
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
AFC CROYDON ATHLETIC (2012) LIMITED

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

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

“articles” means the company’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” means the chairman appointed in accordance with Article 8;

“chairman of the meeting” has the meaning given in article 13;

“club” the above named company;

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

“director” means a director of the company appointed in accordance with Articles 8, 9, 10, 11, 12;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

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

“general meeting” an annual or an extraordinary general meeting of the club

“member” means a person admitted into membership under Article 22 and has the meaning given in section 112 of the Companies Act 2006;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 11;

“proxy notice” has the meaning given in article 32;

“rules” the rules and regulations of the Club made by the board or the Club in general meeting and amended from time to time

“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; 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 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 company.

General Provisions

2. (1) The members and directors of the company shall so exercise their rights, powers and duties and shall where appropriate use their best endeavours to ensure that others conduct

themselves so that the business affairs of the company are carried out in accordance with the rules and Regulations of The Football Association Limited for the time being in force.

(2) No proposed alteration to the provisions set out herein shall be effective unless the proposed alteration has been approved in writing by The Football Association Limited 14 days or more before the day on which the alteration is proposed to take place.

(3) The office of a Director and/or officer shall be vacated if such person is subject to a decision of The Football Association Limited that such person be suspended from holding office or from taking part in any football activity relating to the administration or management of a football club.

Liability of members

3. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company's debts and liabilities contracted before he 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.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

4.—Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Members' reserve power

5.—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

6.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or 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 they think fit.

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

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

Committees

7.—(1) Committees to which the directors delegate any of their 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 directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

BOARD OF DIRECTORS

Chairman

8.—At the annual general meeting in 2014 and at the annual general meeting every third year thereafter, the Chairman shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Chairman shall be conducted in accordance with Articles 14. A member so appointed shall hold office for a three year term until the annual general meeting in the third year after his appointment but shall be eligible for re-election. The Chairman shall be a director by virtue of his office and shall have such rights and privileges as the Voting Members in general meeting shall from time to time prescribe.

Vice-Chairman

9.—At the annual general meeting in 2013 and at the annual general meeting every third year thereafter, the Vice-Chairman shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Vice-Chairman shall be conducted in accordance with Articles 14. A member so appointed shall hold office for a three year term until the annual general meeting in the third year after his appointment but shall be eligible for re-election. The Vice-Chairman shall be a director by virtue of his office and shall have such rights and privileges as the Voting Members in general meeting shall from time to time prescribe.

Secretary

10.—At the annual general meeting in 2013 and at the annual general meeting every third year thereafter, the Secretary shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Secretary shall be conducted in accordance with Articles 14. A person so appointed shall hold office for a three-year term until the annual general meeting in the third year after his appointment but shall be eligible for re-election. The Secretary shall be a director by virtue of his office and shall have such rights and privileges as the Voting Members in general meeting shall from time to time prescribe.

Treasurer

11.—At the annual general meeting in 2014 and at the annual general meeting every third year thereafter, the Treasurer shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Treasurer shall be conducted in accordance with Article 14. A person so appointed shall hold office for a three-year term until the annual general meeting in the third year after his appointment but shall be eligible for re-election. The Treasurer shall be a director by virtue of his office and shall have such rights and privileges as the Voting Members in general meeting shall from time to time prescribe.

The Board

12.— (1) The number of directors shall be not less than three (3) and unless and until varied by ordinary resolution of the Club in general meeting shall be subject to a maximum of ten (10).

(2) The directors shall be:

- (a) the Chairman;
- (b) the Vice-Chairman
- (c) the Secretary;
- (d) the Treasurer;
- (e) up to six (6) (or such lower number as the Board shall from time to time decide) Elected Directors; and
- (f) 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 any maximum fixed by these Articles.

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

- (a) Chairman – Paul Joseph Smith [2014]
- (b) Vice-Chairman – Alan Edward Powell [2013]
- (c) the Secretary – Peter Denis Frank Smith [2013]
- (d) the Treasurer – Graham Treharne [2014]
- (e) the Elected Directors – Johnny Johnson [2014]
Charles K Nordsted [2014]
Paul Pickering [2014]
Barbara Powell [2013]

(4) The elected directors set out in Article 12 (3) shall retire immediately prior to the annual general meeting in the year set out in brackets after their respective names but may be re-elected in accordance with these Articles.

Elected Directors

13.—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 Articles 14. Except as provided by Article 15 an Elected Director so elected shall hold office from the annual general meeting at which he is elected, until the annual general meeting in the third year following his election at which meeting he shall retire but may be re-elected.

Elections

14.—(1) Any Voting Member may nominate another member to be the Chairman, the Vice Chairman, the Secretary, the Treasurer or an Elected Director. Any person nominated as a member of the Board must be a Voting Member. Any nomination must be made on the form prescribed from time to time by the Board. Voting Members may only nominate 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.

(2) If there are the same number of candidates as there are vacancies for a post, those candidate 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 prior to the annual general meeting as directed as the Board. The results of any such election must be announced at the annual general meeting.

Casual Vacancies

15.—A casual vacancy arising among the offices of Chairman, Vice-Chairman, Secretary, Treasurer or the Elected Directors, shall be filled by the Board provided always that the person appointed to fill the vacancy shall be eligible under these articles to hold office and once appointed by the Board he shall hold that office until the next annual general meeting but shall be eligible for re-election in accordance with these Articles.

Calling a directors' meeting

16.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) 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.

- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

- 17.**—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
- (a) the 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 directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors 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 directors' meetings

- 18.**—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three.
- (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 decision—
- (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

- 19.**—(1) The Chairman shall chair meetings of the Board.
- (2) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the Vice-Chairman shall chair it or in their absence the directors shall appoint one of their own to chair it.

Casting vote

- 20.**—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

- 21.**—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company 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.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when—
- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes—
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors 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 whose ruling in relation to any director other than the chairman is to be final and conclusive.
- (7) 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.

Records of decisions to be kept

22.—The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

23. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

Termination of director's appointment

24. A person ceases to be a director as soon as—

- (a) that person is subject to a decision of The Football Association Limited that such person be suspended from holding office or from taking part in any football activity relating to the administration or management of a football club in accordance with article 2(3).
- (b) 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;
- (c) a bankruptcy order is made against that person;
- (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (e) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (f) 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;
- (g) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- (h) they accept the office of Honorary Life President

Directors' remuneration and expenses

25.—(1) The Club shall not employ any director of the Club nor pay a director any remuneration except as permitted by Article 25(3).

(2) No director shall take any loan from the Club.

(3) The directors and members of any sub-committee may be reimbursed subject to the Board's approval, occasional, essential travelling and other out of pocket expenses properly incurred in connection with the discharge of Club business.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

26.—No person shall become a member of the company unless—

- (1) that person has completed an application for membership in a form approved by the directors, and
- (2) the directors have approved the application.

Termination of membership

27.—(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

28.—(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.

- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) 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.

(3) The directors may make whatever arrangements they consider 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 persons 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.

Quorum for general meetings

29. 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. A quorum shall be fixed from time to time by the Board but shall never be less than 10.

Chairing general meetings

- 30.**—(1) The Chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
- (a) the directors present, or
 - (b) (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and speaking by directors and non-members

- 31.**—(1) Directors may attend and speak at general meetings, whether or not they are members.
- (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.

Adjournment

- 32.**—(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.
- (2) The chairman of the meeting 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 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.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting 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 directors, 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 meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the company’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

- 33.**—(1) 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 the articles.
- (2) At its discretion the Board may give members unable to attend a general meeting the right to vote on request. Where so determined the Board shall determine the procedures to be followed.

Errors and disputes

- 34.**—(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 must be referred to the chairman of the meeting whose decision is final.

Poll votes

- 35.**—(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 of the meeting;
 - (b) the directors;
 - (c) two or more persons 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 of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

- 36.**—(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 directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

- (2) The company 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

- 37.**—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company 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

- 38.**—(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 company 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
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, 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 of the meeting 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 of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

39.—(1) Subject to the articles, anything sent or supplied by or to the company 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 company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors 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.

(3) A director may agree with the company 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.

Company seals

40.—(1) Any common seal may only be used by the authority of the directors.

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

(3) Unless otherwise decided by the directors, if the company 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) any director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

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

Cessation of business

42.—(1) On the winding-up of the Company the surplus assets shall be given by the Members of the Club, at or before the time of dissolution as they shall direct, to The Football Association Benevolent Fund, or to some Club or Institute in the London Borough of Croydon having objects similar to those set out in the Memorandum of Association or to any local charity, or charitable or benevolent institution situate within the said London Borough of Croydon.

(2) In default of any such decision or apportionment by the Members of the Club, the same to be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding-up or dissolution and as he shall determine.

(3) Alternatively such balance may be disposed of in such other manner as the Members of the Club may, with the written consent of The Football Association Limited, determine.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

43.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the company or an associated company.

(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) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the company or an associated company.

Insurance

44.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

- (a) a "relevant director" means any director or former director of the company or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

PART 5

HONORARY LIFE PRESIDENCY AND VICE PRESIDENCY

HONORARY LIFE PRESIDENT

45. – (1) Upon a vacancy occurring the directors shall decide to appoint an Honorary Life President (hereinafter referred to as “The President”).
- (2) The directors shall only appoint where there is a unanimous decision of all directors present at a meeting constituted in accordance with these articles.
- (3) In the event that the directors are not unanimous then the matter will be referred to the next Annual General Meeting where a resolution will be submitted for a decision of members in form of “This Annual General Meeting agrees to appoint ‘N’ as Honorary President.”. A simple majority of those voting are required to approve the resolution.
- (4) Upon being appointed as The President they shall be admitted as a life member.
- (5) Where, in the opinion of the Board, The President acts in a way that brings the company or club into disrepute they may refer the matter to the Annual General Meeting or Special General Meeting called for the purpose and propose “That this meeting agrees to remove ‘N’ as Honorary Life President”. A two thirds majority of those voting is required to approve the resolution.

President’s General Authority

46. (1) The President, on appointment and whilst holding office, shall be ineligible to be a member of the board of directors in accordance with article 12. They shall be invited to attend meetings of directors and be able to speak at the discretion of the Chairman in accordance with article 19 but will not be entitled to vote.
- (2) The President will hold such authority as from time to time delegated by the directors in accordance with article 6(1)(a).

47. A person ceases to be The President if:

- (a) notice is given to the company by The President of their resignation
- (b) they would become ineligible to hold office by virtue of article 24 (a) to (f)
- (c) they are removed from office in accordance with article 45 (5)
- (d) they die or cease to exist

HONORARY LIFE VICE PRESIDENTS

48. A person shall be appointed Honorary Life Vice President if:

- (a) they are accepted as a Life Member in accordance with Article 26
- (b) they are appointed an Honorary Life Vice President by a resolution agreed by the Annual General Meeting or Special General Meeting called for this purpose.
- (c) the appointment of Honorary Life Vice Presidents made under 48(b) shall be limited to 2 per year. The total number of Life Vice Presidents appointed under 48(b) shall not exceed a total of 10.

(d) where, in the opinion of the Board, an Honorary Life Vice President acts in a way that brings the company or club into disrepute they may refer the matter to the Annual General Meeting or Special General Meeting called for the purpose and propose “That this meeting agrees to remove ‘N’ as Honorary Life Vice President”. A two thirds majority of those voting is required to approve the resolution.

(e) a person appointed Honorary Life Vice President shall be conferred no further rights or responsibilities in addition to those applicable as a member but only where they are a member in accordance with Article 26.

49. A person ceases to be an Honorary Life Vice President if:

(a) notice is given to the company by The Honorary Life Vice President of their resignation

(b) they would become ineligible to hold office by virtue of article 24 (a) to (f) or (h)

(c) they are removed from office in accordance with article 48 (d)

(d) they die or cease to exist