

25th November 2019

THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION

OF

ILKLEY LAWN TENNIS & SQUASH CLUB LIMITED (“the Company”)

(Company Number: 8259064)

INTRODUCTION

1. DEFINED TERMS

1.1 In these Articles, unless the context requires otherwise: -

Appeals Panel means a panel comprising the President and/or such members of the Members’ Committee (but not any members of the Board) as the Members’ Committee shall from time to time require and which shall be constituted to hear appeals made pursuant to Article 24;

Articles: means the Company’s articles of association

Bankruptcy: includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Board: means the board of Directors of the Company for the time being;

Chairman: means the Chairman of the Company, as elected or appointed from time to time pursuant to Article 18;

Chairman of the Meeting has the meaning given in Article 29(3);

Companies Acts: means the Companies Act (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

Director: means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;

Document: includes, unless otherwise specified, any document sent or supplied in Electronic Form;

Electronic Form: has the meaning given in section 1168 of the Companies Act 2006;

Extraordinary Resolution: means a resolution passed by a majority of not less than 95% of the votes of the Voting Members present (whether in person or by proxy) at a general meeting of the members of the Company convened for that purpose;

Member: means any person who is accepted as and remains a member of the Company pursuant to these Articles;

Ordinary Resolution: has the meaning given in section 282 of the Companies Act 2006;

Participate: in relation to a Directors' meeting, has the meaning given in Article 11;

President and Vice President: has the meaning given in Article 35;

the Rules: means the rules and by-laws governing the management and operation of the Company published from time to time pursuant to Article 42;

Special Resolution: has the meaning given in section 283 of the Companies act 2006;

Subsidiary Resolution: has the meaning given in section 283 of the Companies Act 2006;

Subsidiary: has the meaning given in section 1159 of the Companies Act 2006;

Voting Member means a Member of one of the classes of Membership which enjoys the right to receive notice of, attend and vote at general meetings of the Company. At the date of the adoption of these Articles, the classes of Member who enjoy such rights are: -

- (a) Full Members who have reached the age of 18 or over;
- (b) Rackets Members who have reached the age of 18 or over;
- (c) Full Student Members who have reached the age of 18 or over;
- (d) Full Student Off-Peak Members who have reached the age of 18 or over;
- (e) Rackets Student Members who have reached the age of 18 or over;
- (f) Fitness Members who have reached the age of 18 or over.

Writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.

2. LIABILITY OF MEMBERS

- 2.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up in circumstances where its liabilities exceed its assets while he or she is a Member or within one year after he or she ceases to be a Member, for:-

2.1.1 payment of the Company's debts and liabilities incurred (whether notified or not) before he or she ceases to be a Member;

2.1.2 payment of the costs, charges and expenses of winding up; and

- 2.1.3 adjustment of the rights of the Members or of any other contributories amongst themselves.

3. THE COMPANY'S OBJECTS AND AMENDMENT TO ARTICLES

- 3.1 In accordance with Section 31(1) of the Companies Act 2006, the objects of the Company shall be restricted to those set out in Article 3.2.

- 3.2 The objects for which the Company is established are:

- 3.2.1 the provision of facilities for the playing and promotion of and participation in tennis and squash;

- 3.2.2 the provision of facilities for the playing and promotion of and participation in such other sporting and exercise and fitness activities within the community as the Members' Committee shall from time to time decide;

- 3.2.3 the provision of refreshment and other services and facilities for the members and non-members;

- 3.2.4 the provision and maintenance of club premises at Stourton Road, Ilkley and/or any other premises as the Members' Committee may from time to time determine and club-owned tennis, squash, exercise and fitness and other equipment for the use of its members at such premises;

- 3.2.5 the preparation, circulation and enforcement of rules, regulations, codes of conduct, by-laws and standing orders concerning the operation of the Company including without limitation, regulations concerning disciplinary procedures that may be taken against the members and the Rules;

- 3.2.6 the discipline of members where permitted by such rules, regulations, by-laws, standing orders and codes of conduct;

- 3.2.7 the continuance of any business, trade or activity which may be conveniently carried on by the Company including, without limitation to the foregoing, the purchase or other acquisition of all or any part of the business, property and liabilities of an unincorporated association known at the date of incorporation of the Company as "The Ilkley Lawn Tennis & Squash Club";

- 3.2.8 the employment of any person in the furtherance of such business, trade or activity;

- 3.2.9 the doing of all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

- 3.3 None of the objects set out in these Articles shall be restrictively construed but the widest interpretation shall be given to each such object, and none of the objects shall, except where the context expressly requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in the Articles or by reference to or inference from the terms of any of the Articles or by reference to or inference from the name of the Company.

- 3.4 The Company may amend the Articles other than Articles 3.2.1 by Ordinary Resolution.
- 3.5 The Company may amend or repeal Article 3.2.1 or amend or repeal this Article 3.5 or otherwise reduce or restrict the provision of facilities for the promotion and playing of tennis and squash by the Company by Extraordinary Resolution only.

4. DIRECTORS' GENERAL AUTHORITY

- 4.1 Subject to the Articles and the powers reserved to the Membership and the Members' Committee, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company.
- 4.2 Subject to the provisions of Article 4.3, the Board may cause the Company only to borrow money required or anticipated by a budget prepared or approved in advance by the Members' Committee.
- 4.3 Notwithstanding the provisions of Articles 4.1 and 4.2, the Board may: -
 - 4.3.1 in the period referred to in any budget prepared or approved by the Members' Committee cause or allow the Company to borrow any amount or amounts which are not required or anticipated by such budget: -
 - 4.3.1.1 in an aggregate amount of not more than £10,000; or
 - 4.3.1.2 in an aggregate amount exceeding £10,000 but not more than £100,000 with the consent of the Members' Committee; or
 - 4.3.1.3 in an aggregate amount exceeding £100,000 with the consent of the Membership of the Company in general meeting,
 - 4.3.2 not, in the period referred to in any budget prepared or approved by the Members' Committee, without the approval of the Membership of the Company in general meeting cause or allow the Company to enter into any contract, arrangement or commitment: (i) involving the sale or lease or purchase of any assets the aggregate value of which exceeds £100,000; or (ii) which cannot be terminated by the Company on less than [6 months] notice; which are not required or anticipated by such budget.
- 4.4 The Board shall (subject to the Directors' duties as set out in sections 170 to 177 of the Companies Act 2006) act in accordance with the directions of the Members' Committee insofar as such directions relate to overall strategy and monetary and budgetary matters (including, but not limited to, subscription rates and other matters reserved to the Rules by Article 41).

5. MEMBERS' RESERVE POWER

- 5.1 The Voting Members may by Special Resolution direct the Members' Committee and/or the Board to take, or refrain from taking, specified action.

6. DIRECTORS MAY DELEGATE

- 6.1 Subject to the Articles, the Board may delegate any of the powers which are conferred on it under the Articles;
- 6.1.1 to such person or committee;
 - 6.1.2 by such means (including by power of attorney);
 - 6.1.3 to such an extent;
 - 6.1.4 in relation to such matters or territories; and
 - 6.1.5 on such terms and conditions;
- as it may decide.
- 6.2 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
- 6.3 The Board may revoke any delegation in whole or in part or alter its terms and conditions.

7. SUB-COMMITTEES

- 7.1 Committees and individuals to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- 7.2 The Board may, at its discretion, delegate any of its functions to the following committees: -
- 7.2.1 the Tennis Committee;
 - 7.2.2 the Squash Committee;
 - 7.2.3 the Junior Committee; and
 - 7.2.4 the Exercise and Fitness Committee
- and to any other committee that it may from time to time decide.
- 7.3 Each committee to which the Board shall delegate powers shall comprise a Chairman (who need not be a Director but shall be a Member) who shall resign and be subject to re-election on the terms (mutatis mutandis) of Article 18 and any number of people (the majority of whom must be Members) who shall be invited to serve by that Chairman. Meetings of each committee shall be arranged and called by the Chairman of that committee.

8. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 8.1 The general rule about decision-making by the Board is that any decision of the Board must be either a majority decision at a meeting or a decision taken in accordance with Article 9.

25th November 2019

8.2 If: -

8.2.1 the Company only has one Director, and

8.2.2 no provision of the Articles requires it to have more than one Director, the general rule does not apply, and the Director may take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making.

9. WRITTEN RESOLUTIONS OF THE BOARD

9.1 A decision of the Board may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

9.2 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.

9.3 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

10. CALLING BOARD MEETINGS

10.1 The Board shall meet as often as it shall see fit but in any case, not less than 4 times per year.

10.2 Any director may call a Board meeting by giving notice of the meeting to the Directors or by authorising the Company secretary (if any) to give such notice.

10.3 Notice of a Board meeting must indicate: -

10.3.1 its proposed date and time;

10.3.2 where it is to take place; and

10.3.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

10.4 Notice of a Board meeting must be given to each Director but need not be in writing.

10.5 Notice of a Board meeting need not be given to Directors who waive their entitlement to notice of that meeting by giving notice to that effect to the Company no more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

11. PARTICIPATION IN BOARD MEETINGS

25th November 2019

11.1 Subject to the Articles, Directors participate in a Board meeting, or part of a Board meeting, when: -

11.1.1 the meeting has been called and takes place in accordance with the Articles; and

11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

11.2 In determining whether Directors are participating in a Board meeting, it is irrelevant where any Director is or how they communicate with each other.

11.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

12. CONSTITUTION OF AND QUORUM FOR BOARD MEETINGS

12.1 The Board shall be made up of the following officers (all of whom must be Voting Members): -

12.1.1 the Chairman (who shall act as Chairman of the Board for the purposes of these Articles);

12.1.2 the Honorary Secretary;

12.1.3 the Honorary Treasurer;

12.1.4 the Honorary Compliance Secretary.

12.2 The Company may also appoint a Chairman Elect (who must be a Member and a member of the Member's Committee) to be a Director and therefore sit on the Board.

12.3 At a Board meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting.

12.4 The quorum of Board meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two.

12.5 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision: -

12.5.1 to appoint further Directors; or

12.5.2 to call a general meeting so as to enable the Voting Members to appoint further Directors.

12.6 The General Manager of the Club for the time being and the Chairman of each sub-committee has the right to receive notice of and to attend each Board meeting but may not count towards a quorum or vote thereat.

13. CHAIRING OF BOARD MEETINGS

- 13.1 The Chairman shall chair Board meetings.
- 13.2 If the Chairman is not participating in a Board meeting within ten minutes of the time at which it was to start, the Chairman Elect (if appointed) shall chair the meeting if neither the Chairman nor the Chairman Elect is present, the Directors shall elect one of their number to chair the meeting.

14. CASTING VOTE

- 14.1 If the numbers of votes for and against a proposal are equal, the person chairing the meeting pursuant to Article 13.2 has a casting vote.
- 14.2 The provisions of Article 14.1 do not apply if, in accordance with the Articles, the person chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. CONFLICTS OF INTEREST

- 15.1 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 15.2 If paragraph 15.3 of this Article applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 15.3 This paragraph applies when: -
- 15.3.1 the Company by Ordinary Resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
 - 15.3.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 15.3.3 the Director's conflict of interest arises from a permitted cause.
- 15.4 For the purposes of this Article, the following are permitted causes: -
- 15.4.1 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company; and
 - 15.4.2 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former Directors.
- 15.5 For the purposes of this Article, references to proposed decisions and decision-making processes include any meeting or part of a Board meeting.

- 15.6 Subject to paragraph 15.7 of this Article, 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 Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.
- 15.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at the meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16. RECORDS OF DECISIONS TO BE KEPT

The Board shall ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by it.

17. BOARDS DISCRETION TO MAKE FURTHER RULES

Subject to the Articles, the Board may make any rule which it thinks fit about how it takes decisions, and about how such rules are to be recorded or communicated to Directors.

18. METHODS OF APPOINTING DIRECTORS

- 18.1 Subject to Article 18.5, at the second annual general meeting after a Director's appointment he or she shall retire from office.
- 18.2 Subject to Article 18.8, if the Company does not fill the vacancy of any Director retiring at the relevant annual general meeting, that Director shall, if willing to act, be deemed to have been reappointed unless at that annual general meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of that Director is put to that meeting and lost.
- 18.3 No person other than a Director retiring by rotation shall be appointed or reappointed as a Director at any annual general meeting unless: -
- 18.3.1 he or she is recommended by the Board; or
 - 18.3.2 not less than 28 clear days before the date appointed for the meeting, notice executed by a Voting Member has been given to the Company of the intention to propose that person for appointment or reappointment together with a statement executed by that person of his or her willingness to be appointed or reappointed.
- 18.4 Not less than 14 days before the date appointed for holding an annual general meeting, notice shall be given with the notice of the meeting of the Directors who are to retire from office at that meeting and any person (other than a Director retiring by rotation at the meeting) who is recommended by the Board for appointment or reappointment

as a Director at the meeting or of whom notice has been duly given to the Company of the intention to propose him or her at the meeting for appointment or reappointment as a Director. The candidate must consent to his or her nomination.

18.5 Subject to the provisions of this Article 18, any person who is willing to act as a Director, and is permitted by law and by the Articles to do so, may be appointed to be a Director:

-

18.5.1 by Ordinary Resolution; or

18.5.2 by a decision of the Directors.

a Director so appointed shall hold office only until the next following annual general meeting and shall retire at that meeting pursuant to Article 18.1. The period from such appointment to such annual general meeting shall not count as one of the two terms of office referred to in Article 18.8. If such Director is not reappointed at that annual general meeting, he or she shall vacate office at the conclusion of it.

18.6 A Director who retires at an annual general meeting may, if willing and able to act, be reappointed subject to the provisions of Article 18.8. If he or she is not reappointed on the terms of this Article 18, he or she shall retain office until the meeting appoints someone in his or her place or, if it does not do so, until the end of the meeting.

18.7 If the Company has a Chairman Elect, he or she shall be automatically eligible to election as Chairman at the annual general meeting next following his or her election. That person shall not be eligible to be re-elected as Chairman Elect.

18.8 No person may serve more than two consecutive terms of two years in the same office on the Board but for the avoidance of doubt may, having served two consecutive terms in one office, be nominated and/or appointed to any office on the Board at any time thereafter.

19. TERMINATION OF DIRECTOR'S APPOINTMENT

19.1 A person ceases to be a Director as soon as: -

19.1.1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

19.1.2 a Bankruptcy order is made against that person;

19.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

19.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

19.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

19.1.6 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;

19.1.7 that person ceases to be a Member.

20. DIRECTORS REMUNERATION

20.1 Directors may undertake any services for the Company that the Board shall decide.

20.2 No Director shall be entitled to any remuneration for his or her services as a director.

20.3 No Director shall be entitled to the reimbursement of any expenses incurred pursuant to his or her holding such office unless sanctioned by the Company in general meeting or by the Members' Committee.

20.4 Notwithstanding the provisions of this Article 20, a Director may be employed by the Company in any capacity other than Director and may be properly remunerated for doing so.

21. MEMBERS' COMMITTEE

21.1 The Company shall have a Members' Committee which shall comprise 15 Members save where there is a Chairman Elect at which time it may comprise 16 Members. If the membership of the Members' Committee is less than 15 from time to time, its decisions shall be valid provided that they are taken at a meeting which is quorate for the purposes of Article 21.5. Members of the Members' Committee shall serve terms of 2 years, shall retire at the second annual general meeting following their appointment and shall be appointed on the same basis as the Directors are elected and/or appointed pursuant to the provisions of Article 18 (*mutatis mutandis*).

21.2 The Members' Committee shall have general powers of oversight, shall approve the budget, strategies and priorities of the Company and shall have overall control of its finance and budget.

21.3 The Members' Committee shall consist of: -

21.3.1 the Directors (who shall be members of the Members' Committee by reason of being Directors);

21.3.2 the Chairman Elect (if such office is filled);

21.3.3 the Chairman of each sub-committee (who shall be a member of the Members' Committee by reason of being Chairman of such sub-committee);

21.3.4 a nominated Members' Committee Member will oversee issues and procedures relating to Child Protection (the Company's Child Protection Officer will be the General Manager or his/her nominated representative).

21.3.5 such other Members as are elected thereto from time to time.

25th November 2019

- 21.4 The President and the General Manager of the business of the Company shall be entitled to receive notice of and attend meetings of the Members' Committee but shall not be entitled to count in a quorum towards or vote on decisions of the Members' Committee.
- 21.5 The quorum of the Members' Committee shall be seven of its members (not including such of the President and General Manager who may be in attendance).
- 21.6 The Members' Committee shall meet as often as it may decide but not less than 4 times each financial year. Its meetings shall be called on not less than 3 days' written notice which shall be accompanied by an agenda of the business to be discussed at the meeting and the minutes of the previous meeting (unless previously circulated).
- 21.7 Meetings of the Members' Committee shall be convened by the Honorary Secretary of the Company on not more than 10 days' written notice at his or her own volition or following receipt by the Honorary Secretary of a request to convene such a meeting by not less than 3 members of the Members' Committee. Any such request and subsequent notice must state the purpose for which the relevant meeting is called.

22. APPLICATIONS FOR MEMBERSHIP

- 22.1 Membership of the Company shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs, age, sex or disability except as a necessary consequent of the requirements of tennis or squash as particular sports. The Company may refuse Membership to any person or expel any person from Membership only for good and sufficient cause such as conduct or character likely to bring the Company or sport into disrepute and as provided in Article 23. Appeal may be made against any such refusal or expulsion to the Appeals Panel, which shall make its decisions by a majority vote pursuant to the provisions of Article 24.
- 22.2 No person shall become a Member of the Company unless: -
- 22.2.1 that person has completed an application for Membership in a form approved by the Board; and
 - 22.2.2 that person has paid the appropriate joining fee if applicable (subject to Article 23.1); and
 - 22.2.3 the General Manager has approved the application on behalf of the Board. The Board has full discretion to accept or reject any application for membership; and
 - 22.2.4 .
- 22.3 Any person whose application for Membership is rejected may appeal that decision to the Appeals Panel under Article 24.
- 22.4 The Members' Committee may at any time impose a maximum on the number of Members.

23. TERMINATION OF MEMBERSHIP

- 23.1 A Member may withdraw from Membership of the Company by giving not less than one calendar months' notice to the Company in writing of his or her intention to do so. On the service of such notice all amounts owed by that Member to the Company shall become immediately due and payable. Any Member withdrawing from Membership pursuant to this Article 23.1 may reapply for Membership at any time. If reapplication is made within 3 months of withdrawal (and is successful on the terms of Article 22) the Member in question shall not have to pay a joining fee on readmission.
- 23.2 Membership is not transferable.
- 23.3 A person's Membership terminates when: -
- 23.3.1 that person dies;
 - 23.3.2 it becomes, in the sole opinion of the Board, contrary to the interest of the Company for that person to remain a Member and necessary to expel him or her in accordance with the terms of the Membership Disciplinary Policy published from time to time pursuant to Article 42;
 - 23.3.3 he or she fails to pay his or her subscription fees (or any other sums due) within 30 days.
- 23.4 Any decision regarding an expulsion of a Member shall be given to the Member in writing.
- 23.5 No Member will be entitled to any refund of any subscription or other sums paid to the Company on the termination of his or her Membership for any reason.
- 23.6 Any Member expelled or suspended may appeal such decision pursuant to the provisions of Article 24.

24. RIGHT OF APPEAL

- 24.1 Any person expelled or suspended under Article 23 or refused membership under Article 22 (the "appellant") shall have the right of appeal in person to the Appeals Panel.
- 24.2 The appellant must give written notice of his or her intention to appeal to the Honorary Secretary of the Company or such other officer as may from time to time be nominated for that purpose within 5 days of the date of his or her rejection notice or the date upon which the Board votes for expulsion under Article 23 (as the case may be). Any notice of Appeal must state the full grounds of the appeal
- 24.3 The Appeals Panel shall arrange to hear any such appeal as quickly as practicable but in any event within 28 days of any notice given under Article 24.2 and notice of the date, time and location of the appeal shall be given to all members of the Members' Committee, the appellant and any other person whom the Appeals Panel considers relevant.
- 24.4 If the appellant wishes to raise any new matters in the appeal, then such information is to be provided to the Appeals Panel not less than 5 days before the appeal hearing.

25th November 2019

- 24.5 The appeal hearing may consider the original information used in making its decision together with relevant documents and witness statements (if any) provided subsequently by the appeal.
- 24.6 The appellant shall have the right to be accompanied by another Member at his or her appeal hearing.
- 24.7 The decision of the Appeals Panel in any appeal shall be made by majority vote and shall be final and be notified to the appellant within 48 hours of the appeal being heard. There shall be no further rights of appeal.

25. GENERAL MEETING

- 25.1 All general meetings other than annual general meetings shall be called special general meetings.
- 25.2 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify that meeting as such in the notice calling it.
- 25.3 Not more than 15 months shall elapse between the date of one annual general meeting of the Company and of the next.
- 25.4 The Board may call general meetings and, on the requisition of not less than 20 Voting Members, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Companies Acts. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Voting Member of the Company may call a general meeting.

26. NOTICE OF GENERAL MEETING

- 26.1 Subject to the provisions of Article 38, the Board shall give informal, preliminary notice of the date and time of each annual general meeting of the Company not less than 8 weeks prior to such meeting. Such notice shall contain such of the following information as the Board shall consider expedient: -
 - 26.1.1 the time, date and place of the Meeting;
 - 26.1.2 details of such of the Directors, members of the Members' Committee, sub-committee chairmen and all other officers who shall be retiring at the meeting and of the elections to be held in relation thereto;
 - 26.1.3 the closing date of nomination to fill such vacant offices;
 - 26.1.4 the procedure for making such nominations;
 - 26.1.5 the procedure for proposing any changes to the Articles or the Rules or any other resolutions to be considered at the meeting;

- 26.1.6 any resolutions which the Board and/or the Members' Committee intend to propose at the meeting and the procedure for requesting an amendment to any such resolution;
- 26.1.7 those resolutions (if any) in relation to which an Extraordinary Resolution is required;
- 26.1.8 any other matter which the Board or the Members' Committee deem necessary.

The failure to post any such notice shall not, provided the remaining provisions of this Article 26 are followed, invalidate the proceedings at that meeting.

- 26.2 Each Voting Member shall be entitled to make suggestions for business to be conducted at each annual general meeting and shall deliver any such suggestions, in writing, to the Honorary Secretary of the Company not later than 28 days prior to the date of the annual general meeting as specified in the preliminary notice given pursuant to Article 26.1.
- 26.3 Notwithstanding the requirements of Article 26.1 but subject to the provisions of Article 38, all general meetings of the Company shall be called by at least 14 clear days' notice but a general meeting may be called by short notice if it is so agreed: -
 - 26.3.1 in the case of an annual general meeting by all the Voting Members; and
 - 26.3.2 in the case of any other meeting by a majority in number of the Voting Members being a majority together holding not less than 90% of the Voting Members' votes.

The notice shall specify the time and place for the meeting and the general nature of the business to be transacted and shall, in the case of an annual general meeting, specify the meeting as such and shall advise the Voting Members of their right to appoint proxies pursuant to the provision of the Companies Acts.

- 26.4 Notice of a meeting shall be validly given by being posted on the notice board in the Company's premises. Neither the failure of any Member to be made aware of or to see such notice, nor the unauthorised removal of such notice shall invalidate the proceedings at that meeting.

27. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 27.1 The Board may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

28. QUORUM FOR GENERAL MEETINGS

- 28.1 No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 28.2 A quorum for a general meeting shall be 15 Voting Members.

29. CHAIRING GENERAL MEETINGS

- 29.1 The Chairman shall chair general meetings if present and willing to do so.
- 29.2 If the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start: -
- 29.2.1 the Directors present; or
- 29.2.2 (if no Directors are present) the meeting must appoint a Director or Voting Member to chair the meeting, and the appointment of the Chairman of the Meeting (as defined in Article 29.3) must be the first business of the meeting.
- 29.3 The person chairing a meeting in accordance with this Article is referred to as “the Chairman of the Meeting”.

30. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-VOTING MEMBERS

- 30.1 Directors may attend and speak at general meetings, whether or not they are Members.
- 30.2 All Members (whether or not Voting Members) shall be entitled to receive notice of, attend and speak at a general meeting.
- 30.3 The Chairman of the Meeting may permit other persons who are not Members to attend and speak at a general meeting.

31. ADJOURNMENT

- 31.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the Meeting must adjourn it.
- 31.2 The Chairman of the Meeting may adjourn a general meeting at which a quorum is present if: -
- 31.2.1 a meeting consents to an adjournment; or
- 31.2.2 it appears to the Chairman of the Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 31.3 The Chairman of the Meeting must adjourn a general meeting if directed to do so by the meeting.
- 31.4 When adjourning a general meeting, the Chairman of the Meeting must: -
- 31.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
- 31.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

25th November 2019

31.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the date of the adjourned meeting and the day on which the notice is given):-

31.5.1 to the same persons to whom notice of the Company's general meetings is required to be given; and

31.5.2 containing the same information which such notice is required to contain.

31.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

32. VOTING

32.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded.

32.2 Each Voting Member shall have one vote on any show of hands or poll vote.

33. ERRORS AND DISPUTES

33.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

33.2 Any such objection must be referred to the Chairman of the Meeting whose decision is final.

34. AMENDMENTS TO RESOLUTIONS

34.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if: -

34.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the Meeting may determine); and

34.1.2 the proposed amendment does not, in the reasonable opinion of the Chairman of the Meeting, materially alter the scope of the resolution.

34.2 A Special Resolution or an Extraordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if and only if: -

34.2.1 the Chairman of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

34.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

25th November 2019

34.3 If the Chairman of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman of the Meeting's error does not invalidate the vote on that resolution.

35. PRESIDENT AND VICE PRESIDENTS

35.1 The Company shall have a President and may appoint Vice-Presidents.

35.2 The President shall retire at each annual general meeting of the Company and shall be eligible for re-election at that meeting and/or otherwise appointed on the same terms (*mutatis mutandis*) as the Directors under Article 18.

35.3 Subject to his or her re-election there is no limit on the number of terms of office of any President.

35.4 A President shall be entitled to attend and speak at meetings of the Members' Committee but shall have no right by virtue of his or her office to vote at any such meeting or at any general meeting of the Company. For the avoidance of doubt, if the President is a Voting Member of the Company, he or she shall be entitled to count in a quorum towards, attend and vote at general meetings.

35.5 The Company may elect at any annual general meeting any number of Vice-Presidents on the same basis as Directors are proposed and elected pursuant to Article 18. Any person elected to such office shall have all the rights and responsibilities of a non-playing Voting Member, save for the requirement to pay any subscription or other fee to the Company. Any such Vice-President may also be a playing member, but must, in such circumstances, pay the relevant subscriptions and/or fees. He or she may be removed from any such office and from Membership pursuant to Article 23.2 *et seq* but shall not otherwise be removed or be required to resign and/or stand for re-election.

36. MEANS OF COMMUNICATION TO BE USED

36.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

36.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

36.3 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

37. NO RIGHT TO INSPECT ACCOUNTING AND/OR OTHER RECORDS

Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

38. WINDING UP AND DISSOLUTION

38.1 No resolution for the winding up or dissolution of the Company will be valid unless: -

38.1.1 it is passed as an ordinary resolution at a general meeting of the Company convened for that purpose pursuant to the provisions of Article 26;

38.1.2 it is ratified by a resolution passed by not less than two thirds of the Members attending and voting at a further general meeting convened by the Board not less than one month after the resolutions referred to in Article 38.1 above was passed.

39. APPLICATION OF SURPLUS FUNDS

39.1 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company and no part of such income or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members or to third parties. In particular (without limiting the generality of the foregoing and notwithstanding the provisions of Article 39.2) no Member shall be remunerated for representing the Company as a player in any sporting competition or exhibition.

39.2 Nothing in Article 39.1 shall prevent the payment in good faith of remuneration to any officers or employees of the Company (whether or not Members) or to any Member of any other person in each case on an arm's length basis in return for any services actually rendered to the Company, or prevent the borrowing of money from Members or from any other person at any rate of interest.

39.3 In the event of the dissolution of the Company, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed amongst the Members, but shall be given or transferred to one or more of the following approved sporting or charitable bodies:-

39.3.1 a registered charitable organisation or organisations;

39.3.2 another organisation of club which is a registered CASC; and/or

39.3.3 the national governing body for any sport promoted by the Company for use by such governing body for related community sports.

40. INDEMNITY

40.1 Subject to paragraph 40.2, a relevant Director, member of the Members' Committee and/or employee of the Company (an "Indemnified Person") may be indemnified out of the Company's assets against: -

25th November 2019

- 40.1.1 any liability incurred by that Indemnified Person in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
 - 40.1.2 any liability incurred by that Indemnified Person in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
 - 40.1.3 any other liability incurred by that Indemnified Person as an officer or an employee of the Company or an associated company.
- 40.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law.
- 40.3 In this Article: -
- 40.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 40.3.2 a “relevant Director” means any Director or former Director of the Company or an associated company.

41. INSURANCE

- 41.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.
- 41.2 In this Article: -
- 41.2.1 a “relevant Director” means any Director or former Director of the Company or an associated company;
 - 41.2.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Directors duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company; and
 - 41.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

42. RULES

- 42.1 The Members’ Committee shall from time to time publish the Rules in their then current form.
- 42.2 The Members’ Committee shall amend, disapply, revoke, interpret and/or replace the Rules at its sole discretion.
- 42.3 The Rules shall govern, inter alia: -
- 42.3.1 the opening times of the Company’s premises;

25th November 2019

- 42.3.2 the code of conduct to be followed by the Members;
- 42.3.3 the classes of Membership and the rights and responsibilities of such classes not expressly laid down in these Articles;
- 42.3.4 rates and types of subscriptions and other Membership dues;
- 42.3.5 policies regarding guests, visitors and competition players;
- 42.3.6 such other matters as the Members' Committee shall from time to time deem necessary; and
- 42.3.7 the Membership Disciplinary Policy.