

Special Resolutions

To amend the Memorandum and Articles of Association
of Sydenham Lawn Tennis and Croquet Club Ltd
at the Annual General Meeting on 27th September 2018 at 8pm

Two resolutions are proposed by Gillian Bartlett on behalf of the Board of Directors as follows:-

This meeting resolves:

RESOLUTION A

That with effect from the conclusion of the meeting the Articles of Association of the Company be amended as follows:-

1. Article 1 - Add the wording *'The main purposes of the Club are to provide facilities for and to promote participation in the amateur sports of Tennis, Squash, Racketball and Croquet in Sydenham.'* (New article 1)
2. Article 2 – Substitute 800 for the maximum number of members in the Club instead of 600. (New article 2)
3. Article 4 – delete whole clause – relating to application for membership by current members on incorporation in 1976
4. Add new clauses regarding membership as follows:-

'Membership of the Club shall be open to anyone interested in the sports of Tennis, Squash, Racketball and/ or Croquet on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs, except as a necessary consequence of the requirements of Tennis, Squash, Racketball, or Croquet.' (New article 4)

'The Club may have different classes of membership and subscription on a non-discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating.' (New article 5)

'The Directors may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the Club or sport into disrepute. Appeal against refusal or removal may be made to the members.' (New article 6)

5. Article 5 –Add words *'Club Manager'* and *'or a similar form'*. Delete words *'Sir'* and the reference to personal details and proposer details. Delete the words *'Subject to the preceding clause.....'* and the word *'such'* so that the commencement of this clause reads *'Every application for membership.....'* (New article 7)

6. Article 6 – Delete whole clause relating to election of members and heading ‘Election of Members’.
7. Article 7 and Article 8 - Delete both clauses relating to categories of membership.
8. Add new clause relating to categories of membership as follows:-

The Club has the following categories of membership and members shall be allocated to the category of membership for which they apply:-

- a) *Tennis members*
- b) *Squash and Racketball members*
- c) *Croquet members*
- d) *Junior members*
- e) *Social members – adult only*
- f) *Any other category of membership, or combination of memberships, or group memberships, or sub-category of membership approved by the Directors, provided always that every person (no matter what category of membership to which he/she belongs) or in the case of a child under 18, their parent or guardian, shall be liable to contribute towards the assets of the Club in the event of the same being wound up as provided for in article 92 below.*
(New article 8)

9. Article 11 – Delete the words ‘Subject to any decisions by the Directors all subscriptions shall become payable on the first day of May’. *(New article 9)*
10. Article 12 – Delete clause-relating to members giving notice to withdraw.
11. Article 17 – Delete clause -relating to members of the Club at the time of incorporation.
12. Article 24 – Change the quorum for general meetings - to be reduced from twenty to seventeen. *(New article 22)*
13. Article 46 – Change the minimum number of directors from seven to six. *(New article 44)*
14. Article 47 – Add the following additional categories of directors, Croquet Representative, Company Secretary and change the reference to Squash Representative to Squash and Racketball Representative. *(New article 45)*
15. Article 48 - Delete whole clause relating to the first directors of the company.
16. Article 53 – Delete whole clause relating to the first secretary of the company.
17. Article 73 – Change the quorum for directors meetings from five to four. *(New article 71)*
18. Article 89 – Add the following words: ‘*or by email to the email address provided by the member for all Club communications.*’ *(New article 86)*
19. Transfer clauses 5, 6 and 7 of the Memorandum to the Articles of Association (such clauses of the Memorandum being treated by the Companies Act 2006 as part of the Company’s Articles of Association) and make the alterations to the clauses in the Articles listed in paragraphs 20 and 21 of this resolution.
20. Clause 6 of the Memorandum to be transferred to the Articles of Association under the following heading and amended as shown in italics below:-

‘DISTRIBUTION OF INCOME AND ASSETS OF CLUB

The income and property of the Club, however derived, shall be applied solely towards the promotion of the objects of the Club as set forth in these *Articles*. *All surplus income and profits are to be reinvested in the Club. No surpluses or assets will be distributed to members or third parties* 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 office of 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'. (*New article 91*)

21. Article 93 relating to dissolution of the Club and referring to Clause 7 of the Memorandum, be deleted and Clauses 5 and 7 of the Memorandum be added to the Articles with the following changes:-

The words '*to some other society, institution or organisation having objects similar to the objects of the Club*' to be deleted from Clause 5 and the words '*but shall be given or transferred to another registered CASC, a registered charity or the sports' governing bodies for the use by them in related community sports*' be substituted as shown in the revised wording below:-

'If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities any property or assets whatsoever, the same shall not be paid to or distributed amongst the members of the Club, *but shall be given or transferred to another registered CASC, a registered charity, or the sports' governing bodies for the use by them in related community sports.*' (*New article 93*)

22. Delete names and addresses of subscribers at end of Articles.
23. Alter all references in the Articles to '*Chairman*' to '*Chairperson*'.
24. Alter all references to '*he*' and '*his*' to '*he/she*' and '*his/ her*'.
25. Alter all numbering of the Articles to accommodate all changes proposed above. (*New numbering shown in italics in this resolution*)
26. Alter the heading of the Articles to refer to '*The Companies Acts 1948 to 2006*' rather than 'The Companies Acts 1948 to 1967'

RESOLUTION B

The Articles of Association shall be altered to take the form of the Articles of Association attached to this resolution and are in substitution for and to the exclusion of the Articles of Association previously registered with the Registrar of Companies.

Dated this 17th day of August 2018