~~93 below

## ENTRANCE FEES AND SUBSCRIPTIONS

9. No member of the Club shall participate in any Club sport unless his or her membership category includes such sport.
10. The Directors shall determine all entrance fees and annual subscriptions to any membership category and shall in any year which they may decide to reduce or increase the annual subscription of any membership category give notice in writing of their decision to each member at least 14 days before the date on which the annual subscription becomes payable.
11. No member shall participate in any Club sport until all subscriptions have been paid.

## EXPULSION OF MEMBERS

12. The Directors shall have the power to suspend or terminate the membership of any member of the Club if such member's annual subscription shall be overdue or for conduct which the Directors consider prejudicial to the good order or status of the Club or for conduct which they consider disturbing to other members.
13. A member shall be deemed to be excluded from the Club from the date of the meeting at which his/her exclusion is resolved upon and his/her membership thereby forfeited. Any member whose membership is terminated under Article 12 above shall have the right to appeal to members.

14. The Directors shall not pass any resolution under Articles 12 and 13 at a meeting of Directors at which less than ~~four~~<sup>six</sup> are present.

## RIGHTS OF MEMBERS

15. Subject to the express provisions of these articles and to the Memorandum of Association and to any bye-laws for the time being in force made by the Directors of the Club as hereinafter provided, all members of the Club shall be entitled (subject only to the limitations of their membership category as aforesaid) at all times to use in common all premises and property of the Club and to be supplied at such charges as the Directors shall from time to time determine, with such refreshments and things as are provided by the Club for the use of its members.

## GENERAL MEETINGS

16. The Club shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Club and that of the next. The Annual General Meeting of the Club shall be held at such time and place as the Directors shall appoint.
17. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
18. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on receipt of a requisition from the members as provided by Section 132 of the Act. In default an Extraordinary General Meeting may be convened by such requisitions in accordance with the said section. If, at any time, there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or two members of the Club may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

## NOTICE OF GENERAL MEETINGS

19. An Annual General Meeting and a meeting convened for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and a meeting of the Club other than an Annual General Meeting or a meeting convened for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is

given and shall specify the place, the day and hour of the meeting and, in the case of special business, the general nature of the business and shall be given in the manner hereinafter mentioned or in such other manner if any, as may be prescribed by the Club in general meeting to such persons are, under articles of the Club, entitled to receive such notices from the Club.

Provided that a meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:

- a) In case of a meeting called as the Annual General Meeting by all the members entitled to attend and vote thereat; and
- b) In the case of any meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than ninety- five percent of the total voting rights at that meeting of all the members.

20. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in place of those retiring and the appointment of and the fixing of the remuneration of the auditors.

22. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, seventeen members present in person shall be a quorum.

23. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

24. The Chairperson, if any, of the board of Directors shall preside as Chairperson at every general meeting of the Club, or if there is no such Chairperson or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chairperson of the meeting.

25. If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be the Chairperson of the meeting.
26. The Chairperson, may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.
27. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- a. by the Chairperson: or
  - b. by at least three members present in person or by proxy: or
  - c. by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
28. Unless a poll be so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
29. Except as provided in article 30, if a poll is duly demanded it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
30. In the case of an equality of votes, whether on a show of hands or a poll, the Chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
31. No poll shall be demanded on the election of a Chairperson of a meeting, or on the question of an adjournment.

32. Subject to the provisions of the Act a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Club duly convened and held.
33. In the event that it is not possible, for any reason, for all or any members to attend a meeting in person a meeting may be held and votes may be permitted to be cast by electronic or other means. The meeting may be held without any number of those participating in the meeting being together in the same place.

#### VOTES OF MEMBERS

34. Every adult member shall have one vote no matter to which category or categories of membership he or she subscribes.

~~35. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands on a poll, by his committee, receiver, curator bonis or other person in the nature of committee, receiver or curator bonis appointed by that court and any such committee, receiver, curator bonis or other person may, on a poll, vote a proxy.~~

~~36.~~35. No member shall be entitled to vote at any general meeting unless all monies presently payable to the Club have been paid.

~~37.~~36. In the event of a resolution being proposed at any meeting of the members affecting one category of the Club membership only (as determined by the Chairperson of the meeting whose decision shall be final and binding) the members entitled to vote thereon shall be only those whose membership includes the category affected.

~~38.~~37. On a poll votes may be given either personally or by proxy.

~~39.~~38. If the proxy notice is not executed by the person appointing the proxy, written evidence of the authority of the person who executed it on the appointor's behalf~~The instrument appointing a proxy and the power of attorney, or other authority, if any, under which it signed or a notarially certified copy of that power or authority,~~ shall be deposited at the registered office of the Club, or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, or sent by email or other electronic means to the secretary of the Club not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

40.39. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit:-

Sydenham Lawn Tennis and Croquet Club Limited

I/We \_\_\_\_\_ of \_\_\_\_\_  
in the County of \_\_\_\_\_ being a member/members of the above  
named Club, hereby appoint \_\_\_\_\_ of \_\_\_\_\_

Or failing him/her the Chairperson of the meeting

as my/our proxy to vote for me/us on my/our behalf at the  
(Annual or Extraordinary, as the case may be) General Meeting for the Club  
to be held on the \_\_\_\_\_ day of \_\_\_\_\_

and at any adjournment thereof

Signed this \_\_\_\_\_ day of \_\_\_\_\_

41.40. Where it is desired to afford members an opportunity for voting for or against a resolution, the instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances admit:-

Sydenham Lawn Tennis and Croquet Club Limited

I/We \_\_\_\_\_ of \_\_\_\_\_  
in the County of \_\_\_\_\_ being a member/members of the above  
named Club, hereby appoint \_\_\_\_\_ of \_\_\_\_\_

Or failing him/her the Chairperson of the meeting

as my/our proxy to vote for me/us on my/our behalf at the  
(Annual or Extraordinary, as the case may be) General Meeting for the Club  
to be held on the \_\_\_\_\_ day of \_\_\_\_\_

and at any adjournment thereof

Signed this \_\_\_\_\_ day of \_\_\_\_\_

This form to be used \*in favour of/ against the resolution(s).

Unless otherwise instructed the proxy will vote as he/she thinks fit.

(\* Strike out whichever is not desired.)

42.41. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

43.42. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death ~~or insanity~~ of the principal, or revocation of the proxy, or of the authority under which the proxy was executed, provided that no intimation in writing of such death, ~~insanity~~ or revocation as aforesaid shall have been received by the Club at the office before the commencement of the meeting or adjourned meeting at which proxy is used.

## CORPORATION ACTING BY REPRESENTATIVES AT MEETINGS

44.43. Any corporation which is a member of the Club may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Club, and the person so authorised shall be entitled to exercise the same powers on behalf the corporation which he represents as that corporation could exercise as if it were an individual member of the Club.

## DIRECTORS

45.44. The number of Directors shall not be less than six nor more than twelve.

46.45. The Directors of the Club shall include the following:-

- a. Chairperson
- b. Club Secretary
- c. Financial Director
- d. Company Secretary
- e. Bar DirectorRepresentative
- f. Tennis DirectorRepresentative
- g. Squash Directorand Racketball Representative

And the following optional roles:-

- e.h. Membership and Marketing DirectorSecretary
- d.a. Tennis Representative
- e.a. Squash and Racketball Representative  
Croquet Representative
- f.i. Other playing sport Directorrepresentative
- g.j. Juniors' Director representative
- h.k. Events and Social DirectorRepresentative
- i.a. Bar Representative
- j.l. Premises Representative
- m. Company Secretary Vice Chair
- n. Non-Portfolio Director

One Director may have more than one role PROVIDED THAT the minimum number of Directors in Article 44 is met and

PROVIDED THAT a Director is re-elected by the members under Article 73 below each Director will hold their role, or roles, until immediately after the Annual General Meeting each year and then be eligible for re-election to the role or roles by the continuing Directors. A Director who is re-elected shall be treated as continuing in that role without a break.

~~47.46.~~ No person who is not a member of the Club shall in any circumstances be eligible to hold office as a Director. Any person ceasing to be a member, forthwith ceases to be a Director.

~~48. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Club as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Club, or in respect of his appointment to any office or place of profit under the Club or the arrangement of the terms thereof and may be counted in the quorum at any meeting at which such matter is considered.~~

~~49.47.~~ No person except the Directors and persons thereunto expressly authorised by the Directors and acting within the limits of the authority conferred on them by the Directors shall have any authority to pledge the credit of the Club, or to enter into any contract so as to impose any liability on the Club.

#### ALTERNATE DIRECTORS

~~50.48.~~ Any Director may by notice in writing signed by him/her and deposited with the company nominate an alternate Director to act on his/her behalf. A person so nominated as an alternate Director must be either a Director of the company or a person whose nomination shall be approved by all the Directors for the time being of the company. Every Alternate Director shall during the period of his/her appointment be entitled to notice of meetings of the Directors and in the absence of the Director appointing him/her to attend and vote thereat accordingly, but his/her appointment shall immediately cease and determine if and when the Director appointing him/her ceases to hold office as a Director.

#### SECRETARY

~~51.49.~~ A provision of the act of these articles requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the secretary.

## BORROWING POWERS

~~52.~~50. The Directors may exercise all the powers of the Club to borrow money and to mortgage, or charge its undertaking and property, or any part thereof and to issue debentures, debenture stock, promissory notes and other securities, whether outright or as a security for any debt, liability or obligation of the Club or any third party.

## POWERS AND DUTIES OF DIRECTORS

~~53.~~51. The business of the Club shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the company and may exercise all such powers of the Club as are not, by the Act or by these articles, required to be exercised by the Club in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions as may be prescribed by the Club in general meeting: but no regulation made by the Club in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

~~54.~~52. The Directors shall have the power from time to time to make, alter and repeal all such bye-laws as they may deem necessary or convenient for the proper conduct and management of the Club and in particular but not exclusively they may by such bye-laws regulate.

- a. The admission of temporary, restricted and social members of the Club and the rights and privileges of such members.
- b. The admission of members without payment of subscription and their rights and privileges.
- c. The times when the Courts shall be open for play and whether play shall be permitted on all or any of the courts at any particular time.
- d. The admission of visitors to the Club grounds and the participation by them in any of the Club sports.
- e. The times when the Club pavilion shall be open for use of members.
- f. The clothing to be worn and the rules to be observed by members using the courts or playing any sport or game on the premises of the Club or representing the Club at some other venue.
- g. The conduct of members of the Club in relation to one and other and to the Club's servants.
- h. The setting aside of courts for matches and tournaments or for any particular time or times, or for any particular purpose or purposes.
- i. The procedure at general meetings and meetings of the Directors of the Club.
- j. Generally all such matters as are commonly the subject matter of Club rules.

~~55-53.~~ The Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Club all such bye-laws and any amendments thereof; and all such bye-laws shall be binding upon all of the members of the Club, provided that no bye-laws shall be inconsistent with or affect anything contained in the memorandum or articles of association of the Club and that any bye-laws may be set aside by a special resolution of a general meeting of the Club.

~~56-54.~~ The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Club for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these articles) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.

~~57-55.~~ All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Club shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

~~58-56.~~ The Directors shall cause minutes to be made in books provided for the purpose:-

- a. of the names of the Directors present at each meeting of the Directors and of any committee of the Directors:
- b. of all resolutions and proceedings at all meetings of the Club and of the Directors, and of committee of Directors.

## DIRECTORS' CONFLICT OF INTERESTS

57. For the purposes of Articles 58 to 66:-

'Conflict' means a situation in which a Director has or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Club.

'Eligible Director' means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding in relation to the authorisation of a Conflict in accordance with Articles 58 to 66, any Director whose vote is not to be counted in respect of a particular matter).

References to proposed decisions and any decision making processes include a Directors' meeting or part of a Directors' meeting.

58. The Directors may, in accordance with the requirements set out in Articles 59 to 66, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director (an **Interested Director**) breaching his duty to avoid conflicts of interest under section 175 of the Companies Act 2006 ('the 2006 Act')

59. Any authorisation under Article 58 shall only be effective if to the extent permitted by the 2006 Act:-

- a. the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles.
- b. Any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director and
- c. the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

60. Any authorisation of a Conflict under Article 58 may (whether at the time of giving the authorisation or subsequently):

- a. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- b. provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
- c. provide that the Interested Director shall or shall not be an Eligible Director in respect of any further decision of the Directors in relation to any resolution related to the Conflict;
- d. impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
- e. provide that where the Interested Director obtains, or has obtained, (through their involvement in the Conflict and otherwise than through their position as a Director of the Club) information that is confidential to a third party, they shall not be obliged to disclose that information to the Club, or use it in relation to the Club's affairs where to do so would amount to a breach of that confidence; and
- f. permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from receiving papers prepared by or for the Directors to the extent they relate to such matters.

61. Where the Directors authorise a Conflict the Interested Director shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.

62. The Directors may revoke or vary such authorisation in accordance with the terms of such authorisation, but this shall not affect anything done by the Interested Director prior to such revocation of variation in accordance with the terms of such authorisation.

63. A Director is not required by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director) to account to the Club for any remuneration, profit of other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the Directors in accordance with these Articles of by the Club in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds. avoided on such grounds.

64. Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the 2006 Act, and provided they have declared the nature and extent of his/her interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Club:

a. may be a party to, or otherwise interested in, any transaction or arrangement with the Club or in which the Club is otherwise (directly or indirectly) interested;

b. shall be an Eligible Director entitled to vote for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such existing or proposed transaction or arrangement in which he is interested;

c. shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which they are interested;

d. may act by themselves or their firm in a professional capacity for the Club (otherwise than as auditor) and they or their firm shall be entitled to remuneration for professional services as if they were not a Director;

e. may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Club is otherwise (directly or indirectly) interested; and

f. shall not, save as they may otherwise agree, be accountable to the Club for any benefit which they (or a person connected with them (as defined in section 252 of the 2006 Act)) derives from any such

transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of their duty under section 176 of the 2006 Act.

65. Subject to Article 66, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairperson whose ruling in relation to any director other than the Chairperson is to be final and conclusive.

66. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairperson, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

#### REGISTER OF DIRECTORS' INTERESTS

67. The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Club or in any transaction or arrangement entered into by the Club which has not previously been declared.

#### DISQUALIFICATION OF DIRECTORS

59-68. The office of Director shall be vacated if the Director:-

- a. becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- b. becomes prohibited from being a director by reason of any order made under Section 188 of the Act: or
- c. becomes physically or mentally incapable of acting as a Director and a registered medical practitioner who is treating that person gives a written opinion to the Club that that person has become physically or mentally incapable and may remain so for more than three months of unsound mind: or
- d. resigned his office by notice in writing to the Club; or
- e. is directly or indirectly interested in any contract with the Club and fails to declare the nature of his interest in the manner required by Section 199 of the Act; or

- f. ceases to be a member of the Club; or
- g. is removed under Section 184 of the Act

~~60-69.~~ Directors of the company shall be given adequate notice of meetings at which they are eligible to attend in accordance with the policy of the board as determined from time to time. In the event of a Director failing to attend without the consent of the board 50 per cent of such meetings in any calendar year the board of Directors may, in their absolute discretion, remove such Director from his/her office.

#### APPOINTMENT ROTATION OF DIRECTORS

~~61. At the first Annual General Meeting of the Club and at all subsequent Annual General Meetings one-third of the Directors or if their number is not three or a multiple of three, then the number nearest to one-third shall retire by rotation. The Directors to retire shall be those who have held office the longest since their last election but as between those who were elected on the same day, those to retire shall (unless they agree otherwise) be determined by lot.~~

~~62. A Director retiring by rotation shall be eligible for re-election.~~

~~63. The Club at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.~~

~~64. Nominations of members for election as Directors shall be proposed and seconded at an Annual General Meeting of the Club or shall be made in such other manner as the Directors shall determine.~~

70. Subject to these Articles and the Act, the Club may by ordinary resolution appoint a person who is willing to act as a Director and is permitted by law to do so to fill a vacancy or as an addition to the existing Board of Directors but the total number of Directors shall not exceed any maximum number fixed in accordance with these Articles.

71. Before any Director is elected the Club must:-

- a. consider the skills and diversity of the prospective Director;
- b. consider whether the prospective Director would satisfy the HMRC fit and proper person test to be involved in the general control, management and administration of the Club; and
- c. ensure that they sign a letter of appointment which sets out the role and responsibilities that the elected Director is expected to fulfil.

72. Any Director who is appointed shall hold office for a three (3) year term from the date on which they are appointed.

73. At the general meeting immediately following the end of the Director's term, as detailed in Article 72 the relevant Director shall retire from office. A retiring Director may offer themselves for reappointment by the members and a Director that is so re-appointed will be treated as continuing in office without a break.

~~73.~~74. The Club may from time to time by ordinary resolution increase or reduce the number of Directors.

~~74.~~75. The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these articles. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

~~75.~~76. The Club may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Director before the Annual General Meeting next following notwithstanding anything in these articles or in any agreement between the Club and such Director.

~~76.~~77. The Club may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the Directors under article 67 the Club in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

~~77.~~78. If two or more candidates obtain an equal number of votes for an office or directorship another ballot shall be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, a Director shall select by lot from such candidates, the candidate or candidates, who is or are to be elected.

## PROCEEDINGS OF DIRECTORS

~~78.~~79. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote.

~~79-80.~~ A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

~~80-81.~~ The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed, shall be four.

~~81-82.~~ The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Club as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Club, but for no other purpose.

~~82-83.~~ The Directors may delegate any of their powers to such committee or committees consisting of one or more members of the Club as they shall think fit to appoint and may recall or revoke any such delegation or appointment; and a committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The Directors may appoint such of their number as they think fit to be ex-officio members of any such committees.

~~83-84.~~ A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same then members present may choose one of their number to be chairperson of the meeting.

~~84-85.~~ A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson shall have the second or casting vote.

~~85-86.~~ All acts done by any meeting of the Directors or of any committee, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of any committee.

~~78-87-~~ A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

## PRESIDENT AND VICE PRESIDENTS

~~79.~~ The members in general meeting on the recommendation of the Directors shall have the power to appoint a Club president and up to six vice-presidents all of whom may also hold office of the Club or be a Director. The first president of the Club shall be Eric Bruce Auger and the first vice-presidents shall be Marion Olwen Auger, Edgar Beethoven Dodwell, Mary Teegarden Holder, David Miall and John Russell Stedman.

## THE SEAL

~~80.~~ The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointment by the Directors for the purpose.

## ACCOUNTS

~~81.~~ ~~88.~~ The Directors shall cause proper books of account to be kept with respect to:-

- a. all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
- b. all sales and purchases of goods by the Club; and
- c. the assets and liabilities of the Club.

~~82.~~ ~~89.~~ Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Club's affairs and to explain its transactions.

~~83.~~ ~~90.~~ The books of account shall be kept at the office of the Club or, subject to section 147(3) of the Act at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.

~~84.~~ ~~91.~~ The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of members not

being Directors and no member (not being an Director) shall have any right of inspecting any account of book or document of the Club except as conferred by statute or authorised by the Directors of by the Club in general meeting.

85 92. The Directors shall from time to time in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and laid before the Club in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

86 93. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Club in general meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Club. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Club is not aware or to more than one of the joint holders of debentures or more than one copy to members residing at the same address.

## NOTICES

87 94. A notice may be given by the Club to any member either personally, or by sending it by post to him/her or to his/her registered address, or (if he/she has no registered address within the United Kingdom) to the address, if any within the United Kingdom supplied by him/her to the Club for the giving of notice to him/her, or by email to the email address provided by the member for all Club communications. Where a notice is sent by post, service of notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected, in the case of a notice of a meeting, at the expiration of 24 hours after the letter containing the same is posted.

88 95. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- a. every member except those members who (having no registered address within the United Kingdom) have not supplied to the Club an address within the United Kingdom for the giving of notices to them;
- b. every person being a legal personal representative or a trustee in bankruptcy of a member where the member, but for his death or bankruptcy, would be entitled to receive notice of the meeting; and
- c. the auditor for the time being of the Club.

89-96. No other person shall be entitled to receive notices of general meetings.

## NOTICE BOARDS

90-97. Notice boards shall be fixed in the Club pavilion to be called "Notice Boards" and any notices (except notices calling general meetings) affixed so such boards shall be a sufficient notice of the facts therein contained to the members and subscribers.

## INDEMNITY

91 98. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part 1 of Table "A" of the Act every Director, or Official of the Club shall be indemnified out of the funds of the Club against all costs, charges losses, expenses and liabilities incurred by him/her in the execution and discharge of his duties or in relation thereto.

## DISTRIBUTION OF INCOME AND ASSETS OF CLUB

92 99. The income and property of the Club, however derived, shall be applied solely towards the promotion of the objects of the Club as set forth in these Articles. All surplus income and profits are to be reinvested in the Club. No surpluses or assets will be distributed to members or third parties and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any office of servant of the Club or to any member of the Club in return for any services actually rendered to the Club nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable rent for premises demised or let by any member of the Club.

## DISSOLUTION

93 100. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he/she is a member, or within one year after he/she ceases to be a member, for the payment of the debts and liabilities of the Club contracted before he/she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of rights of the contributories amongst themselves, such amount as may be required not exceeding One Pound.

94 101. If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities any property or assets whatsoever, the same shall not be paid to or distributed amongst the members of the Club, but shall be given or transferred to another registered CASC, a registered charity, or the sports' governing bodies for the use by them in related community sports.

#### CLUB GROUNDS

95 102. The Club grounds shall be under the control of the Directors who shall keep them in order and provide all or any articles and things necessary for the playing of Club sports.

#### ADMISSION TO CLUB GROUNDS

96-103. A member of any category of the Club shall have the right to free entrance to the Club grounds at all times (subject to any bye-laws made by the Directors in accordance with article 5253) have the privilege of introducing visitors.

97 104. The Club grounds shall be closed on any date between such hours as the Directors may determine.

**Amended by Special Resolutions passed at the Annual General Meeting of the Club this 27th day of September 2018**

**Re-amended by Special Resolutions passed at an Extraordinary General Meeting of the Club on 12th December 2018**

**Amended by Special Resolutions passed at the Annual General Meeting of the Club on 15<sup>th</sup> December 2020**

**Amended by Special Resolutions passed at the Annual General Meeting of the Club on November 2022**

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