

The Companies Act 2006

**A PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT
SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

THE OLD BRADFORDIANS CLUB (LONDON) LIMITED

Incorporated on the 3rd day of January, 1913



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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the Articles, unless the context requires otherwise—

“AGM” or “Annual General Meeting” means the annual General Meeting of the Club, and “AGMs” shall be construed accordingly;

“Articles” means the Club’s articles of association;

“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;

“Chairman”, in relation to Committee Meetings, has the meaning given in article 13;

“Chairman”, in relation to General Meetings, has the meaning given in article 29;

“Club” or “Company” means the Old Bradfordians Club (London) Limited;

“Committee” means the elected Committee of the Club, including *ex officio* Members;

“Committee Meeting” means a meeting of the Committee called in accordance with article 10 and held in accordance with articles 11 to 15;

“Committee Member” means a Member who is a member of the Committee;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Club;

“Director” means a director of the Club, including any person occupying the position of director, by whatever name called; for the avoidance of doubt, this includes all the Officers and other Committee Members of the Club;

“document” includes (but is not limited to) any document sent or supplied in electronic form, unless otherwise specified;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“hard copy form” has the meaning given in section 1168 of the Companies Act 2006;

“Member” has the meaning given in section 112 of the Companies Act 2006;

“Officer” means any of the President, Vice-President, Treasurer, Secretary, Club Secretary, Drummond Fund Secretary and Membership Secretary;

“Ordinary Resolution” has the meaning given in section 282 of the Companies Act 2006;

“other Members of the Committee” means Members of the Committee excluding *ex officio* Members;

“participate”, in relation to a Committee Meeting, has the meaning given in article 11, and like terms such as “participation”, “participating” are to be construed accordingly;

“Proxy Notice” has the meaning given in article 34;

“Special Resolution” has the meaning given in section 283 of the Companies Act 2006;

“Subsidiary” has the meaning given in section 1159 of the Companies Act 2006;

“Sub-Committee” means any group of Members or third party appointees to which the Committee has delegated authority under article 7; and

“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 written, printed, in electronic form, or otherwise.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Club.

Liability of Members

2. 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 or she is a Member or within one year after he or she ceases to be a Member, for:

- (a) payment of the Club’s debts and liabilities contracted before he or she ceases to be a Member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

Objects of the Company

3. The Company's objects are to establish, maintain and conduct a club for Old Bradfordians (that is, former pupils of Bradford Grammar School) and are restricted to the following:

- (a) to provide means of social intercourse between Members of the Club;
- (b) to provide venues for meetings, lectures, luncheons and dinners and other social activities of the Members of the Club and their guests;
- (c) to purchase, hire or otherwise acquire for the purpose of the Club, and to sell or otherwise dispose of, all kinds of equipment and apparatus, books, newspapers and periodicals;
- (d) to establish and maintain scholarships, bursaries and exhibitions for past and present pupils of Bradford Grammar School;
- (e) to assist past or present pupils of Bradford Grammar School in pursuing their studies or education, or with any social or sporting activity arranged, organised or sponsored by Bradford Grammar School or by any other educational institution;
- (f) to make gifts and donations in support of Bradford Grammar School and other educational establishments;
- (g) to amalgamate, if deemed advisable, with any association or body having objects altogether or in part similar to those of the Club;
- (h) to collect, receive and hold funds and property by voluntary contributions, subscriptions, gifts or legacies, and to expend or invest the same for the objects of the Club or any of them;
- (i) to do such things as the Committee considers to be in the best interests of the Club; and
- (j) to do such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

PART 2

THE COMMITTEE

POWERS AND RESPONSIBILITIES

Committee's general authority

4. (1) The Directors of the Club comprise the Committee Members.

(2) Subject to the Articles, the Committee is responsible for the management of the Club's business, for which purpose it may exercise all the powers of the Club.

(3) Without prejudice to the generality of paragraph (2) above, the powers of the Committee include:

- (a) to pay the costs, charges and expenses preliminary and incidental to the maintenance in existence and registration of the Club;
- (b) to appoint, and at its discretion remove or suspend, such officers, clerks, agents and servants for permanent, temporary or special services, and such delegates, agents and representatives of the Club as it may from time to time think fit, and to determine their duties and fix their remuneration (if any);
- (c) to determine what business shall be undertaken by the Club, with power to determine or agree with any person that any branch of the business authorised by the Articles shall remain in abeyance or not be commenced or carried on for such period as may be thought fit or agreed;
- (d) to appoint any person or persons to accept and hold in trust for the Club any property or licenses belonging to the Club in which it is interested or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trusts or licences;
- (e) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club, and also to compound and allow time for payment or satisfaction of any debts due to or from, and of any claims or demands by or against, the Club;
- (f) to refer any claims or demands by or against the Club to arbitration and observe and perform the awards;
- (g) to make and give receipts, releases and other discharge, for money payable to the Club and for the claims and demands of the Club;
- (h) to determine who shall be entitled to sign on behalf of the Club bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents;

- (i) to invest and deal with any moneys of the Club or any money held by the Club upon or for any specific trust or object, and not immediately required for the purposes of the Club or such specific trust or object, upon such securities and in such manner as it may think fit, and from time to time to vary or realise such investments; but, as regards any moneys held on or for any specific trust or object, subject to the trusts and law affecting the same respectively;
- (j) from time to time to make, vary and repeal rules or bye-laws for the regulation of the business of the Club, its officers, members and servants, but so that such rules or bye-laws shall not amount to such an addition to, or alteration of, the Articles as could only legally be made by a Special Resolution;
- (k) subject to the provisions of the Articles, to enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Club, as they may consider expedient for, or in relation to, any of the matters aforesaid or otherwise for the purposes of the Club;
- (l) to call General Meetings of the Club as it thinks fit from time to time after 21 days' notice in writing;
- (m) to decide any questions as to eligibility, disqualification, or expulsion of Members under any of the Articles;
- (n) to suspend or remove from the list of Members any Member who in its opinion is worthy of censure for improper conduct; provided always that any such Member shall have the right of appeal to the next General Meeting of the Club;
- (o) to decide any question that may arise as to the interpretation of the rules or bye-laws of the Club; such decision to be binding on Members; and
- (p) to initiate, arrange and carry out all or any of the objects of the Club specified in article 3, other than paragraph (g) of article 3, which shall not be given effect to without a resolution of a General Meeting.

Members' reserve power

5. (1) The Members may, by Special Resolution, direct the Committee to take, or refrain from taking, any specified action.

(2) No such Special Resolution invalidates anything which the Committee has done before the passing of the Special Resolution.

The Committee may delegate

6. (1) Subject to the Articles, the Committee may delegate any of the powers which are conferred on it under the Articles:

- (a) to such person or Sub-Committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as it thinks fit.

(2) If the Committee so specifies, any such delegation may authorise further delegation of the Committee's powers by any person to whom they are delegated.

(3) The Committee may, in its absolute discretion, revoke any delegation in whole or part, or alter its terms and conditions.

Sub-Committees

7. (1) Sub-Committees to which the Committee may delegate any of its powers must follow procedures which are based, as far as they are applicable, on those provisions of the Articles which govern the taking of decisions by the Committee.

(2) The Committee may make rules of procedure for all or any Sub-Committees, which will prevail over rules derived from the Articles insofar as they are not consistent with them.

DECISION-MAKING BY THE COMMITTEE

The Committee to take decisions collectively

8. The general rule about decision-making by the Committee is that any decision must be either a majority decision at a Committee Meeting or a decision taken in accordance with article 9.

Unanimous decisions

9. (1) A decision of the Committee is taken in accordance with this article when all eligible Committee Members indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Committee Member or to which each eligible Committee Member has otherwise indicated agreement in writing.

(3) References in this article to eligible Committee Members are to Committee Members who would have been entitled to vote on the matter had it been proposed as a resolution at a Committee Meeting.

(4) A decision may not be taken in accordance with this article if the eligible Members of the Committee would not have formed a quorum at such a meeting.

Calling a Committee Meeting

10. (1) Any Member of the Committee may call a Committee Meeting by giving notice of the meeting to the Committee Members or by authorising the Secretary (or the Club Secretary, if an appointment has been made to that office) to give such notice.

(2) Notice of any Committee Meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that Committee Members participating in the Committee Meeting will not be in the same place, how it is proposed that they should communicate with each other during the Meeting.

(3) Notice of a Committee Meeting must be given to each Committee Member, but need not be in writing.

(4) Notice of a Committee Meeting need not be given to Committee Members who waive their entitlement to notice of that Meeting, by giving notice to that effect to the Club no later than 7 days after the date on which the Meeting is held. Where such notice is given after the Committee Meeting has been held, that does not affect the validity of the Meeting, or of any business conducted at it.

Participation in Committee Meetings

11. (1) Subject to the Articles, Committee Members participate in a Committee Meeting, or part of a Committee Meeting, when:

- (a) the Committee Meeting has been called and takes place in accordance with the Articles; and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the Meeting.

(2) In determining whether Committee Members are participating in a Committee Meeting, it is irrelevant where any Member of the Committee is or how they communicate with each other.

(3) If all the Committee Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for Committee Meetings

12. (1) At a Committee Meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another Meeting.

(2) The quorum for Committee Meetings may be fixed from time to time by a decision of the Members of the Committee, but it must never be less than three, and unless otherwise fixed it is three.

(3) If the total number of Members of the Committee for the time being is less than the quorum required, the Members of the Committee must not take any decision other than a decision:

- (a) to appoint further Members of the Committee; or
- (b) to call a General Meeting so as to enable the Members to appoint further Members of the Committee.

Chairing of Committee Meetings

13. (1) The Committee Members may appoint one of their number to chair the Committee Meetings. Unless the Committee otherwise determines, the President or, in his or her absence, the Vice-President of the Club shall be deemed appointed to perform this function.

(2) The person so appointed for the time being is known as the Chairman.

(3) The Committee Members may terminate the Chairman's appointment at any time.

(4) If the Chairman is not participating in a Committee Meeting within ten minutes of the time at which it was to start, the participating Committee Members must appoint one of their number to chair it.

Casting vote

14. (1) If the numbers of votes for and against a proposal are equal, the Chairman or other Committee Member chairing the Committee Meeting has a second or casting vote.

(2) But this does not apply if, in accordance with the Articles, the Chairman or other Committee Member is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

15. (1) If a proposed decision of the Committee is concerned with an actual or proposed transaction or arrangement with the Club in which a Committee Member is interested, that Committee Member is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a Committee Member who is interested in an actual or proposed transaction or arrangement with the Club is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when:

- (a) the Club by Ordinary Resolution disapplies the provision of the Articles which would otherwise prevent a particular Committee Member from being counted as participating in the decision-making process;
- (b) the Committee Member's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the Committee Member's conflict of interest arises from a guarantee given, or to be given, by or to a Committee Member in respect of an obligation incurred by or on behalf of the Club.

(4) For the purposes of this article, references to proposed decisions and decision-making processes include any Committee Meeting or part of a Committee Meeting.

(5) Subject to paragraph (6), if a question arises at a meeting of Committee Members or of a Sub-Committee of Committee Members as to the right of a Committee Member 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 whose ruling in relation to any Committee Member other than the Chairman is to be final and conclusive.

(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 Committee Members 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.

Records of decisions to be kept

16. The Committee Members must ensure that the Club keeps a record, in writing, for at least 10 years (or such longer time as the Committee shall determine) from the date of the decision recorded, of every unanimous or majority decision taken by the Committee, together with all supporting or related documentation.

Committee's discretion to make further rules

17. Subject to the Articles, the Committee may make any rule which it thinks fit about how it takes decisions, and about how such rules are to be recorded or communicated to Committee Members.

MEMBERSHIP OF THE COMMITTEE AND APPOINTMENT OF OFFICERS AND MEMBERS THERETO

Membership

18. (1) The Committee shall consist of not more than ten nor less than five Committee Members, exclusive of *ex officio* Committee Members.

(2) The *ex officio* Committee Members are the President, Vice-President, Secretary and Treasurer. At the discretion of the Committee the role of Secretary may be divided between a Club Secretary, Drummond Fund Secretary and Membership Secretary, in which case all three persons will be *ex officio* Committee Members.

Methods of appointing Officers and other Committee Members

19. (1) Any person who is willing to act as an Officer or other Committee Member, is permitted by law to do so, and is a Member of the Club may be appointed to be an Officer or other Committee Member:

- (a) by Ordinary Resolution; or
- (b) by a decision of the Committee;

subject to the following provisions.

(2) The term of office of the Officers shall run for one year from appointment or reappointment by Ordinary Resolution at the AGM unless terminated as provided by article 20.

(3) If a vacancy occurs between AGMs the Committee may appoint an Officer to serve until confirmed at the next AGM.

(4) The term of office of other Members of the Committee shall run from appointment or reappointment at the AGM until terminated as provided by article 20.

(5) If a vacancy for any other Member of the Committee occurs between AGMs the Committee may appoint a replacement to serve until confirmed at the next AGM.

(6) In any case where, as a result of death, the Club has no Members and no Committee Members, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Committee Member.

(7) For the purposes of paragraph (6), where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

Termination of the appointment of Officers and other Committee Members

20. A person ceases to be a Committee Member as soon as:

- (a) 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;
- (b) a Bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) 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;
- (e) notification is received by the Club from the Committee Member that he or she is resigning from office, and such resignation has taken effect in accordance with its terms; or
- (f) a resolution is passed at a General Meeting to the effect that the person's appointment as a Committee Member is to be terminated.

Remuneration of Officers and other Committee Members

21. (1) Officers and other Committee Members may undertake any services for the Club that the Committee decides.

(2) Officers and other Committee Members are entitled to such remuneration as the Committee determines:

- (a) for their services to the Club as Officers; and
- (b) for any other service which they undertake for the Club.

(3) Subject to the Articles, an Officer's remuneration for services as an Officer is restricted to an annual honorarium and subject to approval by Ordinary Resolution at the AGM. Remuneration for other services provided by Officers or other Committee Members may take any form that the Committee determines.

Expenses of Officers and other Committee Members

22. The Club may pay any reasonable expenses which the Committee Members properly incur in connection with their attendance at:

- (a) meetings of the Committee or Sub-Committees;
- (b) General Meetings; and
- (c) any other functions or meetings attended by the Committee Member at the request of the Committee for the purpose of representing the Club.

PART 3

MEMBERS AND MEETINGS

BECOMING AND CEASING TO BE A MEMBER OF THE CLUB

Applications for Membership

23. (1) Membership of the Club is open to any former pupil of Bradford Grammar School subject to the completion of an application form, the approval of the Committee and the payment of any subscriptions and other fees which the Committee may resolve to levy as conditions of membership.

(2) The Committee may elect as an honorary Member, with or without fees or subscriptions, any person with a close connection to Bradford Grammar School or the Club.

(3) Membership of the Club is personal to the Member and cannot be transferred.

Termination of Membership

24. (1) A person ceases to be a Member of the Club:

- (a) by giving 7 days' notice to the Club in writing; or
- (b) on death.

(2) Any Member whose subscriptions or other fees (is applicable) shall be three months in arrear, after such notice of its being due as the Committee shall from time to time prescribe shall have sent to him or her, shall thereupon cease to be a Member of the Club and shall forfeit all the privileges of membership.

(3) The Committee may at any time, and shall upon the requisition in writing of not less than ten Members or of five Members of the Committee at their next meeting, consider any charge or matter which may be brought against any Member with a view to requesting his or her resignation and shall have power, upon sufficient reason being shown, to request any Member at any time to resign, and failing such resignation they may expel such Member, who shall, however, be at liberty to appeal to the next General Meeting. Any person who ceases to be a Member shall nonetheless remain liable for and shall pay to the Club all money which at the time of his or her ceasing to be a Member may be due from him or her.

Readmission to Membership

25. It shall be in the discretion of the Committee at any time after any person has ceased to be a Member for any of the reasons aforesaid to readmit him as a Member (unless he has been expelled at a General Meeting or a General Meeting has confirmed such expulsion, in which case such person can only be re-instated at a General Meeting) upon such terms as it thinks proper, and upon his or her paying up

all arrears of subscriptions and all further subscriptions (if any) which would have been payable by him or her if he or she had not been so removed.

ORGANISATION OF GENERAL MEETINGS

Annual General Meetings and Extraordinary General Meetings

26. (1) The Club shall hold a General Meeting each year as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Such Annual General Meeting shall be held at such time and place as the Committee shall determine.

(2) The Annual General Meeting must be called by 21 days' notice in writing (whether sent or supplied in electronic form or otherwise) to the Members of the Club. Such notice must indicate:

- (a) the proposed date and time of the Annual General Meeting;
- (b) where it is to take place; and
- (c) the business of the Annual General Meeting.

(3) The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting. Such an Extraordinary General Meeting must be called by 21 days' notice in writing (whether sent or supplied in electronic form or otherwise) to the Members of the Club. Such notice must indicate:

- (a) the proposed date and time of the Extraordinary General Meeting;
- (b) where it is to take place; and
- (c) the business of the Extraordinary General Meeting.

(4) The Committee shall upon a requisition made in writing (whether sent or supplied in electronic form or otherwise) to the Officers of the Club by any three Committee Members or any ten Members of the Club, convene an Extraordinary General Meeting.

(5) Any such requisition shall indicate the purpose of the meeting proposed to be called.

(6) Upon the receipt of such requisition the Committee shall forthwith proceed to convene an Extraordinary General Meeting, which must be called by 21 days' notice in writing served upon the Members (whether sent or supplied in electronic form or otherwise) which must indicate:

- (a) the proposed date and time of the Extraordinary General Meeting;
- (b) where it is to take place; and
- (c) the business of the Extraordinary General Meeting.

(7) If the Committee does not proceed to convene the requested Extraordinary General Meeting within 21 days from the date of the delivery of the requisition to the Officers of the Club, those Members who made the requisition may themselves convene an Extraordinary General Meeting.

Attendance and speaking at General Meetings

27. (1) A Member is able to exercise the right to speak at a General Meeting when that Member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member has on the business of the meeting.

(2) A Member is able to exercise the right to vote at a general meeting when:

- (a) that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- (b) that Member'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 Members attending the meeting.

(3) The Committee may make whatever arrangements it considers appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a General Meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

(5) Two or more Members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

(6) The Chairman may permit persons who are not Members of the Club to attend and speak at a General Meeting. Such persons are not eligible to vote at a General Meeting but otherwise paragraphs (1) to (5) above shall apply to such persons *mutatis mutandis*.

Quorum for General Meetings

28. (1) At a General Meeting, unless a quorum is in attendance no proposal is to be voted on except a proposal to call another General Meeting, and no business is to be transacted other than the appointment of the Chairman of the General Meeting.

(2) The quorum for General Meetings may be fixed from time to time by a decision of the Members but it must never be less than ten and unless otherwise fixed it is ten.

Chairing General Meetings

29. The President or, in his or her absence, the Vice-President of the Club shall preside as Chairman at every General Meeting of the Club, but if within 15 minutes of the time appointed for holding the meeting the President or the Vice-President of the

Club is not in attendance, or if in attendance is unwilling to act as Chairman, the Members in attendance shall choose some other Member of the Club to be Chairman of such meeting.

Adjournment

30. (1) If the persons attending a General Meeting do not, within half an hour of the time at which the meeting was due to start, constitute a quorum, or if during a General Meeting a quorum ceases to be present, the Chairman must adjourn it.

(2) The Chairman may adjourn a General Meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment; or
- (b) it appears to the Chairman 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.

(3) The Chairman must adjourn a General Meeting if directed to do so by the meeting.

(4) When adjourning a General Meeting, the Chairman must:

- (a) 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 Committee; and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned General Meeting is to take place more than 14 days after the meeting was adjourned, the Club must give at least 7 clear days' notice (that is, excluding the day of the adjourned meeting and the day on which the notice is given) of the continuation of the adjourned General Meeting:

- (a) to the same persons to whom notice of the Club's General Meetings is required to be given; and
- (b) containing the same information which such notice is required to contain.

(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.

VOTING AT GENERAL MEETINGS

Voting: general

31. (1) A Resolution put to the vote of a General Meeting must be decided on a show of hands of Members unless a poll is duly demanded in accordance with the Articles.

(2) In the case of equality of votes the Chairman shall, whether the voting be by a show of hands of Member or a poll, have a casting vote in addition to his own vote.

(3) At any General Meeting, unless a poll is demanded in accordance with article 33, a declaration by the Chairman that a resolution has been carried and an entry in the book of the proceedings of the Club to that effect shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution.

(4) Subject to the provisions of paragraph (2) as to the Chairman's right to vote, every Member shall have one vote and no more.

Errors and disputes

32. (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.

(2) Any such objection at a General Meeting must be referred to the Chairman, whose decision in relation thereto is final.

Poll votes

33. (1) A poll on a Resolution may be demanded:

- (a) in advance of the General Meeting where it is to be put to the vote; or
- (b) 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.

(2) A poll may be demanded by:

- (a) the Chairman;
- (b) the Committee Members;
- (c) ten or more Members having the right to vote on the Resolution; or
- (d) 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.

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken; and
- (b) the Chairman consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the Chairman directs and the result of any such poll shall be deemed to be the Resolution of the Club in General Meeting.

Content of Proxy Notices

34. (1) Proxies may only validly be appointed by a notice in writing (a “Proxy Notice”) which:

- (a) states the name and address of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member’s proxy and the General Meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Committee may determine; and
- (d) is delivered to the Club in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.

(2) The Club may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

(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.

(4) Unless a Proxy Notice indicates otherwise, it must be treated as:

- (a) 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
- (b) 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.

Delivery of Proxy Notices

35. (1) A Member 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.

(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.

(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.

(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 appointor's behalf.

Amendments to Resolutions

36. (1) An Ordinary Resolution to be proposed at a General Meeting may be amended by Ordinary Resolution if:

- (a) 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 may determine); and
- (b) the proposed amendment does not, in the reasonable opinion of the Chairman, materially alter the scope of the Resolution.

(2) A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:

- (a) the Chairman proposes the amendment at the General Meeting at which the Resolution is to be proposed; and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the Resolution.

(3) If the Chairman, 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

Means of communication to be used

37. (1) Subject to the Articles, anything sent or supplied by or to the Club under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Club.

(2) Subject to the Articles, any notice or document to be sent or supplied to a Committee Member in connection with the taking of decisions by the Committee may also be sent or supplied by the means by which that Committee Member has asked to be sent or supplied with such notices or documents for the time being.

(3) A Committee Member may agree with the Club that notices or documents sent to that Committee Member 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.

(4) Notices or other communications to be sent to or served upon the Club shall be sent to, or served on, the Secretary (or, if appointed, the Club Secretary) in hard copy form by post or in electronic form e-mail, unless the Articles otherwise provide.

(5) Notices required to be served by the Club upon the Members may be served in hard copy form or in electronic form.

(6) Notices which are being served upon Members or any of them in hard copy form may be served:

- (a) personally; or
- (b) by sending them by first or second class mail in a letter addressed to the relevant Members at their respective registered places of abode in the UK.

(7) A Member who has not supplied to the Secretary either a postal address within the UK, by which he or she can be served notices in hard copy form, or contact details by which he or she can be served notices in electronic form, shall not be entitled to receive notices from the Club.

(8) If served personally, a notice shall, if served before 4.30pm on a business day, be deemed served on that day; in any other case, it will be deemed served on the next business day in the UK after that day.

(9) If served by post, a notice shall be deemed to have been served on the second day after it was posted (if sent by first class mail) or the fourth day after it was posted (if

sent by second class mail), provided that that day is a business day; or if not, the next business day in the UK after that day.

(10) If served in electronic form, a notice shall, if sent on a business day before 4.30pm UK time, be deemed served on that day; or, in any other case, shall be deemed served on the next business day in the UK after the day on which it was sent.

Club seals

38. (1) Any common seal may only be used by the authority of the Committee.

(2) The Committee Members may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the Committee, if the Club has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is:

- (a) a Committee Member; or
- (b) any person authorised by the Committee for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

39. Except as provided by law or authorised by the Committee 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 of the Club. Any request by a Member to inspect such accounting or other records or documents shall be addressed in writing to an Officer of the Club and such a request shall not be unreasonably refused.

COMMITTEE MEMBERS' INDEMNITY AND INSURANCE

Indemnity

40. (1) Subject to paragraph (2), a relevant Committee Member of the Club or an associated company or other body may be indemnified out of the Club's assets against:

- (a) any liability incurred by that Committee Member in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or an associated company; or
- (b) any other liability incurred by that Committee Member as an Officer of the Club or an associated company or other body.

(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.

(3) In this article:

- (a) a company or other body is associated if it is a Subsidiary of the Club or otherwise controlled in whole or in part by the Club or its Officers; and
- (b) a “Committee Member” means any Committee Member or former Committee Member of the Club or an associated company or other body.

Insurance

41. (1) The Committee may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any Committee Member in respect of any relevant loss.

(2) In this article:

- (a) a “Committee Member” means any Committee Member or former Committee Member of the Club or an associated company;
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Committee Member in connection with that Committee Member’s duties or powers in relation to the Club or any associated company or other body; and
- (c) companies or other bodies are associated if they are subsidiaries of the Club or otherwise controlled in whole or in part by the Club or its Officers.

ACCOUNTS AND AUDIT

Accounts

42. (1) It shall be the duty of the Treasurer of the Club to receive all subscriptions and other moneys payable to the Club, for which his or her receipt in writing shall be deemed a sufficient discharge, and to pay the same into such bank account as the Club holds from time to time, and generally to conduct any business of the Club in accordance with the directions of the Committee.

(2) It shall be the duty of the Treasurer to make all payments on behalf of the Club and to keep proper accounts. The Treasurer shall act generally under the direction of the Committee.

Audit

43. (1) The Treasurer shall prepare or cause to be prepared once at least in each year an account showing the transactions of the Club, a copy of which, together with a report of a scrutineer, independent examiner or auditor as provided by the Companies

Act 2006 and agreed by the Committee, shall be laid before the Members at each Annual General Meeting.

(2) Each scrutineer, independent examiner or auditor shall have a list delivered to him of all books kept by the Club, and shall at all reasonable times have access to the books and accounts of the Club.