

THE COMPANIES ACTS 1948 to 2006 COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL MEMORANDUM OF ASSOCIATION OF
WORTHING PAVILION BOWLING CLUB LIMITED

1. The name of the Company is "WORTHING PAVILION BOWLING CLUB LIMITED".
2. The Registered Office of the Club shall be situate in England.
3. The Objects for which the Company (hereinafter called "the Club") is established are:-
 - (a) To take over the assets and liabilities of The Worthing Pavilion Bowling Club, and maintain, and conduct a Club for the playing of the games of bowls and billiards, and for other indoor and outdoor sports, pastimes, and recreations and for social intercourse, and to afford to the members of the Club the usual privileges, advantages, and accommodation of a Club.
 - (b) To provide greens, courts, lawns and grounds for bowls, tennis, croquet, and other indoor and outdoor sports, pastimes, and recreations, and to build club-houses, pavilions, and other buildings and erections necessary or desirable for the purpose of the Club, and for such sports, pastimes, and recreations, and to employ and pay servants and other persons in connection with the objects of the Club.
 - (c) To promote the game of bowls and other indoor and outdoor sports, pastimes, and recreations, and to hold and arrange bowls and other meetings, competitions, and matches, and to join in and to offer, grant, or contribute towards the provision of prizes, medals, awards, and distinctions in matches and competitions for challenge cups or other trophies, and whether for the benefit of charities or otherwise.
 - (d) To buy, sell, and deal in all kinds of liquor, provisions, cigars, tobacco, and other articles usually provided at clubs and required by persons frequenting the Club's premises, and to make, buy, sell, and deal in all kinds of apparatus, appliances, or implements for sports, pastimes and recreations.
 - (e) To purchase, take on lease, hire, or otherwise acquire any real or personal property, land, buildings, easements, plant, machinery, stock, furniture, newspapers, books, or property of any kind which may be requisite for or conducive to the attainment of any of the objects of the Club, and to construct, remove, maintain and alter any buildings or works, or adapt any land necessary or convenient for the purpose of the Club.
 - (f) To raise money by subscription and entrance fees, and to grant any rights and privileges to Subscribers.
 - (g) To permit any person or association of persons to use and enjoy the Club's premises or any part thereof for such purposes and upon such terms as the Club shall think fit, and to make rules and regulations for such user and for the conduct of members and visitors, and for the exclusion or suspension of Members from the enjoyment of the Club privileges, and from time to time to rescind and vary and alter the same.

(h) To invest and deal with the moneys of the Club, not immediately required, in such manner as shall from time to time be determined, and to guarantee the performance of contracts by any persons having dealings with the Club.

(i) To borrow or raise or secure the payment of money, or to guarantee money in such manner as the Club shall think fit for the purpose of the Club's objects, and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, charged upon all or any of the Club's property (both present and future) and to purchase, redeem, or pay off any such securities.

(j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(k) To drain, pave, paint, build on, or otherwise improve and realise all or any parts of any lands or buildings from time to time purchased, taken on lease, or otherwise acquired by the Club, and to manage, farm, cultivate, maintain, improve, underrate, lease exchange, sell and otherwise deal with and dispose of any part of the lands, hereditaments, and real and personal estates, properties and effects, and undertaking of the Club, and in such manner and on such terms and for such purposes as the Club may think proper, and in particular to sell or dispose of the whole or any part of the undertaking of the Club for such consideration as the Club may think fit, and in particular for shares, debentures, or debenture stock, or securities of any company purchasing the same.

(l) To do all such matters and things as are incidental or conducive to the attainment of the above objects.

(m) To enter into contracts to provide services on behalf of other bodies

4. The Liability of the Members is Limited.

5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and the costs, charges, and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding Five pence.

6. The income and property of the Company, from wherever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of Dividend, Bonus, or otherwise howsoever by way of profit to the Members of the Company: Provided that nothing herein shall prevent the payment in good faith of remuneration by way of salary, honorarium, pension or gratuity, or otherwise, to any officer or servant of the Company, or to any member of the Company or other person in return for any services actually rendered to the Company, nor prevent the payment of interest on money borrowed from any Member of the Company. In the event of the dissolution and/or winding up of the Club, clause 75 of the Articles of Association must be applied.

THE COMPANIES ACT, 1948 to 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
WORTHING PAVILION BOWLING CLUB LIMITED
PRELIMINARY

In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS MEANINGS

The Act Companies Act 2006

The Statutes: The Act and every other statute for the time being in force affecting the Club;

These presents These Articles of Association and the regulations of the Club from time to time in force;

The Club The Company entitled "Worthing Pavilion Bowling Club Limited";

The Board The Board as constituted by these presents;

Office The registered office of the Club;

Officers the officers of the Club as constituted by these presents;

Seal The common seal of the Club;

Secretary means the secretary of the Club

Member means a member of the Club

Month means Calendar month;

In writing Written, printed or facsimile, or electronic, or partly one and partly another and other modes of representing or reproducing words in visible form;

Words importing the singular number only shall include the plural number and vice versa; Words importing the masculine gender only shall include the feminine gender; and

2 Subject as aforesaid, any words or expressions defined in the statutes shall, if not inconsistent with the subject or context, bear the same meaning as these presents.

3 For the purposes of registration the number of Playing Members of the Club is declared not to exceed 500, but the Board may from time to time register an increase of Members.

4 The Club is established for the purposes expressed in the Memorandum of Association.

5 The subscribers to the Memorandum of Association and such persons as the Board shall admit to membership shall be Members of the Club.

MEMBERSHIP

6 Every application for membership shall be made in writing, signed by the applicant, in such form as the Board shall from time to time determine. The Board shall have power to admit the following upon such terms and subject to such regulations as the Board may from time to time deem advisable:-

- (a) Playing (Full, Summer Winter or Junior) Members of the Club following recommendation from the Men's or Ladies Sections **or coaching team.**

A FULL member is a member who joins and pays for the whole year (summer & winter season) However, where a summer member wishes to join for the winter season in that same year and pays both subscriptions by the designated time, this member will be classed as a full member.

SUMMER member is a member who joins and pays for membership from 30th April through to 29th September

WINTER member is a member who joins and pays for membership from 30th September through to 29th April

- (b) Persons who are visiting or temporarily resident in Worthing (Temporary Members)
- (c) Persons who shall have the rights and privileges of full membership without payment of any fee or subscription (Honorary Members).
- (d) Persons who do not desire to play bowls (Social Members).
- (e) Life members as provided by Article **15**
- (f) Associate Members being applicants for Full, Summer Winter or junior membership who are inexperienced and are undergoing coaching

7 Each Member shall be entitled to introduce a friend for the day, provided the accommodation of members generally is not thereby inconvenienced; but the same person may not be introduced more than three times in any one year if residing within four miles of the Clubhouse, and provided that the Board are empowered to restrict, enlarge, or suspend this Article as they may in their discretion think fit.

SUBSCRIPTIONS

8 The subscriptions payable by Members of the Club shall be such as the Board shall from time to time prescribe. All subscriptions shall be

payable in advance and the annual subscriptions shall become due and payable on the 30th day of April in every year.

9 No Member whose subscription is in arrears shall be allowed to compete for any prizes or be entitled to play in any match.

10 Members failing to pay their subscriptions by 31st May shall be disqualified from enjoying the privileges of the Club. In the event of any Member's subscription being in arrears on 31st day of May, their name shall be struck off the Club's books. But the Board shall, in their discretion, have power to readmit a Member (upon payment of all arrears of subscription) who shall give them a satisfactory reason for the non-payment thereof. In the case of summer only and winter only members disqualification would be on a similar basis i.e. non-payment by a date which is exactly one month from when payment was due.

MEMBERS

11 **Upon receipt of an application to join the club**, the Secretary of the Club shall forthwith send to **the applicant** at the address given upon their application a request for payment of their entrance fee (if any) and first subscription. Upon payment of their entrance fee (if any) and first subscription, an accepted applicant shall become a Member of the Club, provided nevertheless that if such payment be not made within one calendar month after the date of election, the Board may, in their discretion, cancel such **application**

12 A list containing the names of all the Members of the Club shall be kept in the Club Room, and an address book shall also be kept there which shall be open to inspection by any Member. A visitors or guests book shall also be kept, in which the names and addresses of all visitors together with the names of members introducing them shall be recorded

RIGHTS AND DUTIES OF MEMBERS

13 Subject to the express provisions of these presents and to the Memorandum of Association, and to any Bye-laws for the time being in force made by the Board as hereinafter provided, all Members of the Club shall be entitled at all times to use in common all the premises and property of the Club, and to be supplied, at such charges as are agreed by the Catering Franchisee after consultation with the Board, with meals and refreshments. The Board may determine charges for things provided for the use of the Members.

14 All playing members shall be entitled to be elected as officers and/or members of the Board on condition that there is no conflict of interest and they do not belong to another bowls club. Full members and any Director if not a full member only shall be entitled to attend and vote at General Meetings of the Club, and every Member shall be entitled (subject to these presents and to the Memorandum of Association, and Bye-laws for the time being in force made by the Board as hereinafter provided) to all the rights and subject to all the duties of a Member of the Club.

LIFE MEMBERS

15 The Board shall have power to recommend to the Members at Annual General Meeting a Member for life. Such Life Members shall enjoy the full rights and privileges of the Club.

RESIGNATION AND EXPULSION

16 Any Member wishing to resign their membership of the Club shall give notice in writing addressed to the Secretary and deposited at the Registered Office before the 30th day of April in any year of their intention so to do.

17 If any Member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles of Association or Bye-laws of the Club, or shall be found guilty of any such conduct unbecoming, or likely to be injurious to the Club, as the case may be, such Member shall be liable to expulsion by a resolution of the Board passed by not less than three quarters of those present at a Meeting specially convened for that purpose, provided that at least one week before the Meeting at which such resolution is passed they shall have had notice thereof, and of the intended resolution for their expulsion, and that they shall, at such Meeting and before passing of such resolution, have had an opportunity of giving, orally or in writing, any explanation or defence they may think fit. A Member expelled under this Article shall forfeit all right in, and claim upon the Club and its property.

OFFICERS

18 The officers of the Club shall be: President, Captains (Ladies & Men's), Vice-Captains (Ladies' and Men's), Honorary Treasurer, Honorary Secretary, Honorary Assistant Secretary, Honorary Assistant Treasurer and Honorary Match Secretaries (Ladies' & Men's), Honorary Playing Secretaries (Ladies' and Men's), Green Ranger, and the Members of the Bar, Catering, House and Playing Sub-Committees.

19 The following officers shall be elected at the Annual General Meeting: President, Honorary Secretary, Honorary Assistant Treasurer and Honorary Assistant Secretary.

20 The President shall be entitled to attend any Board or sub committee meeting but shall be unable to vote at such meetings

APPOINTMENT OF OFFICERS

21 All Officers to be appointed at Annual General Meetings of the Company shall retire at the next Annual General Meeting

22 The election of the Officers at the Annual General Meeting shall take place in the following manner:-

(a) Any two Full members of the Club shall be at liberty to nominate and second any playing member (subject to clause **14** restrictions) to serve as for one of the positions as stated in Clause **18**. The name of each Member so nominated together with the names of their proposer and seconder, shall be sent in writing to the Secretary of the Club at least one month before the Annual General Meeting and the nomination shall also state for which position the Member is being nominated.

(b) A list of candidates' names in alphabetical order, with the proposers' and seconders' names and details of the positions for which they have been nominated shall be posted in a conspicuous place in the Club for at least fourteen days before the Annual General Meeting.

(c) Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order, and each full member present at the Annual General Meeting shall be entitled to vote for any number of the candidates not exceeding the number of vacancies.

(d) In case there shall not be sufficient number of candidates nominated the Board of Directors may appoint others from among the Playing or Life Members to fill up the remaining vacancy or

vacancies. All Officers appointed under this Clause shall automatically retire at the next Annual General Meeting.

(e) If two or more candidates obtain an equal number of votes another ballot shall, if necessary, be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, the President shall select by lot from such candidates the candidate or candidates who is/ or are, to be elected.

23 Those candidates selected to fill each of the positions under consideration shall be the person or persons who have received the highest number of votes in respect of that position

24 The Club may by Extraordinary Resolution remove any Officer before the expiration of their period of Office, and by an Ordinary Resolution appoint another Playing or Life Member in their place

POWERS OF DIRECTORS

25 Subject to the provisions of the Act; the Memorandum and Articles and to any directions given by Special resolution, the day to day business of the Company shall be managed by a Board of Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.

26 The Board shall not, without the sanction of a General Meeting of the Club demise, sublet, exchange, sell or otherwise dispose of all or any part of the lands, buildings, tenements, or hereditaments of the Club, save so far as the Board may deem it necessary or expedient or convenient for the purposes of Article **52** hereof: Provided nevertheless that no mortgagee or other person advancing money to the Club shall be concerned to see that any money advanced by them is wanted for any purpose of the Club, or that no more than is wanted is raised or borrowed.

27 The directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

NUMBER OF DIRECTORS

28 Unless otherwise determined by ordinary resolution, the number of directors shall not be less than five or more than eight of whom at least one shall be a lady (unless no lady offers themselves for election) or conversely, of whom at least one shall be a gentleman (unless no man offers himself for election).

APPOINTMENT AND RETIREMENT OF DIRECTORS.

29 All Members of the Board of Directors are to be appointed or to retire at Annual General Meetings of the Company.

30 The persons elected as Honorary Secretary and Honorary Treasurer of the Club shall automatically be elected as Members of the Board of Directors.

31 The election of the Board of Directors shall take place in the following manner:

(a) Any two full members of the Club shall be at liberty to nominate and second any other playing member to serve as a Member of the Board of Directors On condition that the member nominated does not belong to another Bowls club or has a conflict of interest

(b) The name of each Member so nominated together with the names of their proposer and seconder, shall be sent in writing to the Secretary of the Club at least one month before the Annual General Meeting.

(c) A list of candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the Club/website for at least fourteen days before the Annual General Meeting.

(d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order, and each full member present at the Annual General Meeting shall be entitled to vote for any number of the candidates not exceeding the number of vacancies.

(e) In case there shall not be sufficient number of candidates nominated the Board of Directors may appoint additional Directors from the Life or the Playing Members of the Club to fill up the remaining vacancy or vacancies. On condition that the member(s) nominated does not belong to another Bowls club or has a conflict of interest All Directors appointed under this Clause shall automatically retire at the next Annual General Meeting. The Directors may appoint a replacement Director from amongst Playing Members of the club where an elected Director has, for whatever reason, resigned mid-term. The appointment would last until the next AGM where the standard election process would takeover. If two or more candidates obtain an equal number of votes another ballot shall, if necessary, be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, the President shall select by lot from such candidates the candidate or candidates who is/or are, to be elected.

32 At the first Annual General Meeting at which the Board of Directors are elected, those candidates selected to be on the Board of Directors shall be the four with the highest votes, together with the person who has been appointed as Honorary Secretary of the Club. Of those candidates selected to be on the first Board of Directors, the two candidates with the highest votes shall remain in office for three years prior to retirement or re-election, the next candidate in terms of number of votes recorded shall remain office for two years prior to retirement or re-election and the fourth candidate shall remain in office for one year prior to retirement or re-election.

33 At subsequent Annual General Meetings of the Company as each Director is due to retire in accordance with provisions of Clause **32** above, and then the new appointment shall be for a period of three years. Where a vacancy arises in the middle of a particular term of office then the successor shall remain in office until the next General Meeting when that successor may seek election to the end of the original term of his predecessor.

34 On occasions a situation may arise where one or more vacancies occur as a result of a particular Director or Directors reaching the natural end of his or their terms in office and seeking retirement or re-election. In addition, and at the same Annual General Meeting a further vacancy or vacancies may

be created where a Director has vacated office in the middle of his term and a successor has to be appointed. Where such dual vacancies occur, then the candidate who receives the most votes shall be appointed to fill the vacancy which has the longest term in office

35 The Club may by Extraordinary Resolution remove any Officer or other Member of the Board before the expiration of their period of Office, and by an Ordinary Resolution appoint another Member in their place

36 The Board may meet together for the despatch of business, adjourn and otherwise regulate meetings as they think fit. Subsequent to the election of the Board of Directors, the Board may then appoint from their number a Chairman, Vice-Chairman and Director of Finance (who may also be the Honorary Treasurer).

37 No Member of the Board (unless acting as Secretary) shall receive any remuneration for their services as such

38 Questions arising at any Meeting of the board shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. Two Members of the Board may and the Secretary shall, on the requisition of two Members of the Board, at any time summon a meeting of the Board. The quorum, necessary for the transaction of the business of the Board, may be fixed by the Board of Directors, and unless so fixed, shall be three.

39 The Chairman shall preside at every Meeting of the Board. If at any Meeting the Chairman or Vice-Chairman be not present within five minutes after the time appointed for holding the same, the Members of the Board shall choose one of their numbers to be the Chairman of the Meeting.

DISQUALIFICATION OF DIRECTORS

40 The Office of Director shall be vacated, if the Director:-

- (a) Ceases to be a Playing Member of the Club; or
- (b) Becomes bankrupt or enters into any arrangement voluntary or otherwise with their creditors;
or
- (c) Is found lunatic or becomes of unsound mind; or
- (d) Resigns their office by giving one month's notice in writing to the Club; or
- (e) Is removed from office by an Extraordinary Resolution of the Club; or
- (f) Is required by the Board to resign through failure to attend three consecutive meetings of the Board

But any act done in good faith by a Member of the Board of Directors whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Club or an entry has been made in the Minute Book stating that such Member of the Board of Directors has ceased to be a Member of the Club.

BAR SUB-COMMITTEE

41 The supply to the Members of the Club of intoxicating liquors and tobacco shall be under the sole control of a Subcommittee consisting of not more than two Members of the Club, who shall arrange for the purchase thereof on behalf of the Club and for the supply thereof to Members. The subcommittee shall be appointed by the Board of Directors, and shall report to a nominated Director. This Director shall have overall responsibility for this area and shall be accountable to the Board of Directors accordingly.

The Sub-Committee shall cause an account of all purchases and receipts to be kept, and the Director responsible shall at every Annual General Meeting present a report for the preceding year.

42 No intoxicating liquors or other articles for the sale of which licence is required shall be supplied except:-

(a) to Members and their guests in the Club premises or at any premises or place, which the Club is using for a special occasion for the accommodation of Members, and to which persons other than Members and their guests are not permitted access.

(b) to a Member in person for consumption off the premises in the Club premises to persons entitled to enjoy the privileges of membership pursuant to Byelaw by virtue of membership of another bowling club and their guests.

CATERING SUB-COMMITTEE

43 The responsibility for supply of foodstuffs to the Members of the Club shall be under the sole control of a sub-committee consisting of not more than two Members of the Club. The subcommittee shall be appointed by the Board of Directors and shall report to a nominated Director and this Director shall have overall responsibility for this area and shall be accountable to the Board of Directors accordingly. The Director responsible shall present a report at each Annual General Meeting of the Club

HOUSE SUB-COMMITTEE

44 The responsibility for general maintenance of the Clubhouse Buildings and Premises shall be under sole control of a sub committee consisting of not more than two Members of the Club. The sub-committee shall be appointed by the Board of Directors and shall report to a nominated Director and this Director shall have overall responsibility for this area and shall be accountable to the Board of Directors accordingly and shall present a report at each Annual General Meeting of the Club.

PLAYING SUB-COMMITTEE

45 The responsibility for organising match fixtures, and team selection and other matters ancillary to this shall be under the sole control of subcommittees consisting of the following officers Ladies and Men's Captains, Vice-Captains (Ladies and Men's), Honorary Match Secretaries (Ladies and Men's) and Honorary Playing Secretaries (Ladies and Men's) and the Green ranger. The Ladies' officers mentioned under this

Clause shall be appointed at the Annual Meeting of the Ladies' Section and the Men's officers shall have been appointed at the Annual Meeting of the Men's Section. The playing sub-committees shall report to a nominated Director and this Director shall have overall responsibility for this area and shall be accountable to the Board of Directors accordingly. The Director responsible shall present a report at the Annual General meeting of the club.

THE GREEN RANGER

46 The responsibility for the production of the daily playing schedules and liaison with the Green Keeper shall be under the sole control of the Green Ranger. The Green Ranger shall be appointed by the Board of Directors and shall report to a nominated Director and this Director shall have overall responsibility for this area and shall be accountable to the Board of Directors accordingly.

MINUTES

47 The Board of Directors' shall cause Minutes to be made in books provided for the purpose:-

- (a) of all appointments of Officers made by the Board ;
- (b) Of the names of the Board Members present at each Meeting of the Board and of any Sub-Committee;
- (c) Of all resolutions and proceedings at Meetings of the Club and of the Board of Directors and of Sub-Committees.

And any such Minute of any Meeting, if purporting to be signed by the Chairman of such Meeting or by the Chairman of the next succeeding Meeting, shall be conclusive evidence without any further proof of the facts therein stated. These minutes shall be published in the Club within 14 days of their being confirmed by the Chairman.

ACCOUNTS

48 The Board of Directors shall appoint a person/company to be responsible for ensuring that proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Club and the matter in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Club; and the assets and liabilities of the Club.

The books of account shall be kept at the Registered Office of the Club, or at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the Board of Directors. The treasurer shall report directly to the Board of Directors

49 The Board of Directors shall from time to time determine to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of Members and no such Member shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Board of Directors or by the Club in General Meeting.

50 The Board of Directors shall from time to time in accordance with Section 386,387 394 and395 of the Act, cause to be prepared and to be laid before the Club in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section.

51 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Club in General Meeting together with a copy of the Accountants' report shall be published on the club web site or sent to all persons entitled to receive notices of General Meetings of the Club that request a hardcopy

52 The Board may issue Debentures of the Club at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the Club any sums of money either upon mortgage or charge of any of the property of the Club, or on Bonds or Debentures or otherwise as they may think fit

53 Any series of Debentures issued by the Club may if so arranged, provide for the appointment from time to time by the Registered Holders of a majority in value of the Debentures of such series of any person being a Member of the Club nominated by such Holders to be a Member of the Board of Directors (but so that not more than three persons shall at any one time hold office by virtue of such appointment) and may empower such Holders from time to time to remove any Member of the Board of Directors so appointed, and may provide that any Member of the Board so appointed shall vacate office in any specified event, but shall not be liable to retire by rotation, and shall not be removable by the Club so long as any of the said Debentures remain outstanding, and may contain such ancillary provisions as may be arranged between the Club and the Debenture Holders, and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

BYE-LAWS

54 The Board of Directors shall have power from time to time to make, alter, and repeal all such Bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club, and in particular, but not exclusively, they may by such Bye-laws regulate:-

- (a) The terms and conditions upon which guests and visitors shall be permitted to use the premise and property of the Club;
- (b) The times of opening and closing the green and grounds, club-house, and premises of the Club, or any part thereof;
- (c) The rules to be observed, and prizes to be played for by Members of the Club playing any games on the premises of the Club;
- (d) The prohibition of particular games on the premises of the Club entirely or at any particular time or times;
- (e) The conduct of Members of the Club in relation to one another and to the Club's servants;
- (f) The procedure at General Meetings and Board Meetings; The election of Sub-Committees for special purposes and the duties of all the Officers and Sub-Committees;

(h) The arrangements with other clubs or associations for reciprocal concessions or otherwise;

(i) The competitions for challenge cups or trophies, prizes, awards, and distinctions, and as to the constitution of teams of players, and the choice of persons to represent the Club or any section thereof in any contest or otherwise;

(j) Generally all such matters as are commonly the subject matter of club rules.

55 The Board of Directors shall adopt such means as they deem sufficient to bring to the notice of the Members all such Bye-laws, amendments, and repeals; and all such Bye-laws, so long as they shall be in force shall be binding upon all Members; Provided nevertheless that no Bye-law shall be inconsistent with, or shall effect, or repeal, anything contained in the Memorandum or Articles and Association of the Club, and that any Bye-law may be set aside by a Special Resolution of a General Meeting of the Club.

AUDIT

56 Accountants shall be appointed and their duties regulated in accordance with section 477 of the Act.

PROCEEDINGS AT GENERAL MEETINGS

57 A general Meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Board shall appoint. In default of a General Meeting being so held before the 30th day of November in any year, then a General Meeting shall be held in the month next following, and may be convened by two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Board.

58 The above-mentioned General Meeting shall be called "Annual General Meeting"; all other General Meetings shall be called "Extraordinary General Meetings"

59 The Board may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requestors, provided by Section 303 of the Act.

60 Subject to the provisions of Section 304 of the Act relating to Annual General Meetings and to Special Resolutions, fourteen days' notice at the least specifying the place, the day, and the hour of meeting, and, in the case of special business, shall be given to the members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Club in General Meeting; but the non-receipt of such a notice by any Member shall not invalidate the proceedings at any General Meeting.

61 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, the ordinary reports of the Board and Auditor or Auditors, the election of Officers and other members of the Board in place of those retiring by rotation. Notice of any resolution to be proposed at any Annual General Meeting shall be delivered to the Secretary in writing not less than one calendar month before the date for which such Meeting is fixed.

62 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. Save as herein otherwise provided, ten per cent of those members having voting rights will represent a Quorum.

63 If within half an hour from the time appointed for the Meeting a quorum of Members is not present, the Meeting, if convened in the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place; and if at the adjourned Meeting a quorum of Members is not present within half an hour of the time appointed for the Meeting the Members present shall be a quorum.

64 The Chairman of the Board of Directors shall preside as Chairman at every General Meeting of the Club. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote.

65 If at any Meeting the Chairman of the Board is not present within five minutes of the time fixed for holding the same, the Members of the Board present shall choose one of their numbers to be Chairman of that Meeting. In default of there doing so, the Members of the Club, present shall choose one of their numbers to be Chairman.

66 The Chairman may, with the consent of the Meeting, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

67 At any General Meeting, unless a poll is demanded by at least five Members present in person or by proxy or by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all Members, a declaration by total voting rights of all Members, a declaration by the Chairman that a resolution has or has not been carried and an entry to that effect

in the book of proceedings of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

68 If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

VOTING

69 Every full member of the Club and playing member who is a director who has paid to the Club all moneys presently payable by them to the Club shall have one vote and no more.

70 Voting on the election of Officers and other Members of the Board may be by ballot.

71 On the poll votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointer. No person shall act as proxy unless they are a Full Member of the Club. The instrument appointing them shall be deposited at the Registered Office of the Club not less than forty-eight hours before the time of holding the Meeting at which they propose to vote

72 Any instrument appointing a proxy shall be in the form for the time being sanctioned by the Board and obtainable from the Secretary.

NOTICES

73 The Club may give a notice to any Member either personally or by sending it by post or email to them at their registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and shall be deemed to have been effected at the time at which the letter would have been delivered in the ordinary course of post. A Member who has no registered address in England, and has not supplied to the Club an address in England for the giving of notices to them, shall not be entitled to receive any notices from the Club.

SEAL

74 The Seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two Members of the Board and of the Secretary, or such other person as the Board may appoint for the purpose; and those two Members of the Board and the Secretary, or other person as aforesaid shall sign every instrument to which the Seal of the Club is so affixed in their presence.

WINDING UP

75 The provisions of clause **3** of the Memorandum of Association relating to the winding up or dissolution of the Club shall have effect and be observed as follows:

76 (a) At a properly convened General Meeting the Members may vote to wind up the Club if not less than three quarters of those present and voting support that proposal.

(b) The Board will then be responsible for winding up the Club's affairs.

(c) After settling all liabilities of the Club, the Board shall dispose of the net assets remaining to one or more of the following:

(i) another Club with similar sports purposes which is a charity and/or

- (ii) another Club with similar sports purposes which is a registered CASC and/or
- (iii) the sport's national governing body for use by them for related community sports.

INDEMNITY

77 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him on defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court for liability for negligence, default, breach of duty or breach of trust to the affairs of the Company