

THE COMPANIES ACTS ,1948 TO 1976

Company Limited by Guarantee and
no having a share Capital

ARTICLES OF ASSOCIATION
OF
RICHINGS PARK SPORTS CLUB LIMITED

PRELIMINARY

1 The regulations contained in Table C (hereinafter referred to as "Table C") shall apply to the Club, except insofar as expressly excluded or expressly or by implication varied by these Articles, so far as such exclusions or variation is consistent with statutory requirements.

2 Clauses, 1, 9, 10, 15, 21, 23, 24, 25, 26, 28, 29, 31, 32, 45, 46, 62, 63, and 64 of Table C shall not apply to the Club. Clause 2 of Table C shall be varied by for "500" substituting "1000", but the Articles hereinafter contained shall constitute the regulations of the Club.

INTERPRETATION

3 In these articles the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them receptively in the second column thereof, if not inconsistent with the subject or context :-

WORDS	MEANING
The Act	The Companies Act, 1948
The Club	The above named Company
The Council	The council of management for the time being of the Club
Members of the Council Of management	Directors of the Company
Secretary	Any person appointed to perform the duties of the Secretary of the Company.
Office	The registered office of the Club.
Seal	The common seal of the Club.
Month	calendar month

In Writing

Written, printed or lithographed, or partly one and partly another, other modes of representing or reproducing words in a visible form.

And words importing in singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Club shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

MEMBERS

- 4 Membership shall not be transferable and shall cease upon death.
- 5 (a) Any member may resign his membership by notice in writing to the club and upon receipt of such notice he shall cease to be a member and his name shall be removed from the register of members.
- 5 (b) **Membership of the Club is open to all the community and without discrimination on the grounds on ethnicity nationality sexual orientation religion beliefs sex age or disability except as a necessary consequence of the requirements of a particular sport.**

GENERAL MEETINGS

- 6 The first general meeting of the club shall be held at such time not being less than one month nor more than three months from the incorporation of the Club and at such place as the council may determine.
- 7 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the council and auditors, the election of members of the council in the place of those retiring and the appointment of the fixing of the remuneration, of the auditors.
- 8 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be seven members personally present.
- 9 At any general meeting a resolution put to the vote of this meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: -
 - (a) by the chairman; or
 - (b) by at least three members present.

Unless a poll be so deemed a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand of the poll may be withdrawn.

- 10 Every member who has attained the age of eighteen years shall have one vote.

COUNCIL OF MANAGEMENT

- 11 (a) Until otherwise determined by a general meeting, the number of the members of the council shall not be less than seven nor more than twenty-five.

(b) The first members of the council shall be the subscribers to the memorandum of association.

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

- (a) **The admission of members or temporary and non-playing members and the rights and privileges of such members.**

- **All new applicants must complete a application form which has a proposer and seconder**
- **The new application forms are presented to the council for review and acceptance each month.**
- **The council take a simple majority vote on each new application.**
- **If the vote is even then the Chairman has a casting vote.**

- (b) The suspension or expulsion of members for failure to comply with the provisions of the memorandum and Articles or bye laws of the Club or guilty of any conduct unworthy of a gentleman or lady or likely to be injurious to the Club.
- (c) The times of opening and closing of the Club House and grounds or any part thereof.
- (d) The prohibition of particular games.
- (e) The conduct of members in relation to one another and to the Clubs servants.
- (f) The imposition of fines for breach of any bye laws or any articles of Association.
- (g) The procedure at general meetings and meetings of the Council.
- (h) And generally all such matters as are commonly the subject matter of the Club rules.

The council may adopt such means, as they deem sufficient to bring to the notice of members of the Club all such bye laws amendments and repeals; and all such bye laws s long as they shall be in force shall be binding on all members of the Club. Provided nevertheless that no bye laws shall be inconsistent with shall affect or repeal anything contained in the memorandum or Articles of association of the Club and that any bye law may be set aside by a special resolution of a general meeting of the Club.

- 13 The council shall have power at any time and from time to time to appoint any member of the Club to be a member of the council either to fill a casual vacancy or as addition to existing council members, provided that the number of members of the council who become members other than by election shall at no time exceed one-third of its total number, or the number fixed in accordance with these Articles. Any council member so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the council members who are to retire by rotation at such meeting.
- 14 (a) The council shall appoint the Secretary of the Club, and on appointment he shall become a member of the council of management.
- (b) The council may from time to time by resolution appoint a temporary substitute for the secretary and any person so appointed shall for the purposes of these articles be deemed during the term of his appointment to be the Secretary.
- 15 The Club may by ordinary resolution of which special notice has been given in accordance with section 142 of the Act remove any member of the council before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the Club and such Council members. and may by ordinary resolution appoint another member in his stead, but any person so appointed shall retain his office so long as the member in whose place he is appointed and would have held had he not been removed.
- 16 On the request of at least three members of the council the secretary shall at any time summon a meeting of the council by notice served upon the several members of the council. A member of the council who is absent abroad shall not be entitled to notice of a meeting.

ACCOUNTS

- 17 The Club in general meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by members of the accounts and the books of the Club, or any of them and subject to such conditions and regulations and accounts and books of the club shall be open to inspection of members at all reasonable times during business hours.
- 18 Once at least in every year the council shall lay before the Club in general meeting an income and expenditure account for the period since the last preceding account or in the case of the first account since the incorporation of the Club, made up to date not more than eight months before such meeting, together with a balance sheet made up as at same date. Every such balance sheet shall be accompanied by a report of the council and a report of Auditors and a copy of such account, balance sheet and reports shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meeting in manner in which notice are directed to be served by clauses 66 and 67 of table C.

AUDIT

- 19 Once at least in every year the accounts of the Club shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors
- 20 Auditors shall be appointed and their duties regulated in accordance with sections 132, 133 and 134 of the act. the members of the council being treated as Directors mentioned in these sections.

NOTICES

- 21 A notice may be served by the Club upon any member, either personally or sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
- 22 Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Club and address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Club.
- 23 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 24 The office of a member of the council shall be vacated: -
 - If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - If he is found lunatic or become of unsound mind.
 - If he ceases to be a member of the club.
 - If by notice in writing to the Club he resigns his office.
 - If he ceases to hold office by virtue of any provision of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

- 25 At the Ordinary meeting to be held next year and subsequent year, one-third of the members of the Council for the time being, or if their number is not multiple of three, then the number nearest to but not exceeding one-third shall retire from Office. A retiring member of the Council shall retain his office until dissolution or adjournment of the meeting at which his successor is elected or it is determined not to fill his place.
- 26 The members of the council to retire shall be those who have been longest in the office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the council shall be eligible for re-election.
- 27 The club shall, at the meeting at which any members of the council retire in manner aforesaid, fill up the vacated office of each member by electing a person thereto, unless at such meeting it shall be determined to reduce the number of members of the council.
- 28 No person not being a member of the council retiring at the meeting shall, unless recommended by the council for election, be eligible for office on the council at any general meeting, unless within a prescribed time before the day appointed for the meeting, there shall have been given to the secretary notice in writing by some member duly qualified to be present and votes at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by person to be proposed, of this willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven nor more than twenty eight intervening days.
- 29 If at any meeting at which an election of members of the council ought to take place, the places of the retiring members, or some of them, are not filled up, retiring members or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected unless it shall be determined at such meeting to reduce the number of members of the council.

- 30 The Club may from time to time in general meeting increase or reduce the number of members of the council, determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for affecting any such increase.
- 31 The Club may by extraordinary resolution remove any member of the council before the expiration of his period of office, and may by an ordinary resolution appoint another member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

- 32 The council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for transaction of business, unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of vote the Chairman shall have a second or casting vote.
- 33 On request of at least three members of the council the secretary shall, at any time summons meeting of the council by notice served upon the several members of the council. A member of the council who is abroad shall not be entitled to notice of a meeting.
- 34 The council shall from time to time elect a chairman who shall preside at all meetings of the council at which he shall be present, and may determine for what period he is to hold office, but if no such chairman be elected, or if at any meeting the chairman be not present within five minutes after the time appointed for holding a meeting, the members of the council present shall choose some one of their number to be chairman of the meeting.
- 35 A meeting of the council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Club for the time being vested in the council generally.
- 36 The council may delegate any of their powers to committees consisting of such member or members of the council as they think fit, and any committee so formed, shall in execution of the powers so delegated, conform to any regulations imposed on it by the council. The meetings and proceedings of any such committee shall be governed by the provisions of these present for regulating the meetings and proceedings of the council so far as applicable and so far as the same shall not be superseded by any regulations made by the council as aforesaid.
- 37 All acts bona fide done by any meeting of the council or any committee of the council, or by any person acting as a member of the council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the council.
- 38 The council shall cause proper minutes to be made of the proceedings of all meetings of the Club and of the council and of committee of the council, and any business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such a meeting, or by the chairman at the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.
- 39 A resolution in writing signed by all the members for the time being of the council or of any committee of the council shall be as valid and effectual as if it had been passed at a meeting of the council or such committee duly convened and constituted.