

Company Number 975879

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND HAVING NO SHARE CAPITAL

SPECIAL RESOLUTION

Of

**SOLIHULL BOROUGH AMATEUR FOOTBALL AND ATHLETICS CLUB LIMITED**

**Passed 14<sup>th</sup> August 2000**

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At an EXTRAORDINARY GENERAL MEETING OF THE Members of the above-named Company, duly convened and held at:

Damson Park, Damson Parkway, Solihull, B91 2PP, West Midlands, on the 14<sup>th</sup> day of August 2000

The following Special Resolutions were duly passed:

“THAT the Memorandum and Articles of Association of the Company, be amended and are hereby approved so that they are in the form as attached to this Resolution”.

AND

THAT the name of the Company be changed from Solihull Borough Amateur Football and Athletic Club Limited to Solihull Borough Football and Athletic Club Limited”.

SIGNED:.....*M. E. Smith*.....

Secretary



Certificate No. 975879

*The Companies Acts 1985*

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL.

**Memorandum**

**AND**

**Articles of Association**

**OF**

**SOLIHULL BOROUGH FOOTBALL  
AND ATHLETIC CLUB LIMITED.**

Incorporated the 31<sup>st</sup> day of March 1970

Certificate No. 975879

*The Companies Acts 1985*

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL.

**Memorandum**

**AND**

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**OF**

**SOLIHULL BOROUGH FOOTBALL  
AND ATHLETIC CLUB LIMITED.**

Incorporated the 31<sup>st</sup> day of March 1970



*THE COMPANIES ACT 1985*

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL.

**Memorandum of Association**

of

**SOLIHULL BOROUGH FOOTBALL  
AND ATHLETIC CLUB LIMITED**

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- 1 In this Memorandum of Association the following words shall have the following meanings as defined:
  - 1.1 The Company's name is Solihull Borough Football And Athletic Club Limited ("the Club")
  - 1.2 "Member" means a member of the Club duly registered under the Articles of Association and having the right to vote at all meetings of members.
  - 1.3 "the Social Club" means Solihull Borough F.C Sports and Social Club
- 2 The Club's registered office is situated in England and Wales.
- 3 The objects for which the Club is established are:
  - 3.1 to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as Solihull Borough Amateur Football Club;
  - 3.2 to promote the game of football and other athletic sports and pastimes and to encourage social intercourse between members of the Social Club;
  - 3.3 to establish maintain and conduct a football and athletic club for the accommodation of the Members, the members of the Social Club and their friends and generally to afford to them all the usual privileges advantages conveniences and accommodation of a football, athletics and social club;

- 3.4 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Club may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Club;
- 3.5 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Club as may be thought expedient with a view to the promotion of its objects;
- 3.6 to undertake and execute any charitable trusts which may lawfully be undertaken by the Club and may be conducive to its objects;
- 3.7 to borrow or raise money for the purposes of the Club on such terms and on such security as may be thought fit;
- 3.8 to invest the moneys of the Club not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 3.9 to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Club or calculated to further its objects;
- 3.10 to do all such other things as are incidental or conducive to the attainment of the above objects or any of them;

provided that:

- 3.10.1 if the Club shall take or hold any property which may be subject to any trusts, the Club shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- 3.10.2 the Club shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Club would make it a Trade Union;
- 3.10.3 if the Club shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Employment, the Club shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the

Council or governing body of the Club shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council or governing body have been if no incorporation had been effected, and the incorporation of the Club shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Employment over such Council or governing body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Club were not incorporated.

- 4 The income and property of the Club, howsoever 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 in the Articles 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 rate not exceeding base lending rate for the time being of the Club's bankers on money lent or reasonable and proper rent for premises demised or let by any Club Member or Social Club member to the Club.

- 5 The liability of the Members is limited.
- 6 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 the rights of the contributories among themselves, such amount as may be required not exceeding £1.
- 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 among the Members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, 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 Club under or by virtue of clause 4 hereof, such institution or

institutions to be determined by the Members of the Club at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

**Names and addresses of subscribers**

J McGorian  
61 Ardenvale Road  
Knowle  
Warwickshire  
Engineer

M Foster  
20 Littleshaw Lane  
Wythall  
Worcester  
Site Manager

G R Sprague  
14 Warwick Road  
Olton  
Solihull  
Garage Proprietor

D Green  
9 Hatchford Avenue  
Solihull  
Office & Sales Supervisor  
R Carter  
280 Ralph Road  
Shirley  
Solihull  
Director, Manufacturing Jewellers

Terence Atkinson  
20 Hatchford Avenue  
Solihull  
Engineer

J P Fox  
10 Chapel Fields Road  
Solihull  
Executive Manager



Dated [ ]

Witness to the above signatures:

Name: [ ]

Address: [ ]

Occupation: [ ]

*The Companies Act 1985*

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL.

**Articles of Association**

of

**SOLIHULL BOROUGH FOOTBALL  
AND ATHLETIC CLUB LIMITED.**

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**GENERAL**

1 In these Articles the following words have the meanings set out below.

"The Act"	means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force.
"These Articles"	means these Articles of Association and the regulations of the Club from time to time in force.
"Byelaws"	means any byelaws from time to time brought into force by the Council.
"Clear Days "	means in relation to the period of a notice, the period excluding the day when the notice is given

or deemed to be given and the day for which it is given or on which it is to take effect.

"The Club"	means the above-named company.
"The Council"	means the council of management for time being of the Club.
"executed"	includes any mode of execution.
"In writing"	means written, printed sent by facsimile or electronic mail and other modes of representing or reproducing words in a visible form.
"Member"	means a member of the Club duly registered pursuant to these Articles.
"The Office"	means the registered office of the Club.
"The Seal"	means the common seal of the Club.
"Secretary"	means the secretary of the Club or any other person appointed to perform the duties of the secretary of the Club including a joint assistant or deputy secretary.
"The Social Club"	means Solihull Borough F.C. Sports and Social Club.
"A Special Resolution of the Council"	means a resolution of the Council which has been approved by 75% or more of the members of the Council.
"A Special Resolution of the Club"	means a resolution of the Members in meeting which has been approved by 75% or more of the Members of the Club.
"The United Kingdom"	means Great Britain and Northern Ireland.

And 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.

Words importing persons shall include corporations.

Any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Club, if not inconsistent with the subject or context, bear the same meanings in these Articles.

### **MEMBERSHIP AND APPOINTMENT TO MEMBERSHIP**

- 2      The Club is established for the purposes expressed in the Memorandum of Association.
- 3      The number of permitted Members shall be such number as the Council shall from time to time decide and the Council may from time to time register an increase in Members.
- 4      The subscribers to the Memorandum of Association of the Club and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be Members.
- 5      Other than the subscribers to the Memorandum of Association and the Articles, every candidate for membership of the Club shall be proposed by one and seconded by another Member.. Every such application for membership shall be made in writing signed by the candidate and by his proposer and seconder and shall be in the following form:

"To:        The Honorary Secretary of Solihull Borough Amateur Football and Athletic Club Limited

I desire to become a Member of Solihull Borough Amateur Football and Athletic Club Limited and I hereby agree if elected a Member to be bound by the Memorandum and Articles Association and Byelaws

Name

Address

Occupation

Signature

The above named Candidate is known to us and we believe him to be a fit and proper person to be elected a member of the Solihull Borough Amateur Football and Athletic Club Limited.

Signed

Proposer

Seconder"

- 6 The name address and description of every candidate proposed and the names of his proposer and seconder shall be sent to the Secretary in writing and these particulars shall be posted in a conspicuous place in the Club room of the Club at least fourteen days before the Council meeting called for the purpose of considering membership of each candidate, provided nevertheless that on the unanimous recommendation of the Council in meeting duly convened, the meeting may take place before the expiration of such fourteen days but not earlier than two days after the date of application of the last candidate.
- 7 No candidate proposed shall be admitted as a Member, unless and until he is approved by way of Special Resolution of the Council. The Council's decision to approve or refuse approval of membership is final and binding.
- 8 No candidate who fails to be approved for membership of the Club, is entitled to request or be informed of the basis of such decision, which will remain private and confidential to the Council.
- 9 The provisions of sections 352 and 353 of the Act shall be observed by the Club, and every Member shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
- 10 On admittance to membership of the Club, all Members shall be automatically approved as members of the Social Club, and subject to the express provisions of these Articles and to the Memorandum of Association, and to any Byelaws for the time being in force made by the Council as hereinafter provided, shall therefore be entitled at all times to use in common all the premises and property of the Social Club, and to be supplied, at such charges as the Council shall from

time to time determine, with such meals, refreshments and things as are provided by the Social Club for the use of its members.

- 11 Subject to the provisions of these Articles every Member shall be entitled to all the rights and be subject to all the duties of a Member.
- 12 The rights of a Member as such shall be personal and shall not be transferable and shall cease upon his death.
- 13 On the recommendation of the Council any person being a Member may at any General Meeting of the Club be elected a Member for life without any special payment for such life membership. A two-thirds majority of those present and voting shall be necessary for such election. Every member for life shall be entitled to all the privileges and be subject to all the duties of a Member during his life without any further payment annual or otherwise.

#### **RESIGNATION OR REMOVAL OF MEMBERSHIP**

- 14 Any Member wishing to resign his membership of the Club shall give notice in writing to the Honorary Secretary and deposit it at the registered office of the Club before 30 June of his intention so to do otherwise he shall be liable to pay the membership fee for the next year. Such person shall cease to be a Member on the removal of his name from the Club register of Members.
- 15 Any Member whose membership fee is unpaid on 30 June shall cease to be a Member and shall forfeit all rights of membership in and claims against the Club and its property but may be reinstated in the discretion of the Council on payment of all arrears
- 16 In case the conduct of any Member or member of the Social Club shall in the opinion of the Council be detrimental to the character of the Club or objectionable in any respect such Member or member may be required by the Council to resign from either the Club or the Social Club as the case may be, and if the Member or member so requested shall not resign within one week such Member or member may be expelled by resolution of the Council and cease to be a Member or member of the Social Club, and all sums which shall have been paid by such Member or member shall thereupon be forfeited. A Member or member

expelled under this Article shall have a right of appeal by giving written notice of appeal to the Secretary within ten days from the posting of the notice of expulsion. Thereupon an extraordinary meeting shall be convened within fourteen days and if such meeting shall pass an extraordinary resolution rescinding the expulsion then the Member or member shall be reinstated as a Member or a member of the Social Club as from the date of such resolution.

- 17 Any Member or member of the Social Club expelled in accordance with these Articles or otherwise ceasing to be a Member or member of the Social Club shall forfeit all rights of membership or claims against the Club and Social Club.
- 18 The annual membership fee and entrance fee (if any) payable by Members shall be such as the Council may from time to time prescribe and the Council may provide either generally or as respects any particular Member or Members for the payment of annual membership fees by instalments. Every application for membership shall be accompanied by a remittance to cover the entrance fee (if any) and the appropriate membership fee from the date of application to the following 30 September. In the event of non-election such remittance shall be returned to the candidate.

### **GENERAL MEETINGS**

- 19 The Club shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Club holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 20 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 21 The Council may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings may also be convened pursuant to section 368 of the Act. On such requisition the Council shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than seven weeks

after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Council to call a general meeting, any member of the Council or any Member may call a general meeting.

- 22 Twenty-one Clear Days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution of the Club, and of every meeting called for the passing of a resolution appointing a person as a member of the Council shall be given and fourteen Clear Days' notice in writing at the least of every other General Meeting) shall be given. Such notice shall specify the place, the day and the hour of meeting, and the general nature of the business to be transacted. The notice, shall be given in manner hereinafter mentioned to the Auditors all the Members and to all the members of the Council. A General Meeting may be called by shorter notice if it is so agreed:
- 22.1 in the case of an Annual General Meeting, by all the Members entitled to attend and vote;
- 22.2 and in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the Members.
- 23 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 24 All business shall be deemed special that is transacted at an Extraordinary General Meeting. At an Annual General Meeting, the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors, shall be deemed general business. All other business at an Annual General Meeting shall be deemed special..
- 25 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven Members personally present shall be a quorum.



- 26 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present or if during a General Meeting such a quorum ceases to be present, the meeting, if convened on 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 at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
- 27 The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some Member who shall be present to preside.
- 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 which might properly have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person or by proxy, or by a 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, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book 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 that resolution. The demand for a poll may be withdrawn but only with the consent of the Chairman

and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 30 Subject to the provisions of Article 31, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 31 No poll shall be demanded on the election of a Chairman of a meeting, or on the question of adjournment.
- 32 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 33 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 34 A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present, shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

#### **VOTES OF MEMBERS AND PROXIES OF MEMBERS**

- 35 Subject as hereinafter provided, every Member shall have one vote.
- 36 Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription or membership fee and other sum (if any) which shall be due and payable to the Club or Social Club in respect of his Club or Social Club membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting.

- 37 Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a Member.
- 38 The instrument appointing a proxy shall be in writing executed by the appointor or his attorney duly authorised in writing.
- 39 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed 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 twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 40 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 the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 41 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"Solihull Borough Amateur Football and Athletic Club Limited

"I, [ ] of [ ] a Member of Solihull Borough Amateur Football and Athletic Club Limited hereby appoint [ ] of [ ] and failing him, [ ] of [ ] to vote for me and on my behalf of the [Annual or Extraordinary, or Adjourned, as the case may be] General Meeting of the Club to be held on [ ] and at every adjournment thereof.

As witness my hand [ ]

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

### **COUNCIL OF MANAGEMENT**

- 42      Until otherwise determined by a General Meeting the number of the members of the Council shall not be less than five nor more than fifteen. Alternate members of the Council shall not be counted in the number of members of Council, for the purposes of ascertaining a quorum.
- 43      The first members of the Council shall be the subscribers to the Memorandum of Association.
- 44      The Council may from time to time and at any time appoint any Member as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 45      No person who is not a Member shall in any circumstances be eligible to hold office as a member of the Council, and no person shall be disqualified from being or becoming a member of the Council by reason of his attaining or having attained the age of seventy years or any other age.
- 46      Any member of the Council (other than an alternate member of Council) may propose the appointment of any other member of the Council or any other Member willing to act, to be an alternate member of Council.
- 47      Such proposal for an alternate member of Council must be in writing stating the name of the candidate, the reasons why the member of Council wishes to appoint the candidate as an alternate member of Council, and for how long the appointment is proposed to last. Such proposal shall be lodged with the Secretary at least 14 days before the next scheduled meeting of the Council.

- 48       Proposals for appointments of alternate members must be approved by Special Resolution of the Council. No proposed appointee shall be validly appointed as an alternate member of Council, until such resolution is passed.
- 49       An alternate member of Council properly appointed shall be entitled to receive notice of all Council meetings and of all meetings of Council committees of which his appointor is a member, to attend and vote at any such meeting at which the member appointing him is not personally present and generally to perform all the functions of his appointor as a member of Council in his absence but shall not be entitled to receive any remuneration from the Club for his services as an alternate member of Council. It shall not be necessary to give notice of a meeting to an alternate member of Council who is absent from the United Kingdom.
- 50       An alternate member of Council, shall cease to be an alternate member of Council if his appointor ceases to be a member of Council; but if a member of Council retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate member of Council made by him which was in force immediately prior to his retirement shall continue after his re-appointment.
- 51       Any appointment or removal of an alternate member of Council shall be by way of notice to the Club signed by the member of Council making or revoking the appointment or in other manner as approved by the Council.
- 52       Except as otherwise provided for in these Articles, an alternate member of Council shall be deemed for all purposes to be a member of Council and shall alone be responsible for all his own acts and defaults and he shall not be deemed to be the agent of the member of Council appointing him.

#### **POWERS OF THE COUNCIL**

- 53       The business of the Club shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Club as it thinks fit, and may exercise all such powers of the Club, and do on behalf of the Club all such acts as may be exercised and done by the Club, and as are not by statute or by these Articles required to be exercised or done by the Club in General Meeting, subject nevertheless to any regulations of these Articles , to the provisions of the

statutes for the time being in force and affecting the Club, and to such regulations, being not inconsistent with the aforesaid regulations or 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 Council which would have been valid if such regulation had not been made.

- 54 The Council shall have power from time to time to make alter and repeal all such Byelaws as they deem necessary or expedient or convenient for the proper conduct and management of the Club.
- 55 The Council may issue debentures, debenture stock, bonds, or obligations of the Club at any time, in any form or manner, and for any amount, and may raise or borrow for the purpose of the Club any sum or sums of money either upon mortgage or charge of all or any of the property of the Club, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.
- 56 The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Club, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

- 57 The office of a member of the Council shall be vacated:
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (B) If he is, or may be, suffering from mental disorder and either:
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.

- (C) If he ceases to be a Member.
- (D) If by notice in writing to the Club he resigns his office.
- (E) If he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986.
- (F) If he is removed from office by a resolution duly passed pursuant to sections 303 and 304 of the Act.
- (G) If he shall for more than six consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolve that his office be vacated.

#### **ROTATION OF MEMBERS OF THE COUNCIL**

- 58 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office provided always that this Article shall not apply to any member of Council who is also a member of any committee formed pursuant to Article 67 of these Articles.
- 59 Subject to the provisions of the Act, the members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be calculated from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
- 60 The Club may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

- 61 Any person not being a member of the Council retiring at the meeting shall, not be eligible for election to membership of the Council at any General Meeting, unless either:
- 61.1 they are recommended by the Council for election,; or
- 61.2 not less than four nor more than twenty eight Clear Days before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by a Club Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election stating the particulars which would, if he were so appointed or elected, be required to be included in the Club's register of Council members, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.
- 62 The Club may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 63 Any Member appointed by the Club by ordinary resolution to replace a member of Council removed pursuant to sections 303 and 304 of the Act, shall retain his office so long only as the member of Council in whose place he is appointed would have held the same if he had not been removed.

#### **PROCEEDINGS OF THE COUNCIL**

- 64 The Council may meet together for the dispatch of business adjourn and otherwise regulate their meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Subject to these Articles, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 65 A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.



- 66 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman not be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
- 67 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Club for the time being vested in the Council generally.
- 68 The Council may delegate any of their powers to committees consisting of any person, (whether or not such person is a Member) as it thinks fit and for such period as they shall determine. Any committee so formed shall, in the exercise of the powers so delegated for the proper management of the Club, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles concerning meetings and proceedings of the Council so far as the same shall not be superseded by any regulations made by the Council.
- 69 All acts done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Council.
- 70 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Club and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes 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 sufficient evidence without any further proof of the facts therein stated.
- 71 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a

meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted, and may consist of several documents in the like form each signed by one or more members of Council. A written resolution signed by an alternate member of Council need not be also signed by his appointor.

### **OFFICERS**

72 The first Officers of the Club shall be:

President:	[ ];
Chairman of the Council:	Joseph McGorian;
Treasurer:	Derek Green;
Secretary:	John Peter Fox,

and they shall (other than the Secretary) be appointed by the Council for periods of twelve months.

### **SECRETARY**

73 The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

### **MINUTES**

74 The Council shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Council and of all proceedings at meetings of the Club and of the Council and of any committees created by the Council hereunder, including the names of the members of Council present at such meetings.

## **THE SEAL**

- 75        The Seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members of the Council and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Club such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

## **ACCOUNTS**

- 76        The Council 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 such receipts and expenditure take place;
  - (B)        all sales and purchase 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 affairs of the Club and to explain its transactions.

- 77        The books of account shall be kept at the Office, or, subject to the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

- 78        The Council shall from time to time determine whether and 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 not being members of the Council, and no Member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Council or by the Club in General Meeting.

- At the Annual General Meeting in every year the Council shall lay before the Club a proper income and expenditure account for the period since the last preceding account

(or in the case of the first account since the incorporation of the Club) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one Clear Days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be sent to all Members before the meeting as required by section 238 of the Act.

### **AUDIT**

- 79        Once at least in every year the accounts of the Club shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 80        Auditors shall be appointed and their duties regulated in accordance with the Act, the members of the Council being treated as the Directors mentioned in the relevant sections.

### **NOTICES**

- 81        Any notice to be given to or by any person pursuant to these Articles shall be in writing.
- 82        A notice may be served by the Club upon any Member, either personally or by sending it through the post in a prepaid envelope, addressed to such Member at his registered address as appearing in the register of Members.
- 83        Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Club an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of

Members by an address within the United Kingdom shall be entitled to receive notices from the Club.

- 84 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

[THIS PAGE IS ONLY NECESSARY ON FORMATION OF THE COMPANY]

**Names and addresses of Subscribers**

**Signatures of Subscribers**

Name: [ ]

Occupation: [ ]

Address: [ ]

Name: [ ]

Occupation: [ ]

Address: [ ]

DATE: [ ]

Witness to the above signatures:

Name: [ ]

Occupation: [ ]

Address: [ ]