

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9362749**

The Registrar of Companies for England and Wales, hereby certifies that

TUNBRIDGE WELLS RUGBY FOOTBALL CLUB LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **19th December 2014**



N09362749R

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 19/12/2014



X3N35JZK

*Company Name
in full:* **TUNBRIDGE WELLS RUGBY FOOTBALL CLUB LIMITED**

Company Type: **Private limited by guarantee**

*Situation of Registered
Office:* **England and Wales**

*Proposed Register
Office Address:* **ST LAWRENCE 34 BIRLING ROAD
TUNBRIDGE WELLS
KENT
UNITED KINGDOM
TN2 5LY**

I wish to adopt entirely bespoke articles

Proposed Officers

Company Secretary 1

Type: **Person**

Full forename(s): **MR DONALD STUART**

Surname: **BAILEY**

Former names:

Service Address: **ST LAWRENCE 34 BIRLING ROAD
TUNBRIDGE WELLS
KENT
UNITED KINGDOM
TN2 5LY**

Consented to Act: **Y** *Date authorised:* **19/12/2014** *Authenticated:* **YES**

Company Director **1**

Type: **Person**
Full forename(s): **MR ROGER JOHN HOWARD**

Surname: **CLARKE**

Former names:

Service Address: **ST LAWRENCE 34 BIRLING ROAD**
 TUNBRIDGE WELLS
 KENT
 UNITED KINGDOM
 TN2 5LY

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **08/12/1949** *Nationality:* **BRITISH**

Occupation: **DIRECTOR GENERAL TRADE**
 ORGANISATION

Consented to Act: **Y** *Date authorised:* **19/12/2014** *Authenticated:* **YES**

Company Director 2

Type: **Person**

Full forename(s): **MR DONALD STUART**

Surname: **BAILEY**

Former names:

Service Address: **ST LAWRENCE 34 BIRLING ROAD
TUNBRIDGE WELLS
KENT
UNITED KINGDOM
TN2 5LY**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **22/08/1948**

Nationality: **BRITISH**

Occupation: **RETIRED**

Consented to Act: **Y**

Date authorised: **19/12/2014**

Authenticated: **YES**

Company Director 3

Type: **Person**
Full forename(s): **MR GRAHAM WILLIAM**

Surname: **WITHERS**

Former names:

Service Address: **ST LAWRENCE 34 BIRLING ROAD
TUNBRIDGE WELLS
KENT
UNITED KINGDOM
TN2 5LY**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **20/10/1969** *Nationality:* **BRITISH**

Occupation: **INVESTMENT DIRECTOR**

Consented to Act: **Y** *Date authorised:* **19/12/2014** *Authenticated:* **YES**

Statement of Guarantee

I confirm that if the company is wound up while I am a member , or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for :

- payment of debts and liabilities of the company contracted before I cease to be a member;*
- payments of costs, charges and expenses of winding up, and;*
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.*

Name: **ROGER JOHN HOWARD CLARKE**

Address: **ST LAWRENCE 34 BIRLING ROAD
TUNBRIDGE WELLS
KENT
UNITED KINGDOM
TN2 5LY**

Amount Guaranteed: **£1.00**

Name: **DONALD STUART BAILEY**

Address: **ST LAWRENCE 34 BIRLING ROAD
TUNBRIDGE WELLS
KENT
UNITED KINGDOM
TN2 5LY**

Amount Guaranteed: **£1.00**

Name: **GRAHAM WILLIAM WITHERS**

Address: **ST LAWRENCE 34 BIRLING ROAD
TUNBRIDGE WELLS
KENT
UNITED KINGDOM
TN2 5LY**

Amount Guaranteed: **£1.00**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Authorisation

Authoriser Designation: **subscriber**

Authenticated: **Yes**

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum and Articles of Association

of

Tunbridge Wells Rugby Football Club Limited

Bates Wells & Braithwaite London LLP

2-6 Cannon Street

London EC4M 6YH

(Telephone: 020 7551 7777)

www.bwbllp.com

213197/0001/001294922

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The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of Tunbridge Wells Rugby Football Club Limited

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

Roger Clarke

Graham Withers

Donald Bailey

Dated 19 December 2014

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

TUNBRIDGE WELLS RUGBY FOOTBALL CLUB LIMITED

Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
(Telephone: 020 7551 7777)
www.bwbllp.com
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THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

TUNBRIDGE WELLS RUGBY FOOTBALL CLUB LIMITED

PART 1

DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In these Articles, unless the context requires otherwise:

"the 2006 Act"	means the Companies Act 2006 as modified by statute or re-enacted from time to time;
"Articles"	means these articles of association, as may be amended from time to time;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"Board"	means the board of directors of the Club established from time to time in accordance with Article 18, the members of which are the directors of the Club for the purposes of the Companies Acts;

"Chairman"	means the person elected from time to time in accordance with these Articles as the chairman of the Club;
"clear days"	means a period of days exclusive of the day on which the notice is served and of the day for which it is given;
"chairman of the meeting"	has the meaning given in Article 23;
"Club"	means the above named company;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Club;
"Company Secretary"	means such person as the Board appoints as company secretary from time to time;
"Constituent Body"	means the Constituent Body of the RFU to which the Club is from time to time affiliated and which at the date of incorporation is Kent County RFU;
"director"	means a director of the company, and includes any person occupying the position of director, by whatever name called;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"Elected Director"	means a director elected in accordance with Article 18.2.5;
"electronic form"	has the meaning given in Section 1168 of the 2006 Act;

“eligible sport”	means any sport that is designated as an eligible sport for the purposes of Part 13 Chapter 9 Corporation Tax Act 2010 as modified by statute or re-enacted from time to time;
"general meeting"	means an annual general meeting or other general meeting of the Club;
"hard copy form"	has the meaning given in Section 1168 of the 2006 Act;
"member"	means the persons admitted to the membership of the Club in accordance with Article 29 and any Rules from time to time in force;
"Non-Voting Members"	means all members of the Club other than the Voting Members and who shall not be members for the purposes of the Companies Acts;
"ordinary resolution"	has the meaning given in Section 282 of the 2006 Act;
"participate"	in relation to a directors' meeting, has the meaning given in Article 11;
"President"	means the person from time to time elected in accordance with these Articles as the president of the Club;
"proxy notice"	has the meaning given in Article 41.1;
"the RFU"	means the Rugby Football Union (a

Registered Society with registered number 27981R which is the governing body of rugby union within England) of Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex TW2 7BA;

"Rules"

means the rules and regulations of the Club made by the Board or by the Club in general meeting, as amended from time to time;

"Secretary"

means the secretary of the Club appointed from time to time in accordance with these Articles;

"special resolution"

has the meaning given in Section 283 of the 2006 Act;

"subsidiary"

has the meaning given in Section 1159 of the 2006 Act;

"Treasurer"

the person from time to time elected in accordance with these Articles as the treasurer of the Club;

"Voting Members"

means the members of the Club who, under these Articles are entitled to receive notice of, attend and vote at general meetings and who are members of the Club for the purposes of the Companies Acts; and

"World Rugby"

means the international governing body for rugby union, which at the date of incorporation is World Rugby (formerly called the International Rugby Board);

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the 2006 Act.
- 1.3 Words importing the singular number 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.
- 1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

2. Objects

- 2.1 The objects for which the Club is established ("Objects") are:

2.1.1 to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Tunbridge Wells Borderers Sports Club and to indemnify Tunbridge Wells Borderers Sports Club, its officers, members, and members of any of its sub-committee against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Tunbridge Wells Borderers Sports Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Tunbridge Wells Borderers Sports Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;

2.1.2 principally to provide facilities for rugby union and its derivatives, cricket and any other eligible sports and generally to promote, encourage

and facilitate the playing of rugby union, cricket and such other eligible sports as the Board may from time to time determine in the area of Tunbridge Wells and its surrounding district and amongst the community;

2.1.3 to provide and maintain Club premises at St Marks Recreation Ground and Club-owned rugby and any other eligible sports equipment for the use of its members (without discrimination);

2.1.4 to provide other ordinary benefits of an amateur sports club as set out in Part 13 Chapter 9 Corporation Tax Act 2010 including without limitation provision of suitably qualified coaches, coaching courses, insurance, medical treatment and post-match refreshments;

2.1.5 to sell or supply food and/or drink and provide other activities as a social adjunct to the sporting purposes of the Club;

2.1.6 to obtain funding for the activities of the Club by collecting entrance fees, membership subscriptions and match fees, by obtaining sponsorship and other available funding;

2.1.7 to affiliate to the RFU (through the membership of the Club's nominee to the RFU, such nominee to be the Secretary or another officer of the Club approved by the RFU) and to affiliate to the Constituent Body designated to it by the RFU;

2.1.8 to comply with and uphold the rules and regulations of the Constituent Body, the RFU and World Rugby as amended from time to time and the rules and regulations of any body to which the RFU is affiliated;

2.1.9 to acquire, establish, own, operate and turn to account in any way for the members' benefit the rugby union, cricket and any other eligible sports facilities of the Club together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable;

2.1.10 to make rules, regulations, bye-laws and standing orders concerning the operation of the Club including without limitation regulations concerning disciplinary procedures that may be taken against the members;

2.1.11 to discipline the members where permitted by its Rules and to refer its members to be disciplined by the RFU or the Constituent Body (as appropriate) where so required by the rules and regulations of the RFU or the Constituent Body (as the case may be);

2.1.12 to undertake and execute charitable trusts relating to the activities of the Club;

2.1.13 to make donations or offer support to rugby union or other eligible sports or clubs which are charities or community amateur sports clubs; and

2.1.14 to do all such other things as shall be thought fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.

3. Powers

3.1 The Club shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects ("the Powers").

3.2 The income and property of the Club shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Club or third parties other than other registered community amateur sports clubs or charities. No member shall be paid a salary, bonus fee or other remuneration for playing for the Club except as allowed by Part 13 Chapter 9 of the Corporation Tax Act 2010 as it may be amended, updated or re-enacted.

3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Club:

3.3.1 of remuneration to any director of the Club in accordance with Article 20.1;

3.3.2 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses;

3.3.3 of interest on money lent by a member of the Club or its directors at up to a commercial rate of interest;

3.3.4 of reasonable and proper rent for premises demised or let by any member of the Club or by any director;

3.3.5 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Club; or

3.3.6 other payments as are permitted by these Articles.

4. Liability of members

4.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a member or within one year after he ceases to be a member, for any of the items set out in Article 4.2.

4.2 The items for which the members undertake to contribute are:

4.2.1 payment of the Club's debts and liabilities contracted before he ceases to be a member;

4.2.2 payment of the costs, charges and expenses of winding up; and

4.2.3 adjustment of the rights of the contributories among themselves.

PART 2
DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' general authority

Subject to these Articles, any Rules made pursuant to them and the Companies Acts, the Board is responsible for the management of the Club's business, for which purpose it may exercise all the powers of the Club.

6. Directors may delegate

6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

6.1.1 to such person or committee;

6.1.2 by such means (including by power of attorney);

6.1.3 to such an extent;

6.1.4 in relation to such matters or territories; and

6.1.5 on such terms and conditions;

6.1.6 as it thinks fit.

6.2 Acts and proceedings delegated under Article 6.1 shall be reported to the Board in accordance with the Board's instructions.

6.3 Unless the Board specify otherwise, any person or committee to whom the Board delegates may themselves delegate.

6.4 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

7. Committees

- 7.1 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.
- 7.2 The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.
- 7.3 The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be three.

DECISION-MAKING BY DIRECTORS

8. Directors to take decisions collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 9.

9. Unanimous decisions

- 9.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 9.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 9.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.
- 9.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

10. Calling a meeting of the Board

- 10.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least one such meeting shall be held in each calendar year.
- 10.2 The Board shall report on their activities to the members at the annual general meeting.
- 10.3 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Secretary to give such notice.
- 10.4 Notice of any meeting of the Board must indicate:
- 10.4.1 its proposed date and time;
 - 10.4.2 where it is to take place; and
 - 10.4.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 10.5 Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

11. Participation in meetings of the Board

- 11.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:
- 11.1.1 the meeting has been called and takes place in accordance with these Articles, and

11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 11.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.
- 11.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

12. Composition of the Board and Quorum

- 12.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.
- 12.3 Subject to Article 12.4, the Board may act notwithstanding any vacancy in their body.
- 12.4 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

12.4.1 to call a general meeting so as to enable the members to fill a casual vacancy arising among the directors

or

12.4.2 to admit members to the Club.

13. Chairing of meetings of the Board

- 13.1 The Chairman shall be chairman of the Board. The Chairman shall preside as chairman at all meetings of the Board at which he shall be present.

- 13.2 If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or he is not available or willing to preside, the members of the Board present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is known as the chairman.

14. Casting vote

- 14.1 If the numbers of votes (including the initial vote of the Chairman) for and against a proposal are equal, the Chairman or other director chairing the meeting of the Board has a casting vote.
- 14.2 Article 14.1 shall not apply to give a casting vote to the Chairman or other director chairing the meeting (as appropriate) if, in accordance with these Articles, the Chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. Conflicts of interest

- 15.1 Subject to Article 15.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Club in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 15.2 The prohibition under Article 15.1 shall not apply when:
- 15.2.1 the Board approves the director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest;
 - 15.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or
 - 15.2.3 the director's conflict of interest arises from a permitted cause.
- 15.3 For the purposes of Article 15.2, the following are "permitted causes":
- 15.3.1 a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Club or any of its subsidiaries (if any);
 - 15.3.2 subscription, or an agreement to subscribe, for securities of the

Club or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

15.3.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Club or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors.

15.4 For the purposes of this Article 15, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.

15.5 Subject to Article 15.6, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.

15.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

15.7 A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Club only where such matter has been authorised by the Board in accordance with Section 175 of the 2006 Act.

16. Records of decisions to be kept

16.1 The Board must ensure that the Club keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Board and by the Club at general meeting.

16.2 Any such records, 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.

16.3 Any such records shall be circulated to all members of the Board.

17. Directors' discretion to make rules

17.1 The Board shall have the power to make, vary and revoke the Rules including, but not limited to, Rules:

17.1.1 setting out different categories of membership of the Club;

17.1.2 setting the criteria for admission to membership of the Club for the different categories of members;

17.1.3 creating regulations, standing orders and/or bye-laws for the better administration of the Club and to regulate the function, role and operation of committees to assist the board in the better administration of the Club;

17.1.4 setting or adopting such other regulations or policies, including for example child protection and equity policies, as the board thinks fit; and

17.1.5 in relation to licensable activities of the Club,

provided that nothing in those Rules shall prejudice the Club's status as a Community Amateur Sports Club under Part 13 Chapter 9 Corporation Tax Act 2010 as modified by statute or re-enacted from time to time, and provided that the said Rules shall be consistent with these Articles and the Companies Acts.

APPOINTMENT OF DIRECTORS

18. Methods of appointing directors

18.1 The number of directors shall be not less than five and shall be subject to a maximum of ten.

18.2 The members of the Board shall be:

18.2.1 the President;

18.2.2 the Chairman;

18.2.3 the Secretary;

18.2.4 the Treasurer;

18.2.5 up to five (or such lower number as the Board shall from time to time decide) Elected Directors.

18.3 The first directors, who shall hold office until such time as they are due to retire in accordance with these Articles, shall be:

	Office	Name
	18.3.1 the President	Roger Clarke
	18.3.2 the Chairman	Graham Withers
	18.3.3 the Treasurer	Donald Bailey

18.4 The first directors set out in Article 18.3 shall retire at the first annual general meeting but may be re-elected in accordance with these Articles.

18.5 The Board may at its discretion award honoraria to such persons as it thinks fit provided that the honoraria shall not to any extent be determined by or conditional

upon the profits or losses derived from some or all of the activities of the Club or by reference to the level of the Club's gross income from some or all of its activities.

All acts carried out in good faith at any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

19. Termination of director's appointment

19.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Club as soon as:

19.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

19.1.2 a bankruptcy order is made against that person;

19.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

19.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

19.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

19.1.6 that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board and all other members of the Board resolve that his office be vacated;

19.1.7 at a meeting of the Board at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Directors;

19.1.8 that person ceases to be a member; or

19.1.9 notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

19.2 A President, Chairman, Secretary or Treasurer who is removed from office as a director of the Board for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.

20. Directors' remuneration

20.1 Subject to the provisions of the Companies Acts, the Board may at its sole discretion enter into an agreement or arrangement with any director for the provision by him of any services outside the scope of the ordinary duties of a director except that no payments may be made to a director or any person connected to him for playing rugby or another eligible sport.

20.2 Any appointment of a director to an executive office shall terminate if he ceases to be a director.

20.3 The Club shall not pay any director any remuneration in relation to his role on the Board.

20.4 Unless the Board decides otherwise, directors are not accountable to the Club for any remuneration which they receive as directors or other officers or employees of the

Club's subsidiaries (if any) or of any other body corporate in which the Club is interested (if any).

21. Directors' expenses

21.1 Without prejudice to Article 20, the Club may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

21.1.1 meetings of the Board or committees of the Board; or

21.1.2 general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

PART 3

APPOINTMENTS AND ELECTED POSITIONS

22. President

At the first annual general meeting and at the annual general meeting each year thereafter, the President shall retire but shall be eligible for re-appointment in accordance with these Articles. The election of the President shall be in accordance with Article 27. A member so appointed shall hold office for a one year term but shall be eligible for re-election. The President shall be a director by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe.

23. Chairman

At the first annual general meeting and at the annual general meeting each year thereafter the Chairman shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Chairman shall be conducted in accordance with Article 27. A member so appointed shall hold office for a one year term but shall be eligible for re-election. The Chairman shall be a director by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe.

24. Secretary

At the first annual general meeting and at the annual general meeting each year thereafter, the Secretary shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Secretary shall be conducted in accordance with Article 27. A member so appointed shall hold office for a one-year term but shall be eligible for re-election. The Secretary shall be a director by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe.

25. Treasurer

At the first annual general meeting and at the annual general meeting each year thereafter, the Treasurer shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Treasurer shall be conducted in accordance with Article 27. A member so appointed shall hold office for a one-year term but shall be eligible for re-election. The Treasurer shall be a director by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe.

26. Company Secretary

Subject to the provisions of the Companies Acts and if the Board so decides, a Company Secretary may be appointed by the Board for such term and upon such conditions as they may think fit and any Company Secretary may be removed or replaced by the Board.

27. Elections

- 27.1 Any Voting Member may nominate another member to be President, the Chairman, Secretary, Treasurer or an Elected Director. Any person nominated as a member of the Board must be a Voting Member. Any nomination must be made in the form prescribed from time to time by the Board. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post and shall notify the Secretary in a manner and not later than such date as the Board shall prescribe each year.

- 27.2 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at or before the annual general meeting as directed by the Board. The results of any such election must be announced at the annual general meeting.

28. Casual Vacancies

A casual vacancy arising among the offices of President, Chairman, Secretary, Treasurer or the Elected Directors, may at the discretion of the Board be filled by the Club in general meeting provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

BECOMING AND CEASING TO BE A MEMBER

29. Applications for membership

- 29.1 The subscribers to the Memorandum of Association of the Club; the members of the unincorporated association known as the Tunbridge Wells Borderers Sports Club as at the date of incorporation; and such other persons as are admitted to membership by the Board in accordance with these Articles, shall be the members of the Club.
- 29.2 No person shall become a member of the Club unless:
- 29.2.1 that person has completed an application for membership in a form approved by the Board, and
 - 29.2.2 the Board has approved the application.

For the avoidance of doubt membership is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of the sport or the good conduct and interests of the Club and no person shall be denied membership of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs. A person may appeal against such decision by notifying the Board who shall

put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting.

29.3 For the purposes of registration the number of members is declared to be unlimited.

29.4 The Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members provided that the Board shall use its best endeavours to ensure that the fees set by it, when taken together with any costs associated with the membership of the Club, do not preclude open membership of the Club.

30. Conditions of membership

30.1 All members shall be subject to the Rules and shall respect the rules of the game of rugby union as set from time to time by World Rugby and/or such other rules of the game as are set by the appropriate governing body of any other relevant eligible sport.

30.2 The members shall pay any entrance fees and annual subscription set by the Board under Article 29.4. Any member whose subscription fee is more than one year in arrears shall be deemed to have resigned his membership of the Club.

31. Termination of membership

- 31.1 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Club so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Club within a time specified in such notice. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such sub-committee to which it has delegated its powers. The Board or sub-committee and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Board members or sub-committee members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members. The Board may exclude the member from the Club's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Club's premises to attend that meeting (if it is held at them) for the purpose of making his representations. A person may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting.
- 31.2 A member may withdraw from membership of the Club by giving seven clear days' notice to the Club in writing.
- 31.3 A membership terminates automatically when that person dies or ceases to exist or

on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.

31.4 Membership is not transferable.

31.5 Any person ceasing to be a member forfeits all rights in relation to and claims upon the Club, its property and its funds and has no right to the return of any part of his subscription. The Board may refund an appropriate part of a resigning member's subscription if it considers it appropriate taking account of all the circumstances.

ORGANISATION OF GENERAL MEETINGS

32. Annual General Meetings

32.1 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 Board and shall specify the meeting as such in the notices calling it, provided that so long as the Club holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.

32.2 The annual general meeting shall be held for the following purposes:

32.2.1 to receive from the Board the Club's accounts;

32.2.2 to receive from the Board a report of the activities of the Club since the previous annual general meeting;

32.2.3 to appoint the Club's auditors;

32.2.4 to elect the President, Chairman, Secretary, Treasurer, and the Elected Directors in accordance with these Articles; and

32.2.5 to transact such other business as may be brought before it.

32.3 All general meetings, other than annual general meetings, shall be called general meetings.

33. Attendance and speaking at general meetings

33.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

33.2 A person is able to exercise the right to vote at a general meeting when:

33.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

33.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

33.3 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

34. Quorum for general meetings

34.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

34.2 Subject to Article 37.6, ten Voting Members present in person shall be a quorum.

35. Chairing general meetings

35.1 The Chairman shall chair general meetings if present and willing to do so. If the Chairman shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, the President shall preside. If the President is not available or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start:

35.1.1 the directors present, or

35.1.2 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

35.2 The person chairing a meeting in accordance with these articles is referred to as "the chairman of the meeting".

36. Attendance and speaking by members and non-members

36.1 Members may attend and speak at general meetings, whether or not they are voting members.

36.2 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

37. Adjournment

37.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

37.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

37.2.1 the meeting consents to an adjournment, or

37.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

37.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

37.4 When adjourning a general meeting, the chairman of the meeting must:

37.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

37.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

37.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

37.5.1 to the same persons to whom notice of the Club's general meetings is required to be given, and

37.5.2 containing the same information which such notice is required to contain.

37.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting not less than three Voting Members shall be a quorum.

VOTING AT GENERAL MEETINGS

38. Voting: general

38.1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.

38.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

39. Errors and disputes

- 39.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 39.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

40. Poll votes

- 40.1 A poll on a resolution may be demanded:
- 40.1.1 in advance of the general meeting where it is to be put to the vote, or
 - 40.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 40.2 A poll may be demanded by:
- 40.2.1 the chairman of the meeting;
 - 40.2.2 the Board; or
 - 40.2.3 five or more members present in person or proxy having the right to vote on the resolution or, if fewer, a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution.
- 40.3 A demand for a poll may be withdrawn if:
- 40.3.1 the poll has not yet been taken, and
 - 40.3.2 the chairman of the meeting consents to the withdrawal.

- 40.4 Polls shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 40.5 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was 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.
- 40.6 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

41. Content of proxy notices

- 41.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 41.1.1 states the name and address of the member appointing the proxy;
 - 41.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 41.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 41.1.4 is delivered to the Club in accordance with these Articles and

any instructions contained in the notice of the general meeting to which they relate.

41.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

41.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

41.4 Unless a proxy notice indicates otherwise, it must be treated as:

41.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

41.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

42. Delivery of proxy notices

42.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person.

42.2 An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

42.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

42.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

43. Amendments to resolutions

43.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

43.1.1 notice of the proposed amendment is given to the Club in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

43.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

43.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

43.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

43.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

43.3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

43.4 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

44. Means of communication to be used

44.1 Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied in any way in which the 2006 Act provides for

documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Club.

44.2 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

44.3 A director may agree with the Club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

45. No right to inspect accounts and other records

Except as provided by law or authorised by the Board or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a member.

DIRECTORS' INDEMNITY AND INSURANCE

46. Indemnity

46.1 Subject to Article 46.2, a relevant director of the Club or an associated company may be indemnified out of the Club's assets against:

46.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

46.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act),

46.1.3 any other liability incurred by that director as an officer of the Club or an associated company.

46.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

46.3 In this Article:

46.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

46.3.2 a "relevant director" means any director or former director of the Club or an associated company.

47. Insurance

47.1 The Board may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director in respect of any relevant loss.

47.2 In this Article:

47.2.1 a "relevant director" means any director or former director of the Club or an associated company;

47.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and

47.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

48. Dissolution

- 48.1 Any proposal for the dissolution of the Club shall be submitted to a general meeting of the Club and to be adopted must be approved by not less than two-thirds of those Voting Members present at such general meeting.
- 48.2 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 be paid to or distributed to another registered community amateur sports club for rugby union, to the RFU for use in community related rugby union initiatives, or to a charitable organisation.