

ARTICLES OF ASSOCIATION

OF

SOUTH HAMPSTEAD CLUB LIMITED

Draft of AGM updates



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Company number: 677843

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

SOUTH HAMPSTEAD CLUB LIMITED (the “Club”)

1. Meaning of Words

- 1.1 In these Articles the following words will have the meanings shown opposite them, unless the context indicates another meaning:

Words	Meanings
“Articles”	these Articles of Association;
“Board”	the board of Directors of the Club;
“CASC”	a Community Amateur Sports Club registered with HMRC under the CASC Regulations.
“CASC Regulations”	Part 13 Chapter 9 of the Corporation Tax Act 2010 and the Community Amateur Sports Clubs Regulations 2015 (as modified by statute or re-enacted from time to time);
“Chair”	the Chair of the Board of Directors or any person discharging the functions of the Chair;
“Club”	the company regulated by these Articles;
“Clear Days”	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
“Companies Act”	the Companies Acts (as defined in s.2 Companies Act 2006) in so far as they apply to the Club;
“Directors”	the directors of the Club;
“Material Benefit”	a benefit, direct or indirect, which may not be financial but has a monetary value;
“Member”	a company member of the Club;

“Month”	calendar month;
“Objects”	the Objects of the Club as defined in Article 3.1;
“Office”	the registered office of the Club;
“Ordinary Resolution”	a resolution agreed by a simple majority of the Members present and voting at a general meeting, or, in the case of a written resolution, by Members who together hold a simple majority of the voting rights;
“Rules”	any rules, standing orders or regulations made in accordance with these Articles;
“Seal”	the common seal of the Club, if any;
“Sections”	the cricket and tennis sections and such other sections as the Board shall authorise from time to time;
“Signed”	shall include such forms of authentication that are permitted by law;
“Special Resolution”	a resolution agreed by a 75% majority of Members present and voting at a general meeting, or, in the case of a written resolution, by Members who together hold 75% of the voting rights;
“United Kingdom”	Great Britain and Northern Ireland; and
“Written” or “in Writing”	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 In these Articles:

- 1.2.1 The words “person” or “people” includes other organisations, including, companies, trusts, charitable incorporated organisations, royal charter corporations, societies or associations, government departments or statutory authorities and other individuals, corporations, partnerships or other incorporated or unincorporated bodies.
- 1.2.2 Apart from the words defined above, any words or expression defined in the Companies Act will have the same meanings in these Articles, unless the context indicates another meaning.
- 1.2.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 1.2.4 The words “include(s)”, “including” or “in particular” are deemed to have the words “without limitation” following them. Where the context permits, the

words “other” and “otherwise” are illustrative and shall not limit the sense of the words preceding them.

2. Registered Office

- 2.1 The registered office of the Club will be in England and Wales.

3. Objects

- 3.1 The main purposes of the Club are to provide facilities for and to promote participation in amateur sports, particularly but not exclusively by maintaining at a standard fit for adult competitive play, one full sized cricket pitch and five full sized lawn tennis courts in Brondesbury Park, London.
- 3.2 In this article 3, “amateur sports” shall mean sports appearing on the list maintained by Sport England of activities recognised by Sport England.

4. Powers

- 4.1 Subject to article 5, the Club shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects.

5. Restriction on sale or alteration of property

- 5.1 The Club may only sell or otherwise dispose of the property or part of the property owned by the Club, or permit any changes to the allocation of Club premises by different Sections, as set out in the plan appended to these articles, if such action has been approved by a Special Resolution of the Club.

6. Use of funds and property

- 6.1 No part of the Club’s funds or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member or third party other than other CASCs or registered charities.
- 6.2 Nothing in Article 6.1 shall prevent payments made in good faith by the Club to a Member:
- 6.2.1 of reasonable and proper remuneration for any goods or services actually rendered to the Club or a subsidiary of the Club by the Member;
 - 6.2.2 of interest at a rate not exceeding two per cent more than the Bank of England’s base rate per annum on money lent to the Club by the Member;
 - 6.2.3 reasonable and proper rent for premises demised or let to the Club by any Member.
- 6.3 A Member who is also a Director may only receive benefits in accordance with Article 7.
- 6.4 All contracts and banking facilities must be made in the name of the Club.

7. Permitted benefits

7.1 A Director must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Club, except as set out in Articles 7.2 and 7.3.

7.2 A Director may receive the following benefits from the Club:

7.2.1 the usual benefits of being a Member of the Club;

7.2.2 reasonable and proper remuneration for any goods or services actually rendered to the Club or a subsidiary of the Club (excluding the service of acting as a Director and services performed by a Director as an employee of the Club), provided that:

- (a) no more than half of the Directors may be so remunerated in any financial year;
- (b) no resolution to approve such remuneration to a Director shall be effective unless it is passed at a meeting of the Board of Directors;
- (c) a Director shall not vote on any resolutions relating to their remuneration and the procedure described in Article 10 (Conflicts of Interest) must be followed in considering the remuneration of the Director and in relation to any other decisions regarding the remuneration authorised by this Article;
- (d) the remuneration or maximum remuneration payable to the Director shall be set out either in the resolution approving such remuneration or in a written agreement between the Director and the Club; and
- (e) the Directors are satisfied that the provision of services by that Director on the terms proposed are in the best interests of the Club.

7.2.3 interest at a rate not exceeding two per cent more than the Bank of England's base rate per annum on the money lent by a Director to the Club;

7.2.4 reasonable and proper rent for premises demised or let by any Director; or

7.2.5 any other payment or benefit with the prior approval of the Members acting by an Ordinary Resolution.

7.3 A Director may also receive the following from the Club:

7.3.1 reasonable out-of-pocket expenses;

7.3.2 the benefit of any Director indemnity insurance policy taken out; or

7.3.3 any payment to a Director under the indemnity provisions in these Articles.

8. Limited liability and guarantee

8.1 Each Member undertakes to pay £1 in the event of the Club being wound up or dissolved while they are a Member or within one year after ceasing to be a Member, towards:-

- 8.1.1 payment of the debts and liabilities of the Club incurred before they ceased to be a Member;
 - 8.1.2 payment of the costs, charges and expenses of winding up; and
 - 8.1.3 adjustment of the rights of the contributories among themselves.
- 8.2 The liability of the Members is limited to £1.

9. Indemnity of Directors

- 9.1 For the purposes of this Article 9.1, "Relevant Director" means any Director or former Director of the Club.
- 9.2 Without prejudice to any indemnity to which a Relevant Director may otherwise be entitled, the Club shall indemnify every Relevant Director out of the assets of the Club against all costs and liabilities incurred by the Relevant Director in that capacity to the extent permitted by the Companies Act.
- 9.3 To the extent permitted by law, the Club may provide funds to every Relevant Director to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by them as a Relevant Director, provided that they will be obliged to repay such amounts no later than:
 - 9.3.1 if they are convicted in proceedings, the date when the conviction becomes final; or
 - 9.3.2 if judgment is given against them in proceedings, the date when the judgment becomes final; or
 - 9.3.3 if the court refuses to grant them relief on any application under the Companies Act, the date when refusal becomes final.

10. Conflicts of Interest

- 10.1 For the purposes of this Article 10, "Conflict of Interest" means any direct or indirect interest of a Director (whether personally or by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or may conflict with the interests of the Club, because the Director or a person connected to a Director may receive a benefit from the Club, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Club. For the avoidance of doubt any duty or interest arising solely from their membership of a Section or that Section's committee shall not constitute a conflict of interest.
- 10.2 Subject to Articles 10.4 and 10.5, whenever a Director is in a situation that gives rise to, or is reasonably likely to give rise to, a Conflict of Interest, the Director must:
 - 10.2.1 fully declare the nature and extent of the interest before discussion begins on the matter,
 - 10.2.2 withdraw from the meeting or discussion for that item, after providing any information requested by the other Directors,

- 10.2.3 not be counted in the quorum for that part of the meeting or decision-making process,
 - 10.2.4 be absent during the vote and have no vote on the matter, and
 - 10.2.5 comply with any other requirement which the other Directors resolve is necessary.
- 10.3 If any question arises as to whether a Director has a Conflict of Interest, the question must be decided by a majority decision of the other Directors.
- 10.4 When any Director has a Conflict of Interest, the Directors who do not have a Conflict of Interest (if they form a quorum without counting the Director and are satisfied that it is in the best interests of the Club to do so) may by resolution passed in the absence of the Director permit the Director, notwithstanding any Conflict of Interest which has arisen or may arise for the Director, to:
 - 10.4.1 continue to participate in discussions leading to the making of a decision, or to vote, or both,
 - 10.4.2 disclose to a third party information confidential to the Club,
 - 10.4.3 take any other action not otherwise authorised which does not involve the receipt by the Director of any payment or Material Benefit from the Club, or
 - 10.4.4 refrain from taking any step required to remove the conflict.
- 10.5 The prohibitions under Article 10.2 shall not apply in relation to decisions concerning:
 - 10.5.1 a guarantee, security or indemnity given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Club or any of its subsidiaries;
 - 10.5.2 subscription, or an agreement to subscribe, for securities of the Club or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 10.5.3 arrangements pursuant to which benefits are made available to employees and Directors or former employees and directors of the Club or any of its subsidiaries which do not provide special benefits for Directors or former directors.
- 10.6 Where a Director has a Conflict of Interest which has been declared to the Directors, the Director shall not be in breach of that Director's duties to the Club by withholding confidential information from the Club if to disclose it would result in a breach of any other duty or obligation of confidence, provided that a Director may not withhold information relating to a direct or indirect personal benefit for the Director.
- 10.7 The Directors shall observe the other duties and rules in the Companies Act, and such other rules as the Board adopts, in relation to the management of Conflicts of Interest.

- 10.8 Nothing contained in this Article shall authorise a Director to receive any benefit not permitted elsewhere in these Articles.

MEMBERS AND MEMBERSHIP

11. Membership

- 11.1 Membership is open to any individual interested in furthering the Objects and admitted by the Directors. Membership of the Club shall be open to anyone who agrees to be bound by the Memorandum and Articles of Association and Rules for the time being of the Club regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.
- 11.2 Membership is not transferable.
- 11.3 Subject to Article 11.1, the Directors may determine criteria for membership and may set out in Rules a procedure and requirements for applying for membership.
- 11.4 Only Members aged 18 and above are entitled to vote in general meetings.
- 11.5 The Club may have different classes of membership relative to each Section and may recognise one or more classes of associate members (who are not Members of the company for the purposes of the Companies Act) on a non-discriminatory and fair basis. Such rights and obligations of classes of membership, and of associate members, shall be set out in Rules.
- 11.6 The Club and the Sections will keep subscriptions at levels that will not pose a significant obstacle to people participating.
- 11.7 The Board may refuse membership, only for good cause such as conduct or character likely to bring the Club or sport into disrepute.
- 11.8 The Board may place a limit on the number of Members at any point, if the capacity of the Club demands it.
- 11.9 Members of the Club must also be members of a Section. Membership of a Section shall be governed by the rules of the Section, which shall be reviewed and approved by the Board in accordance with Article 52.3.
- 11.9.1 Each Section shall be run by a committee. Section committee members shall be elected by members of the Section aged 18 and above.
- 11.9.2 The Club shall initially have two Sections, the tennis club and cricket club.
- 11.9.3 The Board shall have exclusive power to remove a Member from membership of a Section.
- 11.10 The Board shall have power to elect life, temporary or any other special or restricted class of members. Any such election as aforesaid shall be upon such terms and subject to such regulations as the Board may from time to time deem advisable.

12. Ending of Membership

- 12.1 A Member stops being a Member if:

- 12.1.1 the Member resigns by giving notice in Writing to the Club (unless after the resignation there would be fewer than two remaining Members);
- 12.1.2 any sum due from the Member to the Club remains unpaid three months after it is due, or any other period to be determined by the Board from time to time; or
- 12.1.3 the Member dies.
- 12.1.4 the Member is removed by a resolution of the Board on the basis that it is in the best interests of the Club that their membership is terminated, provided that:
 - (a) a notice shall be sent to the Member requesting that the Member resigns as a Member of the Club within a reasonable time period;
 - (b) if on the expiry of such notice the Member has not resigned, the matter must be considered at a meeting of the Board or a properly appointed sub-committee of the Board of which at least 14 days' notice is provided to the Member in question and the Member in question must be given the right to present a verbal or written statement in his or her defence at the meeting;
 - (c) the quorate Board or sub-committee meeting, as applicable, votes by a two thirds majority of those present to remove the Member.

13. Register of Members

- 13.1 The Club shall maintain a register of Members with an entry for each Member showing the Member's name and address and the date on which the Member became a Member and ceased to be a Member. The register of members must be kept at the Office or at a single alternative inspection location.
- 13.2 The register must be made available for inspection:
 - 13.2.1 by any Member without charge; and
 - 13.2.2 by any other person within five working days of receiving a request that is for a proper purpose in accordance with the Companies Act, and subject to the payment of a fee at a level that is permitted by law.

14. Annual General Meetings

- 14.1 The Club shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.
- 14.2 Not more than 15 months may pass between one annual general meeting and the next.
- 14.3 At an annual general meeting the business to be conducted will usually include:
 - 14.3.1 the presentation of the accounts of the Club for the previous financial year and a report on the Club's activities to the Members;

- 14.3.2 the election or re-election of Directors in place of those retiring and those appointed to fill a vacancy since the last annual general meeting; and
- 14.3.3 where necessary the appointment of auditors or reporting accountants and the fixing of the remuneration of the auditors.

15. General Meetings

- 15.1 All general meetings except annual general meetings are called general meetings.

16. Calling of General Meetings

- 16.1 The Board may call a general meeting at any time and must call a general meeting within 21 days of a written request from not less than 10 per cent of the Members who have a right to vote at general meetings.

17. Notice of General Meetings

- 17.1 An annual general meeting must be called by giving at least 21 Clear Days' Written notice (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 50.6). Any other general meeting may be called on 14 Clear Days' Written notice. The notice must:
 - 17.1.1 indicate the place unless it is an electronic only meeting, date, time and the general nature of the business to be discussed and, if a Special Resolution is to be proposed, set out the exact wording of the Special Resolution; and
 - 17.1.2 include a statement informing the Members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting.
- 17.2 Notice of the meeting must be given to all Members and Directors of the Club and where required by law to the Auditors in accordance with the provisions of these Articles. A meeting may be held on shorter notice by the agreement of not less than 95 per cent of the Members entitled to attend and vote at it.
- 17.3 Subject to article 17.2, the accidental omission to give notice of a meeting to, or non-receipt of such notice by any person entitled to receive notice shall not invalidate any resolution passed or other steps taken at any meeting.

18. Quorum for General Meetings

- 18.1 Business may be transacted at a general meeting only if a quorum of Members is present in person or by proxy.
- 18.2 A quorum is 20 Members;
- 18.3 If an electronic meeting is to be held or Members are given the option to access the meeting electronically, a person shall also be considered present if they have electronically accessed the meeting, are able to hear the chair of the meeting speak and have the ability to vote on any resolutions at the meeting.

19. Chair of a General Meeting

- 19.1 The Chair (if any) of the Board should preside as chair at every general meeting of the Club.

- 19.2 If there is no Chair, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the chair of the meeting and in default the Members at the meeting shall select one of their number to chair the meeting.

20. Adjournment if no Quorum

- 20.1 If a quorum is not present within half an hour after the appointed starting time, the meeting may be adjourned to another day, time and place as the Board may decide, except where the meeting was called by the demand of Members, in which case it must be dissolved. Articles 21.2 and 21.4 shall apply to an adjourned meeting.
- 20.2 The Board must give at least seven Clear Days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 20.3 If no quorum is present at the reconvened meeting within half an hour of the appointed starting time, the Member or Members present at that time shall constitute the quorum for that meeting.

21. Adjournment of a General Meeting

- 21.1 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting.
- 21.2 The chair of the meeting must decide the date, time and place at which the meeting is to be reconvened, unless these details are specified in a resolution.
- 21.3 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 21.4 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting.

22. Amendments to resolutions

- 22.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 22.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- 22.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 22.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 22.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is or is not permissible, the chair's error does not invalidate the vote on that resolution.

23. Voting on Resolutions

23.1 A resolution put to the vote of the meeting is decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by:

23.1.1 the chair of the meeting; or

23.1.2 at least two Members present in person or by proxy and having the right to vote at the meeting,

save that no poll may be demanded on the election of a chair of a meeting or on any question of adjournment.

23.2 Unless a poll is demanded, the declaration of the chair of the meeting that a resolution has been carried by a particular majority or lost on a show of hands is conclusive. The result of the vote must be recorded in the minutes but the number or proportion of the votes cast need not be recorded.

23.3 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair of the meeting.

23.4 The chair of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

23.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

24. Proxies

24.1 Members may appoint a proxy who need not be a Member of the Club. The proxy may be appointed by the Member to exercise all or any of the Member's rights to attend, speak, vote and demand a poll at a meeting of the Club.

24.2 A person holding a proxy may vote on any resolution. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he thinks fit.

24.3 An instrument appointing a proxy shall:

24.3.1 be in Writing executed by or on behalf of the appointer;

24.3.2 shall be in the form set out below or in any usual or common form or in such other form as the Directors may approve;

24.3.3 unless the contrary is stated, be valid for any reconvened meeting following an adjournment as well as for the meeting to which it relates; and

24.3.4 be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the meeting or reconvened meeting (excluding any day that is not a working day).

24.4 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination

24.5 A proxy in the following or similar form will be acceptable:

.....

26.3 Where an electronic only meeting is to be called the Club shall not be required to specify in the notice of the general meeting the place of the meeting, but it must provide sufficient information to allow Members to access the meeting.

- 26.4 If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board decides that it is impracticable or unreasonable to hold (i) the physical meeting at the declared place or (ii) the electronic meeting on the electronic platform specified in the notice, and/or at the specified date and/or time, or the Board decides that it is more appropriate, it may change the place and/or electronic platform and/or postpone the date and/or time at which the meeting is to be held. If such decision is made, the Board may then change the place and/or the electronic platform and/or postpone the date and/or time again if it decides that it is reasonable to do so.
- 26.5 All resolutions put to the members at electronic general meetings and hybrid general meetings shall be voted on by a poll. Such poll votes may be cast by such electronic or other means as the Board in its sole discretion deems appropriate for the purposes of the meeting.
- 26.6 All other provisions set out in these Articles in respect of the calling and holding of the general meeting, to include but not limited to, the quorum for the meeting, proxy voting, chairing of the meeting and the procedures to be followed at electronic only or hybrid meetings shall still apply save as amended by Article 26.
- 26.7 If a Member, due to technological failings, is unable to attend a general meeting electronically or is only able to attend part of the general meeting, this shall not invalidate the meeting. The chair of the meeting shall however have the discretion to adjourn the hybrid or electronic meeting if such technological failings in their opinion substantially affect the holding of the meeting. All business conducted at the general meeting up to the time of adjournment shall be valid. If the meeting is so adjourned the Board shall determine the new date for the meeting.
- 26.8 The Board may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part in any electronic or hybrid general meeting and the security of the electronic communication and which is proportionate to those objectives. In this respect the Board is able to authorise any voting application, system or facility for electronic meetings as it sees fit.
- 26.9 The Board may take reasonable measures and may make such Regulations as it deems necessary, relating to the holding of electronic and hybrid general meetings from time to time. Such Rules may include, but are not limited to including, provisions relating to etiquette and communication in meetings and voting in meetings.

27. Written Agreement to Resolution

- 27.1 Except in the case of a resolution to remove a Director or the auditors before the expiry of their term, Members may pass a written resolution without a meeting being held, provided that:
- 27.1.1 it is in Writing;
 - 27.1.2 a copy of the proposed resolution has been sent to every eligible Member;
 - 27.1.3 in the case of a Special Resolution it must be stated on the resolution that it is a Special Resolution, and it must be Signed by at least 75 per cent. of Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

- 27.1.4 in the case of an Ordinary Resolution it must be Signed by a majority of Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings; and
 - 27.1.5 it is contained in a document which has been received at the Office within the period of 28 days beginning with the circulation date.
 - 27.2 A written resolution may consist of two or more documents in identical form Signed by Members and is passed when the required majority of eligible Members have signified their agreement to it.
- 28. Defect in appointment of a member**
- 28.1 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution.

BOARD OF DIRECTORS

29. Powers of the Board

- 29.1 The business of the Club is managed by the Board, which may use all the powers of the Club that are not, by the Companies Act or by these Articles, reserved to the Members or to them in their capacity as Members.

30. Composition of the Board

- 30.1 The Board shall consist of not less than 4 and no more than 12 Directors appointed by a resolution of the Board acting in compliance with the Rules, such appointments to take effect immediately after the Club's annual general meeting each year.
- 30.2 At every annual general meeting, the Directors shall retire and shall be eligible for re-appointment in accordance with these Articles.
- 30.3 No person under the age of 18 may be appointed as a Director.
- 30.4 No person who is not a Member of the Club shall in any circumstance be eligible to hold office as a Director.

31. Filling vacancies in the Board and Co-option

- 31.1 Subject to the Rules, Article 30.3 and Article 30.4, the Board can appoint anyone as a Director to fill a vacancy in the membership of the Board. They will hold office until the next annual general meeting (unless they cease to be a Director prior to that by virtue of Article 32.1). For the purposes of this Article, the Board shall decide how many vacancies there are, provided that the number of Directors shall never exceed 12.

32. Disqualification, resignation and removal of Directors

- 32.1 A Director shall cease to be a Director if the Director:
 - 32.1.1 becomes bankrupt or makes any arrangement or composition with their creditors;

- 32.1.2 is disqualified by law from serving as a company director unless there is an appropriate exception in place;
- 32.1.3 is disqualified by law from serving as a Club director unless a waiver has been granted;
- 32.1.4 is considered by the Board to have become incapable, whether mentally or physically, of managing their own affairs and remains so for a period of at least three months and a majority of the other Directors resolve that they must cease to hold office;
- 32.1.5 resigns by notice in Writing to the Directors (but only if at least three Directors will remain in office when the resignation is to take effect);
- 32.1.6 is absent without permission from 3 consecutive meetings of the Directors and it is resolved by a majority of the other Directors to remove the Director;
- 32.1.7 is removed from office by the Members convening a general meeting and removing the Director in accordance with the procedure set out in the Companies Act;
- 32.1.8 is a co-opted Director and is removed by the Board;
- 32.1.9 is removed from office by a resolution of at least 75 per cent. of the other Directors present and voting at a Board meeting provided:
 - (a) at least half of the serving Directors are present at the meeting; and
 - (b) that 14 days' prior written notice of meeting and the intention to propose such a resolution has been given to the Director in question; or
- 32.1.10 dies.

33. Notification of change of Directors

- 33.1 All appointments, retirements or removals of Directors and the Company Secretary (if any) must be notified to the Registrar of Companies.

DECISION-MAKING BY THE DIRECTORS

34. Meetings of the Board

- 34.1 The Board may meet, adjourn and run its meetings as it wishes, subject to these Articles and the Companies Act.
- 34.2 The Board may meet by electronic means (virtual meetings) or by a combination of physical and electronic meetings provided that members of the Board are able to hear all members of the Board speaking and have the ability to vote on any resolutions. If a member of the Board due to technological failures is unable to attend the meeting that shall not invalidate the meeting.

35. Calling a meeting

- 35.1 The Club, if requested by the Chair or any three Directors, must call a meeting of the Board.
- 35.2 The Club will give each Director at least ten (10) days' prior notice of any Board meeting specifying the date, time, place, and (where practicable) the business to be discussed. Notwithstanding the foregoing, the Board may meet on shorter notice if a majority of the Directors entitled to receive notice consent in writing to such shorter notice before the meeting.

36. Quorum for Board meetings

- 36.1 The quorum for a Board meeting is four Directors.
- 36.2 A Director shall not be counted in the quorum at a meeting in relation to a resolution on which they are not entitled to vote.

37. Chair of Board meetings

- 37.1 The Chair or (if the Chair is unable or unwilling to do so) some other Director chosen by the Directors present presides at each Board meeting.

38. Voting

- 38.1 Matters for decision at any meeting must be decided by a majority of votes and each Director has one vote (including the Chair).

39. Resolutions in Writing without a Board meeting

- 39.1 A resolution in Writing Signed by all of the Directors is as valid as if it had been passed at a properly held meeting of the Board. The resolution may consist of several documents in the same form Signed by one or more of the Directors.

40. Officers of the Board

- 40.1 The Directors may appoint or remove the Chair or any other officers (including the Treasurer and Secretary) that it wishes. Officers shall be appointed from among the Directors.

41. Board's right to act despite vacancies

- 41.1 The Board may act despite any vacancy on the Board, but if the number of Directors falls below the number fixed as the quorum, it may act only to summon a general meeting of the Club.

42. Validity of acts done at meetings

- 42.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Director, anything done before the discovery is valid.

DELEGATION BY THE BOARD AND COMMITTEES

43. Delegation by the Board

43.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles—

43.1.1 to such person or committee (including Section committee);

43.1.2 by such means (including by power of attorney);

43.1.3 to such an extent;

43.1.4 in relation to such matters; and

43.1.5 on such terms and conditions;

as they think fit.

43.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom, or committee to which, they are delegated.

43.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

43.4 The Directors may delegate to any Section on such conditions as they consider are appropriate the powers to make regulations for the membership and running of that section.

44. Delegation to committees

44.1 Any delegation to a committee must specify those who are to serve on the committee and the Board may co-opt any person who is not a Director to serve on a committee, provided that a committee must include at least one Director at all times.

44.2 All acts and proceedings of a committee must be reported to the Board as soon as possible.

44.3 A committee must not knowingly incur expenditure or liability on behalf of the Club except where authorised by the Board in accordance with a budget approved by the Board.

44.4 A committee may elect a chair of its meetings if the Board does not nominate one.

44.5 If at any meeting the committee's chair is not present within ten minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.

45. Meetings of Committees

45.1 Unless the terms of reference for a committee provide otherwise:

- 45.1.1 a committee may meet and adjourn whenever it chooses;
- 45.1.2 questions at a committee meeting must be decided by a majority of votes of the committee members present and in the case of an equality of votes, the chair of the committee meeting shall have a casting vote; and
- 45.1.3 a committee must have minutes entered in minute books.

ADMINISTRATIVE MATTERS

46. Appointment and Removal of a Company Secretary

- 46.1 The Board may (but need not) appoint and remove a Company Secretary in accordance with the Companies Act and may decide their period of office, pay and any conditions of service.

47. Records

- 47.1 The Board must keep records of:-
 - 47.1.1 all proceedings at Board meetings (including the names of the Directors present);
 - 47.1.2 all written resolutions
 - 47.1.3 all reports of committees
 - 47.1.4 all proceedings at general meetings; and
 - 47.1.5 all professional advice received.
- 47.2 Board minutes must be kept for a minimum of 10 years from the date of the meeting.

48. Articles, accounts and other statutory records

- 48.1 The Accounts, the Articles and any Rules must be kept at the Office or at a single alternative inspection location decided by the Board.
- 48.2 The Articles and any Rules must be available for inspection by the Members of the Club and any Member who requests a copy of the Articles must be sent a copy.
- 48.3 The Accounts must always be open to inspection by Directors. The Directors must decide whether, how far, when, where and under what rules the Accounts may be inspected by Members who are not Directors. A Member who is not a Director may only inspect the Accounts or any records of the Club if the right is given by law or authorised by the Directors or a general meeting.

49. Accounts and returns

- 49.1 The Directors must comply with the requirements of the Companies Act as to keeping financial records, the audit or examination of Accounts and the preparation of Accounts, and annual reports and returns.

- 49.2 The Board must, for each financial year, send a copy of its annual Accounts and reports (or if applicable summary financial statements) to every person who is entitled to receive notice of general meetings at the same time as they file the Accounts with Companies House, within 9 months of the end of the Club's financial year.
- 49.3 Copies need not be sent to a person for whom the Club does not have a current address (as defined in the Companies Act).
- 49.4 To the extent required by law, the Board must file the Accounts and reports (or summary financial statements) with Companies House within 9 months of the end of the Club's financial year or within any other deadlines specified by law.

50. Service of Notices

- 50.1 The Club may provide notices, accounts or other documents to any Member either:
- 50.1.1 in person; or
 - 50.1.2 by hand-delivery or ordinary post to the Member's registered address;
 - 50.1.3 if the Member has provided the Club with an email address, by email to that address (subject to the Member having consented to receipt of the notice, documents or accounts in this way); or
 - 50.1.4 in accordance with the provisions for communication by website set out below.
- 50.2 If a Member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which the Member has provided to the Club for that purpose, or in accordance with the other methods set out in Article 50.1.
- 50.3 If a notice, accounts or other documents are sent by post, they will be treated as having been served by the Club correctly addressing, pre-paying and posting a sealed envelope containing them. If sent by email they will be treated as properly sent if the Club receives no indication that they have not been received.
- 50.4 Any notice or other document sent in accordance with these Articles is to be treated as having been received:
- 50.4.1 if sent by post, 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post or overseas post;
 - 50.4.2 if sent by email, 24 hours after having been properly sent; or
 - 50.4.3 immediately on being handed to the recipient personally.
- 50.5 The Club may assume that any e-mail address provided to it by a Member remains valid unless the Member informs the Club that it is not.
- 50.6 Where a Member has informed the Club in Writing of their consent, or has given deemed consent in accordance with the Companies Act, to receive notices, accounts or other documents from the Club by means of a website, such

information will be validly given if the Club sends that Member a notification informing them that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting, the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

51. Irregularities

51.1 The making of any decision, or the proceedings at any meeting of the Directors, Members or a committee shall not be invalidated by reason of:

51.1.1 any accidental informality or irregularity (including any accidental omission to give, or any non-receipt of, notice,) or

51.1.2 the lack of qualification in any of the persons present and voting,

unless a provision of the Companies Act specifies that the informality, irregularity or lack of qualification shall exclude it.

52. Rules

52.1 Subject to articles 52.2 and 52.3, the Board may make such rules, regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a Special Resolution. No rule may be made which invalidates any prior act of the Board which would otherwise have been valid. Rules may cover matters including but not limited to the following:

52.1.1 the membership application process;

52.1.2 setting out different categories of membership and the corresponding criteria for admission;

52.1.3 the conduct of Members and non-voting members in relation to one another and the Club;

52.1.4 rules and regulations relating to the administration of the Club and the functions, roles and operation of Club committees; and

52.1.5 the procedure at general meetings of the Club.

52.2 Subject to article 52.3, the rules, regulations, by-laws or standing orders shall become effective on the date which the Board creates them or amends them, as appropriate, but any changes to rules, by-laws or regulations must be ratified by an Ordinary Resolution of the Members at the annual general meeting. If they are not so ratified, the rules, by-laws or regulations shall revert to their previous form.

52.3 Section rules shall be made by individual Sections, but shall be reviewed and approved or amended as required by the Board annually. Section budgets shall also be reviewed and approved or amended as required by the Board annually.

53. Winding-up of the Club

- 53.1 Upon dissolution of the Club any remaining assets shall be given or transferred to another registered CASC, a registered charity, or a sport's governing body for use by them in related community sports.
- 53.2 The recipient(s) of the remaining assets of the Club shall be chosen by a resolution of the Members at or before the time of winding-up or dissolution.