

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**of**  
**SEVENOAKS VINE CRICKET CLUB LIMITED**

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**PART 1**  
**DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY**

**1. Defined Terms**

1.1. In these Articles, unless the context requires otherwise:

**2006 Act** means the Companies Act 2006 as modified by statute or re-enacted from time to time.

**Articles** means these articles of association, as may be amended from time to time.

**bankruptcy** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

**Board** means the board of directors of the Club established from time to time in accordance with article 18, the members of which are the directors of the Club for the purposes of the 2006 Act.

**Chairman** means the person elected from time to time in accordance with these Articles as the Chairman of the Club.

**Chairman of the meeting** has the meaning given in article 32.

**clear days** means a period of days exclusive of the day on which the notice is served and of the day for which it is given.

**Club** means the above named company.

**director** means a director of the Club, and includes any person occupying the position of director, by whatever name called.

**document** includes, unless otherwise specified, any document sent or supplied in electronic form.

**ECB** means the England and Wales Cricket Board Limited (and any successor body), (a private company limited by guarantee with registered number 03251364) which is the governing body of cricket within England with its registered address at Lords Ground, St Johns Wood, London, NW8 8QZ.

**Elected Director** means a director elected in accordance with article 19.

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

**Game** means the game of cricket.

**general meeting** means an annual general meeting or a general meeting of the Club.

**hard copy form** has the meaning given in Section 1168 of the 2006 Act.

**Treasurer** means such person as the Board appoints as treasurer from time to time.

**Secretary** means such person as the Board appoints as secretary from time to time.

**member** means the persons admitted to the membership of the Club in accordance with article 25 and any Rules from time to time in force.

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

**participate** has, in relation to a directors' meeting, the meaning given in article 12.

**proxy notice** has the meaning given in article 38.

**Rules** means the rules and regulations of the Club made by the Board or by the Club in general meeting, as amended from time to time.

**special resolution** has the meaning given in Section 283 of the 2006 Act.

**subsidiary** has the meaning given in Section 1159 of the 2006 Act.

**writing** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

## **2. Objects**

The objects for which the Club is established are:

- 2.1. to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present incorporated association known Sevenoaks Vine Cricket Club and to indemnify Sevenoaks Vine Cricket Club, its officers, members, and members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Sevenoaks Vine Cricket Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Sevenoaks Vine Cricket Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
- 2.2. principally to provide facilities for cricket and generally to promote, encourage and facilitate the playing of the Game in the area of Sevenoaks and amongst the community;
- 2.3. to provide and maintain Club premises at Sevenoaks Vine, Hollybush Lane, Sevenoaks, TN13 3UH and the Otford Cricket Ground at Leonard Avenue, Otford, TN14 5RB and certain Club-owned cricket equipment for the use of its members;
- 2.4. to provide qualified coaches, coaching courses, insurance, medical treatment and post-match refreshments consistent with the nature of a sports club;
- 2.5. 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;
- 2.6. to promote the Game within the Club;
- 2.7. to affiliate to the ECB or any other cricket governing body that the Board deem necessary to affiliate to from time to time;
- 2.8. to provide other activities as a social adjunct to the sporting purposes of the Club;
- 2.9. to comply with and uphold the rules and regulations of the ECB as amended from time to time and the rules and regulations of anybody to which the ECB is registered or affiliated; and
- 2.10. to acquire, establish, own, operate and turn to account in any way for the members' benefit the cricket facilities of the Club together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable.
- 2.11. The Club shall have the powers to do all such lawful things as are consistent with the furtherance of these Objects.

## **3. Members' reserve power**

- 3.1. The members may, by special resolution, direct the Board to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Board have done before the passing of the resolution.

## **4. Liability of Members**

- 4.1. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a member or within one year after he ceases to be a member, for any of the items set out in article 4.2.
- 4.2. The items for which the members undertake to contribute are:
  - 4.2.1. payment of the Club's debts and liabilities contracted before he ceases to be a member;
  - 4.2.2. payment of the costs, charges and expenses of winding up; and
  - 4.2.3. adjustment of the rights of the contributories among themselves.

## **5. Non-distribution to members**

- 5.1. The income and property of the Club shall be applied solely towards the promotion of its objects as set out at article 2.1 and no part of such property and income may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Club.
- 5.2. Nothing in this article 5 prevents any payment in good faith by the Club:-
  - 5.2.1. of reasonable remuneration to any member who is an officer or employee of the Club or who otherwise provides any services to the Club;
  - 5.2.2. of interest on money lent by any member of the Club at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board;
  - 5.2.3. of reasonable rent for premises demised or let by any member of the Club;
  - 5.2.4. 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; or
  - 5.2.5. of any premium in respect of any such insurance as is permitted by article 5.3.
- 5.3. On the winding-up of the Club, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the members but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Club.

## **PART 2 DIRECTORS DIRECTORS' POWERS AND RESPONSIBILITIES**

### **6. Directors' General Authority**

- 6.1. 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.

### **7. Directors May Delegate**

- 7.1. Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:
  - 7.1.1. to such person or committee;
  - 7.1.2. by such means (including by power of attorney);
  - 7.1.3. to such an extent;
  - 7.1.4. in relation to such matters or territories;
  - 7.1.5. and on such terms and conditions, as it thinks fit.
- 7.2. All acts and proceedings delegated under article 7.1 shall be reported to the Board in due course.
- 7.3. 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.
- 7.4. The Board may revoke any delegation in whole or part, or alter its terms.

### **8. Committees**

- 8.1. 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.
- 8.2. 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.
- 8.3. The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be decided by the Board.

## **DECISION-MAKING BY DIRECTORS**

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

- 9.1 Any decision of the Board must be either a majority decision or a decision taken in accordance with article 10.

## **10. Unanimous Decisions**

- 10.1. 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.
- 10.2. 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.
- 10.3. 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.
- 10.4. 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.

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

- 11.1. The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least three such meetings (including the annual general meeting) shall be held in each year.
- 11.2. The Board shall report on their activities to the members at the annual general meeting.
- 11.3. Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Chairman to give such notice.
- 11.4. Notice of any meeting of the Board must indicate:
  - 11.4.1. Its proposed date and time;
  - 11.4.2. Where it is to take place; and
  - 11.4.3. 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.
- 11.5. 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.

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

- 12.1. Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when;
  - 12.1.1. the meeting has been called and takes place in accordance with these Articles, and
  - 12.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2. 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.
- 12.3. 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.

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

- 13.1. 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 two, and unless otherwise fixed it is two.
- 13.2. The Board may act notwithstanding any vacancy in their body.

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

- 14.1. The Chairman shall be Chairman of the Board. The Chairman shall preside as Chairman at all meetings of the Board at which he shall be present.
- 14.2. If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting or he is not willing to preside, another member of the Board shall preside. The person so appointed for the time being is to be treated as the Chairman for the purposes of these Articles.

## **15. Casting Vote**

- 15.1. 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.
- 15.2. Article 15.1 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.

## **16. Conflicts of Interest**

- 16.1. Subject to article 16.2, 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.
- 16.2. The prohibition under article 16.1 shall not apply when:
  - 16.1.1 the Board approves the director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest in accordance with Section 175 of the 2006 Act; or
  - 16.1.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act;

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

- 17.1. The Board should use reasonable endeavours to 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.
- 17.2. 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.
- 17.3. Any such records shall be circulated to all members of the Board.

## **APPOINTMENT OF DIRECTORS**

## **18. Methods of Appointing Directors**

- 18.1. The number of directors shall be not less than three and shall be subject to a maximum of 10.
- 18.2. The members of the Board shall be the Chairman and up to nine (or such lower number as the Board shall from time to time decide) Elected Directors.
- 18.3. Each member of the Board must satisfy HMRC's fit and proper person test to be involved in the general control, management and administration of the Club and must declare (in the required form) that he is a fit and proper person prior to being elected.
- 18.4. Any person accepting nomination to the Board who has any financial interest or other conflict of interest in such appointment must, before accepting the nomination, state in writing to the Club all such interests. Failure to do so will lead to automatic disqualification from Board membership. The Board has the right to veto such an election if, in its opinion, it is not in the best interests of the Club.
- 18.5. All acts carried out in good faith at any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

## **19. Elected Directors**

- 19.1. At the annual general meeting each year, the Elected Directors due to retire shall retire and shall be eligible for re-election in accordance with these Articles. The election for the office of Elected Directors shall be conducted in accordance with article 23.
- 19.2. 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 up to twice, each time for one further term of three years.

## **20. Termination of Director's Appointment**

- 20.1. Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Club as soon as:
  - 20.1.1 That person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law;
  - 20.1.2 a bankruptcy order is made against that person;
  - 20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - 20.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - 20.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - 20.1.6 that person is suspended from holding office or from taking part in any activity relating to the administration or management of the Club by a decision of the ECB;

- 20.1.7 that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board and all other members of the Board resolve that his office be vacated;
- 20.1.8 that person is requested to resign by not less than two-thirds of the other members of the Board acting together;
- 20.1.9 notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 20.2. A Chairman, Secretary or Treasurer who is removed from office as a director of the Board for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.

### **PART 3 APPOINTMENTS AND ELECTED POSITIONS**

#### **21. Chairman**

- 21.1. At the annual general meeting in 2017 and at the annual general meeting every third year thereafter, the Chairman shall retire but shall be eligible for re-appointment in accordance with article 24.
- 21.2. A member so appointed shall hold office for a three year term but shall be eligible for re-election twice, each time for one further term of three years.
- 21.3. The Chairman shall be a director by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe.

#### **22. Treasurer**

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

#### **23. Secretary**

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

#### **24. Elections**

- 24.1. Any member may nominate another member to be Chairman, Treasurer, Secretary or an Elected Director. Any nomination must be made on the form prescribed from time to time by the Board. Any nomination must be seconded by another member. Members may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than such date as the Board shall prescribe each year.
- 24.2. If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed. In the event of there being more nominations than vacancies, there shall be an election as directed by the Board. The results of any such election must be announced by the Board.

#### **25. Casual Vacancies**

- 25.1. A casual vacancy arising among the offices of the Chairman, the Treasurer, 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.

## **BECOMING AND CEASING TO BE A MEMBER**

### **26. Applications for membership**

- 26.1. The Board shall, by means of the Rules, have the discretion to determine the terms and conditions on which members shall from time to time be admitted, including any and all classes of membership that shall be deemed necessary.
- 26.2. Subject to article 26.1, no person shall become a member of the Club unless:
  - 26.1.1 that person has completed an application for membership in a form approved by the Board, and
  - 26.1.2 the Board has approved the application.
- 26.3. For the avoidance of doubt membership is open to all without discrimination and 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. A person may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting.
- 26.4. Always subject to and in accordance with the Rules, the Board may from time to time and for such period as it decides allow affiliates of the Club to enjoy some or all of the benefits of the Club that members of the Club enjoy.

### **27. Termination of Membership**

- 27.1. The Board shall, by means of the Rules, have the discretion to determine the terms and conditions on which members shall from time to time may resign or shall have their membership terminated.
- 27.2. Subject always to article 27.1, the Board may terminate the membership of any member provided that the member concerned shall have a right to be heard before any final decision is made.
- 27.3. Following such termination, the member shall be removed from the Register of Members.
- 27.4. A member may withdraw from membership of the Club by giving notice to the Club in writing; and upon receipt by the Club of such notice, that member's membership is terminated immediately
- 27.5. A membership terminates automatically when that person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.
- 27.6. Membership is not transferable.

## **ORGANISATION OF GENERAL MEETINGS**

### **28. Annual General Meetings**

- 28.1. The Club shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that so long as the Club holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.
- 28.2. The annual general meeting shall be held for the following purposes:
  - 28.2.1 to receive from the Board the Club's accounts;
  - 28.2.2 to receive from the Board a report of the activities of the Club since the previous annual general meeting;
  - 28.2.3 to appoint the Club's auditors;
  - 28.2.4 to announce the election (as appropriate) of the Chairman, the Treasurer, Secretary and the Elected Directors to be appointed in accordance with these Articles; and
  - 28.2.5 to transact such other business as may be brought before it.
- 28.3. All general meetings, other than annual general meetings, shall be called general meetings.

### **29. Calling a General Meeting**

- 29.1. The Board may call a general meeting of the Club and must convene a general meeting on request of no less than twenty-five (25) members, made in accordance with the provisions of sections 303 to 305 of the Companies Act.
- 29.2. A general meeting must be called by notice of at least 14 clear days unless called by shorter notice in accordance with the Companies Act. For the purposes of this article clear days means a period of days excluding the day on which the notice is given and excluding the day of the meeting.

- 29.3. Every notice of meeting must comply with the provisions of the Companies Acts relating to its content, the manner in which it should be given and to whom. In particular, the notice must state the time, date and place of the meeting and the general nature of the business to be conducted at the meeting and comply with the provisions of section 325(1) of the Companies Act regarding members' rights to appoint proxies. It may also specify a deadline by which, and address or addresses at which, proxies must be received, which must not be earlier than 48 hours (not counting any part of a day that is not a working day) before the time for holding the meeting.
- 29.4. Without prejudice to section 313 of the Companies Act, the notice must be given to: the members (including any transmittee, where the Club has been notified of his entitlement) and directors under section 310 of the Companies Act; and the auditors under section 502 of the Companies Act.
- 29.5. Failure to comply with any provision of this article will not invalidate the notice of meeting or anything done at the meeting except to the extent that non-compliance would otherwise invalidate such notice or act by law.

### **30. Attendance and Speaking at General Meetings**

- 30.1. 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.
- 30.2. A person is able to exercise the right to vote at a general meeting when:
- 30.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 30.2.2 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.
- 30.3. The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

### **31. Quorum for General Meetings**

- 31.1. No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 31.2. Subject to article 34.6, 20 of the members or one-twentieth of the membership of the Club (whichever is the greater number) present in person shall be a quorum.

### **32. Chairing General Meetings**

- 32.1. The Chairman shall chair general meetings if present and willing to do so. If the Chairman shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same:
- 32.1.1 the directors present, or
- 32.1.2 (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.
- 32.2. The person chairing a meeting in accordance with this article is referred to as the Chairman of the meeting.

### **33. Attendance and Speaking by Directors and Non-Members**

- 33.1. Directors may attend and speak at general meetings, whether or not they are members.
- 33.2. The Chairman of the meeting may permit other persons who are not members of the Club to attend and speak at a general meeting.

### **34. Adjournment**

- 34.1. 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.
- 34.2. The Chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 34.2.1 the meeting consents to an adjournment, or
- 34.2.2 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.
- 34.3. The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 34.4. When adjourning a general meeting, the Chairman of the meeting must:
- 34.4.1 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
  - 34.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 34.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 34.5.1 to the same persons to whom notice of the Club's general meetings is required to be given, and
  - 34.5.2 containing the same information which such notice is required to contain.
- 34.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, two members shall be a quorum.

## **VOTING AT GENERAL MEETINGS**

### **35. Voting: General**

- 35.1. Every member shall be entitled to receive notice of, attend general meetings and cast one vote.
- 35.2. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

### **36. Errors and Disputes**

- 36.1. 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.
- 36.2. Any such objection must be referred to the Chairman of the meeting whose decision is final.

### **37. Poll Votes**

- 37.1. A poll on a resolution may be demanded:
  - 37.1.1 in advance of the general meeting where it is to be put to the vote, or
  - 37.1.2 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.
- 37.2. A poll may be demanded by:
  - 37.2.1 the Chairman of the meeting;
  - 37.2.2 the Board; or
  - 37.2.3 two or more members present in person or proxy having the right to vote on the resolution or, if less, 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.
- 37.3. A demand for a poll may be withdrawn if:
  - 37.3.1 the poll has not yet been taken, and
  - 37.3.2 the Chairman of the meeting consents to the withdrawal.
- 37.4. Polls 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.
- 37.5. 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 30 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.
- 37.6. 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.

### **38. Content of Proxy Notices**

- 38.1. Proxies may only validly be appointed by a notice in writing (proxy notice) which:
  - 38.1.1 states the name and address of the member appointing the proxy;
  - 38.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

- 38.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 38.1.4 is delivered to the Club in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 38.2. The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 38.3. 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.
- 38.4. Unless a proxy notice indicates otherwise, it must be treated as:
  - 38.1.5 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
  - 38.1.6 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.

### **39. Delivery of Proxy notices**

- 39.1. 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 Club by or on behalf of that person.
- 39.2. 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.
- 39.3. 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.
- 39.4. 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.

### **40. Amendments to resolutions**

- 40.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
  - 40.1.1 notice of the proposed amendment is given to the Club in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the meeting may determine), and
  - 40.1.2 the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution.
- 40.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
  - 40.2.1 the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 40.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 40.3. 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**

### **41. Means of Communication to be Used**

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

#### **42. No right to inspect accounts and other records**

- 42.1. Except as provided by law or authorised by the directors 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.

#### **43. Provisions for employees on cessation of business**

- 43.1. The directors may decide to make provision for the benefit of persons employed or formerly employed by the Club or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Club or that subsidiary.

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

#### **44. Indemnity**

- 44.1. Subject to article 44.2, a relevant director of the Club or an associated company may be indemnified out of the Club's assets against:
- 44.1.2 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;
  - 44.1.3 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 2006 Act); and
  - 44.1.4 any other liability incurred by that director as an officer of the Club or an associated company.
- 44.2. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.
- 44.3. In this article:
- 44.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - 44.3.2 a relevant director means any director or former director of the Club or an associated company.

#### **45. Insurance**

- 45.1. 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.
- 45.2. In this article:
- 45.2.1 a relevant director means any director or former director of the Club or an associated company;
  - 45.2.2 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
  - 45.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

#### **46. Club Colours**

- 46.1. The Club colours shall be cerise, white and blue. The wearing of whites is expected unless a match is specifically designated to be played in coloured kit or as directed by the League in which the team plays at that time. All players are expected to wear Club Kit when representing the Club.

#### **47. Rules**

- 47.1. The Board may make such Rules as they consider necessary or convenient for the proper conduct and management of the Club and for the purpose of prescribing the classes of and conditions of membership. In particular, and without prejudice to the generality of the forgoing, the Board may make Rules regulating:-
- 47.1.1 the admission and classification of members of the Club, and the rights and privileges of such members, the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
  - 47.1.2 the conduct of members of the Club in relation to one another, and to the Club's officers and employees;
  - 47.1.3 the setting aside of the whole or any part or parts of the Club premises at any particular time or times or for any particular purpose or purposes;
  - 47.1.4 the procedure at general meetings and meetings of the Board and committees of the Club (in so far as such procedure is not governed by these Articles); and

- 47.1.5 any and all other matters as are commonly the subject matter of Club Rules.
- 47.2. The Board must adopt such means as they consider sufficient to bring to the notice of members of the Club all Rules made under this article.
- 47.3. Any rules made by the Board under this article will be valid and binding as against all members of the Club for so long as such Rules are in force.
- 47.4. The Club in general meeting may alter or repeal any Rules made by the Board in accordance with this article.
- 47.5. Nothing in this article 46 permits the Board of the Club to make any Rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Club or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies.

**Annexure 1**  
Form of Proxy Notices

ClubNo [•]

[•] LIMITED  
("the Club")

[insert name and address of Voting Member/member]

Before completing this form, please read the explanatory note below.

I/We being a member of the Club appoint the chair of the meeting or (see note 3)

--

as my/our proxy to attend, speak and vote on my/our behalf at the [annual] general meeting of the Club to be held on [insert date] at [insert time] and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
<b>[ORDINARY BUSINESS]</b>			
1. <i>[insert text of resolution]</i>			
2. <i>[insert text of resolution]</i>			
<b>[SPECIAL BUSINESS]</b>			
3. <i>[insert text of resolution]</i>			
4. <i>[insert text of resolution]</i>			

<b>SIGNATURE</b>	<b>DATE</b>
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**Notes to the proxy form**

1. As a member of the Club you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend and to speak and vote at the meeting.
2. The appointment of a proxy will not prevent you from subsequently attending and voting at the meeting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Club but must attend the meeting to represent you. To appoint as your proxy a person other than the chair of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chair of the meeting, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

5. To appoint a proxy using this form, the form must be:
  - a. completed and signed;
  - b. sent or delivered to [•] at [insert address]; and
  - c. received by [•] no later than [insert date and time].
6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
7. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by sending an email to [insert details]. For an electronic proxy appointment to be valid, your appointment must be received by [•] no later than [insert date and time].
8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. You may not use any electronic address provided in this proxy form to communicate with [•] for any purposes other than those expressly stated.
10. To terminate a proxy instruction you will need to inform [•] using one of the following methods:
  - a. by sending a signed hard-copy notice clearly stating your intention to terminate your proxy appointment to [insert address].
  - b. by sending an e-mail to [e-mail address] [set out authentication requirements].]

In either case, the revocation notice must be received by [•] no later than [insert date and time not more than 48 hours before the meeting].