

Registered Number 10015162

The Companies Act 2006

This document contains

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

BRONDESBURY SPORTS CLUB

COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL

As amended by Special Resolution dated 22nd March 2016

And

REGULATIONS OF THE BOARD

BRONDESBURY SPORTS CLUB ("the Club")

COMPANY LIMITED BY GUARANTEE

COMPANY NUMBER – 10015162

As amended as of 22nd March 2016

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

BRONDESBURY SPORTS CLUB

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of that company

Name: Michael William Bentley

Name: Martyn John Webb

Name: Madeleine Abramson

Name: Edward Ben Nathan

Name: Robert John Baxter

Name: Adam Lennox

Dated: 18 February 2016

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

BRONDESBURY SPORTS CLUB

1. INTERPRETATION

1.1. In these Articles:

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| “the Act” | means the Companies Act 2006 |
| “the Articles” | means these Articles of Association of the Club |
| “AGM” | means the annual general meeting of the Club |
| “the Board” | means the Board of Directors of the Club and (where appropriate) includes a Committee and the Directors acting by written resolution |
| “Board Meeting” | means a meeting of the Board |
| “Business Day” | means any day other than a Saturday, Sunday or a bank holiday |
| “Chairman” | means (subject to the context) either the President of the Club when he has taken the chair at a meeting or where the President of the Club is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting at the time |
| “Clear Days” | in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect |
| “the Club” | means the company intended to be regulated by these Articles |

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| “Committee” | means a Committee of the Board exercising powers delegated to it by the Board |
| “Companies House” | means the office of the Registrar of Companies |
| “Director” | means any individual who is appointed as a Director of the Club in accordance with Article 18 |
| “Financial Expert” | means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 |
| “General Meeting” | means a meeting of the Members and includes an AGM |
| "HMRC" | means HM Revenue and Customs |
| “Honorary Officer” | means an individual elected as either the Honorary Secretary, the Honorary Treasurer or the President in accordance with Article 18.4 |
| “Honorary Secretary” | means the individual elected as the Honorary Secretary in accordance with Article 18.4 who will also act as the company secretary |
| “Honorary Treasurer” | means the individual elected as the Honorary Treasurer in accordance with Article 18.4 |
| “including” | means “including without limitation” and “include” and “includes” are to be construed accordingly |
| “Life Member” | means a person admitted as a Member in accordance with Article 7.6 |
| “Member” | means either a Non-Voting Member or a Voting Member for the time being of the Club who is admitted under Article 7 |
| “the Memorandum” | means the Memorandum of Association of the Club |
| "Non-Voting Member" | means a Member of the Club who is not a Voting Member and who shall not be a company member of the Club for the purposes of the Act |
| “the Object” | means the object of the Club as set out in Article 4 |
| “Observers” | means those persons (other than the Directors) present under Article 27 at a Board Meeting |
| “President” | means the individual elected as the President in accordance with Article 18.4 |
| “Registered Office” | means the registered office of the Club |

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| "Sectional Committee" | means a Committee of the Board established in accordance with Article 26.1.1 to oversee one of the Club's three sporting activities |
| "Sectional Director" | means an individual appointed as a Director by a Sectional Committee in accordance with Article 18.8 |
| "Statutory Registers" | means the registers kept at the Registered Office which the Club is required to maintain under the Act and which includes the register of members; |
| "United Kingdom" | means Great Britain and Northern Ireland |
| "Voting Member" | means a Member of the Club who is admitted by the Board into a category of membership which entitles the Member to be a company member of the Club for the purposes of the Act |
| "Working Party" | means a body established by the Board to make recommendations to the Board but without decision-making powers |
| "Year" | means a period of 12 consecutive months starting with January and ending with December |

1.2. In the Articles:

- 1.2.1. terms defined in the Act are to have the same meaning;
- 1.2.2. references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
- 1.2.3. references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;
- 1.2.4. references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
- 1.2.5. headings are not to affect the interpretation of the Memorandum and Articles; and
- 1.2.6. terms defined in the Articles have the same meaning in the Memorandum and vice versa.

2. NAME

The Club's name is Brondesbury Sports Club (and in this document it is called "the Club").

3. REGISTERED OFFICE

The Club's registered office is to be situated in England and Wales.

4. OBJECT

- 4.1. The Club's Object is to promote and provide facilities for amateur eligible sports, primarily but not exclusively including cricket, tennis and squash, in north-west London and to encourage community participation in the same.
- 4.2. Any sport promoted by the Club in pursuance of Article 4.1 must qualify as an eligible sport according to the guidance of HMRC.

5. POWERS

The Club may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Memorandum or Articles in order to further the Object (but not otherwise) and in particular it has powers:-

Staff and Volunteers

- 5.1. to employ staff or engage consultants and advisers on such terms as the Board think fit and to provide pensions to staff, their relatives and dependants;
- 5.2. to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses;

Property

- 5.3. to provide and maintain premises for the Club;
- 5.4. to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interest);
- 5.5. to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;
- 5.6. to sell, lease, licence, exchange, dispose of or otherwise deal with property;
- 5.7. to purchase relevant sporting equipment for the use of the Club's Members (without discrimination);
- 5.8. to provide accommodation for any other organisation on such terms as the Board decides;

Borrowing

- 5.9. to borrow and give security for loans;

Grants and Loans

- 5.10. to make grants, donations or loans, to give guarantees and to give security for those guarantees;

Fund Raising

- 5.11. to raise funds, to invite and receive contributions;

Trading

- 5.12. to purchase or form trading companies alone or jointly with others;
- 5.13. to trade in the course of carrying out the Object and to charge for services;

Publicity

- 5.14. to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Club and other organisations operating in similar fields;
- 5.15. to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 5.16. to promote or carry out research and disseminate and exchange the results of it;

Contracts

- 5.17. to co-operate with and enter into contracts with any person;

Bank or building society accounts

- 5.18. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Club;

Investments

- 5.19. to:-
 - 5.19.1. deposit or invest funds;
 - 5.19.2. employ a professional fund-manager; and
 - 5.19.3. arrange for the investments or other property of the Club to be held in the name of a nominee in the same manner and subject to the same conditions as trustees of a trust are permitted to do by the Trustee Act 2000;

Insurance

- 5.20. to insure the assets of the Club to such amount and on such terms as the Directors decide, to pay premiums out of income or capital and to use any insurance proceeds as the Directors decide (without necessarily having to restore the asset);
- 5.21. to insure and to indemnify the Club's employees and voluntary workers from and against all risks incurred in the proper performance of their duties;
- 5.22. to take out insurance to protect the Club and those who use the premises owned by or let or hired to the Club;
- 5.23. to provide indemnity insurance to cover the liability of the Directors and officers of the Club who are not Directors:-

- 5.23.1. which by virtue of any rule of law would otherwise attach to them in respect of negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Club; and
- 5.23.2. to make contributions to the assets of the Club in accordance with the provisions of Section 214 of the Insolvency Act 1986.

Provided that any such instances in the case of Article 5.23.1 shall not extend to:-

- any liability resulting from conduct which the Directors or officers knew, or must have known, was not in the best interests of the Club or which the Directors or officers did not care whether it was in the best interests of the Club or not;
- any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors or officers; and
- any liability to pay a fine

and further provided that any such insurance in the case of Article 5.23.2 shall not extend to any liability to make such a contribution where the basis of the Director's or officer's liability is his knowledge prior to the insolvent liquidation of the Club (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Club would avoid going into insolvent liquidation;

Other Organisations

- 5.24. to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include the Object or to carry on any other relevant purposes;
- 5.25. to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Object or allied purposes, to exchange information and advice and to undertake joint activities with them;
- 5.26. to amalgamate with any organisation which has objects similar to the Object;
- 5.27. to undertake and execute any charitable trusts;
- 5.28. to affiliate, register, subscribe to or join any organisation;

Reserves

- 5.29. to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure; and

General

- 5.30. to acquire the assets and liabilities of the unincorporated association known as The Brondesbury Cricket, Tennis & Squash Club;

- 5.31. to provide other ordinary benefits of an amateur sports club as set out in Part 13, Chapter 9, Corporation Tax Act 2010 including, without limitation, the provision of suitably qualified coaches, coaching courses, insurance, medical treatment and post-match refreshments.
- 5.32. to do anything else within the law which promotes or helps to promote the Object.

6. APPLICATION OF FUNDS

- 6.1. The property and funds of the Club shall be applied solely towards the promotion of the Object and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise by way of profit to the Members or to third parties other than other registered community amateur sports clubs or charities. No Member shall be paid a salary, bonus fee or other remuneration for playing for the Club. No Director shall be employed by the Club.
- 6.2. Nothing in Article 6.1 shall prevent the payment in good faith by the Club:
 - 6.2.1. of remuneration to any Director in accordance with Article 6.3;
 - 6.2.2. to any Director, committee or sub-committee member of reasonable and proper out-of-pocket expenses;
 - 6.2.3. of interest on money lent by a Member or Director at a commercial rate of interest;
 - 6.2.4. of reasonable and proper rent for premises demised or let by any Member or Director;
 - 6.2.5. of any premium in respect of the purchase and maintenance of indemnity insurance in accordance with Article 5.23;
 - 6.2.6. an indemnity in respect of any liabilities properly incurred in running the Club in accordance with Article 29; or
 - 6.2.7. a payment to a company in which a Director has no more than a 1% shareholding.
- 6.3. The Board may enter into an agreement with any Director for the provision by him of any services outside the scope of the ordinary duties of a Director or of any goods provided that:-
 - 6.3.1. the amount or maximum amount of the payment for the services or goods is set out in an agreement in writing between the Club and the Director under which the Director is to supply the services or goods in question to or on behalf of the Club;
 - 6.3.2. the amount or maximum amount of the payment for the services or goods does not exceed what is reasonable in the circumstances for the supply of the services or goods in question;

- 6.3.3. the other Directors are satisfied that it is in the best interests of the Club to contract with the Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of contracting with a Director against the disadvantages of doing so;
- 6.3.4. the Director is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him with regard to the supply of services or goods to the Club;
- 6.3.5. the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting; and
- 6.3.6. the reason for their decision is recorded by the Directors in the minute book.

7. MEMBERS

- 7.1. The subscribers to the Memorandum shall be the initial Members of the Club.
- 7.2. The members of the unincorporated association known as The Brondesbury Cricket, Tennis & Squash Club ("the Unincorporated Association"), as determined in accordance with its constitution, as at the date of the Club's incorporation shall become Members of the Club following the transfer to the Club of the Unincorporated Association's assets.
- 7.3. Membership of the Club is open to any person interested in promoting the Object who:-
 - 7.3.1. applies to the Club in the form required by the Directors;
 - 7.3.2. pays any fees as requested by the Directors;
 - 7.3.3. is approved by the Directors;
 - 7.3.4. in the case of a Voting Member, does not notify the Club of his wish to opt out of becoming a Voting Member; and
 - 7.3.5. in the case of Voting Members, is aged 18 years or over.
- 7.4. For the avoidance of doubt membership of the Club is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of the Club and no person shall be denied membership of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs. A person may appeal against a decision not to admit him as a Member by notifying the Board which shall put the matter to a General Meeting for it to be decided by a majority vote of the Voting Member.
- 7.5. The Directors:-
 - 7.5.1. may establish categories of membership on a non-discriminatory and fair basis. For the avoidance of doubt, the Directors can establish

- categories of membership for Non-Voting Members as well as for Voting Members;
- 7.5.2. must record the details of each Voting Member in the Statutory Registers; and
 - 7.5.3. may fix the levels of fees to be paid by the different categories of Members provided that the Directors shall use their best endeavours to ensure that the fees set do not preclude open membership of the Club.
- 7.6. The Directors may in their absolute discretion admit any individual as a Life Member and may, at any time, terminate such life membership. A Life Member shall be a Voting Member of the Club.
- 7.7. Membership is terminated if the Member concerned:-
- 7.7.1. gives 7 Clear Days written notice of resignation to the Club provided that after such resignation the number of Members is not less than ten;
 - 7.7.2. dies, in which case termination of membership takes effect as soon as the notice of death is received by the Club;
 - 7.7.3. is deemed to have resigned in accordance with Article 7.8;
 - 7.7.4. is a Life Member and he is removed; or
 - 7.7.5. is removed from membership by a two-thirds majority vote in favour of those Directors present and entitled to vote at a meeting of the Board (for which notice has been properly given) on the ground that, in their reasonable opinion, the Member's continued membership is harmful to the Club (but only after notifying the Member in writing and considering the matter in the light of any written or oral representations which the Member concerned puts forward within 21 Clear Days after receiving notice or at the Board Meeting itself, which the Member concerned is entitled to attend). The Member concerned may appeal against his removal by notifying the Board which shall put the matter to a General Meeting for it to be decided by a majority vote of the Voting Members.
- 7.8. A Member is deemed to have resigned his membership if he has not paid any relevant subscription within one month of its due date and, following notice from the Honorary Treasurer or the treasurer of the relevant Sectional Committee, he still fails to pay within fourteen days of such notice. Notwithstanding his deemed resignation, a Member may be re-admitted to membership at the discretion of the relevant Sectional Committee on payment by him of all arrears owing to the Club and, unless the relevant Sectional Committee decides otherwise, payment of the appropriate entrance fee.
- 7.9. Any person ceasing to be a Member forfeits all rights in relation to, and claims upon, the Club, its property and its funds and has no right to the return of any part of his subscription.
- 7.10. Membership of the Club is personal and not transferable.

8. GENERAL MEETINGS

- 8.1. The Club must hold an AGM in each Year and no more than 15 months shall elapse between the date of one AGM and that of the next.
- 8.2. The AGM shall be held for the following purposes:
 - 8.2.1. to receive from the Board the Club's accounts;
 - 8.2.2. to receive from the Board a report of the activities of the Club since the previous AGM;
 - 8.2.3. to elect the Honorary Officers in accordance with these Articles; and
 - 8.2.4. to transact such other business as may be brought before it.
- 8.3. The Board may call General Meetings and, on the requisition of Voting Members pursuant to the provisions of the Act, shall forthwith proceed to convene a General Meeting. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director may call a General Meeting.

9. NOTICE OF GENERAL MEETINGS

- 9.1. Subject to Article 12.4 and Article 35.1, the AGM and all other General Meetings must be called on at least 14 Clear Days' written notice.
- 9.2. The notice must specify:-
 - 9.2.1. the time, date and place of the General Meeting; and
 - 9.2.2. the business to be transacted.
- 9.3. Subject to the Act no business may be transacted at a General Meeting except that specified in the notice convening the meeting.
- 9.4. Notice of the General Meeting must be given to all of the Voting Members, the Directors, and the Club's auditors (if any).
- 9.5. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

10. QUORUM

- 10.1. No business may be transacted at a General Meeting unless a quorum is present.
- 10.2. The quorum for General Meetings is ten Voting Members for the time being. A Member may be present in person or by proxy.
- 10.3. A Voting Member may be part of the quorum at a General Meeting if he can understand, comment and vote on the proceedings through the telephone, video conferencing or other communications equipment.
- 10.4. If a quorum is not present within 15 minutes from the time of the General Meeting, or a quorum ceases to be present during a General Meeting, it must be adjourned to such time and place as the Board decide.

- 10.5. If at the adjourned meeting there are again insufficient Voting Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Voting Members who are present (provided that they number at least seven) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 10.6. Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Voting Members.

11. CHAIRMAN AT GENERAL MEETINGS

- 11.1. The President is to chair General Meetings.
- 11.2. If the President is not present within 15 minutes from the time of the General Meeting or is unable or unwilling to act then the Voting Members present must choose one of their number to chair the General Meeting.

12. ADJOURNMENT OF GENERAL MEETINGS

- 12.1. The Chairman may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 12.2. The Chairman may also adjourn a General Meeting if it appears to the Chairman that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.
- 12.3. The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- 12.4. It is not necessary to give notice of a General Meeting which is adjourned under Article 12.1 or 12.2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given.
- 12.5. Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

13. VOTING AT GENERAL MEETINGS

- 13.1. Resolutions are to be decided on a show of hands unless a poll is properly demanded.
- 13.2. Each Voting Member present in person or by proxy has one vote both on a show of hands and a poll. On a show of hands the Chairman is to investigate and declare the number of proxy votes to be included in the count.
- 13.3. If there is an equality of votes on a show of hands or a poll the Chairman is entitled to a second or casting vote.
- 13.4. An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chairman whose decision is final.

- 13.5. A declaration by the Chairman that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a poll is demanded.

14. POLLS

- 14.1. A poll may be demanded by the Chairman, or by a requisition of the Voting Members in accordance with the Act, before or on the declaration of the result of a show of hands.
- 14.2. A demand for a poll may be withdrawn before the poll is taken. If the demand for a poll is withdrawn the result of the show of hands will stand.
- 14.3. A demand for a poll will not prevent the General Meeting continuing to transact business other than in relation to the question on which the poll is demanded.
- 14.4. A poll is to be taken as the Chairman Directs. The Chairman may appoint scrutineers (who need not be Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the poll was demanded but will be treated as passed when the result is declared.
- 14.5. A poll on an adjournment must be taken immediately. A poll on any other question may be taken either immediately or at such time and place as the Chairman directs.
- 14.6. At least 7 Clear Days' notice must be given of the time and place at which the poll is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

15. PROXIES

- 15.1. A Voting Member may appoint a proxy in writing. A proxy need not be a Member. At any General Meeting, no person may act as a proxy for more than one Voting Member. The Directors may from time to time prescribe a form to appoint a proxy by standing orders made under Article 37. A proxy may not appoint another proxy.
- 15.2. The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 15.3. A proxy will only be valid if the document appointing the proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Club's Registered Office, or such other address as has been communicated by the Club to the Voting Members, at least 48 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.
- 15.4. No document appointing a proxy will be valid for more than 12 months.
- 15.5. A vote given or poll demanded by proxy is to be valid despite:-
- 15.5.1. the revocation of the proxy; or
 - 15.5.2. the death or mental incapacity of the principal,

unless written notice of the death, mental incapacity or revocation is received at the Club's Registered Office, or such other address as has been communicated by the Club to the Voting Members, before the start of the General Meeting or adjourned General Meeting at which the proxy is used.

- 15.6. A proxy form will not be valid for any part of a General Meeting at which the Voting Member who appointed the proxy is present.

16. MEMBERS' WRITTEN RESOLUTIONS

- 16.1. Subject to the Act, a written resolution signed by the proportion of Voting Members who would be required to vote in favour of the resolution if proposed at a General Meeting is as valid as if it had been passed at a General Meeting.
- 16.2. A resolution under Article 16.1 may consist of several documents in similar form each signed by one or more Voting Member.

17. LIABILITY OF MEMBERS

- 17.1. The liability of the Members is limited.
- 17.2. Every Voting Member of the Club undertakes to contribute such amount as may be required (not exceeding £1) to the Club's assets if it should be wound up while he is a Voting Member or within one year after he ceases to be a Voting Member, for payment of the Club's debts and liabilities contracted before he ceases to be a Voting Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

18. APPOINTMENT OF DIRECTORS

- 18.1. The first Directors shall be those individuals notified to Companies House as the first directors of the Club. Subject to Article 19 the first Directors shall hold office as such only until the conclusion of the Club's first AGM.
- 18.2. Subject to Article 18.3, further individuals may be appointed as:-
- 18.2.1. Honorary Officers (and Directors) in accordance with Articles 18.4 or Article 18.7; and
 - 18.2.2. Sectional Directors in accordance with Article 18.8; and
 - 18.2.3. Directors in accordance with Article 18.11.
- 18.3. An individual may not become a Director:-
- 18.3.1. unless he is aged 18 or over;
 - 18.3.2. unless he is a Voting Member;
 - 18.3.3. until he has signed a declaration in such form as the Board requires to confirm:-
 - 18.3.3.1. his willingness to act as a Director of the Club; and

- 18.3.3.2. that he is a fit and proper person to be involved in the general control, management and administration of the Club;
- 18.3.4. if he would immediately cease to hold office under Article 19; or
- 18.3.5. for a period determined by the Board having ceased to be a Director by reason of his being removed under Article 19.1.6 or Article 19.1.8.

Honorary Officers

18.4. Subject to Articles 18.3 and 18.5 the Voting Members shall, at the AGM, appoint individuals who are willing to act as Directors and to fill the following roles as Honorary Officers:-

- 18.4.1. President;
- 18.4.2. Honorary Secretary; and
- 18.4.3. Honorary Treasurer.

18.5. No individual other than a Director retiring in accordance with Article 18.1 or Article 18.6 may be appointed as an Honorary Officer at an AGM unless:-

- 18.5.1. not less than fourteen Clear Days before the date of the AGM, the Club is given notice that:-
 - 18.5.1.1. is received from two Voting Members entitled to vote at the AGM;
 - 18.5.1.2. states that Voting Member's intention to propose the appointment of another individual as an Honorary Officer;
 - 18.5.1.3. contains the details that, if the individual were to be appointed, the Club would have to file at Companies House; and
 - 18.5.1.4. includes confirmation that the individual who is to be proposed is willing to be appointed.

18.6. Subject to Article 19 an individual appointed as an Honorary Officer in accordance with Article 18.4 shall hold office as an Honorary Officer until the conclusion of the next AGM.

18.7. Subject to Article 19, in the event of a vacancy amongst the Honorary Officers the Directors may co-opt a Member (who must be Voting Member) to fill the vacancy until the conclusion of the next AGM.

Sectional Directors

18.8. Subject to Article 18.3 each Sectional Committee shall be entitled to appoint one individual as a Sectional Director from amongst the Voting Members who belong to that section.

- 18.9. The appointment of an individual as a Sectional Director in accordance with Article 18.8 is to be made in accordance with the regulations for that Sectional Committee made by the Board pursuant to Article 37 and must be communicated in writing to the Honorary Secretary.
- 18.10. Subject to Article 19 an individual appointed as a Sectional Director in accordance with Article 18.8 shall hold office as a Sectional Director until he is replaced by the Sectional Committee that appointed him.

Co-options

- 18.11. Subject to Article 18.3 the Directors may co-opt up to three Voting Members who are willing to act as Directors. Subject to Article 19 an individual who is appointed as a Director in accordance with this Article 18.11 shall only hold office as a Director until the conclusion of the next AGM.

19. RETIREMENT AND REMOVAL OF DIRECTORS

- 19.1. A Director will cease to hold office if he:-
- 19.1.1. dies;
 - 19.1.2. ceases to be a company director under the Act or is prohibited by law from being a company director;
 - 19.1.3. becomes incapable of managing and administering his own affairs because of mental disorder, illness or injury;
 - 19.1.4. is declared bankrupt or makes any arrangement or composition with his creditors;
 - 19.1.5. comes to the end of his term of office in accordance with Articles 18.1, 18.6, 18.7, 18.10 or 18.11;
 - 19.1.6. is in the opinion of the Board guilty of conduct detrimental to the interests of the Club and the Board resolves at a Board Meeting by a majority of at least 75% of the Directors that he should be removed provided that the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director;
 - 19.1.7. resigns by written notice to the Club provided that, following his resignation, the Club would still have at least three Directors;
 - 19.1.8. is absent without, in the opinion of the Board, good reason from three consecutive Board Meetings held no more frequently than once per month and the Board resolves (by a 75% majority of the Directors present and voting) that he should cease to be a Director;
 - 19.1.9. ceases to be a Voting Member;
 - 19.1.10. is removed by a resolution passed by a majority of the Voting Members present and voting at a General Meeting after the views of the Director concerned have been invited and considered; or

19.1.11. is a Sectional Director and is removed by the Sectional Committee that appointed him in writing to the Honorary Secretary.

20. CONFLICT OF DIRECTORS' INTERESTS

- 20.1. Subject to Article 20.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Club 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.
- 20.2. The prohibition under Article 20.1 shall not apply when:
- 20.2.1. the Board approves the Director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest;
 - 20.2.2. the Director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or
 - 20.2.3. the Director's conflict of interest arises from a permitted cause.
- 20.3. For the purposes of Article 20.2, the following are "permitted causes":
- 20.3.1. 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 (if any);
 - 20.3.2. subscription, or an agreement to subscribe, for securities of the Club or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 20.3.3. 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 (if any) which do not provide special benefits for Directors or former Directors.
- 20.4. For the purposes of this Article 20, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 20.5. Subject to Article 20.6, if a question arises at a meeting of the Board or of a committee of the Board 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 of the meeting whose ruling in relation to any Director other than himself is to be final and conclusive.
- 20.6. 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 that 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.
- 20.7. A Director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect interest that

conflicts, or possibly may conflict with the interests of the Club only where such matter has been authorised by the Board in accordance with Section 175 of the 2006 Act.

21. VALIDITY OF DIRECTORS' DECISIONS

21.1. Subject to Article 21.2 all acts done by a Board Meeting, or by a Committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:-

21.1.1. who was disqualified from holding office;

21.1.2. who had previously retired or who had been obliged by the Articles to vacate office;

21.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without;

21.1.4. the vote of that Director; and

21.1.5. that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

21.2. Article 21.1 does not permit a Director to keep any benefit that may be conferred upon him by a resolution of the Directors or of a Committee if, but for Article 21.1, the resolution would have been void, or if the Director has not complied with Article 20.

22. FUNCTIONS OF THE BOARD

22.1. The Board must direct the Club's affairs in such a way as to promote the Object. Its functions include:

22.1.1. defining and ensuring compliance with the values and objectives of the Club;

22.1.2. establishing policies and plans to achieve those objectives;

22.1.3. approving each year's budget and accounts before publication;

22.1.4. establishing and overseeing a framework of delegation of its powers to Committees and employees under Article 27 with proper systems of control;

22.1.5. monitoring the Club's performance in relation to its plans budget controls and decisions;

22.1.6. satisfying itself that the Club's affairs are conducted in accordance with generally accepted standards of performance and propriety; and

- 22.1.7. ensuring that appropriate advice is taken on the items listed in Articles 22.1.1 to 22.1.6 and in particular on matters of legal compliance and financial viability.

23. POWERS OF THE BOARD

- 23.1. Subject to the Act and the Articles, the business of the Club is to be managed by the Board who may exercise all of the powers of the Club.
- 23.2. An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration.

24. BOARD MEETINGS

- 24.1. Subject to the Articles, the Board may regulate Board Meetings as it wishes.
- 24.2. Board Meetings may be called by any Director.
- 24.3. The Honorary Secretary (or such person appointed by the Board) must give at least seven days' notice of Board Meetings reciting the business to be discussed to each of the Directors. Notice must be given to Directors whether or not they will be in the United Kingdom when the notice is served or when the Board Meeting will be held.
- 24.4. Matters arising at a Board Meeting are to be decided by a simple majority of votes and, subject to Article 24.6, each Director is to have one vote.
- 24.5. The President is to chair Board Meetings, but if the President is not present within 15 minutes from the time of the Board Meeting or is unable or unwilling to act then the Directors present must choose one of their number to chair the Board Meeting.
- 24.6. If there is an equality of votes the Chairman is entitled to a second or casting vote.
- 24.7. A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.

25. QUORUM FOR BOARD MEETINGS

- 25.1. Subject to Article 19.1.6, the quorum for Board Meetings is three Directors.
- 25.2. A Director may be part of the quorum at a Board Meeting if he can understand, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 25.3. The Board may act despite vacancies in its numbers but if the number of Directors is less than three then the Board may act only to call a General Meeting or to appoint further Directors in accordance with Articles 18.7 or 18.11.
- 25.4. At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Director present may act only to:

- 25.4.1. adjourn it to such other time and place as they decide; or
 - 25.4.2. call a General Meeting.
- 25.5. If at the adjourned meeting there are again insufficient Directors present within 15 minutes from the time of the adjourned Board Meeting to constitute a quorum then those Directors who are present shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

26. COMMITTEES AND WORKING PARTIES

- 26.1. The Board:
- 26.1.1. must establish a Sectional Committee for each of the Club's sporting activities and set out clear rules from time to time with regard to the governance and authority of each Sectional Committee in standing orders or regulations made in accordance with Article 37;
 - 26.1.2. may establish other Committees consisting of those persons whom the Board decide subject to the requirement that a Committee consists of at least 1 Director unless the Board resolves that there is good reason why this should not be the case;
 - 26.1.3. may delegate to a Committee any of its powers; and
 - 26.1.4. may revoke a delegation at any time.
- 26.2. The Board may establish Working Parties consisting of those persons whom the Board decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.
- 26.3. The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chairman of each Committee or Working Party.
- 26.4. Each member of a Committee or Working Party (including the chairman) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the Committee or Working Party.
- 26.5. The Board must determine the quorum for each Committee and Working Party it establishes.
- 26.6. The Board must set the limits of any financial expenditure by each Committee. A Working Party can have no authority to incur expenditure.
- 26.7. Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines.

27. OBSERVERS

- 27.1. Subject to Article 27.4, the Board may allow individuals who are not Directors to attend Board Meetings as Observers on whatever terms the Board decides.

- 27.2. Observers may not vote but may take part in discussions with the prior consent of the Chairman.
- 27.3. The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.
- 27.4. The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him is being considered.

28. DIRECTORS' WRITTEN RESOLUTIONS

- 28.1. A resolution in writing or in electronic form agreed by a simple majority of the Directors entitled to receive notice of a Board Meeting and to vote upon the resolution shall be as valid as if it had been passed at a Board Meeting provided that:-
 - 28.1.1. a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
 - 28.1.2. a simple majority of the Directors have signified their agreement to the resolution in an authenticated document or documents which are received at the Registered Office within the period of 28 days from the date the resolution was first circulated.
- 28.2. A resolution under Article 28.1 may consist of several documents in similar form to each of which one or more of the Directors has signified their agreement.

29. INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 29.1. The Club may indemnify any officer or employee (other than a Director) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.
- 29.2. Subject to the Act the Club may indemnify any relevant Director of the Club against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Act.
- 29.3. In this article a "relevant Director" means any Director or former Director of the Club.

30. BANK AND BUILDING SOCIETY ACCOUNTS

- 30.1. All bank and building society accounts must be controlled by the Board and must include the name of the Club.
- 30.2. A cheque or order for the payment of money must be signed or authorised in accordance with the instructions of the Board.

31. EXECUTION OF DOCUMENTS

- 31.1. Unless the Directors decide otherwise, documents which are executed as deeds must be signed by two Directors.

32. NOTICES

- 32.1. Notices under the Articles must be in writing or given in electronic form.
- 32.2. A Voting Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 32.3. The Club may give a notice to a Voting Member, Director, or auditor either:
- 32.3.1. personally;
 - 32.3.2. by sending it by post in a prepaid envelope;
 - 32.3.3. by facsimile transmission;
 - 32.3.4. by leaving it at his address;
 - 32.3.5. by email; or
 - 32.3.6. by means of a website provided that notification is also given by email or in writing of the presence of the notice on the website.
- 32.4. Notices under Article 32.3.2 to 32.3.5 may be sent:
- 32.4.1. to an address in the United Kingdom or an email address which that person has given to the Club;
 - 32.4.2. to the last known home or business address of the person to be served; or
 - 32.4.3. to that person's address in the Statutory Registers.
- 32.5. Proof that an envelope containing a notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 32.6. Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 32.7. Proof that an electronic form of notice was given shall be conclusive where the Club can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the Act.
- 32.8. A notice may be served on the Club by delivering it or sending it the Club's Registered Office, by handing it to the Honorary Secretary or by email to an address provided by the Club for that purpose.

33. MINUTES

- 33.1. The Directors must keep minutes of all:-
- 33.1.1. proceedings at General Meetings;
 - 33.1.2. Board Meetings and meetings of Committees including:

- 33.1.2.1. the names of the those present at the meeting;
- 33.1.2.2. the decisions made at the meetings; and
- 33.1.2.3. where appropriate, the reasons for the decisions.

34. ACCOUNTS

- 34.1. In the preparation of the Club's accounts, the accounts must comply with the provisions of the Act.
- 34.2. The accounting records shall be kept at the Registered Office or at such other place as the Directors think fit, and no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a Member.

35. DISSOLUTION

- 35.1. The Club may only be wound up or dissolved following a special resolution of the Voting Members in favour which is passed at an EGM convened specifically for the purpose of which not less than 30 days' notice has been given and at which not less than 50% of Voting Members are present (in person or by proxy).
- 35.2. If the Club is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members, but shall be given or transferred to a registered community amateur sports club or to a charity or charities having objects similar to the Object, chosen by the Voting Members at or before the time of dissolution or, if that cannot be done, to some other charitable object.

36. AUDIT

- 36.1. If required, the Directors must appoint auditors whose duties shall be regulated by the Act.

37. STANDING ORDERS AND REGULATIONS

- 37.1. Subject to Article 37.3 the Board may from time to time make standing orders and regulations for the proper conduct and management of the Club.
- 37.2. Standing orders and regulations are binding on all Members and Directors.
- 37.3. No standing order or regulation may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.

BRONDESBURY SPORTS CLUB ("the Club")

COMPANY LIMITED BY GUARANTEE

COMPANY NUMBER – 10015162

REGULATIONS OF THE BOARD

As amended as of 22nd March 2016

1. INTERPRETATION

- a. These regulations are made by the Board of the Club for its proper conduct and management pursuant to Article 37 of its Articles of Association. These regulations are binding on all Members of the Club.
- b. In the event of any inconsistency between these regulations and the Articles, it is the Articles which are to prevail.
- c. Terms used in these regulations shall have the same meaning as provided for in Article 1 of the Club's Articles of Association.

2. MEMBERSHIP CATEGORIES

- a. The Club has the following membership categories:-
 - i. **Adult Members**, being playing members who are aged 18 or over and who have paid the fees fixed by the Board (in accordance with Article 7.5.3) as applicable to their particular playing section. For the avoidance of doubt, Adult Members are Voting Members of the Club (as defined in the Articles) and, as such, are company members of the Club in accordance with the Companies Act 2006;
 - ii. **Junior Members**, being playing members under the age of eighteen years. For the avoidance of doubt, Junior Members are Non-Voting Members of the Club (as defined in the Articles) and, as such, are not company members of the Club in accordance with the Companies Act 2006;
 - iii. **Social Members**, being non-playing members who are admitted by the Board for social purposes only and who have paid the applicable fees as fixed by the Board. For the avoidance of doubt, Social Members are Non-Voting Members of the Club (as defined in the Articles) and, as such, are not company members of the Club in accordance with the Companies Act 2006;
 - iv. **Honorary Members**, being any person admitted to membership as such by the Board. For the avoidance of doubt, Honorary Members are Non-Voting Members of the Club (as defined in the Articles) and, as such, are not company members of the Club in accordance with the Companies Act 2006;
 - v. **Life Members**, being any person admitted as such by the Board in accordance with Article 7.6. For the avoidance of doubt, Life Members are Voting Members of the Club (as defined in the Articles) and, as such, are company members of the Club in accordance with the Companies Act 2006

3. ADMISSION TO MEMBERSHIP

a. Adult Members and Junior Members

- i. For playing purposes, the Club is divided into three sections, namely cricket, tennis and squash rackets.
- ii. An individual wishing to become an Adult Member or a Junior Member must submit an application (together with the appropriate fee) to the secretary (or other designated officer) of the relevant Sectional Committee which shall decide, subject to the Articles, on the admissibility or otherwise of the application;
- iii. If a Sectional Committee approves his application:-
 1. and the individual is already a member of the Club (in another category), he shall become an Adult Member or Junior Member at this point; or
 2. and the individual is not already a member of the Club, the Sectional Committee shall lay his name before the Board as soon as possible. During the period between the approval of his application by the relevant Sectional Committee and his admission by the Board, the individual shall be entitled to the full playing and social rights of an Adult Member or a Junior Member (as appropriate) but shall not otherwise be treated as such.
- iv. The Board shall approve as an Adult Member or a Junior Member any individual proposed to it by a Sectional Committee (in accordance with clause 3(a)(iii)(2) above) unless it resolves that the admission of the individual to such membership, "would be contrary to the best interests of the Club" in accordance with Article 7.4.
- v. An individual whose application to become an Adult Member or a Junior Member is rejected by the relevant Sectional Committee may appeal against the decision to the Board which shall consider the application in accordance with clause 3(a)(iv). An individual whose application to become an Adult Member or a Junior Member is rejected by the Board may appeal against the decision by notifying the Board, which shall put the matter to a General Meeting for it to be decided by a majority vote of the Voting Members.
- vi. An individual whose application to become an Adult Member or a Junior Member is rejected by either the relevant Sectional Committee, the Board or the Voting Members on appeal shall be refunded in full for any fee paid by him in relation to the application.
- vii. Subject to Article 7.3.4, Junior Members will automatically become Adult Members on their 18th birthday

b. Social Members

- i. An individual wishing to become a Social Member must submit an application (together with the appropriate fee) to the Honorary Secretary (or other designated officer of the Board).
- ii. The Board shall approve an application submitted in accordance with clause 3(b)(i) unless it resolves that the admission of the individual, "would be contrary to the best interests of the Club" in accordance with Article 7.4 and provided that it is satisfied that to do so will not breach the limits regarding social members imposed pursuant to Section 660A of the Corporation Tax Act 2010.

c. Honorary Members

- i. The Board may admit an individual as an Honorary Member for a fixed period or (subject to the approval of the Members at a General Meeting) for life.
- ii. Each Sectional Committee is entitled to elect individuals (including any club coach of that section) as Honorary Members subject to such election being approved by the Board.

- iii. The Board will only admit, or approve the election of, an individual as an Honorary Member if, in its reasonable opinion, this would not restrict the Club's ability to admit further Adult Members or Junior Members.

d. Life Members

- i. The Board may admit an individual as a Life Member in accordance with Article 7.6.
- ii. The Board may also allow a Sectional Committee to offer an Adult Member within its section the opportunity to become a Life Member by paying a lump sum (to be determined by the Board) in lieu of all future annual subscriptions.
- iii. The Board will only admit, or allow a Sectional Committee to admit, an individual as a Life Member if, in its reasonable opinion, this would not restrict the Club's ability to admit further Adult Members or Junior Members.

4. ENTRANCE FEES AND SUBSCRIPTIONS

a. Entrance Fees

- i. The entrance fee payable by Adult Members and Junior Members shall be determined by the Sectional Committee to which the Member has applied in accordance with clause 3(a)(ii) above subject to approval by the Board.
- ii. The entrance fee payable by a Social Member shall be determined by the Board.

b. Annual Subscriptions

- i. Subject to Article 7.5.3, the Board shall determine the annual subscriptions in respect of each membership category (including, if considered appropriate, any reduced subscription applicable to a member of more than one section) following consideration, in the case of Adult Members and Junior Members, of a recommendation made by the relevant Sectional Committee. For the avoidance of doubt, the annual subscription may include in any year any special levy considered by the Board to be necessary or desirable.
- ii. In determining the annual subscriptions under (i) above, the Board may make provision for a discount in the case of prompt payment and / or for an increased subscription in the case of late payment.
- iii. The subscription year for Adult Members and Junior Members shall be determined by the relevant Sectional Committee and, for Social Members, by the Board.
- iv. For the avoidance of doubt, in the event that the Board makes provision for one or more Adult Member and one or more Junior Member within the same family to pay a joint annual subscription, each individual shall be a Member in their own right within their relevant category.

c. Concessions

- i. If the costs associated with any membership of the Club exceed the amount set pursuant to Section 659(2A) of the Corporation Tax Act 2010, the Board will put arrangements in place to ensure that the Club is open to the whole community, including those on low or modest incomes.

5. RIGHTS OF MEMBERSHIP

- a. Every Member is entitled to use the Club House, the bar (subject to clause 13 below), and the social facilities of the Club subject to any further rules made by the Board.
- b. Subject to any rules made by the Board or by the relevant Sectional Committee:-

- i. each Adult Member and Junior Member is entitled to use all the sporting facilities of the relevant Section;
 - ii. each Honorary Member who was admitted by the Board in accordance with clause 3(c)(i) above is entitled to use the sporting facilities of all sections of the Club; and
 - iii. each Honorary Member who was elected by a Sectional Committee in accordance with clause 3(c)(ii) above is entitled to use the sporting facilities of that section.
- c. Each Adult Member and Life Member (as Voting Members) is entitled to attend any General Meeting.
- d. Every Member, except for a Social Member, is entitled to attend a general meeting of the Section to which he belongs and, for this purpose, an Honorary Member who was elected by a Sectional Committee in accordance with clause 3(c)(ii) above shall be deemed to be a member of that Section. At any such general meeting of a Section only the Adult Members and Life Members who belong to that Section shall be entitled to vote.
- e. The Board respects the rights, dignity and worth of every person and will treat each Member equally within the context of their sport, regardless of age, ability, gender, race, ethnicity, religious belief, sexuality or social / economic status.
- f. The Board is committed to each Member having the right to enjoy their sport in an environment free from threat of intimidation, harassment and abuse.
- g. The Board has a responsibility to oppose discriminatory behaviour and promote equality of opportunity. The Board will deal with any incidence of discriminatory behaviour seriously.

6. TERMINATION / SUSPENSION OF MEMBERSHIP

- a. A Member may resign his membership by giving not less than 7 Clear Days written notice to the Honorary Secretary or to the secretary of the relevant Sectional Committee provided that:-
 - i. after his resignation, the total number of Members is not less than ten; and
 - ii. if written notice has been given after the beginning of the subscription year for that section, the Member shall be liable to pay his subscription for that year.
- b. If, in the reasonable opinion of the Board, a Member's continued membership is harmful to the Club, the Board may:-
 - i. remove the Member in accordance with Article 7.7.5; or
 - ii. suspend the Member for such period as it reasonably determines by a resolution passed by at least two-thirds of those Directors present and voting at a Board Meeting of which at least 14 days' notice (which specified the intention to consider the resolution and the conduct complained of) has been given to the Member concerned and the Member concerned has been given the opportunity to make written or oral representations at the Board Meeting. For the avoidance of doubt, the Member concerned is not otherwise entitled to attend the Board Meeting.
- c. The Board may suspend a Member (without having to give him any notice) pending the outcome of a resolution to remove or suspend him under clause 6(b) above.

7. GENERAL MEETINGS OF THE MEMBERS

- a. The Club must hold an AGM in accordance with Article 8.1.

- b. Any other General Meetings are to be called in accordance with Article 8.3 and Article 9.
- c. If a Voting Member wants a particular resolution to be put to the AGM, he must provide written notice to the Honorary Secretary at least 21 Clear Days prior the AGM. The proposed resolution will only be put to the AGM at the discretion of the Board.
- d. Notice of a General Meeting shall be given in accordance with Articles 9.4 and Article 32 and shall also be posted prominently on one of the Club screens in the Clubhouse.

8. LIST OF MEMBERS

- a. The secretary of each section must keep a list of all Adult Members and Junior Members within that section (including their postal addresses and, where possible, their email addresses and telephone numbers).
- b. The Honorary Secretary must keep a list of all Social Members, Honorary Members and Life Members (including their postal addresses and, where possible, their email addresses and telephone numbers).
- c. It is the responsibility of each Member to inform the Club in writing of any change of postal address, email address or telephone number.

9. SECTIONAL COMMITTEES

- a. The Board delegates the management of the Club's playing activities to a Sectional Committee established by the Board in accordance with Article 26.1.1.
- b. The make-up of each Sectional Committee shall be decided by the Board in accordance with Article 26.3, although the Board may give a Sectional Committee the right to co-opt individuals to membership.
- c. Provisions in the Articles and these regulations concerning the conduct of Board Meetings shall apply to the meetings of the Sectional Committees except to the extent that the Board provides otherwise in accordance with Article 26.1.
- d. Subject to the Articles and these regulations, each Sectional Committee may make rules to provide for the management, well-being and use of its playing facilities which shall be binding upon all Members until repealed or amended. Such rules may be repealed or amended by the relevant Sectional Committee, by a resolution passed by at least two thirds of the Members of that section at a general meeting of the section, or by the Board. A copy of the rules made by a Sectional Committee, and any amendment thereto, shall be given to the Honorary Secretary.
- e. For the avoidance of doubt, all monies raised or received by a Sectional Committee (including (without limitation) all monies received from the Members of a particular section as entrance fees and annual subscriptions) belong to the Club and, subject to clause 9(f), must be passed to the Honorary Treasurer to be paid into the Club's accounts.
- f. Subject to Article 30.1, the Honorary Treasurer may give permission in writing for a Sectional Committee to open and operate a separate bank account but, for the avoidance of doubt, any funds held in such account shall belong to the Club and be under the ultimate control of the Board.

10. SECTIONAL MEETINGS

- a. Each section shall convene through its secretary a general meeting of its members at least once in every calendar year for the purpose of discussing and dealing with the general affairs of the section and to elect the officers for that section.
- b. At least 7 days' notice of a meeting of a section shall be given to all Members who belong to that section. Such notice shall be posted on the Club screens in the Clubhouse and shall be given to each Director of the Club in accordance with Article 32.
- c. Each Director of the Club shall be entitled to attend a general meeting of a section but shall not be entitled to vote unless he is also belongs to that section as a Member.
- d. Provisions in the Articles and these regulations concerning the conduct of General Meetings shall apply to the general meetings of a section except to the extent that the Board provides otherwise in accordance with Article 26.

11. SECTIONAL DIRECTORS

- a. Each Sectional Committee is entitled to appoint an Adult Member or a Life Member (ie. a Voting Member) from its section as a Sectional Director in accordance with Article 18.8.
- b. To be eligible for appointment in accordance with clause 11(a) above, an individual must confirm in writing his willingness to stand for election as a Sectional Director and that he is a fit and proper person to be involved in the general control, management and administration of the Club.
- c. The appointment of an individual to be made in accordance with clause 11(a) above must be submitted by the Sectional Committee to the Honorary Secretary within seven days of the appointment being made.

12. VISITORS

- a. Subject to clause 12(b) and to any rules made from time to time by the Board (in relation to use of the Club's social facilities) and by the relevant Sectional Committee (in relation to use of the Club's playing facilities) ("the Rules"), every Member is allowed to introduce visitors to the Club and any such visitor shall:-
 - i. be a guest of, and accompanied by, the Member introducing him; and
 - ii. abide by all Rules.
- b. In no circumstances may a person who has been expelled from membership of the Club be introduced under clause 12(a) as a visitor.

13. PURCHASE AND SALE OF INTOXICATING LIQUOR

- a. The purchase of intoxicating liquor for supply by the Club shall be in the absolute discretion of the Board. The Board may delegate this responsibility to a committee established in accordance with Article 26 which shall consist of at least one Director and two other Voting Members.
- b. The permitted hours for the supply of intoxicating liquor shall be in accordance with the Club's licence and all relevant statutory provisions for the time being in force.
- c. No person shall at any time be entitled to receive at the expense of the Club any commission, percentage or similar payment on or with reference to purchases of intoxicating liquor by the Club, nor shall any person directly or indirectly derive any pecuniary benefit from the supply of intoxicating liquor by or on behalf of the Club to Members or guests or others so entitled apart from any benefit accruing to the Club as a whole and apart also from any benefit which a person derives indirectly by

reason of the supply giving rise to or contributing to a general gain from the carrying on of the Club (provided that this clause shall not prevent the employment and remuneration by the Club of any person other than a Director (whether or not a Member) to serve in the Club's bar).

- d. Intoxicating liquor may be sold to non-members admitted to the Club's premises as visitors in accordance with clause 12, but no person under the age of 18, whether or not a Member of the club, shall be entitled to be supplied with, or to consume, intoxicating liquor on the Club's premises.

14. DISPLAY OF RULES

- a. A copy of these regulations (as from time to time in force) shall be exhibited in the Clubhouse at all times and this shall be considered as notice to all Members of the content thereof.
- b. A Member is entitled to be supplied with a copy of these regulations on written application to the Honorary Secretary.

15. FOR TENNIS PLAYERS ONLY

Defined terms

- a. In this regulation 15, unless the context requires otherwise:-
 - i. "Disciplinary Code" means the disciplinary code of the LTA, as in force from time to time;
 - ii. "LTA" means Lawn Tennis Association Ltd and its subsidiaries or such successor entity or entities as become(s) the governing body of the game of lawn tennis from time to time;
 - iii. "Member" means a tennis member of the Club; and
 - iv. "Rules" means the rules of the LTA as in force from time to time;

Conditions of membership of the tennis section

- b. Each Member agrees as a condition of membership:-
 - i. to be bound by and subject to these regulations (as in force from time to time); and
 - ii. to be bound by and subject to the Rules and the Disciplinary Code.
- c. Regulation 15(b)(ii) confers a benefit on the LTA and, subject to the remaining provisions of this regulation, is intended to be enforceable by the LTA by virtue of the Contracts (Rights of Third Parties) Act 1999. For the avoidance of doubt, the Members do not intend that any term of these regulations, apart from regulation 15(b)(ii), should be enforceable, by virtue of the Contracts (Rights of Third Parties) Act 1999, by any person who is not a party to these regulations.
- d. In accordance with the Articles and these regulations, the Board may terminate the membership of any Member, or impose any other sanction they determine to be appropriate, in connection with the breach of any condition of membership set out in this regulation 15.

16. AMENDMENT

- a. In accordance with Article 37.1, these regulations may only be varied by a resolution of the Directors.