

The Companies Act, 1948
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
Memorandum of Association
of
BUSH HILL PARK BOWLS, TENNIS & SOCIAL CLUB LIMITED
Company Number 00706014

1. The name of the Company (hereinafter called "**The Club**") is
BUSH HILL PARK BOWLS, TENNIS & SOCIAL CLUB LIMITED.
2. The Registered Office of the Club will be situate in England.
3. The Objects for which the Club is established are:-
 - (A) To acquire and take over the Club at present carried on at Abbey Road, Bush Hill Park, Enfield, Middlesex, EN1 2QP under the name of the "Bush Hill Park Bowls, Tennis and Social Club".
 - (B) To provide facilities for and promote participation of the whole community in the sports of Bowls & Tennis.
 - (C) To establish, maintain, and conduct a Club for the purposes of Social intercourse and Recreation, and to afford to Members of the Club and their friends all the usual privileges, advantages, conveniences, and accommodation of a Social and Games Club.
 - (D) (i) To purchase, take on lease, hire or otherwise acquire for the purpose of the Club any real or personal property in particular any lands, buildings, effects, and the like, and to sell, demise, let, mortgage or dispose of the same.

(ii) To purchase, hire or otherwise acquire for the purpose of the Club any sports goods, games, books, newspapers, stationery, and periodicals, and to sell, let or dispose of the same to the Members of the Club.
 - (E) To hire and employ all classes of persons and services considered necessary for the purposes of the Club, and to pay to them and to other persons, in return for services rendered salaries, wages or fee.
 - (F) To provide and maintain Bowling Greens, Tennis and, other Courts, and Changing, Recreation, Reading, Snooker, and other Rooms for the convenience of Members, and to furnish and equip the same.

- (G) To promote and hold (either alone or jointly with any other Club or association of persons) meetings competitions, and matches for the playing of Bowls, Tennis or other games and to offer, give, or contribute towards prizes and awards therefor, and to promote, give, or support dinners, balls, concerts, and other entertainments.
- (H) To erect, maintain, improve, or alter any buildings for the purposes of the Club.
- (I) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations or clubs, whose objects are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to the Club: Provided that no subscription be paid to any such other association or club out of the funds of the Club, except bona fide in furtherance of the objects of the Club.
- (J) To support and subscribe to any charitable or public body, and any institution, society, or club, which may be for the benefit of the Club or its employees, to give pensions, gratuities, Christmas boxes or charitable aid to any person who may have served the Club, or to the wife, widow, children, or other relatives of any such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Club.
- (K) To demise, underlet, exchange, sell or otherwise deal with and dispose of the lands and buildings of the Club, either together or in portions, and either from time to time or at one time, for such consideration as the Club may think fit, and, in particular, for shares, debentures, or securities of any company purchasing the same.
- (L) To invest and deal with the monies of the Club not immediately required upon such securities and in such manner as may from time to time be determined.
- (M) To receive donations and to borrow or raise and give security for money by the issue of or upon Bonds, Debentures, Debenture Stock, bills of exchange, promissory notes, or other obligation or securities of the Club, or by mortgage or charge upon all or any part of the property of the Club and to make any arrangements necessary for repaying the same.
- (N) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them

4. The income and property of the Club whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association, 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 shall prevent the payment in good faith by way of remuneration to any officers or servants of the Club, or to any Member of the Club or other person in return for any services actually rendered to the Club, nor prevent the payment of interest, at a rate not exceeding seven per cent on money borrowed from any Member of the Club.

5. The Liability of the Members is Limited.

6. Every Member of the Club undertakes to contribute to the assets of the Club in the event of its being wound up while they are Members, or within one year afterwards, for payment of the debts and liabilities of the Club contracted before they cease to be a Member, and the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding One Pound.

7. In the event of the dissolution of the Club, any assets remaining after the satisfaction of all debt and liabilities shall not be paid to or distributed among members of the Club, but shall be given or transferred to one or more of the following approved sporting or charitable bodies:

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- a) A registered charitable organisation(s).
- b) Another Club which is a registered CASC
- c) The sports' national governing bodies for use by them for related community sports.

The Companies Act, 1948
COMPANY LIMITED BY GUARANTEE AND NOT
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Articles of Association
of
BUSH HILL PARK BOWLS, TENNIS & SOCIAL CLUB LIMITED
Company Number 00706014

PRELIMINARY

1. In these Articles:

"The Act" means The Companies Act, 1948.

"The Seal" means the Common Seal of the Club.

"Month" means a Calendar month.

"Secretary" means any person appointed to perform the duties of the Secretary of the Club.

"In writing" shall be construed as including references to printing, lithography, photography, and other modes of re-representing or re-producing words in a visible form.

"The Club" means the Bush Hill Park Bowls, Tennis & Social Club Limited.

2. When any provision of the Act is referred to in the reference is to such provision as modified by any statute for the time being in force.

3. Unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof for the time being in force shall have the meanings so defined.

4. The Club is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

5. The number of Members with which the Club proposes to be registered is seven hundred and fifty, but the Directors and Management Board may from time to time register an increase of Members.

CLASSES OF MEMBERS

6. The Members of the Club shall consist of Bowls Members, Tennis Members, Social Members, Student Members, Junior Members, Juvenile Members and Country Members

(Note – Honorary Member deleted)

BOWLS AND TENNIS MEMBERS

7. Bowls and tennis members shall comprise every person who is a Sports and Social member of the Club and every person thereafter elected or to be elected to this class of membership.

SOCIAL MEMBERS

8. Social Members shall comprise every person who being Social members of the Club and every person thereafter elected to this class of membership.

9. Social members shall be entitled to the same privileges of membership as bowls and tennis members, except the right to use the bowling greens and tennis courts of the Club, but shall not be entitled to vote at any General Meeting on questions affecting Sports only.

10. Article 10 deleted

STUDENT JUNIOR AND JUVENILE MEMBERS

11. Junior members shall comprise those persons who being 18 years of age or over and being full time Students at a recognised place of education are elected as such.

(a) a Junior Member shall comprise those persons between the ages of 14 and 17 years inclusive who are elected as such.

12. Junior and Juvenile Members shall enjoy such privileges as the Directors and Management Board may from time to time determine provided that they shall not be entitled to receive notice of or attend or vote at meetings of the club or be elected Directors or Management Board Members or nominate candidates for election as Directors or Management Board Members or take any part in the management of the affairs of the Club.

COUNTRY MEMBERS

13. Country members shall comprise those persons who being Country members of the Club and every person who resides beyond a 25 miles radius from the premises thereafter elected as such.

14. Country members shall enjoy such privileges as the Directors and Management Board may from time to time determine provided that they shall not be entitled to receive notices of or attend or vote at meetings of the Club or be elected Directors or Management Board Members or nominate candidates for election as Directors or Management Board Members or take any part in the management of the affairs of the Club.

MEMBERSHIP APPLICATION

15. The application for membership of every such candidate shall be either made in writing, signed by the candidate and shall be on the appropriate application form provided by the relevant section as updated from time to time or a 'on line' application can be made via the club's web page

16. Membership of the Club shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs; or of age, sex or disability except as a necessary consequence of the requirements of bowls and tennis as a particular sport.

The Directors and Management Board may refuse membership or expel from membership only for good and sufficient cause, such as conduct or character likely to bring the Club or sport into disrepute. Appeal against such a decision may be made to the Club's members and decided by a majority vote. A Member expelled or suspended under this Rule shall forfeit all right in and claim upon the Club and its property. In connection with the Club's Bowls members who are refused membership or expelled this is also subject to Bowls England Rules and Regulations (Issue B) regulation 9.

The Directors and Management Board of the Club shall have power to elect as members of the Club, upon such terms and subject to such regulations as the Directors and Management Board may from time to time deem advisable:-

- (a) Members of visiting teams, who may be made Honorary Members of the Club for one day (hereinafter referred to as "temporary members"); and any inter-affiliated member of a Club inter-affiliated with the London and Southern Counties Bowling Association or any inter-affiliated Association or the Lawn Tennis Association on production of their inter-affiliation ticket shall be admitted as a temporary Member of the Club on the occasion of inter-club matches and of competitions and matches conducted by the Association, provided he conforms to the appropriate regulations. On each visit to the Club such Members shall produce their own Club ticket for the inspection of any Club official, and shall sign their names and enter the name of their own clubs and the number of their inter-affiliation tickets in a book provided for the purpose.
- (b) Article 16b deleted

17. The annual subscription payable by members of the Club shall be such as the Directors and Management Board shall from time to time prescribe.

All annual subscriptions shall become due and payable in advance on the 1st day of January in every year but may be paid by instalments at the discretion of the Directors and Management Board. Reduced subscriptions may be offered to deserving cases at the discretion of the Directors and Management Board i.e. students, people on benefits or low incomes and reduced family subscriptions. Each such case will be considered on merit.

18. Article 18 deleted.

19. When a candidate has been elected, the Secretary of the Club shall forthwith send to them at the address given upon their application, a request for payment of their entrance fee (if any) and first annual subscription. Upon payment of their entrance fee (if any) and first

annual subscription, an elected candidate shall become a member of the Club, provided, nevertheless, that if such payment be not made within two calendar months after date of election, the Directors and Management Board may in their discretion cancel such election.

20. Subject to the express provisions of these Articles and to the Memorandum of Association and to any by-laws for the time being in force made by the Directors and the Management Board as hereinafter provided, all members of the Club shall be entitled at all times to use in common all premises and property of the Club and to be supplied, at such charges as the Management Board shall from time to time determine with such meals, refreshments and things as are provided by the Club for the use of its members.

21. The Directors and Management Board shall have power to permit any person or persons to use the club as a guest in common with the members of the Club on such conditions as the Directors and Management Board may from time to time determine and on the payment of an agreed guest fee and the relevant visitor's book is signed.

22. Any member wishing to resign their membership of the Club shall give notice in writing of their intention so to do, addressed to the Secretary and deposited at the registered office of the Club together with any monies due to the Club failing which such member shall be liable to pay the subscription for the next year.

23. Any member whose annual subscription is unpaid within 60 days after the 1st day of January in any year and shall forfeit all right in and claim upon the Club and its property, but may be reinstated in the discretion of the Directors and Management Board on payment of all arrears with the exception of instalment payments.

24. If any member of the Club shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles of the Association or shall be guilty of any conduct likely to be injurious to the Club, such Member shall be liable to expulsion or suspension by a resolution of the Directors and Management Board, provided that at least one week before the Meeting at which such resolution is passed they shall have had notice thereof, and of the intended resolution for their expulsion or suspension and that they shall, at such Meeting and before the passing of such resolution, have had an opportunity of giving, orally or in writing, any explanation or defence they may think fit. A Member expelled or suspended under this Article shall forfeit all right in and claim upon the Club and its property. Appeal against such a decision may be in accordance with Article 16.

25. If any member of the Club shall be adjudged a bankrupt, or shall have any composition or arrangement with their creditors under the provisions of any statute, they shall cease *ipso facto* to be a member of the Club and shall forfeit all right in and claim upon the Club and its property; but upon application being made by such Member to the Directors and Management Board stating the cause of such adjudication in bankruptcy, making of any composition or arrangement or prohibition as aforesaid, as the case may be, such Member may be readmitted and restored to their former rights by the Directors and Management Board if they so think fit.

26. The rights and privileges of every Member shall be personal to such Member and shall not be transferable or transmissible either by such Member or by operation of law.

GENERAL MEETINGS

27. The Club shall not later than 30th day of April in each year hold a General Meeting as its Annual General Meeting in addition to any other Meeting 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 shall be held at such time and place as the Directors shall appoint.

28. All General Meetings other than Annual General Meetings shall be called "Extraordinary General Meetings."

29. The Directors and Management Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any 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

30. An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least, and a Meeting of the Club other than an Annual General Meeting or a Meeting 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 the hour of Meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Club in General Meeting to such persons as are, under the 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 a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a Meeting called as the Annual General Meeting, by all Members entitled to attend and vote thereat; and
- (b) in the case of any other 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 seventy-five per cent. of the total voting rights at that Meeting of all the Members.

31. 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 shall not invalidate the proceedings at any Meeting.

PROCEEDINGS AT GENERAL MEETINGS

32. All business shall be deemed special that is transacted at an Extraordinary General

Meeting, and also all that is transacted at an Annual 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 and Management Board Members in the place of those retiring, and the appointment of and the fixing of the remuneration of the Accountant.

33. 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, twelve Members personally present shall be a quorum.

34. 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, 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.

35. The Chairperson or the Vice-Chairperson of the Club shall preside as Chairperson at every General Meeting of the Club.

36. If there is no such Chairperson or Vice-Chairperson or if neither of them shall be present within fifteen minutes after the time appointed for holding the Meeting, or shall be unwilling to act as Chairperson, the Management Board Members present shall elect one of their number to be Chairperson of the Meeting. If at any Meeting no Management Board Member is willing to act as Chairperson or if no Management Board Member is present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of their number to be Chairperson of the Meeting.

37. 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 the 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 an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

38. 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 by the Chairperson or by at least two Members present in person or by proxy entitled to vote. A demand for a poll may be withdrawn. Unless a poll is 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 of the 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 that resolution.

39. Except as provided in Article 41, 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.

40. 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.

41. A poll demanded on the election of a Chairperson, or a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the Meeting directs.

VOTES OF MEMBERS

42. Every Bowls, Tennis, Social, Student (but not junior juvenile or country members) shall have one vote; Provided that no Member shall be entitled to vote at any Meeting unless all monies then due from them to the Club have been paid.

(Note - honorary member deleted from first line)

43. Member of the Club 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 or on a poll, by their Committee, *curator bonis*, or other person in the nature of a committee or curator bonis appointed by that Court, and any such committee, *curator bonis*, or other person may, on a poll, vote by proxy.

44. On a poll votes may be given either personally or by proxy.

45. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. No person shall be appointed as proxy who is not a Member of the Club.

46. The Instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of that power or authority shall be deposited at the Registered Office of the Club not less than forty-eight hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument purposes to vote, and in default the instrument of proxy shall not be treated as valid.

47. An instrument appointing a proxy shall be in the form for the time being approved by the Directors and Management Board and obtainable from the Secretary.

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

***DIRECTORS* AND MANAGEMENT BOARD**

49. The Directors shall be four in number namely the Chair, Vice Chair, Treasurer and Secretary, all of whom shall be members of the Club.

50. A Management Board will be formed to assist the Directors in the running and general administration of the Club. The Management Board shall be the Chair, Vice Chair, Treasurer and Secretary plus one member nominated by each of the Bowls and Tennis Committees as provided by Clause 79 hereof and a minimum of two with a maximum of four other members of the Club elected as herein provided. Those elected to the Management Board will be a member of the Club and shall be termed Management Board Member.

51. Article 51 deleted.

52. Article 52 deleted

53. At every Annual General Meeting of the Club the Directors and Management Board Members (but not including the two Management Board Members nominated by the Bowls and Tennis Committees) shall retire from office. The retiring Directors and Management Board Members shall be eligible for re-election at the same or any other general meeting of the Club.

54. The election of Directors and Management Board Members, except those nominated by the Bowls and Tennis Committees, shall take place in the following manner:-

- (a) Any two members of the Club entitled to vote shall be at liberty to nominate any other eligible member who shall have been a member for not less than 12 months and be not less than 18 years of age to serve as a Director or Management Board Member of the Club.

(Note – honorary member deleted from first line)

- (b) At least 14 days prior to the Annual General Meeting Notice shall be posted in the Club by the Secretary inviting the nomination of candidates to serve as officers or other directors of the Club and the names of candidates proposed with the proposer's and seconder's name shall remain posted in the Club until the Annual General Meeting. Nominations shall only be accepted at the Annual General Meeting in the event of insufficient nominations being posted before the time for such meeting. Nominations shall not be made without the consent Board.

- (c) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each eligible member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

(Note – honorary member deleted from third line)

- (d) If two or more candidates obtain an equal number of votes another ballot shall, if necessary, be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, the Management Board shall elect by lot from such candidates the candidate or candidates who is or are to be elected.

55. Management Board Members or Directors of the Club (other than Management Board Members nominated by the Bowls and Tennis Committees), so appointed shall retire at the following Annual General Meeting, but shall be eligible as a candidate for election as a Membership Board Members or Director at such Annual General Meeting.

In the event of a Director or Management Board Member vacating their position after appointment then the Directors and Management Board has the authority to appoint a successor to fill that position so long as they are an eligible Club member. The person chosen to fill the vacancy as aforesaid shall retain their office so long only as the vacating Director or

Management Board Member would have retained the same if no vacancy had occurred.

56. No person shall be incapable of being appointed a Director or Management Board Member by reason of their having attained the age of seventy years or any other age.

57. No Director or Management Board Member shall receive any remuneration for their services in the capacity of a Director or Management Board Member, but nothing herein contained shall be deemed to prohibit the payment by the Club of any sum to any Honorary Secretary for clerical or other assistance, or out-of-pocket expenses directly incurred for the benefit of the Club, or as an honorarium.

58. Article 58 deleted.

59. The Club may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Director or Management Board Member at any time, notwithstanding anything in these Articles or in any agreement between the Club and such Director or Management Board Member.

BORROWING POWERS OF DIRECTORS

60. 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 and other securities, whether outright or as security for any debt, liability or obligation of the Club or of any third party.

POWERS AND DUTIES OF DIRECTORS

61. The business of the Club shall be managed by the Directors, assisted by the Management Board, who may pay all expenses incurred in promoting and registering the Club, 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 regulations 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.

62. All cheques, promissory notes, draft, bills of exchange and other negotiable instruments, and all receipts for monies 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.

63. The Directors shall cause Minutes to be made in books provided for the purpose:-

- (a) Of all appointments of made by the Directors.
- (b) Of the names of the Directors present at each Meeting of the Directors and of any

Committee of the Directors.

- (c) Of all resolutions and proceedings at all Meetings of the Club, and of the Directors and of Committees of Director.

64. The Directors of the Club shall not, without the sanction of a general meeting of the Club, demise, underlet, exchange, sell or otherwise dispose of all or any part of the lands buildings, tenements, or hereditaments of the Club.

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

- (a) The admission of temporary, restricted and non-playing members of the Club, and the rights and privileges of such members.
- (b) The terms and conditions upon which honorary guests, children of members of the Club, visitors, and the members of the before-mentioned the Club who shall refuse or neglect to become members of the Club, shall be permitted to use the premises and property of the Club.
- (c) The times of opening and closing the bowling greens, tennis courts and grounds, club house and premises of the Club, or any part thereof; Provided that until otherwise provided by such bylaws the hours for the sale of intoxicating liquors shall be as laid down by the Licensing Justices.
- (d) The rules to be observed and prizes or stakes to be played for by members of the Club playing any games on the premises of the Club.
- (e) The prohibition of particular games on the premises of the Club entirely or at any particular time or times.
- (f) The conduct of members of the Club in relation to one another, and to the Club's servants.
- (g) The setting aside of the whole or any part or parts of the Club's premises for the gentlemen members, lady members, or any other class or classes of members at any particular time or times or for any particular purpose or purposes.
- (h) The imposition of fines for the breach of any by-law or any Article of Association of the Club.
- (i) The procedure at general meetings and meetings of the Directors, Management Board and Committees of the Club.
- (j) And, generally, all such matters as are commonly the subject-matter of Club rules.

The Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Club all such by-laws, alterations and repeals, and all such by-laws, so long

as they shall be in force, shall be binding upon all members of the Club. Provided, nevertheless, that no by-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Club, and that any by-law may be set aside by a Special Resolution of a general meeting of the Club.

DISQUALIFICATION OF DIRECTORS

66. The office of a Director shall be vacated if the Director:-

- (a) holds any office of profit under the Club (other than that of Secretary) without the consent of the Club in General Meeting;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors;
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (d) becomes of unsound mind;
- (e) resigns their office by notice in writing to the Club;
- (f) ceases to be a Director by virtue of Article 59.

A Director shall not be disqualified by reason of their voting in regard to any contract or arrangement in which they are interested or upon any matter arising thereout, and if they shall so vote their vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

PROCEEDINGS OF DIRECTORS

67. The Directors assisted by the Management Board 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. 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.

68. 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.

69. 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 of summoning a General Meeting of the Club, but for no other purpose.

70. The Chairperson or failing that the Vice-Chairperson of the Club shall preside as Chairperson of every Meeting of Directors; if at any Meeting the Chairperson or Vice-

Chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the Meeting.

71. The Directors may delegate any of their powers to the Management Board or any Committees consisting of such Member or Members of their body as they think fit; any 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.

72. A Committee of Directors may elect a Chairperson of its Meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairperson of the Meeting.

73. A Committee of Directors 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 a second or casting vote.

74. All acts done by any Meeting of the Directors or of a Committee of Directors, 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.

75. 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.

BOWLS AND TENNIS SECTION MEETINGS AND COMMITTEES

76. The Members of the Bowls and Tennis sections of the Club shall respectively hold separate General Meetings during the month of October in every year for the purpose of electing Committees of the members of each such section. Each such Committee shall consist of not less than 5 and not more than 15 members of each section. The provisions of these Articles relating to General Meetings shall apply to every such separate General Meeting but so that the necessary quorum shall be 5 members personally present of the Bowls Section or of the Tennis Section as the case may be.

77. The business of the Bowls Section of the Club shall be managed by the Committee so elected by the members of the Bowls Section and the business of the Tennis Section of the Club shall be managed by the Committee so elected by the members of the Tennis Section. Each such Committee shall elect a Chairperson a Secretary and a Treasurer and each such Committee shall in the exercise of the powers delegated to it conform to any regulations that may be imposed upon it by the Directors.

78. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding clause.

79. The Bowls Committee shall annually nominate one of its members as a Management

Board Member to the Management Board and the Tennis Committee shall annually nominate one of its members as Management Board Member and such nominated Management Board Members shall not be liable to retirement by rotation as provided by Clause 53 hereof but the one Management Board Member nominated by the Bowls Committee shall retire from office at the separate General Meeting of the members of the Bowls Section in every year and the one Management Board Member nominated by the members of the Tennis Committee shall retire from office at the separate General Meeting of the members of the Tennis Section in every year. Any nominated Management Board Member so retiring shall be eligible for re-nomination and any vacancy occurring in the nominated Management Board Member shall be filled by the Bowls Committee or the Tennis Committee as the case may be.

ASSISTANT SECRETARY

80. The Directors may from time to time by resolution appoint an Assistant or Deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

81. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and a Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

82. 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 appointed by the Directors for the purpose.

ACCOUNTS

83. The Director 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.

Proper books shall not be deemed to be kept if there are not 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.

84. The books of account shall be kept at the Registered 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.

85. The Directors shall from time to time determine whether and to what extent and at what times and places of the Club or any of them shall be open to the inspection of members not

being Directors or a Management Board Member, and no Member (not being a Director or Management Board Member) shall have any right of inspecting any account or book or document of the Club except as conferred by Statute or authorised by the Directors or by the Club in General Meeting.

86. The Directors and the Management Board shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared and to be laid before the Club in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

87. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Club in General Meeting, together with a copy of the Auditor's Report, shall not less than fourteen 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 any Debentures.

AUDITORS

88. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

89. A notice may be given by the Club to any Member, either personally or by sending it by post to them or to their registered address, or (if they have no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by them to the Club for the giving of notices to them, or by email address if that club member has issued to the Club their specific email address. Where a notice is sent by post, service of the 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 twenty-four hours after the letter containing the same is posted, and in any such other case at the time at which the letter would be delivered in the ordinary course of post.

90. 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; and
- (b) every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for their death or bankruptcy would be entitled to receive notice of the Meeting; and
- (c) the Auditor for the time being of the Club.

No other person shall be entitled to receive notices of General Meetings.