

Companies Act 2006: Company Limited by Guarantee

Coolhurst Lawn Tennis and Squash Rackets Club

Articles of Association

Part 1

1. NAME

The company's name is Coolhurst Lawn Tennis and Squash Rackets Club, and in these articles it is called the Club.

2. OFFICE

The Club's registered office is to be in England and its first registered office is to be at Courtside, Coolhurst Road, London N8 8EY.

3. OBJECTS

The Club's objects are restricted to the following:

- a) to continue the business of the unincorporated members club known as Coolhurst Lawn Tennis and Squash Rackets Club
- b) to conduct and manage a members' tennis and squash rackets club and to promote and encourage participation in the playing of lawn tennis, squash, racketball, and other sports and games, to promote fitness by the provision of gym facilities; to promote associated and social activities, including the supply of food and drinks both alcoholic and non alcoholic.

4. POWERS

To further these objects, the Club may exercise the following powers:

- a) to occupy and manage land and buildings
- b) to employ staff and engage contractors
- c) to manage funds
- d) to borrow or raise money on such terms and such security as may be thought fit
- e) to acquire by lease, licence or purchase land or buildings, and to construct maintain, alter and improve buildings
- f) to sell, let or mortgage any of the property of the Club
- g) to cooperate or contract with other voluntary or statutory bodies
- h) to do all such other lawful things as are necessary for the achievement of the objects.

5. INCOME AND PROPERTY

The income and property of the Club shall be applied solely towards the promotion of the Club's objects, and no part shall be paid or transferred direct or indirectly by way of dividend, bonus or otherwise by way of profit to club members, provided that nothing

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in this document shall prevent the payment by the Club in good faith to a member of:

- reasonable and proper remuneration for services rendered to the Club whether by way of employment or otherwise;
- reimbursement of out of pocket expenses or indemnification of any liability incurred in pursuit of Club business.

6. LIMITED LIABILITY

The liability of the members is limited. Every member of the Club undertakes to contribute up to £1 to the Club's assets if it should be wound up while he or she is a member for the payment of the Club's debts and liabilities.

7. DISSOLUTION

If the Club is wound up and dissolved, and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members, but shall be applied for the purposes of a community amateur sports club or for a charity for use in community amateur sports.

Part 2

1. CONTINUITY OF BUSINESS

The Club shall assume and continue the entire business of the unincorporated members club known as Coolhurst Lawn Tennis and Squash Rackets Club.

2. OFFICERS and COMMITTEE

2.1 The General Management Committee ("the Committee") shall consist of the Chairman, the Vice Chairman, the Secretary, the Assistant Secretary, the Treasurer, the Tennis Secretary, the Squash Secretary, the Bar Secretary, the Social Secretary, and up to seven other members of the Club, of whom not less than three shall be Tennis Members and not less than three shall be Squash Members. Each member of the Committee shall be elected at the Annual General Meeting, and may also be an officer of the Club, such officer not being automatically included in the Committee by virtue of this Article. There will be two Directors of the Club, The Chair and the Treasurer.

2.2 The Committee may appoint a Manager, who need not be a member of the Committee nor of the Club.

2.3 The Committee shall have the power to co-opt up to two Club Members to serve on the Committee and to be a director. In the event of a vacancy arising on the Committee, the Committee shall have power to appoint a member to fill the vacant director post until the next Annual General Meeting.

2.4 Nothing shall prevent any Member of the Club from holding more than one office.

2.5 The validity of the proceedings of the Committee shall not be affected by

11. The validity of the proceedings of the Committee shall not be affected by any vacancy in its membership.

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3. ELECTION OF THE GENERAL MANAGEMENT COMMITTEE

Club members may nominate any member of the Club with that member's consent to fill any of the above posts. Such nomination must be proposed and seconded, and notice in writing of the nomination must be submitted to the Secretary not less than 14 days prior to the date of the Annual General Meeting and the Secretary shall, on receipt of the nomination display the nomination on the Club Notice Board.

4. MANAGEMENT COMMITTEES AND DIRECTORS

- 4.1** The entire control of the Club shall be vested in the Committee. At Committee Meetings seven shall form a quorum.
- 4.2** The Club or the Committee shall have power to elect or appoint other Committees as they think fit, but the Committee shall have power to override any resolution or action of any such committee.
- 4.3** The Tennis and Squash Secretaries shall arrange for the election in such manner as they shall see fit from members with appropriate playing rights, of sub-committees for each sport. The sub-committees shall organise matches, tournaments, teams and leagues, and such other functions as the Committee shall from time to time request.
- 4.4** The Directors have no discretion to make decisions on any matters on which there is not a minuted decision by the Committee.

5. ADMISSION OF MEMBERS

- 5.1** Membership of the Club shall be open to anyone interested in playing lawn tennis or squash on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs, and the Secretary shall arrange for the receipt of applications and admission of new members subject to receipt of such fees and subscriptions as are current from time to time. The Committee may refuse membership only for good cause such as conduct or character likely to bring the Club or sport into disrepute.
- 5.2** There shall be the following classes of member:
 - a) Playing member, tennis and/or squash
 - b) Junior Playing member (i.e. under 18), tennis and/or squash
 - c) Temporary member, tennis and/or squash
 - d) Non-playing member
- 5.3** An application for membership may not receive the privileges of membership without an interval of at least two days between their application and their admission. The Committee shall have the power to elect Honorary Members and Life Members.
- 5.4** The Club in General Meeting shall have power to elect a President on condition that notification of the proposal for the first time of such President be included in the notification of the General Meeting.

6. ENTRANCE FEE

An Entrance Fee may, at the discretion of the Committee, be charged to new members of certain classes.

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7. SUBSCRIPTIONS

The appropriate subscriptions where applicable, shall be payable by each Member and a rebate will be allowed on certain subscriptions received by the date on which such subscriptions are due. A copy of the current rates of subscription and rebate, both of which shall from time to time be determined by the Annual General Meeting, shall be exhibited on the Club Notice Board. The Annual General Meeting may delegate to the Committee the determination of rates.

8. RESIGNATION FROM MEMBERSHIP

Any Member wishing to resign shall give notice in writing to the Secretary. The subscription for any season shall be payable unless such notice of resignation is so given not later than the date upon which the subscription is due.

9. CONDUCT OF MEMBERS

The Committee shall adopt policies and practices for the handling of complaints, grievances and discipline in relation to the conduct of members, including the non payment of subscriptions, and the application of sanctions. Sanctions may include, in the last resort, the power of expulsion from the Club.

10. PURCHASE AND SUPPLY OF ALCOHOL

The purchase and supply of all alcohol shall be managed by the Committee or by a Bar sub-committee of members elected or appointed by the Committee. Alcohol shall not be supplied to members or their guests on the premises otherwise than by or on behalf of the club. Guests of members may be served, and the Committee may make regulations determining the admission of guests.

11. ACCOUNTS

The Committee shall ensure that accounting records complying with the requirements of the Companies Acts are maintained, and a statement of the financial accounts of the Club complying with those requirements shall be presented at the Annual General Meeting, having been examined or audited by a person appointed by the Club for that purpose. Should the appointed person be unable to act, the Committee shall have the power to appoint a substitute.

12. ANNUAL GENERAL MEETING

- 12.1** The Annual General Meeting of the Club, of which not less than 21 days' notice shall be given, shall be held in the month of March or not more than 15 months after the previous Annual General Meeting. At the Annual General Meeting the Chairman's decision as to the result of voting on any question shall be final, and an entry in the Minutes book, signed by the Chairman for the Meeting, shall be conclusive of the terms of any

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resolution and of its having been passed.

- 12.1** Any member wishing to submit a resolution to the Annual General Meeting must present such resolution in writing to the Secretary 14 days before the proposed date of the Annual General Meeting and the Secretary shall display a copy of such resolution on the Club Notice Board, and shall make available a copy to any member who requests it.

13. SPECIAL GENERAL MEETING

- 13.1** A Special General Meeting of the Club shall be called within 28 days upon the requisition in writing of 50 members or by resolution of the General Committee, in each case stating the purpose for which the meeting is required.
- 13.2** It is open to any ten members of the tennis or squash section of the Club to require the Secretary of that section to call an open meeting of that section within 28 days, such meetings being called by the giving of 14 days notice in writing displayed on the Club Notice Board.

14. PROCEEDING AT GENERAL MEETING

- 14.1** At all General Meetings 20 members present and entitled to vote shall constitute a quorum, and every Member shall be entitled to attend, but Junior Members, Temporary Members and Non-Playing Members who are not Life Members, shall not be entitled to vote.
- 14.2** Votes may be taken by a show of hands, or by the completion of voting papers the meeting. If, before a vote is taken, one-third of those present and entitled to vote so demand, a ballot of all members entitled to vote shall be held. Provision may be made in regulations for ballots by secure electronic voting. If no such regulations have been made, voting papers shall be sent to members by post. Except as provided for in Article 21, a proposal or resolution shall be deemed to have passed if approved by a simple majority of those present and entitled to vote, or in the case of a postal or electronic ballot, of those entitled to vote. Voting by papers, postal votes or electronic means shall be by way of secret ballot, and one more adjudicators shall be appointed to oversee the process.
- 14.3** A written proposal to amend a resolution to be proposed at a general meeting may be made if 48 hours notice (or such shorter time as the

Chairman shall determine) of the proposed amendment is given to the Secretary.

- 14.4** The Chairman shall be entitled to vote, but his vote may be withheld and, in the event of an equal number of other votes being registered, used as a deciding or casting vote.

15. MEMBERS FINANCIAL INTERESTS

- 15.1** The Club shall not normally purchase goods or services from a club member or from bodies in which a member has a financial interest. If the Club exceptionally makes a significant purchase where a member has a financial interest, the Committee must specifically approve this in advance

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and it must be shown to be competitive and to the advantage of the Club. Any member having a financial interest in a proposed transaction must inform the Committee in advance and, if a Committee member, shall withdraw from the meeting while the matter is under discussion.

16. REGULATIONS

The General Committee shall have power from time to time to make such regulations as shall not be inconsistent with these Articles. Such regulations may concern matters such as; subscriptions matters other than the main subscription rates that are fixed by the AGM (e.g. sub-division or consolidation of classes, eligibility for classes, transitional provisions); access to and use of the premises (e.g. hours of opening, access and use by visitors, car parking, responsibility for personal property); and for secure electronic voting.

At least 28 days before making any regulations, a copy of the proposed regulations shall be posted on the Club Notice board.

17. ALTERATION OF ARTICLES

The Articles shall not be altered except at a General Meeting, called in accordance with Articles 20 or 21, and any resolution to amend the Articles shall require a majority of three quarters of those present and entitled to vote, or in the case of a postal or electronic ballot, of those entitled to vote.

18. PROPERTY

- 18.1** The freehold of the Club grounds leased to the Club's trustees is owned by Nuthurst Proprietary Ltd. The Club is the ultimate beneficial shareholder in Nuthurst Propriety Ltd and it shall not dispose of this controlling shareholding to any other party. Except as provided in Article 18.2, the Club, through its Trustees, shall ensure that Nuthurst Proprietary Ltd does not dispose of the freehold of the property nor lease any part of the property to any other than the Club except, in relation to a disposal of part of the property, in response to a request by a general meeting, such as the

property, in response to a request by a general meeting or by the Committee.

- 18.2** A general meeting or the Committee may request Nuthurst Proprietary Ltd to dispose of or lease part of the property. No proposal by the Committee to request Nuthurst to dispose of or lease any part of the property shall be made except by way of a written resolution of which 28 days notice shall be given and a copy of which shall be posted on the Club's Notice Board at the same time.

19. BORROWING

The Committee may exercise the power of the Club to borrow money up to £20,000. Any proposal to borrow more than that sum shall be approved by resolution of a general meeting.

20. WINDING-UP AND DISSOLUTION

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If the number of ordinary members of the Club shall at any time fall below ten, or if at any time the Club shall pass in an Extraordinary General Meeting as defined by Article 28, a resolution of its intention to wind up and dissolve the Club, the Committee shall take immediate steps to convert into money all the property of the Club, with power, however, to postpone or delay the conversion of any particular property. Out of the proceeds of such conversion, the Committee shall discharge all debts and liabilities of the Club, including the expenses of such conversion, and any balance remaining in their hands shall be disposed of as provided by Article 7 of Part 1 of these Articles.

21. EXTRAORDINARY GENERAL MEETING

- 21.1** A resolution to wind up the Club may only be passed if approval is given by 80% of the Club members entitled to vote at an Extraordinary General Meeting called for this purpose.
- 21.2** A copy of the notice convening a Meeting under this Article shall be sent by the Secretary by post to every member at his address last notified to the Secretary not less than 21 days before the date appointed for the meeting, but any accidental omission to send such copy or the non-receipt of the same shall not invalidate any proceedings or resolution.

22. AVAILABILITY OF ARTICLES

A copy of the Articles shall be exhibited on the Club Notice Board and applicants admitted as members shall be deemed to have read and agreed to be bound by them.

