

The Companies Acts 1985 & 1989
COMPANY LIMITED BY GUARANTEE

Articles of Association of

St Andrew's Club

Interpretations

1. In these Articles:

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force

"The Company" means the above-named company

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"The Management Committee" means all those persons for the time being appointed to perform the duties of directors of the Company.

"Employee" means anyone holding a contract of employment with the Company.

"The Seal" means the common seal of the Company.

"In writing" shall be taken to include references to printing, photocopying and other modes of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as the Act. Any statutory instruments or regulations from time to time in force shall be deemed to apply to this Company, whether or not these Articles have been amended to comply with such instrument or regulation.

Members

2. The first members of the company shall be the subscribers to the Memorandum and Articles of Association, after which the members of the Company shall be those persons appointed under article 25.
3. Upon becoming a member of the Company, a person shall also become a member of its Management Committee.

Register of Members

4. The company shall maintain a Register of Members in which shall be recorded the name and address of every member, and the dates on which s/he became a member and on which s/he ceased to be a member. Every member shall either sign a written consent to becoming a member or sign the Register of Members on becoming a member. A member

shall notify the Secretary in writing within seven days of a change to her/his name or address.

5. All members shall be entitled to receive a copy of the Memorandum & Articles of Association of the Company on request and at no charge.

Cessation of Membership

6. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
7. A member shall cease to be a member if s/he:
 - a) Resigns in writing to the Secretary; or
 - b) dies; or
 - c) retires in accordance with the rules contained within these articles and her or his continuation of membership is not confirmed; or
 - d) is the representative; or
 - e) is absent from three consecutive Management Committee meetings without good reason, and the Management Committee decide by a majority vote that by virtue of such absence she or he shall cease to hold office; or
 - f) in the opinion of a majority of the Management Committee, fails to declare an interest according to article 31 ; or
 - g) is expelled from membership by a majority vote of the Management Committee provided that any member whose expulsion is to be considered shall have the right to make representation to the meeting at which the question is to be decided; or
 - h) ceases to be eligible to serve as director of a company by reason of bankruptcy, unsoundness of mind or prohibition order; or
 - i) is disqualified by law from serving as a trustee of a charity.

General Meetings

8. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation it need not be held in the year of incorporation or in the following year.
9. The business of an Annual General Meeting shall comprise:
 - a) the consideration of the Report and Accounts presented by the Management Committee;
 - b) the appointment and the fixing of the remuneration of the auditor or auditors (if any);
 - c) the appointment of members of the Management Committee;

- d) the confirmation or otherwise of the continuation of membership of those Management Committee members retiring under the rules in these articles;
 - e) such other business as may have been specified in the notices calling the meeting.
10. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings
11. The Management Committee may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the members of the Company, as provided by section 368 of the Act.
12. Decision at General Meeting shall be made by passing resolutions:
- a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. Certain decisions as required by statute, shall be made by Extraordinary Resolution. A Special or an Extraordinary Resolution may only be passed by a majority of not less than three-quarters of votes cast at a General Meeting.
 - b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting.

Notices

13. All General Meetings shall be called by at least twenty-one clear days' notice unless all persons entitled to attend and vote at a General Meeting agree to the calling of a General Meeting with shorter notice.
14. Notice of every General Meeting shall be given in writing to every member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
15. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or any resolution to remove the auditor, such resolution shall be specified in notices calling that the meeting and in case of all other General Meetings the general nature of the business to be raised shall be specified.
16. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.

17. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.
18. No member shall have more than one vote on any question to be decided at a General Meeting.
19. Votes may only be cast personally. Proxy voting is not permitted.
20. No business shall be transacted at a General Meeting unless a quorum of members is present. Three members shall be a quorum.
21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Management Committee may direct. All members shall be given such notice as is practicable of such an adjourned meeting. The members present at a meeting so adjourned shall be a quorum subject to an absolute minimum of two.
22. At every General Meeting the Chair shall preside, if the Chair is not present within ten minutes of the appointed time for the meeting, the members present shall choose one of their number to act as Chair whose function shall be to conduct the business of the meeting in an orderly manner.
23. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair of the meeting shall have a casting vote.
24. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several similar documents each signed by one or more members.

Management Committee

25. The Company shall have a Management Committee comprising all the members of the Company for the time being. The number of members of the Management Committee shall never be less than three nor more than twelve.
26. The Management Committee shall be comprised as follows:
 - a) Not more than ten persons invited into membership by the Management Committee;
 - b) Not more than two persons nominated by such organisations as may from time to time be invited by the Management Committee to make nominations.

27. Each member of the Management Committee shall serve a term of three years from the date of their appointment and shall be deemed to retire from office on the third anniversary of their appointment unless on or before that date they give notice to the Management Committee that they wish to be reappointed for a further term (**Reappointment Notice**).
28. If a member of the Management Committee gives a Reappointment Notice they shall continue in office until the next Annual General Meeting, at which an ordinary resolution shall be proposed for their appointment for a new three-year term, which if such resolution is passed shall be deemed to have begun on the latest anniversary of their appointment.
29. There shall be no limit on the number of terms a member of the Management Committee can serve.
30. Of the members of the Management Committee in office on the date of adoption of these Articles, for the purposes of Article 27:
- a. the three members first appointed in time shall be deemed to be in the final year of their term;
 - b. the three members next appointed shall be deemed to be in the second year of their term;
 - c. the remaining members shall be deemed to be in the first year of their term.
31. For the avoidance of doubt Committee members are the Directors and Trustees of this Charitable Company.
32. Under no circumstances shall any employee of the Company or any person aged less than eighteen years or anyone who is disqualified by law from being a trustee of charity be a member of the Management Committee.
33. A Management Committee member shall declare an interest in and shall not vote in respect of any contract in which she or he has a personal financial or material interest, either directly or indirectly, and shall withdraw from a meeting while such a matter is discussed.
34. Management Committee members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Management Committee or General Meetings of the Company or in connection with the business of the Company but otherwise-subject to Memorandum 6 in the Memorandum of Association-shall receive no remuneration.
35. The office of a Management Committee member shall be immediately vacated if she or he ceases to be a member of the Company for any reason whatsoever under the provisions of article 7.

36. Any person ceasing to be a member of the Management Committee for any reason shall also cease to be a member of the Company.

Honorary Officers

37. The members of the Management Committee shall at every Annual General Meeting elect such honorary officers as they think fit. Any officer elected by the Management Committee may be removed by a majority vote of the Management Committee, subject to a right to make representation at the meeting where the decision is made.

Powers and Duties of the Management Committee

38. The affairs of the Company shall be managed by the Management Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.
39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Management Committee shall from time to time decide, provided that all instruments of expenditure above a certain limit set from time to time by the Management Committee must be signed by at least two Management Committee members
40. Without prejudice to its general powers, the Management Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company subject to such consents as may be required by law.

Proceedings of the Management Committee

41. Members of the Management Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
42. At every meeting of the Management Committee the Chair shall preside, if the Chair is not present within ten minutes of the time appointed for the meeting, the members present shall appoint one of their number to act as Chair, whose function it shall be to conduct the business of the meeting in an orderly manner.

43. Questions arising at any meetings shall be decided by a majority of votes, each member of the Management Committee present having one vote. In the case of an equality of votes, the Chair of the meeting shall have a casting vote.
44. The Secretary on the requisition of any two Committee members shall summon a meeting of the Management Committee by giving reasonable notice to all Management Committee members. It shall not be necessary to give notice of a meeting of the Management Committee to any of its members for the time being absent from the United Kingdom.
45. The quorum necessary for the transaction of the business of the Management Committee shall be one-third of the Management Committee or two members, whichever is the greater.
46. The Management Committee may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the Management Committee may act for the purposes of increasing the number of Management Committee members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
47. The Management Committee shall cause accurate records to be made, in books provided for the purpose of:
- a) the name, details, and date of appointment of all persons appointed to office;
 - b) the names of the Management Committee members, officers, members and other persons present at all General Management Committee and Sub-Committee meetings of the Company;
 - c) minutes of all proceedings and resolutions at all General, Management Committee and Sub-Committee meetings of the Company;
 - d) all applications of the Seal to any document.
48. All such records and minutes shall be open to inspection during normal working hours by any member of the Management Committee.
49. The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Management Committee which regulations shall always include provision for regular and prompt reports to the Management Committee.
50. All acts done by any meeting of the Management Committee or by any person acting as a member of the Management Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any Management Committee member or person acting as such, 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 Management Committee member.

51. A resolution in writing, signed by all the Management Committee members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Management Committee, and may consist of several similar documents signed by one or more Management Committee members.
52. The Management Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Secretary

53. The Management Committee shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.
54. No remuneration may be paid to a Secretary who is also a member of the Management Committee.
55. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Management Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

56. If the Company has a Seal, it shall only be used by the authority of the Management Committee and every instrument to which the Seal shall be applied shall be signed by a Management Committee member and shall be countersigned by the Secretary or by a second Management Committee members. Every such application of the Seal shall be minuted.

Accounts

57. The Management Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
- a) All sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - b) All sales and purchases of goods by the Company;
 - c) The assets and liabilities of the Company.
 - d) Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

58. The Accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Management Committee thinks fit, and shall be open to the inspection of all members during office hours.
59. The Management Committee shall from time to time, in accordance with sections 226 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections
60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Management Committees' report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to every member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

Audit

61. Subject to such statutory regulations or exemptions as may be in force, and unless the Company is eligible for and has decided to apply the small company audit exemptions, once at least in every year the accounts of the Company 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.
62. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Not for Profit Status

63. Clause 6 of the memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if its provisions were repeated in these Articles.

Indemnity

64. Subject to the provision of the Act every trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by her or him in that capacity in defending any proceedings whether civil or criminal, in which judgement is given in her or his favour or in which she or he is acquitted or in connection with any application in which relief is granted to her or him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Dissolution

65. Clause 10 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.