

Company No 03435525

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

**GLOSSOP PYEGROVE TENNIS CLUB
("the Company")**

Adopted by the Members on 18th November 2021

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of

Glossop Pyegrove Tennis Club

(the "Company")

(Adopted by the Members on 18th November 2021)

DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINITIONS AND INTERPRETATIONS

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

"2006 Act"	means the Companies Act 2006 as modified by statute or re-enacted from time to time
"Articles"	means these articles of association, as may be amended from time to time
"Bankruptcy"	means includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy
"Board"	means the board of directors of the Club established from time to time in accordance with Article 17, the members of which are the directors of the Club
"CASC"	means Community Amateur Sports Club. To maintain this status the Club must comply with HMRC's Corporation Tax Act 2010, section 658
"Chair of the Board"	means the person elected from time to time from among the directors as Chair of the Board
"Chair of the Club Committee"	means the person elected annually by the members at the annual general meeting
"Clear days"	means a period of days exclusive of the day on which the notice is served and of the day for which it is given
"Club Committee"	means the management committee elected annually at the Annual General Meeting

"Club"	means the above named company
"Company Secretary"	means such person as the Board appoints as company secretary from time to time
"Director"	means a director of the Club, and includes any person occupying the position of director, by whatever name called
"Document"	includes, unless otherwise specified, any document sent or supplied in electronic form electronic form has the meaning given in section 1168 of the 2006 Act
"Game"	means the game of tennis
"General meeting"	means an annual general meeting or other meeting of the Club
"Hard copy form"	has the meaning given in section 1168 of the 2006 Act
"Honorary Secretary"	means the secretary of the Club Committee elected annually by the members at the annual general meeting
"Honorary Treasurer"	means the treasurer of the Club Committee elected annually by the members at the annual general meeting
"Life Member"	means a member who is appointed as a life member pursuant to Article 30
"LTA Disciplinary Code"	means the disciplinary code of the LTA in force from time to time
"LTA Rules"	means the rules of the LTA as in force from time to time
"LTA"	means Lawn Tennis Association Limited (the governing body of tennis within Great Britain, the Channel Islands and the Isle of Man), a private company limited by guarantee with registered number 07459469 and whose registered address is The National Tennis Centre, 100 Priory Lane, Roehampton, London SW15 5JQ and its subsidiaries or such successor entity or entities as become(s) the governing body of the game of tennis within Great Britain, the Channel Islands and the Isle of Man from time to time
"Member"	means a person admitted to the membership of the Club in accordance with Article 27 and any Rules from time to time in force
"Ordinary resolution"	means a resolution that is passed by a simple majority of the Members entitled to vote in accordance with section 282 of the 2006 Act
"Proxy notice"	has the meaning given in Article 41
"Rules"	means the rules and regulations of the Club, as amended from time to time
"Subsidiary"	has the meaning given in section 1159 of the 2006 Act
"Vice-Chair"	means the person from time to time elected in accordance with these Articles as the vice-Chair of the Club

"Voting Member" means a member of the Club who is an adult member or student member as defined under any membership categories from time to time in force

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

- 1.2 N.B. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an article is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.

2. OBJECTS

The objects for which the Club is established are:-

- 2.1 principally to provide facilities for and to promote participation in the amateur sport of tennis in the area of Glossopdale;
- 2.2 to provide and maintain Club premises at Glossop and Club-owned tennis equipment for the use of its members;
- 2.3 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 provision of suitably qualified coaches, coaching courses, insurance, medical treatment and post-match refreshments;
- 2.4 to obtain funding for the activities of the Club by collecting entrance fees, membership subscriptions, match fees and by obtaining sponsorship and other available funding;
- 2.5 to promote the Game within the Club;
- 2.6 to acquire, establish, own, operate and turn to account in any way for the members' benefit the tennis court facilities of the Club together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable, subject to Article 3.2; and
- 2.7 to do all such other things as deemed fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated above.

3. POWERS

- 3.1 The Club shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (Powers).
- 3.2 The income and property of the Club shall be applied solely towards the promotion of the Objects. All surplus income or profits are to be reinvested in the Club. No surpluses or assets will be distributed to members or third parties. No member shall be paid a salary, bonus fee or other remuneration for playing for the Club.

3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Club:-

- 3.3.1 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Club;
- 3.3.2 of interest on money lent by a member of the Club or its directors at a commercial rate of interest;
- 3.3.3 of an indemnity payment made under Article 44; and
- 3.3.4 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Club.

4. LIABILITY OF MEMBERS

4.1 The liability of each member is limited to £1 (one pound sterling), being the amount that each member undertakes to contribute to the assets of the Club in the event of it being wound up while he or she is a member or within one year after he or she ceases to be a member for any of the items set out below:-

- 4.1.1 payment of the Club's debts and liabilities contracted before he ceases to be a Member,
- 4.1.2 payment of the costs, charges and expenses of the winding up, and
- 4.1.3 adjustment of the rights of the contributories among themselves.

DIRECTORS' POWERS AND RESPONSIBILITIES

5. DIRECTORS' GENERAL AUTHORITY

Subject to these Articles, any Rules made pursuant to them and the 2006 Act, the Board is responsible for the management of the Club's business, for which purpose it may exercise all the Powers of the Club.

6. DIRECTORS MAY DELEGATE

6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

- 6.1.1 to such person or committee;
- 6.1.2 by such means (including by power of attorney);
- 6.1.3 to such an extent;
- 6.1.4 in relation to such matters or territories; and
- 6.1.5 on such terms and conditions,

as it thinks fit.

6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.

6.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

7. COMMITTEES

- 7.1 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.
- 7.2 The quorum for meetings of any committee formed pursuant to the provisions of the Articles shall be 50% of its membership.

8. RULES

Committees to which the Board delegates its powers may propose **Rules** from time to time as they see fit, for such things as:-

- 8.1 setting out different categories of membership and setting subscriptions;
- 8.2 setting out the application form and process for becoming a member;
- 8.3 setting out a Code of Conduct expected of members;
- 8.4 setting or adopting such other regulations or policies, including for example safeguarding and equality policies;
- 8.5 provided that nothing in those Rules shall prejudice the Club's status as a Community Amateur Sports Club under Part 13 Chapter 9 Corporation Tax Act 2010 and provided that the said Rules shall be consistent with these Articles and the 2006 Act; and
- 8.6 directors have the power to advise the committee on matters which might conflict with these Articles & with the Club's status as a Community Amateur Sports Club.

9. DECISION MAKING BY DIRECTORS

- 9.1 Any decision of the Board must be either a unanimous decision or a majority decision.
- 9.2 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

10. CALLING A MEETING OF THE BOARD

- 10.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit provided that at least one such meeting shall be held each year within four months following the accounting reference date of the Club.
- 10.2 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Company Secretary to give such notice.

Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

11. PARTICIPATION IN MEETINGS OF THE BOARD

- 11.1 Subject to these Articles, directors participate in a meeting of the Board when the meeting has been called and takes place in accordance with these Articles, and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.

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

12. COMPOSITION OF THE BOARD AND QUORUM

- 12.1 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.
- 12.2 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to fill a casual vacancy arising among the directors in accordance with Article 26.

13. CHAIRING OF MEETINGS OF THE BOARD

The Chair shall be the person elected at the meeting from among the directors to act as Chair of that meeting.

14. CASTING VOTE

- 14.1 If the numbers of votes for and against a proposal are equal, the director chairing that meeting of the Board has a casting vote.
- 14.2 Article 14.1 shall not apply to give a casting vote to the director chairing the meeting (as appropriate) if, in accordance with these Articles, the director chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes. See Article 15.1

15. CONFLICTS OF INTEREST

- 15.1 Subject to Article 15.2, 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.

- 15.2 The prohibition under Article 15.1 shall not apply when:-

- 15.2.1 the Board approves the director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest in accordance with section 175 of the 2006 Act;
- 15.2.2 the director need not declare an interest pursuant to section 177 or 182 of the 2006 Act; or
- 15.2.3 the director's conflict of interest arises from a permitted cause.

- 15.3 For the purposes of Article 15.2, the following are permitted causes:-

- 15.3.1 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);
- 15.3.2 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
- 15.3.3 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.

- 15.4 For the purposes of this Article, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.

- 15.5 Subject to Article 15.6, 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 Chair of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.
- 15.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
16. **RECORDS OF DECISIONS TO BE KEPT**
- 16.1 The directors must ensure that the Club keeps a record, in writing in hard copy form or in electronic form, for at least 10 years, of every unanimous or majority decision taken by the Board, by the Club at general meetings and by the Committee.
- 16.2 Any such records, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 16.3 Any such records shall be circulated in due course to all members of the Club, either in electronic or hard copy form, or made available on the Club's website.

APPOINTMENT OF DIRECTORS

17. METHODS OF APPOINTING DIRECTORS

- 17.1 The number of directors shall be not less than three and shall be subject to a maximum of six.
- 17.2 The members of the Board shall be:-
- 17.2.1 the Chair of the Club Committee from time to time, provided they are willing to act as a director,
 - 17.2.2 the Honorary Treasurer of the Club Committee from time to time, provided they are willing to act as a director,
 - 17.2.3 up to four (or such lower number as the Board shall from time to time decide) Elected Directors to be elected annually at the annual general meeting of the Club; and
 - 17.2.4 such other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board, provided that the total number of directors at any one time shall not exceed the maximum number (if any) fixed by these Articles. Co-opted directors shall be entitled to vote at the meetings of the Board.
- 17.3 Each member of the Board must satisfy HMRC's fit and proper person test to be involved in the general control, management and administration of the Club and must declare (in the required form) that he is a fit and proper person prior to being elected.
- 17.4 Any person accepting nomination to the Board who has any financial interest or other conflict of interest in such appointment must, before accepting the nomination, state in writing to the Club all such interests. Failure to do so will lead to automatic disqualification from Board membership. The Board has the right to veto such an election if, in its opinion, it is not in the best interests of the Club.
- 17.5 All acts carried out in good faith at any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person, be as valid as if every such person had been duly appointed or had duly continued in office.

18. **TERMINATION OF DIRECTOR'S APPOINTMENT**

18.1 Without prejudice to the provisions of section 168 of the 2006 Act, a person shall cease to be a director of the Club as soon as:-

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

18.1.2 that person ceases to be a member; or if an Elected Director is not re-elected by the membership at the annual general meeting of the Club; and

18.1.3 notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

18.2 A director who is removed from office shall be deemed to have resigned from office.

19. **DIRECTORS' REMUNERATION**

No director of the Club will receive remuneration.

APPOINTMENTS AND ELECTED POSITIONS

20. **CHAIR OF THE CLUB COMMITTEE**

At the annual general meeting of the Club each year the Chair shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Chair shall be conducted in accordance with Article 25. A member so appointed shall hold office for one year but shall be eligible for re-election.

21. **VICE-CHAIR OF THE CLUB COMMITTEE**

At the annual general meeting of the Club each year the Vice-Chair shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Vice-Chair shall be conducted in accordance with Article 25. A person so appointed shall hold office for a one year but shall be eligible for re-election.

22. **HONORARY SECRETARY OF THE CLUB COMMITTEE**

At the annual general meeting of the Club the Honorary Secretary shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Honorary Secretary shall be conducted in accordance with Article 25. A person so appointed shall hold office for a one-year term but shall be eligible for re-election.

23. **HONORARY TREASURER OF THE CLUB COMMITTEE**

At the annual general meeting of the Club the Honorary Treasurer shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Honorary Treasurer shall be conducted in accordance with Article 25. A person so appointed shall hold office for a one-year term but shall be eligible for re-election.

24. **ELECTED DIRECTOR**

At the annual general meeting of the Club the Elected Director(s) shall retire but shall be eligible for re-election in accordance with these Articles. This election shall be conducted in accordance with Article 25. A person so appointed shall hold office for a one-year term but shall be eligible for re-election.

25. **ELECTIONS**

- 25.1 Any Voting member may nominate another member for a post listed in Articles 20 to 24 inclusive. Any person nominated must be a Voting Member. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post.
- 25.2 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting. The results of any such election must be announced at the annual general meeting.

26. **CASUAL VACANCIES**

A casual vacancy arising among the offices of Chair of the Club Committee, Vice-Chair of the Club Committee, Honorary Secretary, Honorary Treasurer shall be filled by the Club Committee provided always that the person appointed to fill the vacancy shall hold office until such time as the person so replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

BECOMING AND CEASING TO BE A MEMBER

27. **APPLICATIONS FOR MEMBERSHIP**

- 27.1 The subscribers to these Articles, the members of the unincorporated association known as Glossop Pyegrove Tennis Club and such other persons as are admitted to membership in accordance with these Articles, shall be the members of the Club.
- 27.2 No person shall become a member of the Club unless that person has submitted an Application for membership and paid any required Membership Subscription.
- 27.3 Membership of the Club shall be open to anyone interested in the sport on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.
- 27.4 For the purposes of registration, the number of members is declared to be unlimited.
- 27.5 The Club may have different classes of membership & subscription on a non-discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating.

28. **CONDITIONS OF MEMBERSHIP**

- 28.1 All members shall be bound by and subject to these Articles.
- 28.2 The members shall pay any entrance fees and annual subscription set by the Club. Any member whose subscription fee is more than three months in arrears, and has not made application to the committee for reduction or waiver of fees on the grounds of financial hardship, shall be deemed to have resigned their membership of the Club.

29. **TERMINATION OF MEMBERSHIP**

- 29.1 The Club Committee may remove membership only for good cause such as conduct which is likely to have a serious adverse effect on the Club or to bring the Club, any or all of the Members and Directors or the Game into disrepute.
- 29.2 The Club Committee shall notify such a member of their intention to terminate membership & their reasons for doing so. This notice must give the member opportunity to appeal via the Club Secretary to the Directors. If in the reasonable opinion of the Directors the member is guilty of such conduct they may then request that the member agrees to the termination of membership. Should the member refuse, the Directors may then convene a General Meeting of the Club to consider a

Resolution for termination of membership. There shall be no further right of appeal following a decision of the Members to terminate membership.

- 29.3 Members whose membership is terminated under Articles 29.1 & 29.2 shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Club any subscription or other sum owed by them.
- 29.4 A membership terminates automatically when that person dies or ceases to exist.
- 29.5 Membership is not transferable.
- 29.6 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. The committee may refund an appropriate part of a resigning member's subscription if it considers it appropriate taking account of all the circumstances.

ORGANISATION OF GENERAL MEETINGS

30. ANNUAL GENERAL MEETINGS

- 30.1 The Club shall hold an Annual General Meeting in every calendar year within four months following the accounting reference date of the Club, in addition to any other meetings held within that period.
- 30.2 The annual general meeting shall be held for the following purposes:-
 - 30.2.1 to receive the Club's accounts and the Treasurer's report as to the Club's financial position;
 - 30.2.2 to receive a report of the activities of the Club since the previous annual general meeting;
 - 30.2.3 to appoint the Club's auditors;
 - 30.2.4 to carry out the elections for (as appropriate) of the Chair of the Club Committee, Vice-Chair of the Club Committee, Honorary Secretary of the Club Committee, Honorary Treasurer of the Club Committee and the Elected Directors to be appointed in accordance with these Articles; and
 - 30.2.5 to transact such other business as may be brought before it, including without limitation the appointment of Life Members (in recognition of outstanding contribution or long service to the Club).

31. POWER TO INCLUDE OTHER MATTERS IN BUSINESS TO BE DEALT WITH AT AGM

- 31.1 The Members may request the Club to include in the business to be dealt with at an AGM meeting any matter (other than a proposed resolution) which may properly be included in the business.
- 31.2 A matter may properly be included in the business at an AGM unless; it is defamatory of any person; or it is frivolous or vexatious.
- 31.3 A Club is required to include such a matter once it has received requests that it do so from Members representing at least 10% of the total voting rights of all the Members who have a right to vote at the AGM.
- 31.4 A request may be in hard copy form or in electronic form; must identify the matter to be included; must be accompanied by a statement setting out the grounds for the request; and must be authenticated by the person or persons making it.
- 31.5 A request must be received by the Club not later than one week before the date of the AGM.

32. CALLING A GENERAL MEETING , OTHER THAN AN AGM

- 32.1 The Committee may call a general meeting of the Club.
- 32.2 The Directors may call a general meeting of the Club.
- 32.3 The Members of the Club may require the Committee or the Directors to call a general meeting of the Club.
- 32.4 A general meeting is required to be called once the Club has received requests to do so from members who represent at least 10% of all Voting Members.

33. NOTICE OF A GENERAL MEETING AND MEANS OF COMMUNICATION

- 33.1 A general meeting (other than an adjourned meeting) must be called by notice of at least two weeks.
- 33.2 A general meeting may be called by shorter notice than that otherwise required if shorter notice is agreed by the Members.
- 33.3 Notice of a general meeting must be sent to every member of the Club.
- 33.4 Notice of a general meeting of the Club must be given:-
 - 33.4.1 in hard copy form; or
 - 33.4.2 in electronic form; or
 - 33.4.3 by means of a website,or partly by one such means and partly by another.
- 33.5 Notice of a meeting is not validly given by the Club by means of a website unless when the Club notifies a Member of the presence of the notice on the website the notification must:-
 - 33.5.1 state that it concerns a notice of the Club meeting;
 - 33.5.2 specify the place, date and time of the meeting; and
 - 33.5.3 the general nature of the business to be dealt with at the meeting, including whether it is an AGM.
- 33.6 The notice must be available on the website throughout the period beginning with the date of that notification and ending with the conclusion of the meeting.

34. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 34.1 All Members have the right to attend and speak at general meetings.
- 34.2 The Committee may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 34.3 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 34.4 The chairman of the meeting may permit other persons who are not Members of the Club to attend and speak at a general meeting.

35. **QUORUM FOR BOTH ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS**

- 35.1 No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 35.2 Fifteen voting members present in person shall be a quorum.

36. **CHAIRING GENERAL MEETINGS**

- 36.1 The Chair of the Club Committee shall chair general meetings if present and willing to do so. If the Chair shall be absent, the Vice-Chair of the Club Committee shall preside. If the Vice-Chair is not present or is unwilling, then a director shall preside or if no directors are present and willing, the meeting must.
- 36.2 Appoint a member to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.
- 36.3 The person chairing a meeting in accordance with this article is referred to as the Chair of the meeting.

37. **ADJOURNMENT**

- 37.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.
- 37.2 The Chair of the meeting may adjourn a general meeting at which a quorum is present if:-
- 37.2.1 the meeting consents to an adjournment; or
 - 37.2.2 if it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 37.3 The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 37.4 When adjourning a general meeting, the Chair of the meeting must:-
- 37.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Club, and
 - 37.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 37.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) to the same persons to whom notice of the Club's general meetings is required to be given, and containing the same information which such notice is required to contain.
- 37.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

38. **VOTING**

- 38.1 Every Voting Member shall be entitled to receive notice of and to attend annual general meetings and general meetings and to cast one vote.

38.2 A resolution put to the vote at an annual general meeting or at a general meeting must be decided on a show of hands unless a poll is duly demanded – see Article 39.

39. **ERRORS AND DISPUTES**

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

39.2 Any such objection must be referred to the Chair of the meeting whose decision is final.

40. **POLL VOTES**

40.1 A poll on a resolution may be demanded:-

40.1.1 in advance of the general meeting where it is to be put to the vote, or

40.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

40.2 A poll may be demanded by:-

40.2.1 the Chair of the meeting;

40.2.2 a Director; or

40.2.3 two or more members present in person or proxy having the right to vote on the resolution or, if less, a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution.

40.3 A demand for a poll may be withdrawn if:-

40.3.1 the poll has not yet been taken, and

40.3.2 the Chair of the meeting consents to the withdrawal.

40.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

41. **PROXIES**

41.1 Proxies may only validly be appointed by a notice in writing which:-

41.1.1 states the name and address of the member appointing the proxy;

41.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

41.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

41.1.4 is delivered to the Club in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

41.2 The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

41.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

- 41.4 Unless a proxy notice indicates otherwise, it must be treated as:-
- 41.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 41.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
42. **DELIVERY OF PROXY NOTICES**
- 42.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person.
 - 42.2 An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
 - 42.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
 - 42.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.
43. **AMENDMENTS TO RESOLUTIONS**
- 43.1 A resolution to be proposed at a general meeting may be amended if:-
 - 43.1.1 notice of the proposed amendment is given to the Club in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine), and
 - 43.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
 - 43.2 With the consent of the Chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
 - 43.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.
44. **ADMINISTRATIVE ARRANGEMENTS**
- Means of Communication & Record keeping. See Articles 11, 16, 30, 31, 32, 33, 34.
45. **INDEMNITY**
- A relevant director or officer of the Club may be indemnified out of the Club's assets against any liability incurred by that director or officer in connection with their duties for the Club, provided that such indemnity shall not cover any negligence, default, breach of duty or breach of trust by that director or officer.
46. **DISSOLUTION**
- 46.1 The Club shall be dissolved on the passing of a resolution to that effect at a General Meeting after due notice, by at least two-thirds of those present and voting.

- 46.2 Upon dissolution of the Club any remaining assets shall be given or transferred to another registered CASC, a registered charity or the sport's governing body for use by them in related community sports.
- 46.3 Upon dissolution the liability of each member is limited to £1 (one pound sterling), as detailed in Article 4.