

No. 1280576

THE COMPANIES ACTS 1948 TO 1967

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL.  
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M E M O R A N D U M  
A N D  
A R T I C L E S O F A S S O C I A T I O N  
O F  
S Y D E N H A M L A W N T E N N I S  
A N D  
C R O Q U E T C L U B L I M I T E D

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Incorporated this 7th. day of October 1976.

Includes amendments:  
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1978: Article 62 added.  
1980: Article 7 amended, Article 8 added,  
Articles 14, 45 and 46 amended.  
1995 Article 88 deleted  
1997 Articles 46 & 47 amended



- 1 The name of the Company is Sydenham Lawn Tennis and Croquet Club Limited (hereinafter called "The Club").
- 2 The Registered Office of the Club will be situate in England.
- 3 The objectives for which the Club is established are:-
  - A) To acquire and take over all or any part of the assets and liabilities of Sydenham Lawn Tennis and Croquet Club.
  - B) To provide facilities for playing Tennis and Croquet by means of a club to be known as "Sydenham Lawn Tennis and Croquet Club".
  - C) To promote, organise and manage any other sports or pastimes, including Squash, Football and Table Tennis. For the purposes of identification only such sports shall be known by the prefix "Sydenham L.T.C.C." and followed by the word "Club".
  - D) To acquire by purchase, lease or otherwise any lands, buildings or property, in particular sports equipment, furniture, club effects, utensils, games, books, newspapers, periodicals, stationery, musical and electrical equipment, fittings, apparatus, and to sell, demise, let, mortgage or dispose of the same.
  - E) To manage, improve and maintain all or any part of the lands, buildings and property of the club.
  - F) To buy, provide, make and sell meals, food, wines, spirits, ale, beer and other intoxicating liquors, intoxicating beverages, cigars, cigarettes, tobacco and other necessaries usually provided and consumed in the club.
  - G) To hire and employ all classes of persons considered necessary for the purpose of the club, and to pay to them and to other persons, in return for services rendered, salaries, wages, gratuities and pensions.
  - H) To provide and maintain Lawn Tennis, Croquet and Squash Courts, Changing, Recreation, Reading, Television, Committee and other rooms for the convenience of Members, and to furnish and equip the same.
  - I) To promote and hold, either alone or jointly with any other Club, association or persons, tournaments, competitions, matches and meetings for the playing of Lawn Tennis, Croquet, Squash, Football, Table Tennis and any other sport or pastime, and to offer, give, or contribute towards prizes and awards therefore; to promote, give or support dinners, dances, concerts and other entertainments and to promote Christmas, Derby and other fund raising draws.
  - J) To support and subscribe to any charitable or public body and any institution, society or Club; to give pensions, gratuities, Christmas boxes, or other assistance to any person who may have served the Club or to the wife, widow, children or other relatives of such person, and to take out insurance policies for the purpose of providing any such pension or gratuities as aforesaid and to make payments towards insurance, and to form and contribute to benefit and provident funds for the benefit of any person who is or has been employed by the Club.
  - K) To undertake and execute any trusts which may lawfully be undertaken by the Club, and may be conducive to the attainment of its objects.
  - L) To invest and deal with the monies of the Club not immediately required for its purposes in or upon such investments, securities or property and in such manner as may from time to time be determined.

- M) To borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes, or other obligations or securities of the Club, or by mortgage or charge upon all or any part of the property of the Club.
- N) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- O) To pay out of the funds of the Club all costs and expenses of or incidental to the formation and registration on the Club.
- P) To make and from time to time rescind, vary, or add to any bye-laws; rules or regulations for the control, use and management of the Club.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

- 4 The liability of the members is Limited.
- 5 Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Club contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of rights of the contributories amongst themselves, such amount as may be required not exceeding One Pound.
- 6 The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this 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 Club. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Club or to any member of the Club in return for any services actually rendered to the Club nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable rent for premises demised or let by any member of the Club.
- 7 If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Club, but shall be given or transferred to some other society, institution or organisation having objects similar to the objects of the Club.



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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL.  
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ARTICLES OF ASSOCIATION  
OF  
SYDENHAM LAWN TENNIS  
AND  
CROQUET CLUB LIMITED  
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PRELIMINARY  
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In construing these articles 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
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The Company	Sydenham Lawn Tennis and Croquet Club Limited
The Act	The Companies Act 1948 (as amended)
The Articles	These Articles of Association and any other regulations of the Company for the time being in force
The Seal	The Common Seal of the Company
The Club	The above named Company
The Office	The registered office of the Company
The Secretary	Any person appointed to perform the duties of the Secretary of the Company
Month	Calendar month
Club Grounds	The lands, buildings, and premises for the time being on or in the occupation of, the Company for any of the objects of the Company
Club Sports	Any sports or games played in the Club Grounds or other venue agreed by the Club.

Any 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 words importing persons shall include corporations.

2 The number of members with which the Club proposes to be registered is six hundred but the Directors may from time to time register an increase of members.

3 The subscribers hereto shall be the first members of the Club. Such other persons as the Directors shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Club.

4 Every person who was at the date of the incorporation of the Club a member of Sydenham Lawn Tennis and Croquet Club and who shall on or before the 31st December, 1976 or such extended period as the Directors may determine, sign and deliver to the Membership Secretary of the Club the following form of membership shall be a member of the Club:-

To the Membership Secretary of  
Sydenham Lawn Tennis and Croquet Club Limited.

Sir,

I desire to become a member of Sydenham Lawn Tennis and Croquet Club Limited and I hereby agree to become a member of the said Club and to be bound by the Memorandum and Articles of Association and any bye-laws of the Club for the time being in force.

I acknowledge the liability to contribute the sum of £1. in the event of there being an insufficiency of assets should the Club be wound up.

#### APPLICATION FOR MEMBERSHIP.

5 Subject to the preceding clause every candidate for membership of the Club shall be proposed by one member of the Club and seconded by a Director. Every such application for membership shall be made in writing, signed by the candidate and by the proposer and seconder and shall be in the following form:-

To the Membership Secretary of  
Sydenham Lawn Tennis and Croquet Club Limited.

Sir,

I desire to become a member of Sydenham Lawn Tennis and Croquet Club Limited and I hereby agree if elected to become a member of the said Club and to be bound by the Memorandum and Articles of Association and any bye-laws of the Club for the time being in force.

I acknowledge the liability to contribute the sum of £1. in the event of there being an insufficiency of assets should the Club be wound up.

Full Name (Mr., Mrs., Miss).

Address:

Telephone

Date of Birth (if under 18)

Category of Membership:

Subscription:

Tennis, Squash and Table Tennis applicants- previous Club(s) and/or experience:

Signature of applicant:

Signature of proposer:

Signature of seconder:

Dated:

Cheque or cash must accompany all applications.

Cheque/ cash enclosed (Payable to Sydenham Lawn Tennis and Croquet Club Limited).    £       .

6 Election of members shall be by the Directors who may delegate a sub-committee for the purpose.

CATEGORIES OF MEMBERSHIP

7 Save as provided for in article 8 hereof, the Directors of the Club shall have the power to elect members of the Club upon such terms and subject to such regulations as the Directors may from time to time deem advisable, and in particular:-

- (a) Tennis playing members, and/or,
- (b) Squash playing members, and/or,
- (c) Croquet playing members, and/or,
- (d) Football playing members, and/or,
- (e) Table Tennis playing members, and/or,
- (f) Country members - who shall be those residing permanently more than 25 miles from the Club, and/or,
- (g) Temporary members, and/or,
- (h) Junior members - who shall be those under 18 years of age on 1st May, and/or,
- (i) Social members - who shall be entitled to use the clubhouse, premises and grounds (other than courts, croquet lawn and practice areas) in the same manner as any other members may use it but shall not be entitled to play or go upon the courts, croquet lawn and practice areas, and/or,
- (j) Restricted members - who shall not be entitled to use the courts, croquet lawn or practice areas upon certain days or between certain hours, and/or,
- (k) Any other category of membership approved by the Directors provided always that every person (no matter what category of membership to which he belongs) shall be liable to contribute towards the assets of the Club in the event of the same being wound up as provided by clause 5 of the Company's Memorandum of Association.

8 The Directors shall not without the prior approval of the members in general meeting:

- (a) Create any new category of membership, or
- (b) Dissolve any category of membership existing at the date of adoption of this Article or created subsequent hereto.

For the avoidance of doubt the categories of membership existing at the date of adoption of this Article are as set out in Article 7 with the addition of Folk members.

ENTRANCE FEES AND SUBSCRIPTIONS

9 No member of the Club shall participate in any Club sport unless his membership category includes such sport.

10 The Directors shall determine all entrance fees and annual subscriptions to any membership category, and shall in any year in which they may decide to reduce or increase the annual subscription of any membership category give notice in writing of their decision to each member at least 14 days before the date on which the annual subscription becomes payable.

11 Subject to any decision by the Directors to the contrary all subscriptions shall become payable on the first day of May in any year. No member shall participate in any Club sport until all outstanding subscriptions have been paid.

12 unless a member shall, on or before the 1st day of May in any year, give notice in writing to the Club of his intention to withdraw, the subscription for that year shall be payable and recoverable by law.

#### EXPULSION OF MEMBERS

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13 The Directors shall have the power to terminate the membership of any member of the Club if such members's annual subscription shall be overdue or for conduct which the Directors consider prejudicial to the good order or status of the Club or for conduct which they consider disturbing to other members.

14 A member shall be deemed to be excluded from the Club from the date of the meeting at which his exclusion is resolved upon and his membership thereby forfeited.

15 The Directors shall not pass any resolution under Articles 13 and 14 at a Meeting of Directors at which less than six are present.

#### RIGHTS OF MEMBERS

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16 Subject to the express provisions of these articles and to the Memorandum of Association and to any bye-laws for the time being in force made by the Directors of the Club as hereinafter provided, all members of the Club shall be entitled (subject only to the limitations of their membership category as aforesaid) at all times to use in common all premises and property of the Club and to be supplied at such charges as the Directors shall from time to time determine, with such refreshments and things as are provided by the Club for the use of its members.

#### EXISTING CLUB MEMBERS WHO REFUSE TO BECOME

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#### MEMBERS OF THE COMPANY

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17 The Directors of the Club shall have power to permit any person who at the date of incorporation of the Company is a member of Sydenham Lawn Tennis and Croquet Club and who refuses or neglects to sign the form of membership referred to in Article 4 hereof, to use in common with the members of the Club all the premises and property of the Club, on the same terms and conditions as they now enjoy the same until 30th April 1977.

#### GENERAL MEETINGS

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18 The Club shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Club and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

19 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.



20 The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened on receipt of a requisition from the members as provided by Section 132 of the Act. In default an Extraordinary General Meeting may be convened by such requisitions in accordance with the said section. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director, or two members of the Club may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

#### NOTICE OF GENERAL MEETINGS

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21 An Annual General Meeting and a meeting convened for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Club other than an Annual General Meeting or a meeting convened for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner if any, as may be prescribed by the Club in general meeting to such persons as are, under articles of the Club, entitled to receive such notices from the Club.

Provided that a meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:

- (a) in case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

22 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.

#### PROCEEDINGS AT GENERAL MEETINGS

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23 All business shall be deemed special that is transacted at an Extraordinary General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration, of the auditors.

24 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, twenty members present in person shall be a quorum.

25 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

26 The Chairman, if any, of the board of Directors shall preside as Chairman at every general meeting of the Club, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the meeting.

27 If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

28 The Chairman, may, with the consent of any meeting at which a quorum is present (and shall if so directed by 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 business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid is shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

29 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the Chairman; or
- (b) by at least three members present in person or by proxy: or
- (c) 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 the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

30 Except as provided in article 31, if a poll is duly demanded it 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. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

31 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

32 No poll shall be demanded on the election of a Chairman of a meeting, or on the question of adjournment.

33 Subject to the provisions of the Act a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Club duly convened and held.

#### VOTES OF MEMBERS

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34 Every member shall have one vote no matter to which category or categories of membership he subscribes.

35 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court and any such committee, receiver, curator bonis or other person may, on a poll, vote a proxy.

36 No member shall be entitled to vote at any general meeting unless all monies presently payable to the Club have been paid.

37 In the event of a resolution being proposed at any meeting of members affecting one category of the Club membership only (as determined by the Chairman of the meeting whose decision shall be final and binding) the members entitled to vote thereon shall be only those whose membership includes the category affected.

38 On a poll votes may be given either personally or by proxy.

39 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Club.

40 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Club or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

41 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-  
Sydenham Lawn Tennis and Croquet Club Limited  
I/We of being a  
in the County of member/members of the above named Club, hereby  
appoint of  
or failing him of  
as my/our proxy to vote for me/us on my/our behalf at the  
(Annual or Extraordinary, as the case may be) General Meeting  
of the Club to be held on the day of  
and at any adjournment thereof.  
Signed this day of .

42 Where it is desired to afford members an opportunity of voting for or against a resolution in the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-  
Sydenham Lawn Tennis and Croquet Club Limited  
I/We of being a  
in the County of member/members of the above named Club, hereby  
appoint of  
or failing him of  
as my/our proxy to vote for me/us on my/our behalf at the  
(Annual or Extraordinary, as the case may be) General Meeting  
of the Club to be held on the day of  
and at any adjournment thereof.  
Signed this day of .  
This form to be used \*in favour of/against the resolution(s).  
Unless otherwise instructed the proxy will vote as he thinks fit.  
(\*Strike out whichever is not desired.)

43 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

44 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Club at the office before the commencement of the meeting or adjourned meeting at which proxy is used.

CORPORATION ACTING BY REPRESENTATIVES AT MEETINGS  
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15 Any corporation which is a member of the Club may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Club, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Club.

DIRECTORS  
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16 The number of Directors shall not be less than seven nor more than twelve.

- 47 The Directors of the Club shall include the following:-
- (a) Chairman
  - (b) Secretary
  - (c) Financial Director
  - (d) Membership Secretary
  - (e) Tennis Representative
  - (f) Squash Representative
  - (g) Other playing sports Representative
  - (h) Juniors Representative
  - (i) Events & Social Representative
  - (j) Bar Representative
  - (k) Premises Representative
- 48 The first Directors of the company shall be Eric Bruce Auger, Micheal Barry Stannus Gray, Stuart Craig McEwan, Michael John Wheeler, Mary Teegarden Holder, Jane Adams, David Banks, Peter George Blake, George William Huthwaite, Micheal Moore, Lennard James George Rayner, Trevor Adrian Stent, Richard Thomas Tritton and Alice Mary White.
- 49 No person who is not a member of the Club shall in any circumstances be eligible to hold office as a Director. Any person ceasing to be a member, forthwith ceases to be a Director.
- 50 Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Club as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Club, or in respect of his appointment to any office or place of profit under the Club or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which such matter is considered.
- 51 No person except the Directors and persons thereunto expressly authorised by the Directors and acting within the limits of the authority conferred on them by the Directors shall have any authority to pledge the credit of the Club, or to enter into any contract so as to impose any liability on the Club.

#### ALTERNATE DIRECTORS

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- 52 Any Director may by notice in writing signed by him and deposited with the company nominate an alternate Director to act on his behalf. A person so nominated as an alternate Director must be either a Director of the company or a person whose nomination shall be approved by all the Directors for the time being of the company. Every alternate Director shall during the period of his appointment be entitled to notice of meetings of the Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

#### SECRETARY

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- 3 The first secretary of the company shall be Micheal Barry Stannus Gray.
- 4 A provision of the act of these articles requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the secretary.

55 The Directors may exercise all the powers of the Club to borrow money, and to mortgage or change its undertaking and property, or any part thereof, and to issue debentures, debenture stock, promissory notes and other securities, whether outright or as a security for any debt, liability or obligation of the Club or any third party.

#### POWERS AND DUTIES OF DIRECTORS

- 56 The business of the Club shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the company and may exercise all such powers of the Club as are not, by the Act or by these articles, required to be exercised by the Club in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions as may be prescribed by the Club in general meeting: but no regulation made by the Club in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
- 57 The Directors shall have the power from time to time to make, alter and repeal all such bye-laws as they may deem necessary 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 admission of temporary, restricted, and social members of the Club and the rights and privileges of such members.
  - (b) The admission of members without payment of subscription and their rights and privileges.
  - (c) The times when the courts shall be open for play and whether play shall be permitted on all or any of the courts at any particular time.
  - (d) The admission of visitors to the Club grounds and the participation by them in any of the Club sports.
  - (e) The times when the Club pavilion shall be open for use of members.
  - (f) The clothing to be worn and the rules to be observed by members using the courts or playing any sport or game on the premises of the Club or representing the Club at some other venue.
  - (g) The conduct of members of the Club in relation to one another and to the Club's servants.
  - (h) The setting aside of courts for matches and tournaments or for any particular time or times, or for any particular purpose or purposes.
  - (i) The procedure at general meetings and meetings of the Directors of the Club.
  - (j) Generally all such matters as are commonly the subject matter of Club rules.

The Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Club all such bye-laws and any amendments thereof; and all such bye-laws shall be binding upon all of the members of the Club, provided that no bye-laws shall be inconsistent with or affect anything contained in the memorandum or articles of association of the Club and that any bye-laws may be set aside by a special resolution of a general meeting of the Club.

50 The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors to be the attorney or attorneys of the Club for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these articles) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

59 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Club shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

60 The Directors shall cause minutes to be made in books provided for the purpose:-

(a) of the names of the directors present at each meeting of the Directors and of any committee of the Directors.

(b) of all resolutions and proceedings at all meetings of the Club, and of the Directors, and of committee of Directors.

#### DISQUALIFICATION OF DIRECTORS

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61 The office of Director shall be vacated if the Director.

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) becomes prohibited from being a director by reason of any order made under Section 188 of the Act; or

(c) becomes of unsound mind; or

(d) resigned his office by notice in writing to the Club; or

(e) is directly or indirectly interested in any contract with the Club and fails to declare the nature of his interest in manner required by Section 199 of the Act; or

(f) ceases to be a member of the Club; or

(g) is removed under Section 184 of the Act.

62 Directors of the company shall be given adequate notice of meetings at which they are eligible to attend in accordance with the policy of the board as determined from time to time. In the event of a Director failing to attend without the consent of the board 50 per cent of such meetings in any calendar year the board of Directors may in their absolute discretion remove such Director from his office.

#### ROTATION OF DIRECTORS

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63 At the first Annual General Meeting of the Club and at all subsequent Annual General Meetings one-third of the Directors or if their number is not three or a multiple of three, then the number nearest one-third shall retire by rotation. The Directors to retire shall be those who have held office the longest since their last election, but as between those who were elected on the same day those to retire shall (unless they agree otherwise) be determined by lot.

54 A Director retiring by rotation shall be eligible for re-election.

65 The Club at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

66 Nominations of members for election as Directors shall be proposed and seconded at an Annual General Meeting of the Club or shall be made in such other manner as the Directors shall determine.

67 The Club may from time to time by ordinary resolution increase or reduce the number of Directors.

68 The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these articles. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

69 The club may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Director before the Annual General Meeting next following notwithstanding anything in these articles or in any agreement between the Club and such director.

70 The club may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the Directors under article 70 the Club in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

71 If two or more candidates obtain an equal number of votes for an office or directorship another ballot shall be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, a Director shall select by lot from such candidates the candidate or candidates who is or are to be elected.

#### PROCEEDINGS OF DIRECTORS

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The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting 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.

A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

73 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be five.



74 The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Club as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Club, but for no other purpose.

75 The Directors may delegate any of their powers to such committee or committees consisting of one or more members of the Club as they shall think fit to appoint, and may recall or revoke any such delegation or appointment; and committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The Directors may appoint such of their number as they think fit to be ex officio members of any such committees.

77 A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same the members present may choose one of their number to be chairman of the meeting.

78 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have the second or casting vote.

79 All acts done by any meeting of the Directors or of any committee, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of any committee.

80 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

#### PRESIDENT AND VICE-PRESIDENTS

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The members in general meeting on the recommendation of the Directors shall have the power to appoint a Club president and upto six vice-presidents all of whom may also hold office of the Club or be a Director. The first president of the club shall be Eric Bruce Auger and the first vice-presidents shall be Marion Olwen Auger, Edgar Beethoven Dodwell, Mary Teegarden Holder, David Miall and John Russell Stedman.

#### THE SEAL

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32 The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Directors for the purpose.

## ACCOUNTS

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- 83 The directors shall cause proper books of account to be kept with respect to:-  
(a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place:  
(b) all sales and purchases of goods by the Club, and  
(c) the assets and liabilities of the Club.  
Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Club's affairs and to explain its transactions.
- 84 The books of account shall be kept at the office of the Club or, subject to section 147(3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
- 85 The Directors shall from time to time determine whether and to what extent and at what time 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 not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Directors or by the Club in general meeting.
- 86 The Directors shall from time to time in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and laid before the Club in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
- 87 A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Club in general meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Club. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Club is not aware or to more than one of the joint holders of debentures or more than one copy to members residing at the same address.

## AUDIT

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- 88 This section deleted.

## NOTICES

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- 9 A notice may be given by the Club to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Club for the giving of notice to him. Where a notice is sent by post, service of notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted,

- 90 Notice of every general meeting shall be given in any manner hereinbefore authorised to
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Club an address within the United Kingdom for the giving of notices to them:
  - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
  - (c) the auditor for the time being of the Club.
- No other person shall be entitled to receive notices of general meetings.

#### NOTICE BOARDS

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- 91 Notice boards shall be fixed in the Club pavilion to be called "Notice Boards" and any notices (except notices calling general meetings) affixed to such boards shall be a sufficient notice of the facts therein contained to the members and subscribers.

#### INDEMNITY

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Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of part 1 of Table "A" of the Act every Director, or official of the Club, shall be indemnified out of the funds of the Club against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

#### DISSOLUTION

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- 93 Clause 7 of the Memorandum of Association of the Club relating to the winding up and dissolution of the Club shall have effect as if the provisions thereof were repeated in those Articles.

#### CLUB GROUNDS

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- 94 The Club grounds shall be under the control of the Directors who shall keep them in order and provide all or any articles and things necessary for the playing of Club sports.

#### ADMISSION TO CLUB GROUNDS

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- 95 A member of any category of the Club shall have the right of free entrance to the Club grounds at all times (subject to any bye-laws made by the Directors in accordance with article 57) and shall (subject to bye-laws made by the Directors in accordance with article 57) have the privilege of introducing visitors.
- 96 The Club grounds shall be closed on any date between such hours as the Directors may determine.

