

NON-CASC
Articles of Association

COTHAM PARK TENNIS CLUB
ARTICLES OF ASSOCIATION
FOR TENNIS CLUBS NOT QUALIFYING AS
COMMUNITY AMATEUR SPORTS CLUBS
(AUGUST 2012)
Amended September 2015

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

COTHAM PARK TENNIS CLUB LIMITED

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

COTHAM PARK LAWN TENNIS CLUB LIMITED

1. DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined Terms

1.1 In these Articles, unless the context requires otherwise

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 2006 Act

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 22

Club means the above named company

CLTA means County Lawn Tennis Association

Company Secretary means such person as the Board appoints as company secretary from time to time]¹

director means a director of the Club, 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 6

electronic form has the meaning given in Section 1168 of the 2006 Act

Game means the game of tennis

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

Secretary means the secretary of the Club appointed from time to time in accordance with these Articles and who shall also be the company secretary for the purposes of the 2006 Act²

Treasurer means the treasurer of the Club appointed from time to time in accordance with these Articles

Life Member means a member who is appointed as a life member pursuant to Article 33 2 5

LTA means Lawn Tennis Association Limited (the governing body of tennis within Great Britain, the Channel Islands and the Isle of Man), a private company limited by guarantee with registered number 07459469 and whose registered address is The National Tennis Centre, 100 Priory Lane, Roehampton, London SW15 5JQ and its subsidiaries or such successor entity or entities as become(s) the governing body of the game of tennis within Great Britain, the Channel Islands and the Isle of Man from time to time

LTA Disciplinary Code means the disciplinary code of the LTA in force from time to time

LTA Rules means the rules of the LTA as in force from time to time

member means the persons admitted to the membership of the Club in accordance with Article 30 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 2006 Act]³

ordinary resolution has the meaning given in Section 282 of the 2006 Act

participate has, in relation to a directors' meeting, the meaning given in Article 11

proxy notice has the meaning given in Article 42 1

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

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

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 2006 Act]⁴

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**

The objects for which the Club is established (**Objects**) are

2 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 Cotham Park Tennis Club and to indemnify Cotham Park Tennis Club, its officers, members, and members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Cotham Park Tennis Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Cotham Park Tennis Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking,]⁵

2 2 to provide tennis, social and other activities and generally to encourage and facilitate the playing of tennis,

2 3 to provide and maintain Club premises at 80 Redland Road, Redland, Bristol, BS6 6AG,

2 4 to promote, improve, develop and support the interests of the Game,

2 5 to offer such other benefits to its members as it shall think fit,

- 2 6 to promote the Game within the Club,
- 2 7 to sell or supply food and/or drink and provide other activities as a social adjunct to the sporting purposes of the Club,
- 2 8 to take and retain membership of the CLTA (and by doing so become and remain registered as an associate of the LTA) and to comply with and uphold the LTA Rules and the LTA Disciplinary Code and the rules and regulations of any body to which the LTA is registered or affiliated,
- 2 9 to acquire, establish, own, operate and turn to account in any way for the members' benefit the tennis court facilities of the Club together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable,
- 2 10 subject to the LTA Rules and the LTA Disciplinary Code and the LTA's wider jurisdiction, 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 11 subject to the LTA Rules and the LTA Disciplinary Code and the LTA's wider jurisdiction, to discipline the members where permitted by these Articles and the Rules and to refer its members to be disciplined by the LTA or the CLTA (as appropriate) where so required by the LTA Rules, the LTA Disciplinary Code and the LTA's wider jurisdiction,
- 2 12 to obtain funding for the activities of the Club by collecting entrance fees, membership subscriptions match fees and by obtaining sponsorship and other available funding, and through the sale of merchandise and other goods produced by the Club or related to the activities of the Club, and
- 2 13 to do all such other things as the Board thinks 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 above

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 (**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 No member shall be paid a salary, bonus fee or other remuneration for playing for the Club
- 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 21
 - 3 3 2 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Club,
 - 3 3 3 of interest on money lent by a member of the Club or its directors at 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, or
- 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 it 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

2. DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' General Authority

- 5 1 Subject to these Articles, any Rules made pursuant to them and the 2006 Act, the Board is responsible for the management of the Club's business, for which purpose it may exercise all the Powers of the Club
- 5 2 No Rule made by the Club in a general meeting pursuant to Article 43 shall invalidate any prior act of the Board which would have been valid if such Rule had not been made

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,
as it thinks fit
- 6 2 All acts and proceedings delegated under Article 6 1 shall be reported to the Board in due course

6 3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated

6 4 The Board may revoke any delegation in whole or part, or alter its terms

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 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 (min 14days) to the directors or by directing the Company 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 (min 14 days) 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 located

12. Composition of the Board and Quorum

12 1 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 2 Subject to Article 12 3, the Board may act notwithstanding any vacancy in their body

12 3 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 decision⁶

12 3 1 to fill a casual vacancy arising among the directors in accordance with Article 29], **OR**

12 3 2 to call a general meeting so as to enable the members to fill a casual vacancy arising among the directors, or

12 3 3 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 15 minutes after the time appointed for holding the meeting or he is not 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 to be treated as the chairman for the purposes of these Articles

14. Casting Vote

14 1 If the numbers of votes 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 in accordance with Section 175 of the 2006 Act,

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

16. Records of Decisions to be Kept

- 16 1 The Board must ensure that the Club keeps a record, in writing, for at least ten 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 Further Rules

Subject to those Rules to be made, varied or revoked by the Voting Members in a general meeting in accordance with Article 48 below, the Board shall have the power to make, vary and revoke the Rules including, but not limited to, Rules

- 17 1 setting out different categories of membership of the Club,
- 17 2 setting the criteria for admission to membership of the Club for the different categories of members,
- 17 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 4 setting or adopting such other regulations or policies, including for example child protection and equity policies, as the Board thinks fit, and
- 17 5 in relation to licensable activities of the Club

APPOINTMENT OF DIRECTORS

18. Methods of Appointing Directors

- 18 1 The number of directors shall be not less than three and shall be subject to a maximum of 12
- 18 2 The members of the Board shall be
 - 18 2 1 the Chairman
 - 18 2 2 up to eight Elected Directors, and
 - 18 2 3 such other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board until the next annual general meeting, provided that the total number of directors at any one time shall not exceed the maximum number (if any) fixed by these Articles Co-opted directors shall be entitled to vote at the meetings of the Board]
- 18 3 The first directors, who shall hold office until such time as they are due to retire accordance with these Articles, shall be

	Office	Name	End of Office
	the Chairman	Anne Miller	April 2016
	the Elected Directors	Lee Fowell	April 2016
		Mirek Salmon	April 2016
		Helen Abbott	April 2016

18 4 The first directors set out in Article 18 3 shall retire immediately prior to the annual general meeting in the year on the date set out in brackets after their respective names but may be re-elected in accordance with these Articles

18 5 Any person accepting nomination to the Board who has any financial interest or other conflict of interest in such appointment must, before accepting the nomination, state in writing to the Club all such interests Failure to do so will lead to automatic disqualification from Board membership The Board has the right to veto such an election if, in its opinion, it is not in the best interests of the Club

18 6 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

18 7 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 Elected Directors

At the annual general meeting each year, the Elected Directors due to retire shall retire and shall be eligible for re-election in accordance with these Articles The election for the office of Elected Directors shall be conducted in accordance with Article 28 Except as provided in Article 18 4, an Elected Director so elected shall hold office from the annual general meeting at which date on which he is elected, until the annual general meeting in the third year following his election at which meeting third] anniversary thereof when he shall retire but may be re-elected for a further three]year term

20. Termination of Director's Appointment

20 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

20 1 1 that person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law,

20 1 2 a bankruptcy order is made against that person,

- 20 1 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 20 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,
- 20 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,
- 20 1 6 that person is suspended from holding office or from taking part in any activity relating to the administration or management of the Club by a decision of the CLTA or the LTA,
- 20 1 7 that person shall without sufficient reason for more than 3 consecutive Board meetings have been absent without permission of the Board and all other members of the Board resolve that his office be vacated ,
- 20 1 8 that person is requested to resign by not less than two-thirds of] the other members of the Board acting together,
- 20 1 9 being that person ceases to be ,
- 20 1 10 that person ceases to be a member, or
- 20 1 11 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 terms⁷
- 20 2 A Chairman, Treasurer, Secretary 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

21 Directors' Remuneration

- 21 1 The Club shall not employ any director of the Club to provide any services outside the scope of the ordinary duties of a director and shall not pay any director any remuneration in relation to his role on the Board
- 21 1 8 for his services to the Club as a director, and
- 21 1 9 for his employment by the Club or for the provision by him of any services outside the scope of the ordinary duties of a director or benefits
- 21 1 10 Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Club
- 21 2 Subject to these Articles, a director's remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director provided that such remuneration

- 21 2 8 is fixed having regard to the current remuneration of directors in comparable posts,
- 21 2 9 does not exceed the general market rate for directors providing comparable services, and
- 21 2 10 is not to any extent 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
- 21 3 Unless the Board decides otherwise, directors' remuneration accrues from day to day
- 21 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)

3 APPOINTMENTS AND ELECTED POSITIONS

22 Chairman

At the annual general meeting in 2016 and at the annual general meeting every third year thereafter and each third anniversary thereof, 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 28. A member so appointed shall hold office for a three year term but shall be eligible for re-election][for one further term of three years. The Chairman shall be a director by virtue of his office and shall have such rights and privileges as the Voting Members shall from time to time prescribe

23 Treasurer

At the annual general meeting in 2016 and at the annual general meeting every third year thereafter and each third anniversary thereof, 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 25. A person so appointed shall hold office for a three-year term but shall be eligible for re-election. Treasurer shall be a director by virtue of his office and shall have such rights and privileges as the Voting Members shall from time to time prescribe

24 Company Secretary

Subject to the provisions of the 2006 Act, the Company Secretary shall be appointed by the Board for such term and at such remuneration and upon such conditions as they may think fit and any Company Secretary appointed may be removed by them

25 Elections

- 25 1 Any Voting Member may nominate another member to be, the Chairman, Secretary, Treasurer or an Elected Director. Any person nominated as a member of the Board must be a Voting Member of not less than one years' standing. Any nomination must be made on 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 the form must be completed and returned to the Secretary not later than such date as the Board shall prescribe each year
- 25 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 the annual general meeting as

directed by the Board The results of any such election must be announced at the annual general meeting

26 Casual Vacancies

A casual vacancy arising among the offices of Chairman, Secretary, Treasurer or the Elected Directors, shall be filled by Board 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 Articles⁸

BECOMING AND CEASING TO BE A MEMBER

27 Applications for Membership

27 1 The subscribers to the Memorandum of Association of the Club, the members of the unincorporated association known as Cotham Park Tennis 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

27 2 No person shall become a member of the Club unless

27 2 8 that person has completed an application for membership in a form approved by the Board, and

27 2 9 the Board has approved the application

27 3 For the purposes of registration, the number of members is declared to be unlimited

27 4 A person shall not be entitled to any privileges of the Club until two days have passed since his application for membership was submitted, whether or not he is admitted as a member before those two days have lapsed

27 5 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

28 Conditions of Membership

28 1 All members shall be bound by and subject to these Articles and the Rules, the LTA Rules and the LTA Disciplinary Code

28 2 The members shall pay any entrance fees and annual subscription set by the Board under Article 27 5 Any member whose subscription fee is more than 1 month in arrears shall be deemed to have resigned his membership of the Club

28 3 Subject to Article 29, the Board may terminate the membership of any person, or impose any other sanction they determine to be appropriate, in connection with the breach of any condition of membership set out in this Article 28

29 Termination of Membership

- 29 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.
- 29 2 A member may withdraw from membership of the Club by giving seven clear days' notice to the Club in writing.
- 29 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.
- 29 4 Membership is not transferable.
- 29 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.

ORGANISATION OF GENERAL MEETINGS

30 Annual General Meetings

- 30 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.
- 30 2 The annual general meeting shall be held for the following purposes
- 30 2 8 to receive from the Board the Club's accounts from the Treasurer's report as to the financial position of the Club,
- 30 2 9 to receive from the Board a report of the activities of the Club since the previous annual general meeting,

30 2 10 to appoint the Club's auditors,

30 2 11 to announce the election (as appropriate) of the Chairman, Secretary, Treasurer, and the Elected Directors to be appointed in accordance with these Articles, and

30 2 12 to transact such other business as may be brought before it (including without limitation the appointment of Life Members (in recognition of outstanding contribution or long service to the Club)

30 3 All general meetings, other than annual general meetings, shall be called general meetings

31 Attendance and Speaking at General Meetings

31 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

31 2 A person is able to exercise the right to vote at a general meeting when

31 2 8 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

31 2 9 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

31 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

32 Quorum for General Meetings

32 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

32 2 Subject to Article 35 6, 8 (eight) voting members present in person shall be a quorum

33 Chairing General Meetings

33 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 15 minutes after the time appointed for holding the same

33 1 8 the directors present, or

33 1 9 if no directors are present, the meeting,

33 2 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

33 3 The person chairing a meeting in accordance with this article is referred to as the **chairman of the meeting**

34 Attendance and Speaking by Directors and Non-Members

34 1 Directors may attend and speak at general meetings

34 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

35 Adjournment

35 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

35 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

35 2 8 the meeting consents to an adjournment, or

35 2 9 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

35 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

35 4 When adjourning a general meeting, the chairman of the meeting must

35 4 8 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

35 4 9 have regard to any directions as to the time and place of any adjournment which have been given by the meeting

35 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)

35 5 8 to the same persons to whom notice of the Club's general meetings is required to be given, and

35 5 9 containing the same information which such notice is required to contain

35 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 4 (four) Voting Members shall be a quorum

VOTING AT GENERAL MEETINGS

36 Voting: General

36 1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote

36 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

37 Errors and Disputes

37 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

37 2 Any such objection must be referred to the chairman of the meeting whose decision is final

38 Amendments to Resolutions

38 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

38 1 8 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

38 1 9 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

38 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

38 2 8 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

38 2 9 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

38 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

38 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

4. ADMINISTRATIVE ARRANGEMENTS

39 Means of Communication to be Used

39 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 such documents or information to be sent or supplied by or to the Club

39 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

39 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

40 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

41 Indemnity

41 1 Subject to Article 41 2, a relevant director of the Club may be indemnified out of the Club's assets against

41 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 Club and,

41 1 2 any other liability incurred by that director as an officer of the Club

41 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law

41 3 In this Article

41 3 1 a **relevant director** means any director or former director of the Club

42 Insurance

42 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

42 2 In this Article

42 2 1 a **relevant director** means any director or former director of the Club or an associated company,

42 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 Club

43 Rules

43 1 Only the Voting Members in general meeting may from time to time make, vary and revoke Rules

43 2 Rules made pursuant to Article 43 1 must, in order to be valid, be compliant with the 2006 Act and these Articles

44 Dissolution

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 a non-profitmaking sports club, organisation or charity

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Paul Heard	
Tel 07540453578	
DX Number	DX Exchange

When you have completed and signed the form, please send it to the Registrar of Companies at:

For companies registered in England and Wales: Companies House, Crown Way, Cardiff, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland: Companies House, 4th Floor, Edinburgh Quay 2, 139
Fountainbridge, EH3 9FF DX 235 Edinburgh

For companies registered in Northern Ireland: Companies House, 2nd Floor, The Linenhall, 32-38
Linenhall Street, Belfast, BT2 8BG

NOTES

¹ This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.

² The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.

³ A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.