

Company Number: 21795

**THE COMPANIES ACT 1985**

**and**

**THE COMPANIES ACT 1989**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**HALLAMSHIRE TENNIS AND SQUASH CLUB LIMITED**

**PRELIMINARY**

1. The Company is a private company and the following regulations and (subject as provided in these Articles) the regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (in these Articles called "Table A") shall constitute the regulations of the Company.

**SHARES**

2. The authorised share capital of the Company is £5000 divided into 500 Preference Shares of £5 each and 500 Ordinary Shares of £5 each.
3. If the Company shall be wound up, the surplus assets shall be applied in the first place in repaying to the holders of the Preference Shares the amount paid up thereon, together with all interest due.
4. The holders of Preference Shares shall not have any right to attend or vote at the general meetings of the Company, except at a general meeting at which it is intended to authorise:-
  - (a) the issue or allotment of the remaining unissued shares in the Company's capital, or any part thereof



- (b) the sale, exchange, lease, or mortgage of any land or hereditaments, the property of the Company.
5. The directors shall have the right at any time, at the request and cost of any holder of a Preference Share, to convert such share into an Ordinary Share, on such terms as to price or otherwise, as they may think fit.
  6. The holders of the Preference Shares shall be entitled to receive a cumulative preferential dividend of four per cent per annum on the nominal amount of the Preference Shares held by them respectively. Such dividend shall be payable yearly, on the first day of December in each year.
  7. Subject to Article 6, the income and property of the Company shall be applied solely towards the promotion of its objects 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 members or directors of the Company in their capacities as members or directors.
  8. Subject to the provisions of these Articles and the Companies Act 1985 the directors may allot, grant options over or otherwise dispose of the shares in the original capital and any new shares that may have been or may be created to such persons at such times and on such terms as they think proper and the provisions of Section 89 sub-section (1) and Section 90 of the Companies Act 1985 shall not apply to the allotment of any shares in the Company.
  9. The Company in general meeting may give the directors any authority required under Section 80 of the Companies Act 1985 in respect of relevant securities as defined in that section and any such authority may be general or for a particular exercise of the powers requiring such authority and may be unconditional or subject to conditions provided that any such authority shall state the maximum number of relevant securities to which it applies and the date being not more than five years from the date of the passing of the resolution granting the authority on which the authority will expire.
  10. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
  11. Subject to the provisions of Part V of the Companies Act 1985 the Company shall be authorised, in respect of the purchase of any of its shares, to give such financial assistance and to make such payments as may be permissible in accordance with the Companies Act 1985 provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

## **DIRECTORS**

12. A director including an alternate director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in the Company.

13. A director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company.
14. 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 additional director.
15. A member or members holding a majority in nominal amount of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either to fill a casual vacancy or as an addition to the existing directors and to remove from office any director howsoever appointed. Every such appointment or removal shall be in writing or signed by or on behalf of the member or members making the same and shall take effect upon delivery at the registered office of the Company.

### **MEETINGS**

16. All general meetings shall be held at the registered office of the Company.

### **INSURANCE**

17. If the directors so determine the Company shall purchase and maintain policies of insurance providing insurance cover up to such limit or limits as the directors may decide for the directors or any of them and any other officer or auditor of the Company against liability to the Company for any loss caused by reason of the negligence, default, breach of duty or breach of trust by any director or other officer or auditor.

### **UNTRACED SHAREHOLDERS**

18. (a) The Company shall be entitled to sell the shares of a member or the shares to which a person is entitled by virtue of transmission on death or bankruptcy if:-
  - (i) the Company is aware that during a period of three consecutive years prior to the publication of the advertisement referred to in paragraph (iii) below all notices given by the Company to the member or such other person have been delivered or sent by pre-paid post addressed to his registered address or, in the case of a member whose registered address is not within the United Kingdom, to an address within the United Kingdom supplied by him for the purpose.
  - (ii) any dividends paid in respect of any Preference Shares in question during such period remain unclaimed;
  - (iii) the Company has served notice on such member or other person at the address referred to in paragraph (i) above requesting him to confirm

that he is still interested in the shares in question and that such address is correct and no reply has been received to such notice;

- (iv) the Company shall have inserted an advertisement in a newspaper circulating in the area of the last-known registered address of such member or such other person (or, if there be no such address, the registered office of the Company) giving notice of its intention to sell the said shares; and
  - (v) during the said period of three years and the period of three months following the publication of the said advertisement the Company shall have received no indication of the whereabouts or the existence of such member or other person
- (b) To give effect to any such sale the Company may appoint some other person to execute an instrument of transfer of the said shares and such instrument of transfer shall be as effective as if it had been executed by the registered holder of or person entitled by transmission to such shares and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The said shares shall not be transferred except in consideration of an amount which is equal to the nominal value of the said shares. The net proceeds of sale shall belong to the Company which shall be obliged to account to the former member or other person previously entitled as aforesaid for an amount equal to the net proceeds of sale of the said shares and shall enter the name of such former member or person in the books of the Company as a creditor for such amount. No trust shall be created in respect of the debt, no interest shall be payable in respect of the same and the Company shall not be required to account for any money earned on the net proceeds which may be employed in the business of the Company or invested in such investments as the directors may from time to time think fit.

#### **DIVIDENDS**

- (c) The payment by the directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of six years from the date of declaration of such dividend shall be forfeited and shall revert to the Company. (Provided that if a claim is subsequently made for any dividend so forfeited the directors may at their discretion pay out of the profits of the Company available for distribution a sum equal to the dividend so forfeited or part thereof to any person who would, prior to the expiry of the said period of six years, have been entitled to such dividend or the personal representatives of any such person.)

## NOTICES AND ACCOUNTS

- (d) If the Company is aware that during a period of three consecutive years all notices given by the Company to a member and all copies of the annual accounts of the Company (including every document required by law to be comprised therein or attached or annexed thereto) have been sent by pre-paid post addressed to him at his registered address or in the case of a member whose registered address is not within the United Kingdom, to any address within the United Kingdom supplied by him for the purpose of the giving of notices pursuant to these Articles and that any of such notices or accounts have been returned undelivered then the Company shall no longer be obliged to give notices or to send copies of the balance sheet and profit and loss account until the member notifies the Company of another address to be entered as his registered address or, in the case of a member whose current registered address is not within the United Kingdom, another address in the United Kingdom as his registered address. Provided that a member to whom a copy of any of the said documents has not been sent shall be entitled to receive a copy free of charge on application to the registered office of the Company.

## WINDING UP

19. On the winding up of the Company the surplus assets shall be applied:-

FIRSTLY in paying to the Preference Shareholders any arrears of dividend

SECONDLY in paying to the Preference Shareholders the amount paid up on their shares

THIRDLY in repaying to the Ordinary Shareholders the amounts paid up on their Shares; and

FOURTHLY in giving any surplus to some body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of this clause such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some local charitable body.