

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

WLTC (PENARTH) LIMITED

(the registered office of which is at Larkwood Avenue, Penarth, CF34 3JJ)

Table of Contents

| Clause | Heading | Page No. |
|---------------|--|-----------------|
| 1. | Defined Terms..... | 2 |
| 2. | Objects | 4 |
| 3. | Powers | 5 |
| 4. | Liability of Members | 6 |
| 5. | Directors' General Authority..... | 6 |
| 6. | Directors May Delegate | 6 |
| 7. | Committees..... | 7 |
| 8. | Directors to Take Decisions Collectively | 7 |
| 9. | Unanimous Decisions..... | 7 |
| 10. | Calling a Meeting of the Board | 7 |
| 11. | Participation in Meetings of the Board..... | 8 |
| 12. | Composition of the Board and Quorum | 8 |
| 13. | Chairing of Meetings of the Board..... | 8 |
| 14. | Casting Vote | 9 |
| 15. | Conflicts of Interest..... | 9 |
| 16. | Records of Decisions to be Kept | 9 |
| 17. | Directors' Discretion to Make Further Rules | 10 |
| 18. | Methods of Appointing Directors | 10 |
| 19. | Elected Directors..... | 12 |
| 20. | Termination of Director's Appointment | 12 |
| 21. | Directors' Remuneration..... | 13 |
| 22. | Chair, Vice-Chair. Honorary Secretary Honorary Treasurer | 13 |
| 23. | Elections..... | 13 |
| 24. | Casual Vacancies..... | 14 |
| 25. | Applications for Membership | 14 |
| 26. | Conditions of Membership | 14 |
| 27. | Termination of Membership..... | 15 |
| 28. | Annual General Meetings | 16 |
| 29. | Attendance and Speaking at General Meetings | 16 |
| 30. | Quorum for General Meetings | 16 |
| 31. | Chairing General Meetings | 17 |

| | | |
|-----|--|----|
| 32. | Attendance and Speaking by Directors and Non-Members | 17 |
| 33. | Adjournment..... | 17 |
| 34. | Voting: General | 18 |
| 35. | Errors and Disputes..... | 18 |
| 36. | Poll Votes | 18 |
| 37. | Content of Proxy Notices | 19 |
| 38. | Delivery of Proxy Notices..... | 20 |
| 39. | Amendments to Resolutions | 20 |
| 40. | Means of Communication to be Used | 21 |
| 41. | No Right to Inspect Accounts and Other Records | 21 |
| 42. | Indemnity..... | 21 |
| 43. | Insurance..... | 21 |
| 44. | Rules..... | 22 |
| 45. | Dissolution | 22 |

PART 1
DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined Terms

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” 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 18, the members of which are the directors of the Club for the purposes of the 2006 Act.

“Chair” means the person elected from time to time in accordance with these Articles as the chairperson of the Club.

“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.

“Chair of the meeting” has the meaning given in Article 31.3.

“Club” means the abovenamed company.

“CLTA” means Tennis Wales Limited.

“Co-opted director” means a director appointed in accordance with article 18.2.6

“Director” means a director of the Club, and includes any person occupying the position of director, by whatever name called.

“Directors” means collectively, the Chair, Vice-Chair, Honorary Secretary and Honorary Treasurer and all Elected Directors

“Document” includes, unless otherwise specified, any document sent or supplied in electronic form.

“Elected Director” means a Director elected in accordance with Article 18.3, 19 and 23

“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 general meeting of the Club.

“Hard Copy Form” has the meaning given in Section 1168 of the 2006 Act.

“Honorary Secretary” means the honorary secretary of the Club appointed from time to time in accordance with these Articles.

“Honorary Treasurer” means the honorary treasurer of the Club appointed from time to time in accordance with these Articles.

“Life Member” means a member who is appointed as a life member pursuant to Articles 17.1, 17.2 and 44.

“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.

“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.

“Member” means any person admitted to the membership of the Club in accordance with Article 25 and any Rules from time to time in force.

“Non-Voting Members” means all Members of the Club other than the Voting Members and who shall not be members for the purposes of the 2006 Act.

“Ordinary Resolution” has the meaning given in Section 282 of the 2006 Act.

“Participate” has, in relation to a Directors' meeting, the meaning given in Article 11.

“Proxy Notice” has the meaning given in Article 37.1.

“Rules” means the rules and regulations of the Club made by the Board, as amended from time to time.

“Special Resolution” has the meaning given in Section 283 of the 2006 Act.

“Vice-Chair” means the person from time to time elected in accordance with these Articles as the vice-chairperson of the Club.

“Voting Members” means the Members of the Club who are over the age of 18 and who are entitled under these Articles and the Rules to receive notice of, attend and vote at general meetings and who are members of the Club for the purposes of the 2006 Act.

“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 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.

1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.

1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

2. Objects

The objects for which the Club is established are:

2.1 to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Windsor Lawn Tennis Club and to indemnify Windsor Lawn Tennis Club, its officers, Members, and Members of any of its Committees or sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Windsor Lawn Tennis Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Windsor Lawn Tennis Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;

2.2 principally to provide facilities for and generally to promote, encourage and facilitate the playing of the Game in the area of Penarth and amongst the community;

2.3 to provide and maintain Club premises at Larkwood Avenue & Evenlode Avenue, Penarth, CF64 2JJ and Club-owned tennis equipment for the use of its members (without discrimination);

2.4 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;

2.5 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;

2.6 to promote the Game within the Club;

2.7 to sell or supply food and/or drink and provide other activities as a social adjunct to the sporting purposes of the Club;

- 2.8 to take and retain membership of the CLTA (and by doing so become and remain registered as an associate of the LTA) and to comply with and uphold the LTA Rules and the LTA Disciplinary Code and the rules and regulations of any body to which the LTA is registered or affiliated;
- 2.9 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;
- 2.10 subject to the LTA Rules and the LTA Disciplinary Code and the LTA's wider jurisdiction, to make rules, regulations, bye-laws and standing orders concerning the operation of the Club including without limitation regulations concerning disciplinary procedures that may be taken against the Members;
- 2.11 subject to the LTA Rules and the LTA Disciplinary Code and the LTA's wider jurisdiction, to discipline the Members where permitted by these Articles and the Rules and to refer its members to be disciplined by the LTA or the CLTA (as appropriate) where so required by the LTA Rules, the LTA Disciplinary Code and the LTA's wider jurisdiction;
- 2.12 to make donations or offer support to lawn tennis clubs which are charities or community amateur sports clubs; and
- 2.13 to do all such other things as the Board thinks 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 and powers.
- 3.2 The income and property of the Club shall be applied solely towards the promotion of the objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the Members of the Club or 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.
- 3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Club:
 - 3.3.1 to any Director or 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 reasonable and proper rent for premises demised or let by any Member of the Club or by any Director;
 - 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;

3.3.5 other payments as are permitted by these Articles.

4. Liability of Members

4.1 The liability of each Member is limited to £1, 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 is a Member or within one year after he ceases to be a member, for any of the items set out in Article 4.2.

4.2 The items for which the Members undertake to contribute are:

4.2.1 payment of the Club's debts and liabilities contracted before he ceases to be a Member;

4.2.2 payment of the costs, charges and expenses of winding up;

PART 2 DIRECTORS

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 and make, vary, implement and revoke the Rules.

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.

6.4 The Board may revoke any delegation in whole or part or alter its terms.

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 Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.
- 7.3 The quorum for meetings of any committee or sub-committee formed pursuant to the provisions of the Articles shall be three.

DECISION-MAKING BY DIRECTORS

8. Directors to Take Decisions Collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 9.

9. Unanimous Decisions

- 9.1 A decision of the Board is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 9.2 Such a decision may take the form of a resolution in Writing, copies of which have been signed by each eligible director or to which each eligible Director has otherwise indicated agreement in writing.
- 9.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.
- 9.4 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.
- 10.2 The Board shall report on their activities to the members at the annual general meeting.
- 10.3 Any Director may call a meeting of the Board by giving notice in Writing of the meeting to the directors or by directing the Honorary Secretary to give such notice. Such notice shall explain the reason for the meeting.
- 10.4 Notice of any meeting of the Board must be in Writing and include:
 - 10.4.1 an agenda;

- 10.4.2 its proposed date, time and venue; and
- 10.4.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 10.5 Notice of a meeting of the Board must be given to each Director but need not be in Writing.
- 10.6 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, or part of a meeting of the Board, when:
 - 11.1.1 the meeting has been called and takes place in accordance with these Articles, and
 - 11.1.2 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 6.
- 12.2 Subject to Article 12.3, the Board may act notwithstanding any vacancy in their body.
- 12.3 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:
 - 12.3.1 to fill a casual vacancy arising among the Directors in accordance with Article 24;
 - 12.3.2 or to admit Members to the Club.

13. Chairing of Meetings of the Board

- 13.1 The Chair shall be the chairperson of the Board. The Chair shall preside as chairperson at all meetings of the Board at which he shall be present.
- 13.2 If at any meeting the Chair is not present or he or she is not willing to preside, the Vice-Chair shall preside. If the Vice-Chair is also not present or is unwilling to preside, the Members of the Board present shall choose one of their number to be the Chair of the meeting. The person so appointed for the time being is to be treated as the Chair for the purposes of these Articles.

14. Casting Vote

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

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 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, guarantee 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) is a permitted cause.
- 15.4 For the purposes of this Article 15, 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 Board must ensure that the Club keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the Board and by the Club at General Meeting.

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 to all Members of the Board.

17. Directors' Power to Make Rules

The Board shall have the power to make, vary revoke and implement the Rules including, but not limited to, Rules:

17.1 setting out different categories of membership of the Club and the nomination and appointment of Life Members;

17.2 setting the criteria for admission to membership of the Club for the different categories of members (including for life members recognition of outstanding contributions or long service to the Club);

17.3 creating regulations, standing orders and/or bye-laws for the better administration of the Club and to regulate the function, role and operation of committees to assist the Board in the better administration of the Club;

17.4 setting or adopting such other regulations or policies, including for example child protection and equity policies, as the Board thinks fit; and

17.5 in relation to licensable activities of the Club;

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.

APPOINTMENT OF DIRECTORS

18. Methods of Appointing Directors

18.1 The number of Directors shall be not less than six and shall be subject to a maximum of 12.

18.2 The members of the Board shall be:

18.2.1 the Chair;

18.2.2 the Vice-Chair;

18.2.3 the Honorary Secretary;

18.2.4 the Honorary Treasurer;

18.2.5 up to eight (or such lower number as the Board shall from time to time decide) Elected Directors; and

18.2.6 such other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board until the next annual general meeting, provided that the total number of Directors at any one time shall not exceed the maximum number fixed by these Articles. Co-opted Directors shall be entitled to vote at the meetings of the Board.

18.3 The first Directors ('First Directors') shall be:

| | Officer | Name | End of Office |
|--|------------------------|--------------------------|----------------------|
| | the Chair | Benjamin Guy Davies | As per cl. 19 below |
| | the Vice-Chair | Jason Daniel Gill | As per cl. 19 below |
| | the Honorary Secretary | Timothy Charles Twining | As per cl. 19 below |
| | the Honorary Treasurer | David Clarke | as per cl. 19 below |
| | the Elected Directors | Christopher Daniel James | As per cl. 19 below |
| | | Elizabeth Monroe James | As per cl. 19 below |
| | | Matthew Ian Hicks | As per cl. 19 below |
| | | Philip Davies | As per cl. 19 below |
| | | Mark John Sweeney | As per cl. 19 below |
| | | | |

18.4 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.

18.5 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.

18.6 The Board may at its discretion award honoraria to such persons as it thinks fit provided that the honoraria shall not to any extent be determined by or conditional upon the profits or losses derived from some or all of the activities of the Club or by reference to the level of the Club's gross income from some or all of its activities.

18.7 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.

19. Retirement of Directors

- 19.1 The Directors shall remain in office until and retire as follows:
- 19.1.1 at least three of the First Directors shall retire immediately prior to the first Annual General Meeting taking place after incorporation.
 - 19.1.2 at least three of the First Directors shall retire immediately prior to the second Annual General Meeting taking place after incorporation.
 - 19.1.3 the remaining First Directors shall retire immediately prior to the third Annual General Meeting taking place after incorporation.
 - 19.1.4 notwithstanding their retirement any of the First Directors shall still be eligible for re-election in accordance with these Articles.
- 19.2 All subsequent Directors shall otherwise remain in office until and retire immediately prior to the third Annual General Meeting following their respective appointments but notwithstanding their retirement shall still be eligible for re-election in accordance with these Articles.
- 19.3 The election for the office of Directors shall be conducted in accordance with Article 23.

20. Termination of Director's Appointment

- 20.1 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:
- 20.1.1 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;
 - 20.1.2 a bankruptcy order is made against that person;
 - 20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 20.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 20.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 20.1.6 that person is suspended from holding office or from taking part in any activity relating to the administration or management of the Club by a decision of the CLTA or the LTA;
 - 20.1.7 that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board and all other Members of the Board resolve that his office be vacated;
 - 20.1.8 that person is requested to resign by not less than two-thirds of the other Members of the Board acting together;

- 20.1.9 that person ceases to be a Member;
 - 20.1.10 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.
 - 20.2 A Chair, Vice-Chair, Honorary Treasurer or Honorary Secretary who is removed from office as a Director of the Board for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.
- 21. Directors' Remuneration**
- 21.1 The Club shall not employ any Director of the Club to provide any services outside the scope of the ordinary duties of a Director and shall not pay any director any remuneration in relation to his role on the Board.

PART 3

APPOINTMENTS AND ELECTED POSITIONS

- 22. Chair, Vice-Chair, Honorary Secretary, Honorary Treasurer**
- 22.1 The Chair, the Vice-Chair, the Honorary Secretary and the Honorary Treasurer shall all retire in accordance with Article 19 but be eligible for re-appointment in accordance with these Articles.
 - 22.2 The election for these offices shall be conducted in accordance with Article 23.
- 23. Elections**
- 23.1 Any of the Voting Members may nominate another member to be Chair, Vice-Chair, Honorary Secretary, Honorary Treasurer or an Elected Director.
 - 23.2 Any person nominated as a member of the Board must be a Voting Member.
 - 23.3 Any nomination must be:
 - 23.3.1 made on the form prescribed from time to time by the Board.
 - 23.3.2 seconded by another Voting Member.
 - 23.4 Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the Honorary Secretary not later than such date as the Board shall prescribe each year.
 - 23.5 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.
 - 23.6 In the event of there being more nominations than vacancies, there shall be an election at the Annual General Meeting as directed by the Board. The results of any such election must be announced at the Annual General Meeting.

24. Casual Vacancies

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

BECOMING AND CEASING TO BE A MEMBER

25. Applications for Membership

25.1 The subscribers to the Memorandum of Association of the Club, all Members of the unincorporated association known as the Windsor Lawn Tennis Club as at the date of incorporation and such other persons as are admitted to membership by the Board in accordance with these Articles, shall be the Members of the Club.

25.2 No person shall become a Member of the Club unless:

25.2.1 that person has completed an application for membership in a form approved by the Board, and

25.2.2 the Board or any designated member of the Board has approved the application.

25.3 For the avoidance of doubt membership is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of the sport or the good conduct and 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 such decision by notifying the Board who shall put the matter to a General Meeting for it to be decided by a majority vote of the Members present and voting at such meeting.

25.4 For the purposes of registration, the number of Members is declared to be unlimited.

25.5 A person shall not be entitled to any privileges of the Club until two days have passed since his application for membership was submitted, whether or not he is admitted as a Member before those two days have lapsed.

25.6 The Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of Members provided that the Board shall use its best endeavours to ensure that the fees set by it do not preclude open membership of the Club.

26. Conditions of Membership

26.1 All Members shall be bound by and subject to these Articles and the Rules, the LTA Rules and the LTA Disciplinary Code.

26.2 The Members shall pay any entrance fees and annual subscription set by the Board under Article 25.6. Any Member whose subscription fee is more than three months in arrears shall be deemed to have resigned his membership of the Club.

26.3 Subject to Article 27, the Board may terminate the membership of any person, or impose any other sanction they determine to be appropriate, in connection with the breach of any condition of membership set out in this Article 26.

27. Termination of Membership

27.1 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Club so require, by notice in hard copy form sent by prepaid post to a Member's address, to request that Member to withdraw from membership of the Club within a time specified in such notice. If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such committee or sub-committee to which it has delegated its powers.

27.2 The Board or committee or sub-committee and the Member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed.

27.3 The Member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a two-thirds majority of the Board Members or committee or sub-committee members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the Member fails to attend the meeting without sufficient reason being given.

27.4 If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a Member and his name shall be erased from the register of Members.

27.5 The Board may exclude the Member from the Club's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the Member shall be entitled to attend the Club's premises to attend that meeting (if it is held at them) for the purpose of making his representations.

27.6 A person may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the Members present and voting at such meeting.

27.7 A member may withdraw from membership of the Club by giving seven clear days' notice to the Club in Writing.

27.8 A membership terminates automatically when that person dies or ceases to exist or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.

27.9 Membership is not transferable.

27.10 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.

ORGANISATION OF GENERAL MEETINGS

28. Annual General Meetings

- 28.1 The Club shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that so long as the Club holds its first Annual General Meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.
- 28.2 The Annual General Meeting shall be held for the following purposes:
- 28.2.1 to receive from the Board the Club's accounts and the Honorary Treasurer's report as to the financial position of the Club;
 - 28.2.2 to receive from the Board a report of the activities of the Club since the previous annual general meeting;
 - 28.2.3 to appoint the Club's auditors;
 - 28.2.4 to announce any Directors to be appointed in accordance with these Articles; and
 - 28.2.5 to approve the financial budget for the following year which shall be presented to the Club by the Honorary Treasurer.
 - 28.2.6 to determine the annual membership subscription for the following year.
 - 28.2.7 to transact such other business as may be brought before it in accordance with the Rules.

29. Attendance and Speaking at General Meetings

- 29.1 A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 29.2 A person is able to exercise the right to vote at a General Meeting when:
- 29.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 29.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 29.3 The Board may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- 29.4 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.

30. Quorum for General Meetings

- 30.1 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.

30.2 Subject to Article 33.6, 15 members of the Club present in person shall be a quorum.

31. Chairing General Meetings

31.1 The Chair shall chair General Meetings if present and willing to do so.

31.2 If the Chair shall be absent:

31.2.1 the Vice-Chair shall preside.

31.2.2 if the Vice-Chair is not present or is unwilling to preside the Directors present, or if no Directors are present), the meeting must appoint a Director or Member to chair the meeting

31.2.3 the appointment of the Chair of the meeting must be the first business of the meeting.

31.3 The person chairing a meeting in accordance with this article is referred to as the **Chair of the meeting**.

32. Attendance and Speaking by Directors and Non-Members

32.1 The Chair of the meeting may permit other persons who are not members of the Club to attend and speak at a General Meeting.

33. Adjournment

33.1 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.

33.2 The Chair of the meeting may adjourn a General Meeting at which a quorum is present if:

33.2.1 the meeting consents to an adjournment, or

33.2.2 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.

33.3 The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

33.4 When adjourning a general meeting, the Chair of the meeting must:

33.4.1 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 directors, and

33.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

33.5 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):

- 33.5.1 to the same persons to whom notice of the Club's general meetings is required to be given, and
- 33.5.2 containing the same information which such notice is required to contain.
- 33.6 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 provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting 15 members shall be a quorum.

VOTING AT GENERAL MEETINGS

34. Voting: General

- 34.1 Every member shall be entitled to receive notice of, attend General Meetings and cast the number of votes to which he is entitled to cast in accordance with the Rules.
- 34.2 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

35. Errors and Disputes

- 35.1 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.
- 35.2 Any such objection must be referred to the Chair of the meeting whose decision is final.

36. Poll Votes

- 36.1 A poll on a resolution may be demanded:
 - 36.1.1 in advance of the General Meeting where it is to be put to the vote, or
 - 36.1.2 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.
- 36.2 A poll may be demanded by:
 - 36.2.1 the Chair of the meeting;
 - 36.2.2 the Board; or
 - 36.2.3 five 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.
- 36.3 A demand for a poll may be withdrawn if:
 - 36.3.1 the poll has not yet been taken, and
 - 36.3.2 the Chair of the meeting consents to the withdrawal.

- 36.4 Polls shall be taken by secret ballot when there is a contest for election to the Board but otherwise as the Chair directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 36.5 A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than 30 days after the poll is demanded.
- 36.6 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.
- 36.7 If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 36.8 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

37. Content of Proxy Notices

- 37.1 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which:
- 37.1.1 states the name and address of the Member appointing the proxy;
 - 37.1.2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
 - 37.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 37.1.4 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.
- 37.2 The Board may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 37.3 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.
- 37.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 37.4.1 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
 - 37.4.2 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.

38. Delivery of Proxy Notices

- 38.1 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.
- 38.2 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.
- 38.3 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.
- 38.4 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 appointor's behalf.

39. Amendments to Resolutions

- 39.1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
 - 39.1.1 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
 - 39.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 39.2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:
 - 39.2.1 the Chair of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and
 - 39.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 39.3 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.
- 39.4 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.

PART 4
ADMINISTRATIVE ARRANGEMENTS

40. Means of Communication to be Used

- 40.1 Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied in any way in which the 2006 Act provides for such documents or information to be sent or supplied by or to the Club.
- 40.2 Subject to these Articles, any notice or document to be sent or supplied to a Member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 40.3 A Director may agree with the Club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

41. No Right to Inspect Accounts and Other Records

Except as provided by law or authorised by the Board or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a Member.

DIRECTORS' INDEMNITY AND INSURANCE

42. Indemnity

- 42.1 Subject to Article 42.2, a Relevant Director of the Club may be indemnified out of the Club's assets against:
- 42.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club;
- 42.1.2 any liability incurred by that director in connection with the activities of the Club; and
- 42.1.3 any other liability incurred by that director as an officer of the Club.
- 42.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.
- 42.3 In these Articles:
- 42.3.1 a "Relevant Director" means any Director or former Director of the Club.

43. Insurance

- 43.1 The Board may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any Relevant Director in respect of any relevant loss.
- 43.2 In this Article:
- 43.2.1 a "Relevant Director" means any Director or former Director of the Club;

43.2.2 a "Relevant Loss" means any loss or liability which has been or may be incurred by a Relevant Director in connection with that Director's duties or powers in relation to the Club.

44. Rules

44.1 Only the Directors may from time to time make, vary and revoke Rules:

44.2 Rules made pursuant to Article 44.1 must, in order to be valid, be compliant with the 2006 Act and these Articles.

45. Dissolution

If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to one or more of the following sporting or charitable bodies (i) the LTA for use in community related initiatives for the Game; (ii) another registered community amateur sports club for the Game; or (iii) a charitable organisation for the Game.