

Special Resolutions

Company number 1280576

To amend the Memorandum and Articles of Association
of Sydenham Lawn Tennis and Croquet Club Ltd ('the Company')
at the Annual General Meeting on 3rd November 2022 at 8pm

Four resolutions are proposed by Gillian Bartlett on behalf of the Board of Directors as follows:-

This meeting resolves:

RESOLUTION A – Various general amendments to Articles

That with effect from the conclusion of the meeting the Articles of Association of the Company be amended in accordance with the draft Amended Articles of Association attached, to include the following amendments:-

1. Article 1 – Delete words 'Croquet' and 'Racketball'. Add '(All references to 'Squash' in these Articles shall include Squash 57 - also known as Racketball.)' Add 'other affiliated sports'.

Membership

2. Article 4 – Delete the words to Croquet and Racketball and add the words 'other affiliated sports'.

Categories of Membership

3. Article 8 – Delete reference to Croquet and Racketball members. Add 'including Honorary Social members'.

Expulsion of Members

4. Article 12 – Add the words 'suspend or' in relation to the directors' powers to terminate membership.
5. Article 13 - Add the wording; 'Any member whose membership is terminated under Article 12 above shall have the right to appeal to members'.
6. Article 14 – Change number of directors who can pass a resolution under Articles 12 and 13 from 'six' to 'four'.

Votes of Members

7. Article 34 – Add in the word 'adult' before the word 'member' – so that only adult members may vote.
8. Article 35 – Delete whole Article preventing members of unsound mind voting
9. Article 38 (old Article 39) Add '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....'. Delete previous wording.
10. Article 42 (old Article 43) – delete the word 'insanity'.

Directors

11. Article 45 (old Article 46) - Directors' roles to be listed in essential and non-essential roles. 'Croquet representative' and the word 'Racketball' deleted. 'Company Secretary' and 'Club Secretary' added in place of 'Secretary', 'Vice-Chair' added. 'Membership Secretary' changed to 'Membership and Marketing Director'. The word 'Representative' replaced by 'Director' where marked on draft.

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

PROVIDED THAT the 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.'

Directors' Conflict of Interest

12. Article 48 relating to a Director entering disclosing their interests when entering into a contract with the Club to be deleted.
13. Articles 57 to 66 (new); Add new Articles 57 to 66 regarding conflict of interests and the authorising conflicts of interests by Directors to comply with Sections 175 and 177 of the Companies Act 2006 as set out in the draft attached.
14. Article 67 (new) Add new Article 67 regarding Register of Directors' Interests as set out in the draft attached.

Disqualification of Directors

15. Article 68(c) (old Article 59) -Delete 'unsound mind' and add reference to a Director being disqualified on the basis of a medical opinion that the person has become '*physically or mentally incapable of acting as a Director*'.

Company Seal

16. Article 80 – Remove Article 80 obliging the Directors to keep safe custody and use of the Company seal and delete definition of 'The Seal' in the Preliminary section on page 3.

RESOLUTION B – Appointment of Directors for a fixed term

That with effect from the conclusion of the meeting the Articles of Association of the Company be amended in accordance with the draft Amended Articles of Association attached, to include the following amendments:-

1. Articles 61,62,63 and 64 – Delete these Articles relating to the requirement for Directors to retire by rotation.
2. Add the following new Articles regarding the appointment of Directors for a three year term by ordinary resolution:-

'Article 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.

Article 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.

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

Article 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.'

RESOLUTION C – Vice Presidents and President

That with effect from the conclusion of the meeting the Articles of Association of the Company be amended in accordance with the draft Amended Articles of Association attached, to include the following amendment:-

Article 79 – Remove Article stating as follows:-

'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.'

RESOLUTION D - General provision

The Articles of Association shall be altered to take the form of the Articles of Association attached to this resolution to the extent that the above Special Resolutions are passed by the Club (to include required adjustments to the numbering of each Article) and are in substitution for and to the exclusion of the Articles of Association previously registered with the Registrar of Companies.

Dated this 8th day of October 2022