

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**of**

**HARPENDEN & DISTRICT INDOOR BOWLING CLUB  
LIMITED**

(Number 10934240)

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**DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY**

**1. Defined Terms**

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.

**2020 AGM** means the date of the Club's 2020 Annual General Meeting.

**2021 AGM** means the date of the Club's 2021 Annual General Meeting.

**Adoption Date** means the date of adoption of this form of the Articles.

**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 12, the members of which are the directors of the Club for the purposes of the 2006 Act.

**Bye-law** means any Bye-law from time to time in force which has been duly made by the Council pursuant to these Articles.

**Chairman** means the person elected from time to time in accordance with these Articles as the chairman 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.

**chairman of the meeting** has the meaning given in Article 32.

**Club** means the above named company.

**Council** means the Council of the Club established from time to time in accordance with Article 18.

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

**document** includes, unless otherwise specified, any document sent or supplied in electronic form.

**electronic form** has the meaning given in Section 1168 of the 2006 Act.

**Full Member** means a member designated as such pursuant to Article 24.1.

**Game** means the game of indoor bowling.

**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.

**member** means the persons admitted to the membership of the Club in accordance with Article 22 and any Bye-laws from time to time in force.

**ordinary resolution** has the meaning given in Section 282 of the 2006 Act.

**Secretary** means the secretary of the Club appointed from time to time in accordance with these Articles.

**Social Member** means a member designated as such pursuant to Article 24.1.

**special resolution** has the meaning given in Section 283 of the 2006 Act.

**Treasurer** means the treasurer of the Club appointed from time to time in accordance with these Articles.

**Voting Members** means the members of the Club who are Full Members (and such other members (if any) whose and the rights and obligations pursuant to Article 24.1 entitle them to be Voting Members) and, under these Articles, are entitled to receive notice of, attend and vote at general meetings and who are members of the Club for the purposes of the 2006 Act. For the avoidance of doubt, a Social Member shall not be a Voting Member.

**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.

- 1.1 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.
- 1.2 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.
- 1.3 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 (**Objects**) 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 Harpenden & District Indoor Bowling Club and to indemnify Harpenden & District Indoor Bowling Club, its officers and members, against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Harpenden & District Indoor Bowling Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Harpenden & District Indoor

Bowling 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 Harpenden and amongst the community;
- 2.3 to provide and maintain Club premises and Club-owned bowls equipment for the use of its members;
- 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 provide reasonable hospitality for visiting teams and guests;
- 2.6 to obtain funding for the activities of the Club by collecting entrance fees, membership subscriptions and such other funding as the Council shall consider appropriate;
- 2.7 to promote the Game within the Club; and
- 2.8 to promote the playing rules, as set out by the World Bowls Board and the English Indoor Bowling Association Limited.

This Article 2 can only be amended where all the Directors unanimously agree to any amendment and the Voting Members agree to the amendment by 75% majority at a general meeting.

### **3. Powers**

- 3.1 The Club shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (**Powers**).
- 3.2 The income and property of the Club shall be applied solely towards the promotion of the Objects 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 to any director or Council 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.

#### **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 a member undertakes 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; and

4.2.3 adjustment of the rights of the contributories among themselves.

### **DIRECTORS' POWERS AND RESPONSIBILITIES**

#### **5. Directors' General Authority**

5.1 Subject to these Articles, the Board is responsible for the management of the Club's business, for which purpose it may exercise all the Powers of the Club.

5.2 No Bye-law made by the Council pursuant to Article 46 shall invalidate any prior act of the Board which would have been valid if such Bye-law had not been made.

#### **6. Directors May Delegate**

6.1 Subject to these Articles, the Board may delegate to the Council any of the powers which are conferred on it under these Articles save that the Board shall not delegate to the Council any powers relating to legal, financial, taxation, insurance or property matters nor any matter relating to the reputation of the Club or its membership of the English Indoor Bowling Association.

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



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

## **DECISION-MAKING BY DIRECTORS**

### **7. Directors to Take Decisions Collectively**

Any decision of the Board must be either a majority decision (subject to Article 8) or a decision taken in accordance with Article 9.

### **8. Casting vote**

8.1 If the numbers of votes for and against a proposal at a meeting of the Board are equal, the Chairman or other director chairing the meeting has a casting vote.

8.2 But this does not apply if, in accordance with the Articles, the Chairman or other director chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **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. A written resolution signed by every Board member shall be valid without a meeting.

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. Conflicts of Interest**

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.

## **11. Records of Decisions to be Kept**

- 11.1 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.
- 11.2 Any such records, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

## **APPOINTMENT OF DIRECTORS**

### **12. Methods of Appointing Directors**

- 12.1 The number of directors shall be not less than three.
- 12.2 The directors shall be:
  - 12.2.1 the Chairman from time to time;
  - 12.2.2 the Secretary from time to time; and
  - 12.2.3 the Treasurer from time to time.
- 12.3 The Chairman, the Secretary and the Treasurer holding office at the Adoption Date shall (subject to the provisions of the 2006 Act and Article 13.1) each remain in office until the 2021 AGM, and thereafter the terms of office of the Chairman, the Secretary and the Treasurer (and their respective successors in office from time to time) shall be for periods of 3, 2 and 1 year respectively. Upon expiry of those terms, the directors shall retire from office but may be re-elected in accordance with these Articles.
- 12.4 Upon the expiry of the term of office of the Chairman (or upon his earlier retirement or otherwise ceasing to hold office), each subsequent Chairman (including the Chairman whose term of office has expired, if re-elected) shall be elected in accordance with Article 15 and any Chairman so elected shall hold such office for the term stated in Article 12.3 (subject to the provisions of the 2006 Act and Article 13.1).

- 12.5 Upon the expiry of the term of office of the Secretary (or upon his earlier retirement or otherwise ceasing to hold office), each subsequent Secretary (including the Secretary whose term of office has expired, if re-elected) shall be elected in accordance with Article 15 and any Secretary so elected shall hold such office for the term stated in Article 12.3 (subject to the provisions of the 2006 Act and Article 13.1).
- 12.6 Upon the expiry of the term of office of the Treasurer (or upon his earlier retirement or otherwise ceasing to hold office), each subsequent Treasurer (including the Treasurer whose term of office has expired, if re-elected) shall be elected in accordance with Article 15 and any Treasurer so elected shall hold such office for the term stated in Article 12.3 (subject to the provisions of the 2006 Act and Article 13.1).
- 12.7 Each member of the Board must:
- 12.7.1 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;
  - 12.7.2 be a Voting Member of the Club; and
  - 12.7.3 be aged 18 years and over.
- 12.8 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 the Board.

### **13. Termination of Director's Appointment**

- 13.1 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:
- 13.1.1 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;
  - 13.1.2 a bankruptcy order is made against that person;

- 13.1.3 that person is convicted of any criminal offence (other than an offence under any road traffic legislation in the United Kingdom or elsewhere for which a fine or non-custodial penalty is imposed);
  - 13.1.4 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;
  - 13.1.5 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;
  - 13.1.6 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;
  - 13.1.7 that person is requested to resign by not less than two-thirds of the other members of the Board acting together;
  - 13.1.8 that person ceases to be a member; or
  - 13.1.9 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.
- 13.2 Anyone 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.

#### **14. Directors' Remuneration**

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.

## **15. Board Elections**

- 15.1 The Secretary shall give notice of any Board vacancies together with a list of members of the Board seeking re-election 7 days before the annual general meeting, the said notice to be prominently displayed at the Club premises.
- 15.2 Any Voting Member aged 18 years and over may nominate a member to a Board position. Any person nominated under this Article 15.2 must satisfy the requirements in Article 12.7. Any nomination must be made on the form prescribed from time to time by the Board and notice of the nomination given to the Secretary two clear days before the annual general meeting. Any nomination must be seconded by another Voting Member aged 18 years and over and may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than such date as the Board shall prescribe each year.
- 15.3 A Board member may be re-elected or re-co-opted without limit, regardless of how many terms they have previously served on the Board.
- 15.4 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election by secret ballot at the annual general meeting as directed by the Board. The results of any such election must be announced at the annual general meeting. If there are no nominations made for a vacancy the Board can nominate a candidate for election at the annual general meeting, provided that such person nominated satisfies the requirements in Article 12.7, and such a candidate shall be declared elected unopposed at the annual general meeting.

## **16. Casual Vacancies (Board)**

- 16.1 A casual vacancy arising among the Board 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.

## **17. Prohibition From Holding More Than One Board Position**

- 17.1 No person may simultaneously hold more than one Board position.

## **THE COUNCIL**

### **18. The Council (officers)**

18.1 The following officers of the Club shall be members of the Council:

18.1.1 Chairman;

18.1.2 Secretary;

18.1.3 Treasurer;

18.1.4 Men's Captain;

18.1.5 Ladies Captain;

18.1.6 Summer Captain;

18.1.7 Men's Match Secretary;

18.1.8 Ladies' Match Secretary;

18.1.9 Men's Competition Secretary;

18.1.10 Ladies' Competition Secretary;

18.1.11 Social Secretary;

18.1.12 Membership Secretary; and

18.1.13 a Coach appointed to the Council pursuant to Article 20.

### **19. The Council (retirement of officers)**

19.1 Those persons who were members of "The Council" of "Harpenden & District Indoor Bowling Club" on 30 June 2019 shall be the members of the Council on 1 July 2019 (and hold the corresponding positions) and shall remain members until the 2020 AGM.

19.2 The individuals who are respectively Chairman, Secretary, Treasurer, Men's Captain, Ladies Captain, Summer Capitan, Men's Match Secretary, Ladies' Match Secretary, Men's Competition Secretary, Ladies' Competition Secretary, Social

Secretary and Membership Secretary as referred to in Article 19.1 shall retire on the date of the 2020 AGM.

- 19.3 In each following calendar year, their successors (including them, if re-elected) shall be elected in accordance with Article 20. An individual so appointed shall hold office until the following year's annual general meeting and at the end of such term shall be eligible for re-election each year, such election to be held in accordance with Article 20.

## **20. Council Elections**

- 20.1 The Secretary shall give notice of any Council vacancies together with a list of members of the Council seeking re-election 7 days before the annual general meeting, said notice to be prominently displayed at the Club premises.
- 20.2 Any Voting Member aged 18 years and over may nominate a member to a Council position. Any person nominated under this Article 20 must satisfy the requirements in Article 12.7. Any nomination must be made on the form prescribed from time to time by the Council and notice of the nomination given to the Secretary two clear days before the annual general meeting. Any nomination must be seconded by another Voting Member aged 18 years and over and may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than such date as the Council shall prescribe each year.
- 20.3 A Council member may be re-elected or re-co-opted without limit, regardless of how many terms they have previously served on the Council.
- 20.4 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election by secret ballot at the annual general meeting as directed by the Council. The results of any such election must be announced at the annual general meeting. If there are no nominations made for a vacancy the Council can nominate a candidate for election at the annual general meeting, provided that such person nominated satisfies the requirements in Article 12.7, and such a candidate shall be declared elected unopposed at the annual general meeting.

## **21. Casual Vacancies**

- 21.1 A casual vacancy arising among the Council shall be filled by the Council 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**

### **22. Applications for Membership**

- 22.1 The members of the unincorporated association known as the Harpenden & District Indoor Bowling Club as at 1 July 2019 and such other persons as are admitted to membership by the Council in accordance with these Articles, shall be the members of the Club.
- 22.2 A prospective member of the Club shall submit to the Club a completed membership application in the form required by the Council from time to time. Thereafter the prospective member shall, subject to Article 22.3, become a member of the Club once he has attended a familiarisation meeting and his application has been signed off by the Head Coach on behalf of the Council.
- 22.3 Confirmation of membership shall be subject to advance payment of the entry fee and subscription.
- 22.4 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 Game 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.
- 22.5 Where the Head Coach (on behalf of the Council) has rejected a membership application, the applicant has the right to appeal this decision to the Board, who may review the application and approve the applicant's membership.
- 22.6 Without prejudice to Article 22.7, a person shall not be entitled to any privileges of the Club until he receives notice from the Council (or the Head Coach on its behalf)



that he has been accepted as a member and has paid any entrance fees and annual subscription.

22.7 A person shall not be entitled to any privileges of the Club until two days have passed since his application for membership was submitted, notwithstanding that he may have been admitted as a member before those two days have lapsed.

22.8 The Council may fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members provided that the Council members shall use their best endeavours to ensure that the fees set by it do not preclude open membership of the Club.

22.9 The total playing membership may not exceed 120 members per rink.

### **23. Conditions of Membership**

23.1 All members shall be bound by and subject to these Articles and any Bye-laws, including its code of conduct as set by the Council.

23.2 The members shall pay any entrance fees and annual subscription set by the Council. Any member whose subscription fee is not paid in full by such date as decided by the Council shall be deemed to have resigned his membership of the Club.

23.3 Subject to Article 25, the Council 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 23.

### **24. Categories of Membership**

24.1 The Club may have different classes of membership and subscription on a non-discriminatory basis. These classes of membership (and the rights and obligations of the members of those classes, including whether or not those members are to be Voting Members) shall be set by the Council.

### **25. Termination of Membership**

25.1 A member may terminate their membership of the Club voluntarily by giving 7 days' written notice to the Club.

- 25.2 A membership terminates automatically when that person dies 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 any Bye-laws made pursuant to the Articles.
- 25.3 Membership is not transferable.
- 25.4 Any person ceasing to be a member forfeits all rights in relation to and claims upon the Club, its property and its funds and has no right to the return of any part of his subscription. The Council may refund an appropriate part of a resigning member's subscription if it considers it appropriate taking account of all the circumstances.

## **ORGANISATION OF GENERAL MEETINGS**

### **26. Annual General Meetings**

- 26.1 The Club shall hold a general meeting in every calendar year before 31<sup>st</sup> March as its annual general meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it.
- 26.2 The annual general meeting shall be held for the following purposes:
- 26.2.1 to receive from the Treasurer the Club's accounts together with a (unless a statutory audit is required by law) non statutory audit of such accounts and the Treasurer's report as to the financial position of the Club;
  - 26.2.2 to receive from the Council a report of the activities of the Club since the previous annual general meeting;
  - 26.2.3 to appoint the Club's independent, inspecting auditors (statutory or non-statutory, as appropriate);
  - 26.2.4 to vote on any resolution submitted by any Voting Member, which must be received in writing by the Secretary not less than 28 days before the AGM and prominently displayed at the Premises for at least 21 days before the AGM, any subsequent amendment to such a resolution must be made in writing up to 14 days, and displayed for at least 10 days, before the AGM; and
  - 26.2.5 to conduct the election of the Council in accordance with these Articles.

## **27. Notice of General Meetings**

- 27.1 General Meetings shall be called by at least 21 clear days' written notice. The notice of the meeting shall specify the time and place of the meeting and in the case of special business the general nature of that business.
- 27.2 Notice shall be given to all members entitled to attend and speak at a general meeting under Article 30.1.
- 27.3 Notice for an annual general meeting shall contain a copy of the accounts to be reported on at that annual general meeting as well as notice of any resigning members of the Council under Article 20.1.
- 27.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **28. Extraordinary General Meeting**

- 28.1 An Extraordinary General Meeting shall be called by the Secretary within 14 days of a request to that effect from the Council, or on written request from no fewer than 30 Voting Members.
- 28.2 An Extraordinary General Meeting shall be called by at least 10 days' notice. The notice of the meeting shall specify the time and place of the meeting and in the case of special business the general nature of that business.
- 28.3 Notice shall be given to all members entitled to attend and speak at a general meeting under Article 30.1.
- 28.4 No other business shall be conducted at an Extraordinary General Meeting except that specified in the request.
- 28.5 The quorum and procedure for an Extraordinary General Meeting is the same as a typical General Meeting, save that at least 15 of the Voting Members who requested the meeting (where the meeting was called because of such a request) must attend the meeting, or else the meeting should be immediately adjourned.

28.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **29. Resolutions and General Meetings**

Subject to and save as provided in the 2006 Act and Articles 2 and 48.1, all resolutions of the Club shall be ordinary resolutions.

## **30. Attendance and Speaking at General Meetings**

30.1 A person is able to exercise a right to attend and speak at a general meeting when that person is aged 18 years and over, a member of the Club and present in person at the general meeting and is able 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.

30.2 A person is able to exercise the right to vote at a general meeting when:

30.2.1 That person is entitled to receive notice of the general meeting and is aged 18 years and over;

30.2.2 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

30.2.3 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.

30.3 The Council may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

## **31. Quorum for General Meetings**

31.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

31.2 A quorum shall be defined as:

31.2.1 10% of the Voting Members present in person; or

31.2.2 40 Voting Members present in person,

whichever is the greater number.

### **32. Chairing General Meetings**

32.1 The Chairman shall chair general meetings if present and willing to do so. If the Chairman shall be absent, or if at any meeting he is not present within 15 minutes after the time at which the meeting was due to start:

32.1.1 the directors present, or

32.1.2 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

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

### **33. Attendance and Speaking by Directors and Non-Members**

33.1 Directors may attend and speak at general meetings.

33.2 The chairman of the meeting may permit other persons who are not members of the Club to attend and speak at a general meeting.

### **34. Adjournment**

34.1 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 chairman of the meeting must adjourn it.

34.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

34.2.1 the meeting consents to an adjournment, or

34.2.2 it appears to the chairman 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.

- 34.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 34.4 When adjourning a general meeting, the chairman of the meeting must:
- 34.4.1 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
  - 34.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

## **VOTING AT GENERAL MEETINGS**

### **35. Voting: General**

- 35.1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.
- 35.2 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.

### **36. Errors and Disputes**

- 36.1 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.
- 36.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

### **37. Poll Votes**

- 37.1 A poll on a resolution may be demanded:
- 37.1.1 in advance of the general meeting where it is to be put to the vote, or
  - 37.1.2 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.
- 37.2 A poll may be demanded by:

- 37.2.1 the chairman of the meeting;
  - 37.2.2 the Council; or
  - 37.2.3 five or more members present in person 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.
- 37.3 A demand for a poll may be withdrawn if:
- 37.3.1 the poll has not yet been taken, and
  - 37.3.2 the chairman of the meeting consents to the withdrawal.
- 37.4 Polls shall be taken as the chairman 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.
- 37.5 A poll demanded on the election of a chairman 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 chairman directs not being more than 30 days after the poll is demanded. 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. 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.
- 37.6 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.
- 38. Amendments to Resolutions**
- 38.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- 38.1.1 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 chairman of the meeting may determine), and
- 38.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 38.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - 38.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 38.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 38.3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 38.4 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **39. Amendments to these Articles**

- 39.1 Unless otherwise specified, these Articles may only be amended at a general meeting by two-thirds of the votes cast but not (if relevant) so as to jeopardise the club's status as a Community Amateur Sports Club as provided by the Finance Act 2002 and not in any event to alter its purposes or winding up petitions.

## **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 Council in connection with the taking of decisions by the Council



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, Council member, or employee of the Club may be indemnified out of the Club's assets against:

42.1.1 any liability incurred by that person in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or an associated company;

42.1.2 any liability incurred by that person in connection with the activities of the Club in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act); and

42.1.3 any other liability incurred by that person 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.

**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 or an associated company;

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, any associated company or any pension fund or employees' share scheme of the Club or associated company.

#### **44. Finance**

44.1 All monies received by the Club shall be deposited in a bank or building society account in the name of the Club for such purposes.

44.2 All monies not required for immediate use shall be invested as the Council, in its absolute discretion, thinks fit.

#### **45. Borrowing**

45.1 Subject to these Articles, the Board may exercise all the powers of the Club to:

45.1.1 borrow money;

45.1.2 indemnify or guarantee;

45.1.3 mortgage or charge all or any part of the property of the Club;

45.1.4 create and issue debentures and other securities; and

45.1.5 give security either outright or as collateral security for any debt, liability or obligation of the Club.

45.2 The Board shall restrict the borrowing activities of the Club defined in Article 45.1, so that the aggregate amounts borrowed by the Club and outstanding liabilities at any time shall not without previous sanction of an ordinary resolution of the Club exceed £10,000.

#### **46. Bye-laws**

46.1 The Council shall have the power to make, alter or revoke Bye-laws including, but not limited to, Bye-laws:

46.1.1 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 Council in the better administration of the Club;

46.1.2 setting the Club's opening hours;

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

46.1.4 in relation to licensable activities of the Club,

provided that nothing in those Bye-laws 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 Bye-laws shall be consistent with these Articles and the 2006 Act.

#### **47. Minutes**

The Secretary, and in his absence such other member of the Board and of the Council as the Council shall elect, shall cause minutes to be made in books kept for that purpose of all proceedings and general meetings of the Club and Council meetings.

#### **48. Dissolution**

48.1 The Club shall be wound up voluntarily whenever a special resolution is passed that the Club be wound up.

48.2 Upon dissolution of the club any remaining assets shall be given or transferred to another registered Community Amateur Sports Club, a registered charity or the sport's governing body for use by them in related community sports.