

SOUTHFIELDS LAWN TENNIS CLUB

A COMPANY LIMITED BY GUARANTEE

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Company Name

- 1 The Company's name is Southfields Lawn Tennis Club and in this document is called "the Club".

Interpretations

- 2 In these Articles:

“the Club” means the company intended to be regulated by these Articles;

“the Articles” means the Club’s Articles of association;

“address” means postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Club;

“clear days” in relation to the period of a notice means a period excluding the day when the notice is given and the day for which it is given or is to take effect;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Club;

“the Directors” means the Directors of the Company;

“the Management Committee” are the Members appointed to manage the Club, the Members of the Management Committee are the Directors of the Company;

“Officers” includes the Directors and Secretary and Treasurer;

“Secretary” means the Director appointed to perform the duties of the honorary Secretary of the Club;

“Treasurer” means the Director appointed to perform the duties of the honorary Treasurer of the Club;

a ‘Connected person’ means either (1) a child, parent, grandchild, grandparent, brother or sister of a member, (2) the spouse or civil partner of a member, or (3) a person carrying on business in partnership with a member;

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

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“the Seal” means the common Seal of the Club;

“the Game” means the game of tennis;

"the CLTA" means Surrey County Lawn Tennis Association;

“the LTA” means Lawn Tennis Association Limited (the governing body of tennis within Great Britain, the Channel Islands and the Isle of Man) 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;

“the LTA Rules” means the current rules of the LTA;

“AGM” means the annual general meeting;

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Liability of Members

- 3 The liability of the Members is limited to a sum not exceeding £10, this 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 payment of the Club's debts and liabilities incurred before he or she ceases to be a Member and payment of the costs, charges and expenses of winding up.

Objects

- 4 The Club's Objects are specifically restricted to the following:
- (1) To establish, run and maintain in good faith a tennis Club that provides the opportunity for Members of the local community to become Members of the Club
 - (2) To provide the facilities for Members of the Club and their guests to play competitive and social tennis on a regular basis
 - (3) To organise tournaments and support members' participation in competitions
 - (4) To generally encourage and support the playing of tennis at all levels
 - (5) To maintain the Club premises at Gressenhall Road, London SW18 for the use of Members and their guests
 - (6) To provide the facilities for or to organise any other activity that provides healthy physical or mental exercise
 - (7) To provide a sociable environment to support the attainment of the above objects, including arranging social events for Members and their guests
 - (8) The selling or supplying of food and drink and the sale of sports related clothing and equipment may be provided as an adjunct to the main sporting activities of the Club
 - (9) 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 Rules and Regulations of the CLTA and the LTA Rules and the LTA Disciplinary Code and the rules and regulations of any body to which the LTA is registered or affiliated

- (10) To do all such other things as the Management Committee thinks fit to further the interests of the Club and to promote participation at all levels of the Game.

Powers

- 5 The Club has the power to do anything lawful which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Club has the power:
 - (1) To borrow money and to charge the whole or any part of the property belonging to the Club as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation provided that any mortgage or charge or grant of security is approved at a general meeting;
 - (2) To employ and remunerate such staff as are necessary for carrying out the work of the Club. The Club may employ or remunerate a Member or Director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
 - (3) To deposit or invest funds, to employ a professional fund-manager; and arrange for the investments or other property of the Club to be held in the name of a nominee.

Application of Income and Property

- 6
 - (1) The Club is a non-profit making organisation, the income and property of the Club shall be applied solely towards promoting the Club's objects and no portion thereof shall be paid or transferred, directly or indirectly, to the Members of the Club. This does not prevent a Member receiving reasonable and proper remuneration for any goods or services supplied to the Club or reasonable expenses properly incurred by him or her when acting on behalf of the Club.
 - (2) A Director may benefit from indemnity insurance cover that may be purchased at the Club's expense.
 - (3) Nothing in Clause 6.1 shall prevent the Club from entering an agreement with a Member for the supply by him to the Club of goods or services or for his employment by the Club, provided that such arrangements are reasonable and approved by the Management Committee (without the Member being present) and are agreed on an arm's length basis.
 - (4) The Club is an amateur Club; no Member shall gain any financial benefit for playing for the Club.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Benefits to Directors and Connected Persons

- 7 No Director or Connected person may have any goods or services from the Club on terms preferential to those applicable to members.

Declaration of Directors' Interests

- 8 A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Club or in any transaction or arrangement entered into by the Club which has not previously been declared. A Director must absent himself from any discussions of the Club Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Club and any personal interest (including but not limited to any personal financial interest).

Directors' Conflicts of Interests and Conflicts of Loyalties

- 9 If a conflict of interests or loyalties exists for a Director or a Connected person then he or she must absent themselves from the meeting at which there is a discussion of any arrangement or transaction affecting the conflicted Director, the un-conflicted Directors may authorise any such transaction if they believe it is in the best interest of the Club to do so but the conflicted Director may not vote on any such matter and may not be counted present for quorum purposes.

Members

- 10 (1) Membership is open to individuals of either sex for membership of the Club. 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 who: a) apply to the Club in the form required by the Directors and b) are approved by the Directors;
- (2) (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Club to refuse the application;
- (b) The Directors must inform the applicant of the reasons for a refusal within twenty-one days of the decision;
- (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final;
- (d) 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 (note: this is required for compliance with the licensing act).
- (3) Membership is not transferrable.
- (4) The Directors must keep a register of names and addresses of the members.
- (5) Due to the available facilities the number of playing Members is limited to 100 Junior Members and to 300 Members in total.

Classes and Conditions of Membership

- 11 (1) There will be 2 classes of membership: Full membership for adults 18 years and over entitling the Member to voting rights at general meetings and Junior membership for people under 18 who do not have the right to hold office or to vote at general meetings.
- (2) The Directors may establish and modify sub-classifications (known as categories) of membership with different rights to use the facilities and shall record those rights in the Club regulations. These categories may be based on the members' age, their skill level as determined by the Directors or their delegate(s), times allowed to play, frequency and extent of use of the facilities, and any other reasonable criteria which the Directors think would be conducive to the effective use of the facilities and in keeping with the objects and article 10.1.
- (3) Every Member agrees as a condition of membership to be bound by and subject to these Articles and any other current regulations and policies of the Club and to the rules and regulations of the relevant CLTA and LTA and to the LTA Disciplinary Code.
- (4) Article 11.3 confers a benefit on the LTA and, subject to the remaining provisions of this article, is intended to be enforceable by the LTA by virtue of the Contracts (Rights of Third Parties) Act 1999. For the avoidance of doubt, the Members do not intend that any term of these Articles, apart from Article 11 should be enforceable, by virtue of the Contracts (Rights of Third Parties) Act 1999, by any person who is not a party to these Articles.
- (5) Subject to the LTA Rules and the LTA Disciplinary Code and the LTA's wider jurisdiction, the Club may discipline a Member where permitted by its rules/regulations and to refer its Members to be disciplined by the LTA or the CLTA (as appropriate).
- (6) The Management Committee may subject to article 12 terminate the membership of any person, or impose any other sanction it determines to be appropriate, in connection with the breach of any condition of membership set out in this article.

Coaches & Guests

- 11A (1) Club Coaches must be Members of the Club
- (2) Coaches may coach non-members who shall be guests of the coach
- (3) Any Member may bring guests to the Club
- (4) Any visitors attending the Club premises (by invitation of the Club) who is not a Member shall be a guest of the Management Committee
- (5) The Management Committee may prescribe at what times and how often guests are allowed and may prohibit a person from being a guest if they believe it is in the best interest of the Club to do so and their decision shall be final.

Subscriptions

- 11B (1) The management committee may create new categories of membership and determine the initial entrance fee and annual subscription appropriately.
- (2) Changes to entrance fees and annual subscriptions may only be applied after such a resolution is agreed at a general meeting.
- (3) No candidate who has been elected a Member shall be entitled to the privileges of membership until he has paid the entrance fee (if any) and his first subscription.
- (4) Any Member whose subscription is not paid within six weeks of that fee falling due shall be deemed to have resigned his membership of the Club.

Termination of Membership

- 12 Membership is terminated if:
- (1) The Member dies;
- (2) The Member resigns by written notice to the Club;
- (3) Any sum owed by the Member to the Club is not paid in full within six weeks of it falling due;
- (4) The Member is expelled from membership by a resolution of the Directors that it is in the best interests of the Club that his or her membership is terminated. The Management Committee shall expel a Member only for good and sufficient cause, such as conduct or character likely to bring the Club or the Game into disrepute or failure to comply with these Articles or any other regulations and policies of the Club. A resolution to expel a Member from membership may only be passed if:
- (a) The Member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) The Member, or at the option of the Member, the Member's representative (who need not be a Member of the Club) has been allowed to make representations to the meeting;
- (c) The Member must not be expelled unless at least two-thirds of the Management Committee then present vote in favour of his or her expulsion.
- 12A The Management Committee may exclude the Member from the Club's premises until the meeting considering his or her expulsion has been held.
- 12B Any person ceasing to be a Member forfeits all right to and claim upon the Club, its property and its funds and he has no right to the return of any part of his subscription. The Management Committee upon its own discretion may refund part of a resigning member's subscription if it considers it appropriate.

General Meetings

- 13 An annual general meeting must be held in every year and not more than fifteen months may elapse between successive annual general meetings;
- (a) To receive the Chairman's report of the activities of the Club during the previous year;
 - (b) To receive and consider the accounts of the Club for the previous year;
 - (c) To approve any changes to subscription and entry fees;
 - (d) To elect or re-elect the President of the Club who may or may not be a Member of the Management Committee;
 - (e) To elect any Members being proposed for election or re-election to the Management Committee;
 - (f) To elect or re-elect Members of the Bar Committee;
 - (g) To deal with any other matters which the Management Committee desires to bring before the membership;
 - (h) To decide on any resolution which may be proposed by any Member and submitted in writing to the Secretary not less than 14 days before the meeting.
- 14 The Directors may call a general meeting at any time and shall be called within 28 days of receipt by the Secretary of a requisition in writing signed by not less than 30 Members stating the purposes for which the meeting is required and the resolutions proposed.

Notice of General Meetings

- 15 (1) The minimum period of notice required to hold a general meeting of the Club is twenty-one clear days;
- (2) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. If there are any special resolutions these must be stated as such. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and article 22;
- (3) The notice must be given to all the Members entitled to vote.
- 16 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Club.

Proceedings at General Meetings

- 17 (1) No business shall be transacted at any general meeting unless a quorum is present;
- (2) A quorum is 10 Members present in person or by proxy and entitled to vote at the time;
- (3) Members may attend and speak at general meetings. The chairman of the meeting may permit other persons who are not Members to attend and speak at a meeting.
- 18 (1) If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the Directors shall determine;
- (2) The Directors must reconvene the meeting and must give at least seven clear days notice of the reconvened meeting stating the date, time and place of the meeting;
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 19 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors, if there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting then a Director nominated by the Directors shall chair the meeting.
- 20 (1) The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned;
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution;
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place;
- (4) If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 21 Any vote at a meeting shall be decided by a show of hands and any proxy votes counted by the chairman.

Content of Proxy Notices

- 22 (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
- (a) States the name and address of the Member appointing the proxy;
 - (b) Identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - (d) Is delivered to the Club in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
- (a) Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary resolutions put to the meeting; and
 - (b) 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.
- (5) A person, except for the Chairman, may only act as a proxy for one Member.

Validity of Proxy Notices

- 22A (1) A person who is entitled to attend, speak or vote 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.
- (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.
- (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.

Agreement of Written Resolutions

- 23 (1) An ordinary resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) A copy of the proposed resolution has been sent to every eligible member;
 - (b) A simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
 - (c) It is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

Votes of Members

- 24 Subject to Article 11, every eligible person present shall have one vote, either as a voting Member or as a proxy for a voting Member.
- 25 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 26 Resolutions are passed by a show or a count of hands including any proxy votes, if the count is equal then the chairman of the meeting shall have an extra or casting vote.

Directors

- 27 (1) A Director must be a natural person aged 18 years or older who has not been disqualified from acting as a Director under the provisions of article 39.
- (2) A Director must be a Member of the Club and have been a Member for at least one whole year from the date of their joining the Club to the date of their appointment.
- (3) The Directors shall decide amongst themselves who will act as the Secretary and the Treasurer and optionally the Chairman.
- 28 The number of Directors shall be not less than four and not greater than twelve.
- 29 The first Directors shall be those persons notified to Companies House as the first Directors of the Club.
- 30 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

Powers of Directors

- 31 (1) The Directors shall manage the business of the Club and may exercise all the powers of the Club within what is allowed by the Companies Acts, the Articles or any special resolution.
- (2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of the Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Retirement of Directors

- 32 At each annual general meeting at least 3 of the available positions on the Management Committee must become vacant, if there are 9 Directors or less then there is no requirement for any of the Directors to retire, if there are 10, 11 or 12 Directors then 1, 2 or 3 Directors respectively must retire from office.
- 33 (1) The Directors to retire shall be those who have been longest in office since their election or last re-election. If any Directors became or were appointed Directors on the same day those to retire shall (unless they agree otherwise among themselves) be determined by lot.
- (2) If a Director is required to retire at an annual general meeting by a provision of the Articles then the retirement shall take effect upon the conclusion of the meeting if the Director is not re-elected.

Appointment of Directors

- 34 The Club may by ordinary resolution appoint a Member who is willing to act as a Director
- 35 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- (1) He or she is recommended for election by the Directors; or
- (2) Not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Club is given a notice of a proposal to appoint a new Director that:
- (a) States the Member's intention to propose the appointment of another Member as a Director;
- (b) Is signed by the proposing Member who must be entitled to vote at the meeting;
- (c) Contains the full name and address of the proposed person;

(d) Is signed by the person who is to be proposed to show his or her willingness to be appointed.

36 All Members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

37 (1) The Directors may appoint a Member willing to act as a Director at any time.

(2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.

38 The appointment of a Director, whether by the Club in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

Disqualification and Removal of Directors

39 A Director shall cease to hold office if he or she:

(1) Ceases to be a Director by virtue of any provision in the Companies Act or is prohibited by law from being a Director;

(2) Ceases to be a Member of the Club;

(3) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(4) Resigns as a Director by notice to the Club (but only if at least three Directors will remain in office when the notice of resignation is to take effect); or

(5) Is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated;

(6) Is requested to resign by all the other Directors acting together.

Remuneration of Directors

40 The Directors must not be paid any remuneration unless it complies with article 6.

Proceedings and Meetings of Directors

41 (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles and they shall hold at least 4 meetings per year;

(2) Any Director may call a meeting of the Directors;

(3) The Secretary must call a meeting of the Directors if requested to do so by a Director;

- (4) Questions arising at a meeting shall be decided by a majority of votes;
 - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote;
 - (6) A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 42
- (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made ['Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants].
 - (2) The quorum shall be four or such larger number as may be decided from time to time by the Directors.
 - (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote as described in article 9.
- 43
- If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or for calling a general meeting.
- 44
- (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
 - (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
 - (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Directors.
- 45
- A resolution in writing or in electronic form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors convened and held.

Validity of Directors' Decisions

- 46
- (1) Subject to article 46(2), all acts done by a meeting of Directors, or a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise, if without the vote of that Director and that Director was counted in the quorum the decision has been made by a majority of the Directors at a quorate meeting.
 - (2) Article 46(1) does not permit a Director or a Connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors if, but for article 46(1), the resolution would have been void, or if the Director has not complied with article 8.

Delegation

- 47
- (1) The Directors may delegate any of their powers or functions to a committee of two or more Members but the terms of any delegation must be recorded in the minutes.
 - (2) The Directors may impose conditions when delegating.
 - (3) The Directors may revoke or alter a delegation.
 - (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

The Bar Committee and the Purchase and Supply of Alcohol

- 47A
- (1) Purchase and supply of intoxicating liquor for the Club will be managed by a committee known as the 'Bar Committee', this committee will be responsible for the management of the bar and the supply of alcohol and the enforcement of any applicable regulations:
 - (a) The Bar Committee will report to the Management Committee;
 - (b) The Bar Committee must comprise of at least 3 Members aged 18 or over;
 - (c) The Management Committee may put in place a maximum number for the Bar Committee;
 - (d) The Management Committee may prohibit a Member from standing for election to the Bar Committee and may remove any Member from the Bar Committee if they believe it is in the best interests of the Club to do so and their decision shall be final;
 - (e) Members of the Bar Committee must be re-elected each year at the AGM when any new applicants may be elected. An applicant to the bar committee must be proposed and seconded at the AGM before the vote for their acceptance; if there are more applicants for the Bar Committee than available positions then there will be a vote for all the candidates and those with the most votes will be elected; if a vote is tied then the decision will be made by lot unless the candidates agree amongst themselves;
 - (f) Members of the Management Committee may also be Members of the Bar Committee;
 - (g) The Management Committee may appoint at any time a Member to the Bar Committee;
 - (2) The Club will adhere to current licensing regulations, shall provide alcohol and entertainment as permitted by the Club's Premises Certificate and will apply the following conditions:

- (a) A person may not be granted any membership privileges without an interval of at least two days from their membership application and their membership being granted
- (b) The Club must have at least 25 Members to be allowed to supply alcohol
- (c) Alcohol is only supplied to Members on the premises on behalf of or by the Club
- (d) No person at the expense of the Club receives any commission or payment in regard to the purchase of alcohol by the Club
- (e) There are no arrangements for any Member or Connected person to receive a financial benefit from the supply of alcohol.

Seal

- 48 If the Club has a Seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary.

Minutes

- 49 The Directors must keep minutes of all:
- (1) Appointments of Officers made by the Directors;
 - (2) Proceedings at meetings of the Club;
 - (3) Meetings of the Directors and committees of Directors including:
 - (a) The names of the Directors present at the meeting
 - (b) The decisions made at the meetings
 - (c) Where appropriate the reasons for the decisions
 - (4) Minutes of meetings will be made by the Secretary or another Director agreeing to act as the Secretary for that meeting.

Accounts

- 50
- (1) The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
 - (2) The annual accounts must be presented to the Members at the annual general meeting.

- (3) The Treasurer will be responsible for keeping accounting records as required by the Companies Acts.

Use of Facilities

- 51 (1) The Club's facilities shall be available 7 days a week to all Members at the times determined by their membership category without discrimination; usage of the facilities shall be distributed in a just and reasonable way between the different membership categories.
- (2) The Club agrees that all unlicensed and unregistered coaches and, so far as reasonably practicable, players and other persons using the facilities of the Club will be required, as a condition of such use, to agree to be bound by and subject to these rules, the rules and regulations of the relevant CLTA, the LTA Rules and the LTA Disciplinary Code, such agreement to contain an express acknowledgement that the Contracts (Rights of Third Parties) Act 1999 applies and that the LTA and the CLTA can enforce any breach at its option and in its sole discretion.

Means of Communication to be Used

- 52 Any notice to be given to or by any person pursuant to the Articles must be in writing or must be given in electronic form.
- 53 (1) The Club may give any notice to a Member either:
- (a) Personally; or
 - (b) By sending it by post in a prepaid envelope addressed to the Member at his or her address; or
 - (c) By leaving it at the address of the member; or
 - (d) By giving it in electronic form to the member's address; or
 - (e) By placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (2) A Member who does not register an address with the Club or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Club.
- 54 A Member present in person at any meeting of the Club shall be deemed to have received notice of the meeting and of the purposes for which it was called.

55 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given 48 hours after the envelope containing it was posted or in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

- 56 (1) The Club may indemnify a relevant Director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a “relevant Director” means any Director or former Director of the Club.

Rules

- 57 (1) The Directors may from time to time make such reasonable and proper rules, regulations or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Club.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
- (a) The admission of Members of the Club and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) The conduct of Members of the Club in relation to one another, and to the Club’s employees and volunteers;
 - (c) The setting aside of the whole or any part or parts of the Club’s premises at any particular time or times or for any particular purpose;
 - (d) The procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by these Articles.
- (3) The Club has in a general meeting the power to alter, add to or repeal the rules, regulations or bye-laws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules, regulations and bye laws to the notice of Members of the Club.
- (5) The rules, regulations or bye-laws shall be binding on all Members of the Club. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.
- (6) These Articles may only be amended if such a special resolution (requiring at least a 75% majority) is passed at a general meeting; no amendments may be passed that conflict with anything in the Companies Act.

Dissolution

- 58 (1) A special resolution to dissolve the Club shall be proposed only at an extraordinary general meeting and shall be passed only if carried by a majority of at least three-quarters of the Members present and voting.
- (2) The dissolution shall take effect from the date of the resolution and the Members of the Management Committee shall be responsible for the winding-up of the assets and liabilities of the Club.
- (3) In the event of the club being wound up, after all liabilities have been paid, the assets of the club will be distributed to any successor tennis club, providing that the club adopt the name of 'Southfields Lawn Tennis Club' and these rules. In the event that no successor club will continue the name aforesaid and be prepared to adopt these rules, the surplus of the assets will be distributed to another non-profit making tennis club in the borough of Wandsworth, or put under the management of the LTA in an Account called the 'Southfields Lawn Tennis Club Foundation' for the purpose of providing loans and grants to local community tennis clubs at the discretion of the LTA; in all other respects this Account will be administered and the assets invested at the discretion of the LTA.

MEMORANDUM OF ASSOCIATION OF SOUTHFIELDS LAWN TENNIS CLUB

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers.

WALTER WILLIAM SLATER,
22, West Hill Rd., Wandsworth, S.W.18.
Stock Jobber.

G. SPENCER HOFFMAN,
3, West Hill Road, Wandsworth, S.W.18.
Architect.

WM. PEARSON MILLINGTON,
Ingleside, Wimbledon Park, S.W.19,
Silk Manufacturer.

G. H. PALMER,
10, West Hill Rd., Wandsworth, S.W.15,
Civil Servant.

H. CHRISTOPHER WITHERBY,
20, Lyford Rd., Wandsworth, S.W.18,
Assurance Official.

NOEL J. C. LAWSON,
26, Holmbush Rd., Putney, S.W.15,
Company Secretary.

HUGH K. PUNSHON,
119, The Grove, Wandsworth,
Civil Servant.

ARTHUR H. GLAZIER,
35, Lytton Grove, Putney, S.W.15,
Stockbroker.

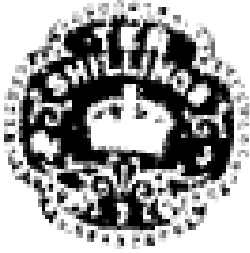
DATED the 16th day of July, 1924.

WITNESS to the signatures of W. W. Slater, G. S. Hoffman, W. P. Millington, G. H. Palmer, H. C. Witherby, N. J. C. Lawson, Hugh K. Punshon:—

W. M. BOOKER,
11, Lebanon Gdns., S.W.18.
Electrical Engineer.

WITNESS to the signature of A. H. Glazier:—

LEON HOUDRET,
166, Upper Richmond Rd.,
Putney,
Gentleman.



Copy of Original Signatures

W, the several persons whose names and addresses are subscribed,
my declaration of being formed into a Company in pursuance of
this Memorandum of Association.

NAME, ADDRESS AND DESCRIPTION OF RESIDENCE.

- Walter William Slater 22 North Hill Road, Wandsworth SW18
- Josephine Hoffman 3, Great St. Mary's, Wandsworth SW18
- Mr. Pearce Millington 3, Layton, Wandsworth SW18
- Geo. Palmer 10, West Hill Road, Wandsworth SW18
- Mr. Christopher W. Early, 20, Lyford Road, Wandsworth SW18
- Mr. H. Palmer 26, North Hill Road, Wandsworth SW18
- Miss B. P. P. P. 119, The Grove, Wandsworth SW18
- Arthur H. Palmer 38, Lyton Lane, Wandsworth SW18

DATED the 16 day of July 1902

WITNESS to the signatures of—

- W. W. Slater
- J. Hoffman
- M. P. Millington
- G. H. Palmer
- H. W. P. P.
- A. H. Palmer
- M. B. P. P.

[Handwritten signatures and names]

[Handwritten text: before the signature...]

=====
No. 199495.
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CERTIFICATE OF INCORPORATION.

I hereby certify that THE SOUTHFIELDS LAWN TENNIS CLUB LIMITED is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is LIMITED.

Given under my hand at London this twenty-fourth day of July
One thousand nine hundred and twenty-four.

A. E. CAMPBELL-TAYLOR,

Registrar of Joint Stock Companies.

Fees and Deed Stamps, £8.

Stamp Duty on Capital, Nil.

Number of }
Certificate }

199495

Form No. 41.

THE COMPANIES ACTS 1908 to 1917.



A Co.
Companies'
Registration
Fee Stamp
to be
inserted
here.

DECLARATION of Compliance with the requirements of the Companies
(Consolidation) Act 1908, on behalf of a Company proposed to be
registered as THE SOUTHFIELDS LAWN TENNIS CLUB

LIMITED.

Pursuant to Section 17 (2) of the Companies (Consolidation) Act 1908.

