

THE COMPANIES ACTS 1985, 1989 AND 2006

**PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

FORMBY HOLY TRINITY SPORTS CLUB LIMITED

1. **TITLE**

- 1.1 The organisation is called Formby Holy Trinity Sports Club Limited, hereafter to be referred to as “the Organisation”.

2. **OBJECTS**

- 2.1 To provide, via the various sections, facilities for and to foster and promote the amateur sports of Tennis, Bowls, Table Tennis and Snooker at all levels, providing opportunities for recreation and competition and community participation in such sports.
- 2.2 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 Formby Holy Trinity Church Sports Club and to indemnify Formby Holy Trinity Church Sports Club, its officers, members, and members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Formby Holy Trinity Sports Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Formby Holy Trinity Church Sports Club and also in respect of the costs and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertakings;
- 2.3 To purchase, take on, lease, or exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
- 2.4 To sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Organisation subject to such consents as may be required by law;
- 2.5 To execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
- 2.6 To borrow or raise money for the objects of the Organisation or such terms and on such security as may be thought fit subject to such consents as may be required by law;
- 2.7 To take and accept (or disclaim) any gift of money, property or other assets whether subject to any special trust or not for the objects of the Organisation;
- 2.8 Trade in the course of carrying out the objects of the Organisation and carry on any other trade which is not expected to give rise to taxable profits;
- 2.9 Incorporate subsidiary companies to carry on any trade;
- 2.10 To raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise;

- 2.11 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 2.12 To invest moneys of the Organisation not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 2.13 To make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any charities or other clubs registered as community amateur sports clubs which are for the benefit of the Organisation or any part thereof;
- 2.14 To sell or supply food and/or drink and provide other activities as a social adjunct to the sporting purposes of the Organisation.
- 2.15 To do all such other things as shall be thought fit to further the interests of the Organisation or to be incidental or conducive to the attainment of all or any of the objects stated in clause 2.

3. **MEMBERSHIP**

- 3.1 Membership of the Organisation shall be open to any person, regardless of race, age, gender, sexual orientation, disability, ethnicity, nationality, religion or other beliefs or ability.

However there may be a limitation on membership and there may be different classes of subscription according to available facilities on a non-discriminatory basis.

The committees of the various sections are responsible for admitting members to their section (e.g. the tennis section committee admits members who want to play tennis) and each prospective member must complete a membership application form, be accepted for membership, and pay the relevant subscription/joining fee as determined by the Annual General Meeting of the Organisation.

The exact level of subscription for each section will be determined by the individual section committee. Members who wish to play different sports must apply to the appropriate section committee, be accepted for membership and pay the appropriate subscription.

The Organisation will keep subscriptions at a level that will not pose a significant obstacle to community participation.

The Organisation committee may refuse membership or remove it only for good cause such as conduct or character likely to bring the Organisation or sport into disrepute.

Appeals against refusal or removal of membership may be made. A person may appeal against any refusal of membership and the matter shall be put before the members to be decided by a majority vote of the members.

3.2 Classes of membership available.

The different sport sections may have different classes of membership and subscriptions and may have their own rules relating to matters such as playing times etc all on a non-discriminatory and fair basis.

4. **NON PROFIT MAKING**

All surplus income or profits are to be reinvested in the Organisation. No surpluses or assets will be distributed to members or third parties. The property and funds of the Organisation cannot be used for the direct or indirect private benefit of members other than as reasonably allowed by any rules made by the Organisation.

5. **OFFICERS**

5.1 The directors of the Organisation shall be as follows:-

Non-Executive director President
Executive directors
Chairman
Vice Chairman
General Secretary : Assistant General Secretary
Treasurer : Assistant Treasurer

5.2 Election of directors

All directors shall be elected at the Annual General Meeting of the Organisation, from and by, the members of the Organisation.

All directors are elected for a period of one year, but may be re-elected to the same office or another office the following year.

6. **GENERAL COMMITTEE**

6.1 The affairs of the Organisation shall be controlled by a General Committee which will consist of:-

- (a) Executive directors of the Organisation elected as in paragraph 5.
- (b) Four Members who will also be elected at the Annual General Meeting.
- (c) The Chairman or his/her authorised representative from each of the following sections:

Tennis, Mens' Bowls, Ladies' Bowls, Snooker and Table Tennis

6.2 Eight Members shall form a Quorum.

6.3 A Member of the Organisation who may be absent from the Annual General Meeting may be eligible to seek election to the General Committee provided that he/she has given his/her consent beforehand in writing to the Secretary.

6.4 The Organisation year shall end on 31st December.

6.5 The General Committee shall meet at agreed intervals and not less than four times per year.

6.6 The duties of the General Committee shall be:

6.6.1 To control the affairs of the Organisation on behalf of the Members.

6.6.2 To keep accurate accounts of the finances of the Organisation through the Treasurer. These should be available for reasonable inspection by Members. The accounts of the Organisation shall be consolidated by the Treasurer, and certified by a Chartered Accountant before every Annual General Meeting. The Organisation shall maintain a bank current account and the following Officers shall be authorised to sign Organisation cheques:-

Chairperson, Treasurer, Assistant Treasurer and General Secretary.

6.6.3 To co-opt additional members to the General Committee as the General Committee deems necessary.

6.6.4 To make decisions on the basis of a simple majority vote. In the case of equal votes, the Chairman shall be entitled to an additional casting vote.

7. **POWERS**

7.1 The Organisation shall have the power to do all such lawful things as are consistent with the furtherance of its objects` set out in clause 2.

7.2 The income and property of the Organisation shall be applied solely towards the promotion of the objects set out in clause 2 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 Organisation 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 Organisation.

7.3 Nothing in Article 7.2 shall prevent the payment in good faith by the Organisation:

7.3.1 to any director, committee or sub-committee member of reasonable and legitimate out-of-pocket expenses;

7.3.2 of interest on money lent by a Member of the Organisation or its directors at a commercial rate of interest;

7.3.3 of reasonable and proper rent for premises or let by any Member of the Organisation or by any director; or

7.3.4 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 Organisation.

8. **LIABILITY OF MEMBERS**

- 8.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Organisation in the event of its 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 the Article 8.2;
- 8.2 The items for which the members undertake to contribute are:
- 8.2.1 Payment of the Organisation's debts and liabilities contracted before he ceases to be a member;
 - 8.2.2 payment of the costs, charges and expenses of winding up; and
 - 8.2.3 adjustments of the rights of the contributories among themselves.

9. **GENERAL MEETINGS**

- 9.1 The Annual General Meeting shall be held in the month of April as dictated by the practical circumstances at the time. **21** clear days' written notice shall be given to Members of the Annual General Meeting by exhibiting a copy of the notice on the Organisations' Notice Boards.

Members must advise the Secretary in writing of any Special Resolution to be moved at the Annual General Meeting at least **14** days before a meeting. The Secretary shall circulate or give notice of the agenda for the meeting to Members not less than 7 days before the meeting. Copies of Accounts and Special Resolutions will be made available to all Members attending the meeting or, on application, by the Secretary

- 9.2 The business of the Annual General Meeting shall be to:
- 9.2.1 Confirm the minutes of the previous Annual General Meeting and any General Meetings held since the last Annual General Meeting.
 - 9.2.2 Receive the certified accounts for the year from the Treasurer.
 - 9.2.3 Receive the annual report of the Committee from the Secretary.
 - 9.2.4 Appoint a Chartered Accountant annually by nomination proposed and seconded from the floor and in no way influenced by an Officer or member of the General Committee.
 - 9.2.5 Elect the Officers of the organisation and other General Committee Members.
 - 9.2.6 Review subscription rates and agree them for the forthcoming year.
 - 9.2.7 If thought fit pass any Special Resolutions.
- 9.3 An Extraordinary General Meeting may be convened by the General Committee or on receipt by the Secretary of a request in writing from not less than 20 Full

Members of the Organisation. At least 10 days notice of the meeting shall be given.

- 9.4 Nomination of candidates for election of Officers shall be made in writing to the Secretary at least 14 days in advance of the Annual General Meeting date. Nominations can only be made by Full Members and must be seconded by another Full Member.
- 9.5 At all Meetings, the chair will be taken by the Chairperson or, in their absence, by a deputy appointed by the Organisation or by Full Members attending the meeting.
- 9.6 Decisions made at a General Meeting shall be by a simple majority of votes from those Members attending the meeting. In the event of equal votes, the Chairperson shall be entitled to an additional casting vote.
- 9.7 A quorum for a General Meeting shall be 20 Members and Officers of the Organisation including 2 from the Chairperson; Secretary and Treasurer.
- 9.8 Each Member of the Organisation shall be entitled to one vote at General Meetings.
- 9.9 The General Committee shall have the power to fill any vacancy which arises on the Committee during its term of office. Such an appointment will have effect until the next A.G.M.
 - 9.9.1 The General Committee may form a Sub Committee to consider any Question that arises and may co-opt any Member of the Organisation to serve on such a Sub Committee. At the conclusion of its deliberations, the Chairman of the Sub Committee shall report the findings to the General Committee for their further consideration.
 - 9.9.2 If any question arises from the interpretation of these articles of association it shall be decided by the General Committee.

10. ALTERATIONS TO THE ARTICLES OF ASSOCIATION

Any proposed alterations to these articles of association may only be considered at an Annual or Extraordinary General Meeting convened with the required written notice of the proposal. Any alteration or amendment must be proposed by a Member of the Organisation and seconded by another Member. Such alterations shall be passed if supported by not less than 75% of those Members present at the meeting, assuming that a quorum has been achieved.

11. DISSOLUTION

- 11.1 If, at any General Meeting of the Organisation, a resolution be passed calling for the dissolution of the Organisation, the Secretary shall immediately convene an Extraordinary General Meeting of the Organisation to be held not less than one month thereafter to discuss and vote on the resolution.
- 11.2 If, at that Extraordinary General Meeting, the resolution is carried by a Special Resolution of at least 75% of the Members present at the meeting voting in

favour, the General Committee shall thereupon, or at such date as shall have been specified in the resolution, proceed to realise the assets of the Organisation and discharge all debts and liabilities of the Organisation.

- 11.3 After discharging all debts and liabilities of the Organisation, the remaining assets shall not be paid or distributed amongst the Members of the Organisation, but shall be given or transferred to another registered CASC, a registered charity or the sports governing body, for use by them in related community sports.