

Company No: 11738867

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

WITTERSHAM GENERAL SPORTS CLUB TRADING LIMITED

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PART 1

DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY

1. **Defined Terms**

1.1 In these Articles, unless the context requires otherwise:

2006 Act means the Companies Act 2006 as modified by statute or re-enacted from time to time.

Annual Members Meeting means the annual meeting of the Club Members held in accordance with these Articles, which for the avoidance of doubt is not a general meeting for the purposes of the 2006 Act.

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 Company established from time to time in accordance with Article 17, the members of which are the directors of the Company for the purposes of the 2006 Act.

Chair means the person elected from time to time in accordance with these Articles as the Chair of the Company.

Charity means Wittersham Sports Club an unincorporated charity registered with charity number 302890 or any other charitable body which succeeds to its charitable purpose.

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.

Club Member means a Club Member admitted in accordance with Article 24 who for the avoidance of doubt is not a Voting Member.

Company means the above named company.

Company Secretary means such person as the Board may appoint as company secretary from time to time.

director means a director of the Company, 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.

hard copy form has the meaning given in Section 1168 of the 2006 Act.

member means both Voting Members and Club Members.

participate has, in relation to a directors' meeting, the meaning given in Article 10.

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

Sports Sections means those sections that appear in the Charity Governing Document dated 10 March 1965 and as amended thereafter from time to time.

Voting Member means a member of the Company for the purposes of the 2006 Act, having the right to vote at general meetings of the Company.

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.
- 1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.
- 1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

2. Not for Profit

- 2.1 No portion of the income or property of the Company shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the Club Members of the Company. No director or Club Member shall be paid a salary, bonus fee or other remuneration for working for the Company.
 - 2.1.2 No director, Club Member or any other person shall receive any commission percentage or similar in relation to the purchases of alcohol by the club.
 - 2.1.3 No director, Club Member or any other person shall directly or indirectly derive any pecuniary benefit from the supply of alcohol by or on behalf of the club to members or guests, apart from :
 - (a) any benefit accruing to the club as a whole, or
 - (b) any benefit which a person derives indirectly by reason of the supply giving rise or contributing to a general gain from the carrying on of the club.

- 2.2 Nothing in Article 2.1 shall prevent the payment in good faith by the Company:
- 2.2.1 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Company;
 - 2.2.2 any payment to a Club Member (who is not a director) for goods or services provided to the Company (including as an employee of the Company);
 - 2.2.3 of interest on money lent by a member of the Company or its directors at a commercial rate of interest;
 - 2.2.4 of reasonable and proper rent for premises demised or let by any member of the Company or by any director;
 - 2.2.5 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 Company; or
 - 2.2.6 payments or donations made to the Charity.

Provided that if the director is also a trustee of the Charity any benefit from the Company must not be prohibited by the Charity's Constitution.

3. Liability of Members

- 3.1 The liability of each Voting Member is limited to £1, being the amount that each Voting Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Voting Member or within one year after he ceases to be a Voting Member, for any of the items set out in Article 3.2.
- 3.2 The items for which the Voting Members undertake to contribute are:
 - 3.2.1 payment of the Company's debts and liabilities contracted before he ceases to be a Voting Member;
 - 3.2.2 payment of the costs, charges and expenses of winding up; and
 - 3.2.3 adjustment of the rights of the contributories among themselves.

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4. Directors' General Authority

- 4.1 Subject to these Articles and the 2006 Act, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company.

5. Voting Members' reserve power

- 5.1 The Voting Members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

5.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

6. Directors May Delegate

6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

6.1.1 to such person or committee;

6.1.2 by such means (including by power of attorney);

6.1.3 to such an extent;

6.1.4 in relation to such matters or territories; and

6.1.5 on such terms and conditions,

as it thinks fit.

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

6.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

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

DECISION-MAKING BY DIRECTORS

7. Directors to Take Decisions Collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 8.

8. Unanimous Decisions

8.1 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.

8.2 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.

8.3 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.

8.4 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.

9. Calling a Meeting of the Board

9.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

9.2 The Board shall report on their activities to the Club Member at the Annual Members Meeting.

9.3 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Company Secretary to give such notice. Notice will also be sent to the Charity, who may send an observer to the meeting (who may not vote).

9.4 Notice of any meeting of the Board must indicate:

9.4.1 its proposed date and time;

9.4.2 where it is to take place; and

9.4.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

9.5 Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

10. Participation in Meetings of the Board

10.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

10.1.1 the meeting has been called and takes place in accordance with these Articles, and

10.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

10.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.

10.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is located.

11. Composition of the Board and Quorum

11.1 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three

11.2 Subject to Article 11.3, the Board may act notwithstanding any vacancy in their body.

11.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to fill a casual vacancy arising among the directors in accordance with Article 22;

12. Chairing of Meetings of the Board

12.1 The Chair shall be chair of the Board. The Chair shall preside as chair at all meetings of the Board at which he shall be present.

12.2 If at any meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting or he is not willing to preside the members of the Board present shall choose one of their number to be chair of the meeting. The person so appointed for

the time being is to be treated as the chair of the meeting for the purposes of these Articles.

13. Casting Vote

- 13.1 If the numbers of votes for and against a proposal are equal, the Chair or other director chairing the meeting of the Board has a casting vote.
- 13.2 Article 13.1 shall not apply to give a casting vote to the Chair or other director chairing the meeting (as appropriate) if, in accordance with these Articles, the Chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. Conflicts of Interest

- 14.1 Subject to Article 14.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company 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.
- 14.2 The prohibition under Article 14.1 shall not apply when:
 - 14.2.1 the Board approves the director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest in accordance with Section 175 of the 2006 Act;
 - 14.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or
 - 14.2.3 the director's conflict of interest arises from a permitted cause.
- 14.3 For the purposes of Article 14.2, the following are **permitted causes**:
 - 14.3.1 a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company (if any);
 - 14.3.2 any benefits provided by the Company to Club Members that are available to all Club Members;
 - 14.3.3 any general arrangements made by the Company for Club Members;
 - 14.3.4 any arrangements relating to the Charity.
- 14.4 For the purposes of this Article 14, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 14.5 Subject to Article 14.6, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.
- 14.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

15. Records of Decisions to be Kept

- 15.1 The Board must ensure that the Company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the Board and by the Company at general meeting.
- 15.2 Any such records, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 15.3 Any such records shall be circulated to all members of the Board.

16. Directors' Discretion to Make Further Rules

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

- 16.1 creating regulations, standing orders and/or bye-laws for the better administration of the Company and to regulate the function, role and operation of committees to assist the Board in the better administration of the Company; and
- 16.2 in relation to licensable activities of the Company.

APPOINTMENT OF DIRECTORS

17. Appointing Directors

- 17.1 The number of directors shall be not less than three and not more than five, provided that there cannot be more than one director nominated by each of the Sports Sections (as further set out in this Article).
- 17.2 With effect from the first Annual Members Meeting in 2019, the directors shall be appointed as follows:
 - 17.2.1 The Company shall notify the Sports Sections of the date of the Annual Members Meeting at least 35 days before the date set for the Annual Members Meeting;
 - 17.2.2 The Sports Sections shall have 14 days from the date they receive the notification to nominate up to two of their members (who must be aged 18 years or over and a member of the company) for appointment as directors and inform the Company in writing;
 - 17.2.3 The Club Members shall then vote on the appointment of those nominated for office at the Annual Members Meeting. Provided that only one director nominated by each Sports Section may be elected as a director.
- 17.3 The directors shall retire at the end of the Annual Members Meeting each year unless re-elected by the Club Members in accordance with these Articles.
- 17.4 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 Company all such interests. Failure to do so will lead to automatic disqualification from Board membership. The Board has the right to veto such an election if, in its opinion, it is not in the best interests of the Company.

- 17.5 All acts carried out in good faith at any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

18. Termination of Director's Appointment

- 18.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Company as soon as:
- 18.1.1 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;
 - 18.1.2 a bankruptcy order is made against that person;
 - 18.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 18.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 18.1.5 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;
 - 18.1.6 that person ceases to be a member of any Sports Sections; or
 - 18.1.7 that person is removed by the Charity serving written notice on the Company as the Director is removed;
 - 18.1.8 notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

19. Directors' Remuneration

- 19.1 The Company shall not employ any director of the Company to provide any services outside the scope of the ordinary duties of a director and shall not pay any director any remuneration in relation to his role on the Board.

PART 3 APPOINTMENTS AND CASUAL VACANCIES

20. Chair

The Board shall appoint and remove one of their number as Chair.

21. Company Secretary

Subject to the provisions of the 2006 Act, the Company Secretary may be appointed by the Board for such term and at such remuneration and upon such conditions as they may think fit and any Company Secretary appointed may be removed by them.

22. Casual Vacancies

A casual vacancy arising among the directors shall be filled by the Board provided always that the person appointed to fill the vacancy shall only hold office until the end of the next Annual Members Meeting unless re-elected in accordance with these Articles.

BECOMING AND CEASING TO BE A MEMBER

23. Voting Member - admission and decision making

23.1 The sole Voting Member shall be the Charity.

23.2 If the Charity is unincorporated it shall be a member through the person of its chair from time to time. The Charity shall notify the Company of the name of its chair. The membership rights may be exercised by the chair or by the Charity which he or she represents. The chair of the Charity shall only act on the authority of the trustees of the Charity.

23.3 If the Charity ceases to exist then the Board shall admit another registered charity as the Voting Member of the Company.

23.4 Decisions of the Voting Members can be made:

23.4.1 By passing a written resolution in accordance with the provisions of the 2006 Act; or

23.5 By passing a resolution at a members' meeting convened and held in accordance with the provisions of the 2006 Act.

24. Club Membership

24.1 Subject to Article 24.2, all members aged 18 years and over of the Sports Sections shall be Club Members of the Company.

24.2 A person shall not be admitted to membership or admitted to any privileges of membership of the Company until two days have passed since his application for membership was submitted either directly to the Company or through membership of one of the Sports Sections. Persons may not become members by any other route.

25. Conditions of Club Membership

25.1 All Club Members shall be bound by and subject to these Articles and the Rules.

25.2 Subject to Article 26, the Board may terminate the membership of any person, or impose any other sanction they determine to be appropriate, in connection with the breach of any condition of membership set out in this Article 25.

26. Termination of Club Membership

26.1 The Board may terminate Club Membership if there are complaints about the Club Member and the Board decides that his continued membership is not in the best interests of the Company. The Club Member that is the subject of a complaint shall have the right to present a statement in his defence either verbally or in hard copy form to the Board and shall have a right of appeal to an appeal committee set up by the Board (whose members shall not have been involved in the decision to remove membership). The Club Member that is the subject of the complaint shall have the right to present a further

statement in his defence either verbally or in hard copy form to the appeal committee, whose decision shall be final.

26.2 Club Membership terminates if the person is no longer a member of any Sports Sections.

26.3 Club Membership is not transferable and ceases on death.

ORGANISATION OF ANNUAL MEMBERS MEETINGS

27. Annual Members Meetings

27.1 The Company shall hold an Annual Members Meetings in every calendar year at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.

27.2 The Annual Member Meeting shall be held for the following purposes:

27.2.1 to receive from the Board the Company's accounts;

27.2.2 to receive from the Board a report of the activities of the Company since the previous Annual Members Meeting; and

27.2.3 to elect the directors in accordance with these Articles.

28. Attendance and Speaking at Annual Members Meetings

28.1 The Board may make whatever arrangements they consider appropriate to enable those attending an Annual Members Meeting to exercise their rights to speak or vote at it.

29. Quorum for Annual Members Meetings

29.1 No business other than the appointment of the chair of the meeting is to be transacted at an Annual Members Meeting if the persons attending it do not constitute a quorum.

29.2 Ten Club Members present in person shall be a quorum.

30. Chairing Annual Members Meetings

30.1 The Chair shall chair Annual Members Meetings if present and willing to do so. If the Chair shall be absent, or if at any Annual Members Meeting he is not present within 15 minutes of the time at which a meeting was due to start:

30.1.1 the directors present, or

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

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

VOTING AT ANNUAL MEMBERS MEETINGS

31. Voting

31.1 Every Club Member shall be entitled to receive notice of, attend Annual Members Meetings and cast one vote.

**PART 4
ADMINISTRATIVE ARRANGEMENTS**

32. Means of Communication to be Used

- 32.1 Subject to these Articles, anything sent or supplied by or to the Company 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 Company.
- 32.2 Subject to these Articles, any notice or document to be sent or supplied to the Voting Member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 32.3 A director may agree with the Company 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.
- 32.4 Notice of Annual Members Meetings may be sent to the Club Members by email and/or shall be put on the notice board at the clubhouse at least 14 days prior to the Annual Members Meeting.

33. No Right to Inspect Accounts and Other Records

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

DIRECTORS' INDEMNITY AND WINDING UP

34. Winding Up

- 34.1 If the Company is wound up all remaining assets of the Company after paying the debts of the company and the costs of winding up shall be paid to the Charity.

35. Indemnity

- 35.1 Subject to the provisions of the 2006 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 or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, breach of duty of trust in relation to the affairs of the Company.