

# THE COMPANIES ACTS 2006

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## PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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### ARTICLES OF ASSOCIATION OF MELBOURNE RFC LTD

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#### INTERPRETATION

1.1 The following terms shall for the purposes of these Articles bear the meanings set opposite them:

<b>the Act</b>	the Companies Act 2006 as modified by statute or re-enacted from time to time;
<b>Articles</b>	these Articles of Association;
<b>bankruptcy</b>	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
<b>Board</b>	the board of directors of the Club established from time to time in accordance with Article 10, the members of which are the directors of the Club for the purposes of the 2006 Act;
<b>Chairman</b>	the person elected from time to time in accordance with these Articles as the chairman of the Club;
<b>Chairman of the meeting</b>	has the meaning given in Article 6.4;
<b>clear days</b>	a period of days exclusive of the day on which a notice is served or deemed to be served and of the day for which it is given;
<b>Club</b>	the above-named company;
<b>Company Secretary</b>	such person as the Board appoints as company secretary from time to time;
<b>Constituent Body</b>	the constituent body of the RFU to which the Club is from time to time affiliated and which at the date of incorporation is the Nottinghamshire, Lincolnshire & Derbyshire Rugby Football Union;
<b>director</b>	a director of the Club, and includes any person occupying the position of director, by whatever name called;
<b>document</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>Elected Director</b>	a director elected pursuant to Article 10.3;
<b>electronic form</b>	has the meaning given in Section 1168 of the Act;
<b>Ex Officio Director</b>	a director of the Club pursuant to Article 9.5;
<b>Game</b>	means the game of rugby;
<b>general meeting</b>	an annual or an extraordinary general meeting of the Club;

<b>hard copy form</b>	has the meaning given in Section 1168 of the 2006 Act;
<b>Honorary Life Member</b>	a member who is appointed as an honorary life member by the Board;
<b>M&amp;J Chairman</b>	the person elected from time to time by the mini and juniors management committee of Club to be chairman of such committee and whose appointment is approved by the Board;
<b>Management Committee Chairman</b>	the person elected from time to time by the management committee of Club to be chairman of such committee and whose appointment is approved by the Board;
<b>members</b>	the persons admitted into membership of the Club in accordance with Article 4 and any Rules from time to time in force;
<b>Non-Voting Members</b>	All members of the Club other than Voting Members and who shall not be members of the Club for the purposes of the Act;
<b>Office</b>	c/o Melbourne Sports Pavilion, Cockshut Lane, Melbourne, Derby, DE73 8DG as such office may be amended from time to time in accordance with these Articles;
<b>ordinary resolution</b>	has the meaning given in Section 282 of the Act;
<b>President</b>	the person from time to time elected in accordance with these Articles as the president of the Club;
<b>RFU</b>	means the Rugby Football Union (a society registered under the Co-operative and Community Benefit Societies Act 2014 with registered number 27981R which is the governing body of rugby union within England) of Rugby House, Twickenham Stadium, 200 Whitton Road, Twickenham, Middlesex TW2 7BA;
<b>Rules</b>	the rules and regulations of the Club made by the Board or the Club in general meeting and amended from time to time;
<b>Secretary</b>	The secretary of the Club appointed from time to time in accordance with these Articles;
<b>Voting Members</b>	the members of the Club who, under the Rules from time to time in force, are entitled to receive notice of, attend and vote at general meetings and who are the Members of the Club for the purposes of the Act;
<b>Website</b>	the Club's website, which, at the date of incorporation, may be accessed at <a href="http://www.pitchero.com/clubs/melbournrffc">www.pitchero.com/clubs/melbournrffc</a> or such other successor website as notified to the members from time to time;
<b>World Rugby</b>	means the world Governing Body of the Game which at the date of incorporation is World Rugby (formerly known as the International Rugby Board) of which the Rugby Football Union is a member;
<b>writing</b>	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

## **OBJECTS**

### **2. Objects**

2.1 The objects for which the Club is established are:

- (i) to provide facilities for rugby union and generally to promote, encourage and facilitate the playing of rugby union in the area of South Derbyshire and amongst the community;
- (ii) to provide and maintain Club premises at Melbourne and Chellaston and club-owned rugby equipment for the use of its members (without discrimination);
- (iii) to provide other ordinary benefits of an amateur sports club as set out in the Corporation Tax Act 2010 (c. 4), s. 1184(1), Sch. 1 para. 374, Sch. 3 Pt. 1 (with Sch. 2) including without limitation provision of suitability qualified coaches, coaching courses, insurance, medical treatment, post-match refreshments; to sell or supply food and/or drink and provide other activities as a social adjunct to the sporting purposes of the Club;
- (iv) to obtain funding for the activities of the Club by collecting entrance fees, membership subscriptions, and match fees, by obtaining sponsorship and other available funding;
- (v) to promote the Game within the Club;
- (vi) to affiliate to the RFU, (through the membership of the Club's nominee to the RFU, such nominee to be the Secretary or another officer of the Club approved by the RFU) and to affiliate to the Constituent Body designated to it by the RFU.
- (vii) to comply with and uphold the rules and regulations of the Constituent Body, the RFU and World Rugby as amended from time to time and the rules and regulations of any body to which the RFU is affiliated;
- (viii) to acquire, establish, own, operate and turn to account in any way for the members' benefit the rugby union facilities of the Club together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable;
- (ix) to make rules, regulations, bye-laws and standing orders concerning the operation of the Club including without limitation regulations concerning disciplinary procedures that may be taken against the members;
- (x) to discipline the members where permitted by its Rules and to refer its members to be disciplined by the RFU or the Constituent Body (as appropriate) where so required by the rules and regulations of the RFU, or the Constituent Body (as the case may be);
- (xi) to undertake and execute charitable trusts relating to the activities of the Club;
- (xii) to make donations or offer support to rugby union clubs which are charities or community amateur sports clubs; and
- (xiii) to do all such other things as shall be thought fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.

## **POWERS**

### **3 Powers**

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

3.2 The income and property of the Club shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Club.

3.3 Nothing in Article 3.1 shall prevent the payment in good faith by the Club:

3.3.1 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Club;

- 3.3.2 of interest on money lent by a member of the Club or its directors at a commercial rate of interest;
- 3.3.3 of reasonable and proper rent for premises demised or let by any member of the Club or by any director;
- 3.3.4 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Club; or
- 3.3.5 other payments as are permitted by these Articles.

## **MEMBERSHIP**

### **4 Membership**

- 4.1 The subscribers to the Memorandum of Association of the Club; and such other persons as are admitted to membership by the Board in accordance with these Articles, shall be the members of the Club.
- 4.2 No person shall be admitted as a member of the Club unless:
  - 4.2.1 that person has completed an application for membership in a form approved by the Board, and
  - 4.2.2 the Board has approved the application.

For the avoidance of doubt membership may only be refused where admission to membership would be contrary to the best interests of the sport or the good conduct and interests of the Club and no person shall be denied membership of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs. Every person who wishes to become a member shall deliver to the Club an application for membership in such form as the Board requires executed by him.

- 4.3 For the purposes of registration the number of members is declared to be unlimited.
- 4.4 A person shall not be entitled to any privileges of the club until two days have passed since their application for membership was submitted, whether or not they are admitted as a member before those two days have lapsed.
- 4.5 A member may withdraw from membership of the Club on seven clear days' notice to the Club. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.
- 4.6 All members shall be subject to the Rules and shall respect the rules of the game of Rugby Union as set from time to time by World Rugby.
- 4.7 The Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members provided that the Board shall use its best endeavours to ensure that the fees set by it do not preclude membership of the Club.
- 4.8 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Club so require, by notice in writing sent by prepaid post to a member's address, to request that member to withdraw from membership of the Club within a time specified in such notice. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of their resignation, or if at any time after receipt of the notice requesting them to withdraw from membership the member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Board or such sub-committee to which it has delegated its powers. The Board or sub-committee and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in their defence either verbally or in writing, and they shall not be required to withdraw from membership unless a majority of the Board members or sub-committee members present and voting shall, after receiving the statement in their defence, vote for their expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, they shall thereupon cease to be a member and their name shall be erased from the register of members. The Board may exclude the member from the Club's premises until the meeting considering their expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Club's premises to attend that meeting (if it is held at them) for the purpose of making their representations.

- 4.9 The members shall pay any entrance fees and annual subscription set by the Board. The Board shall ensure that any such fees set by it do not preclude open membership of the Club. Any member whose subscription fee is more than six months in arrears shall be deemed to have resigned their membership of the Club.
- 4.10 Any person ceasing to be a member forfeits all rights in relation to and claims upon the Club, its property and its funds and has no right to the return of any part of their subscription. The Board may refund an appropriate part of a resigning member's subscription if it considers it appropriate taking account of all the circumstances.

### **GENERAL MEETINGS**

#### **5. General Meetings**

- 5.1 The Club shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.

This will be at the absolute discretion of the Board

- 5.2 The annual general meeting shall be held for the following purposes:
- (a) to receive from the Board a full statement of account;
  - (b) to receive from the Board a report of the activities of the Club since the previous annual general meeting;
  - (c) to appoint the Club's auditors;
  - (d) to announce the election (as appropriate) of the Chairman, Company Secretary and the Elected Directors;
  - (e) to announce the appointment (as appropriate) of the President and the Ex Officio Directors; and
  - (f) to transact such other business as may be brought before it.
- 5.3 All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 5.4 The Board may call general meetings and, on the requisition of one-tenth of the Voting Members in writing, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. Such requisition must state the object of the meeting. If there are not within Great Britain sufficient directors to call a general meeting, any director or the Secretary may call a general meeting.
- 5.5 There shall be given at least 21 clear days' notice in writing of every annual general meeting and of every extraordinary general meeting called for the passing of a special resolution and 14 clear days' notice in writing of every other extraordinary general meeting, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, to such persons (including, if any, the auditors) as are under these Articles or under the Act entitled to receive such notices from the Club.
- 5.6 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

#### **6. Proceedings at General Meetings**

- 6.1 All business transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting with the exception of the business set out in Article 5.2(a) to (e) shall be deemed special business.
- 6.2 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twelve Voting Members present in person shall be a quorum
- 6.3 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Voting Members present shall be a quorum.
- 6.4 The Chairman shall preside as chairman at every general meeting, but if the Chairman shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same:
- 6.4.1 the directors present shall choose one of their number who is present to preside; or
  - 6.4.2 (if no directors are present), the meeting must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

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

- 6.5 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Voting Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 6.6 The chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to him that:
- (a) members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
  - (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
  - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
- 6.7 If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
- 7 Voting**
- 7.1 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (a) by the chairman of the meeting; or
  - (b) by at least two Voting Members.
- 7.2 Unless a poll is duly demanded, a declaration shall be made by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 7.3 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 7.4 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 7.5 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 7.6 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

7.7 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

7.8 A resolution in writing executed by or on behalf of each Voting Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Voting Members.

## **8. Votes of Members**

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

8.2 If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

8.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

## **OFFICERS**

### **President**

9.1 The President is elected by the Board and confirmed at a general meeting, following a period of consultation which ensures as far as possible that a single candidate stands unopposed for election with the overwhelming support of the Board and the Voting Members.

### **Chairman**

9.2 At the annual general meeting every year 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 10.4 and 10.5. A member so appointed shall hold office for a one year term until the next annual general meeting. The Chairman shall be a director by virtue of his office and shall have such rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe.

### **Secretary**

9.3 At the annual general meeting each year the Company 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 10.4 and 10.5. A person so appointed shall hold office for a one-year term until the annual general meeting.

### **Company Secretary**

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

### **Ex Officio Directors**

9.5 The following shall be directors by virtue of their respective offices and shall have such rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe:

- (i) the Management Committee Chairman
- (ii) the M&J Chairman.

## **BOARD**

- 10.1 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 twelve (12).
- 10.2 The directors shall be:
- (i) the Chairman;
  - (ii) and up to eleven (11) (or such lower number as the Board shall from time to time decide) Elected Directors.

### **Elected Directors**

- 10.3 At the annual general meeting each year the Elected Directors 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 10.4 and 10.5.

### **Elections**

- 10.4 Any Voting Member may nominate another member to be the Chairman, Secretary, or an Elected Director. Any person nominated as a member of the Board must be a Voting Member of not less than one year's standing. Any nomination must be made on the form prescribed from time to time by the Board. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than three weeks prior to the date of the general meeting or such other date as the Board may prescribe.
- 10.5 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 at the annual general meeting as directed as the Board. The results of any such election must be announced at the annual general meeting.

### **Casual Vacancy**

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

### **Removal of Directors**

- 10.7 In addition and without prejudice to the provisions of section 168 of the Act, the Voting Members may by ordinary resolution remove any director before the expiration of their period of office, and may by an ordinary resolution appoint another suitably qualified person in their stead; but any person so appointed shall retain their office so long only as the director in whose place they are appointed would have held the same if they had not been removed.
- 10.8 The office of director shall be vacated:
- (a) if they become bankrupt or makes any arrangement or composition with their creditors generally;
  - (b) 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;
  - (c) if by notice in writing to the Board they resign their office;
  - (d) if they become prohibited from holding office by reason of any court order made under the Act;
  - (e) if they are removed from office by a resolution duly passed pursuant to section 168 of the Act;
  - (f) if they are Chairman, or Ex Officio Director when their term of office expires and they are not re-elected;
  - (g) if they are removed from office by an ordinary resolution passed at a general meeting at which the resolution is proposed;
  - (h) unless the Board resolves otherwise, if they shall, without sufficient reason, absent themselves from three consecutive meetings of the Board;



- (i) they cease to be a member
- (j) that person is suspended from holding office or from taking part in any activity relating to the administration or management of the Club by a decision of the RFU.

10.9 A Chairman, Ex Officio Director or Secretary, who is removed from office as a director for whatever reason shall be deemed to have resigned from office and the vacancy arising shall be filled in accordance with these Articles.

## **DIRECTORS' POWERS AND RESPONSIBILITIES**

### **11. Directors' General Authority**

- 11.1 Subject to these Articles, any Rules made pursuant to them and the 2006 Act, the Board is responsible for the management of the Club's business, for which purpose it may exercise all the Powers of the Club.
- 11.2 No Rule made by the Club in general meeting pursuant to Articles 10.7 and 10.8 shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.

### **12. Directors May Delegate**

- 12.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:
  - 12.1.1 to such person or committee;
  - 12.1.2 by such means (including by power of attorney);
  - 12.1.3 to such an extent;
  - 12.1.4 in relation to such matters or territories; and
 on such terms and conditions, as it thinks fit.
- 12.2 All acts and proceedings delegated under Article 12.1 shall be reported to the Board in due course.
- 12.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
- 12.4 The Board may revoke any delegation in whole or part, or alter its terms.

### **13. Committees**

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

## **DECISION-MAKING BY DIRECTORS**

### **14. Directors to Take Decisions Collectively**

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 15.

### **15. Unanimous Decisions**

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

## **16. Calling a Meeting of the Board**

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

## **17. Participation in Meetings of the Board**

- 17.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:
  - 17.1.1 the meeting has been called and takes place in accordance with these Articles, and
  - 17.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 17.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.
- 17.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is located.

## **18. Composition of the Board and Quorum**

- 18.1 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than, and unless otherwise fixed it is three.
- 18.2 Subject to Article 18.3, the Board may act notwithstanding any vacancy in their body.
- 18.3 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:
  - 18.3.1 to fill a casual vacancy arising among the directors in accordance with these Articles;
  - 18.3.2 to call a general meeting so as to enable the members to fill a casual vacancy arising among the directors;  
or
  - 18.3.3 to admit members to the Club.

## **19. Chairing of Meetings of the Board**

- 19.1 The Chairman shall be chairman of the Board. The Chairman shall preside as chairman at all meetings of the Board at which they shall be present.
- 19.2 If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting the members of the Board present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is to be treated as the chairman for the purposes of these Articles.

## **20. Casting Vote**

- 20.1 If the numbers of votes for and against a proposal are equal, the Chairman or other director chairing the meeting of the Board has a casting vote.

20.2 Article 20.1 shall not apply to give a casting vote to the Chairman or other director chairing the meeting (as appropriate) if, in accordance with these Articles, the Chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **21. Conflicts of Interest**

21.1 Subject to Article 21.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Club in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

21.2 The prohibition under Article 21.1 shall not apply when:

21.2.1 the Board approves the director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest in accordance with Section 175 of the Act;

21.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or

21.2.3 the director's conflict of interest arises from a permitted cause.

21.3 For the purposes of Article 21.2, the following are **permitted causes**:

21.3.1 a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Club or any of its subsidiaries (if any);

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

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

21.4 For the purposes of this Article 21, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.

21.5 Subject to Article 21.6, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any director other than themselves is to be final and conclusive.

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

## **22. Records of Decisions to be Kept**

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

22.2 Any such records, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

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

## **23. Directors' Discretion to Make Further Rules**

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

23.1.1 setting out and amending different categories of membership of the Club;

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

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

- 23.1.4 setting or adopting such other regulations or policies, including for example child protection and equity policies, as the Board thinks fit; and
- 23.1.5 in relation to licensable activities of the Club.

#### **ACCOUNTS**

- 24. The Board shall cause accounting records of the Club to be kept and lay before the members in general meeting copies of the Club's annual accounts. No member shall (as such) have any other right of inspecting any accounting records or other book or document of the Club except as conferred by statute or authorised by the directors or by ordinary resolution of the Club. If required by the provisions of the Act, the accounts of the Club shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors. Auditors, if required, shall be appointed and their duties regulated in accordance with the Act.

#### **MEANS OF COMMUNICATION**

- 25. Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied in any way in which the 2006 Act provides for such documents or information to be sent or supplied by or to the Club.
- 26. Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 27. A director may agree with the Club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### **DIRECTORS' INDEMNITY AND INSURANCE**

##### **28. Indemnity**

- 28.1 Subject to Article 28.2, a relevant director of the Club or an associated company may be indemnified out of the Club's assets against:
  - 28.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or an associated company,
  - 28.1.2 any liability incurred by that director in connection with the activities of the Club or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the Act), and
  - 28.1.3 any other liability incurred by that director as an officer of the Club or an associated company.
- 28.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
- 28.3 In this Article:
  - 28.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - 28.3.2 a **relevant director** means any director or former director of the Club or an associated company.

##### **29. Insurance**

- 29.1 The Board may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director in respect of any relevant loss.
- 29.2 In this Article:
  - 29.2.1 a **relevant director** means any director or former director of the Club or an associated company;

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

**30. Dissolution**

If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the members of the Club equally.