

THE COMPANIES ACTS 1948, 1967 AND 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of

DORKING LAWN TENNIS AND SQUASH CLUB LIMITED

Note: By Special Resolution dated 1st May 1975 clauses 5, 7, 8, 9, 10, 13, 15, 18, 32, 37, 38, 39, 41, 42, 43, 46, 47, 55, 57, 61 and 72 of the Articles of Association were altered and modified and clause 74 added.

By Special Resolution dated 19th July 1975 clauses 8, 10, 27, 28, 33, 42, 53 and 56 of the Articles of Association were altered and modified to their present form and clause 61 was altered and modified.

By Special Resolution dated 28th September 1977 clauses 47 and 61 of the Articles of Association were altered and modified to their present form.

By Special Resolution dated 17th April 1979 clause 46 (b) of the Articles of Association was altered and modified to its present form.

By Special Resolution dated 13th January 1982 clauses 38, 41 and 42 (a) of the Articles of Association were altered and modified to their present form.

By Special Resolution dated 16th March 2011 clauses 7, 10 and 13 of the Articles of Association were altered and modified to their present form.

By Special Resolution dated 21st March 2011 clauses 7 and 10 of the Articles of Association were altered and modified to their present form.

By Special Resolution dated 25th March 2015 clause 10(c) was adopted and inserted into the Articles of Association.

1. These Articles shall be construed with reference to the provisions of the Companies Act, 1948 and 1967, and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

MEMBERSHIP

2. For the purposes of registration, the number of members of the Company (hereinafter called "the Club") is to be taken to be one hundred and fifty.

3. The Directors of the club may, whenever the business of the club requires it, register an increase of members.

4. The Club is established for the purposes expressed in the Memorandum of Association, and shall forthwith adopt the agreement referred to in Clause 3(C) of the

Memorandum of Association of the Club, and the Directors shall carry the said agreement into effect with full power, nevertheless, to agree to any modification of the terms of such Agreement either before or after the execution thereof.

The purposes expressed in clause 3 (B) of the Memorandum of Association shall include the promotion of community participation in Lawn Tennis, Squash and other sports of a like nature in Dorking and the surrounding district.

5. Every lawn tennis and squash racquets player shall be eligible to be elected a member of the Club.

6. The first members of the club shall be:–

(a) the signatories to the Memorandum of Association and these Articles; and

(b) every person who at the registration of the Club shall be a member of the unincorporated club known as "the Dorking and District Tennis Club" and who shall on or before the First day of May, 1953 or such extended period as the Directors may determine agree in writing to become a member of the Club. Every member of the Club who shall, previously to his agreeing to become a member of the club, have paid his subscription due on the 1st May, 1952 as a member of the said unincorporated club shall not be liable to pay any further sum by way of annual subscription for the period prior to the 30th April, 1953.

7.(a) Membership of the Club shall be open to all persons regardless of ethnicity, nationality, sexual orientation, religion or beliefs; or of age, sex or disability except as a necessary consequence of the requirements of tennis and squash as particular sports.

(b) Every application for membership of the Club (other than as aforesaid) shall be made in writing, signed by the candidate.

8. (i) The Directors shall have power to extend the privileges and amenities of the Club upon such terms and subject to such restrictions and regulations as the Directors may from time to time deem advisable to persons not being ordinary playing members of the Club who may be within the following categories. The number of such persons shall not exceed one third of the current membership of the Club at any one time.

(a) Persons who are visiting or temporarily resident within a reasonable distance of the Club (hereinafter referred to as "Temporary Members").

(b) Persons who shall be entitled to use the clubhouse of the Club in the same manner as any other member may use it but who shall not be entitled to use the playing courts and grounds and other premises of the Club for the playing of Lawn Tennis, Squash or other like sport (hereinafter referred to as "Non-Playing Members").

(ii) The Directors shall also have power to extend privileges and amenities of the Club upon such terms and subject to such restrictions and regulations as the Directors may from time to time deem advisable to the following persons:–

(a) Persons below the age of 18 years but who in other respects are qualified to become ordinary members of the Club (hereinafter referred to as "Junior Members").

(b) Persons introduced to the Club as guests of members.

9. The entrance fees and annual subscriptions payable by members of the Club shall be such, and shall be paid on such date or dates, as the Directors shall from time to time prescribe provided that the entrance fee, if any, shall be the same for a tennis player as for a squash player, and that the tennis subscriptions shall not be increased unless, and then by no greater proportion than, the squash subscriptions are increased.

The Directors may at any time, or times suspend the payment of entrance fees. Temporary, junior and non-playing members shall pay such entrance fees (if any) and subscriptions as the Directors may from time to time prescribe.

10.(a) Every candidate for election shall be balloted for by the directors of the Club. The name, address and description of every candidate shall be sent to the Secretary ten days at least, and shall be posted in the club house of the club seven days at least, before the ballot provided, nevertheless, that on the recommendation of a simple majority of the Directors in meeting duly convened, at least three-fourths in number of them being present, the ballot may take place before the expiration of such seven days so long as at least two days have expired.

(b) The Club may refuse membership or expel from membership only for good and sufficient cause, such as conduct or character likely to bring the Club or sport into disrepute. Appeal against such decision may be made to the Club's members and decided by a simple majority vote.

(c) 10(c) Notwithstanding anything to the contrary in these Articles the Company, its operation and membership shall be operated so as to conform to the requirements of a Community Amateur Sports Club as defined from time to time by HM Revenue & Customs

11. When a candidate has been elected, the Secretary of the Club shall forthwith sent to him or her, at the address given upon his or her application, a request for payment of his or her entrance fee (if any) and first annual subscription. Upon payment of his or her entrance fee (if any) and first annual subscription, an elected candidate shall become a member of the Club, provided, nevertheless, that if such payment be not made within two calendar months after date of election, the Directors of the Club may in their discretion cancel such election.

12. Subject to the express provisions of these Articles and to the Memorandum of Association and to any bye-laws for the time being in force made by the Directors of the Club as hereinafter provided, all members of the Club shall be entitled at all times to use in common all the premises and property of the Club and to be supplied, at such charges as the Directors shall from time to time determine, with such meals, refreshments, privileges and amenities as are provided by the Club for the use of its members.

13. Every member shall be entitled (subject to any bye-laws for the time being in force made by the Directors of the Club as hereinafter provided) to all the rights and be subject to

all the duties of a member of the Club, including the right to be elected as an officer or Director of the Club, or to attend or vote at any general meeting of the Club.

The income and property of the Club shall be applied solely towards promoting the Club's objects as set out in this Memorandum and Articles of Association and no portion thereof shall be paid or transferred, directly or indirectly, to the members of the Club.

There shall be no right for a member to claim a share in the assets of the Club upon its dissolution. Upon dissolution of the Club, the liquidator shall vest all the assets of the Club remaining after the satisfaction of all debts and liabilities in trustees who shall not pay or distribute them among the members of the Club, but shall give or transfer them to one or more of the following approved sporting or charitable bodies:—

1. a registered charitable organisation;
2. another club which is a registered CASC;
3. the sports' national governing bodies for use by them for related community sports.

The trustees shall be four in number and shall be appointed by the members of the Club in general meeting.

14. The Directors of the Club shall have power to permit any person or persons to use gratuitously, in common with the members of the Club, all the premises and property of the Club on such conditions as the Directors may from time to time determine and for any period not exceeding seven days in any one year.

15. On the recommendation of the Directors, any person may at any general meeting of the Club, be elected as a life member of the Club, without any special payment for such life membership as may be decided by the Directors; a majority of those present and voting on a special resolution shall be necessary to seek election. Every life member shall be entitled to all the privileges and be subject to all the duties of a member of the Club during his or her life (subject, nevertheless, to the provisions of Articles 19 and 20 hereof) without any further payment, annual or otherwise (except in respect of the guarantee contained in Clause 5 of the Memorandum of Association of the Club).

16. Any member wishing to resign membership of the Club shall give notice in writing of his or her intention so to do, addressed to the secretary and deposited at the registered office of the Club before the 1st day of May in any year, failing which such member shall be liable to pay the subscription for the next year.

17. The Directors shall call to register to be kept of the names and addresses of all members of the Club and in regard to all persons who have ceased to be members the like particulars for a period of at least twelve months after they have ceased to be members.

18. A member whose annual subscription is unpaid within 42 days of demand shall cease ipso facto to be a member of the Club, and shall forfeit all right in and claim upon the Club and its property, but may be reinstated at the discretion of the Directors on payment of all arrears.

19. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles or bye-laws of the Club or shall be guilty of any conduct unworthy of a gentleman or lady, as the case may be, such member shall be liable to

expulsion by a resolution of the Board of Directors, provided that at least one week before the meeting at which such resolution is passed, he or she shall have had notice thereof, and of the intended resolution for his or her expulsion, and that he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he or she may think fit. A member expelled under this Article shall forfeit all right in and claim upon the Club and its property.

20. If any member shall be adjudged bankrupt, or shall make any composition or arrangement with his or her creditors, or being engaged in any profession shall on account of misconduct be prohibited by the governing body of such profession from continuing to practise under their regulations, he or she shall ipso facto cease to be a member of the Club, and shall forfeit rights in and claim upon the Club and its property, but upon application being made by such member to the Directors, stating the cause of such adjudication in bankruptcy, making of any composition or arrangement or prohibition as aforesaid, as the case may be, such member may be re-admitted and restored to his or her former rights by the Directors in their absolute discretion.

GENERAL MEETINGS

21. The Directors shall convene an annual general meeting to be held once at least in every calendar year at such time, not being more than fifteen months after the last preceding general meeting, and at such place, as may be determined by the Directors, for the purpose of receiving and considering the income and expenditure account and Balance Sheet and the reports of the Directors and Auditors; to elect Directors in the place of those retiring by rotation, and to elect Auditors for the ensuing year.

Such general meeting shall be called "Annual General Meetings" and shall be specified as such in the notice convening the meeting. All other meetings of the Company shall be called "Extraordinary General Meetings".

22. The Directors may, whenever they think fit, and shall, on a requisition made in writing by any ten or more members, convene an Extraordinary General Meeting and in the case of such requisition the provisions of S.132 of the Act shall apply.

NOTICE OF GENERAL MEETINGS

23. Twenty-one clear days' notice shall be given in the case of the Annual General Meeting or where it is proposed to pass a special resolution and fourteen days' notice of any other meeting. The notice in each case shall specify the place, day and hour of meeting, and, in case of special business, the general nature of such business. The Notice shall be given as hereinafter provided.

24. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at a meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. The accidental omission to give notice of the meeting to or the non-receipt of any such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

26. All business transacted at an Annual General Meeting, other than business which under these Articles ought to be transacted at an Annual General Meeting, and all business transacted at an Extraordinary General Meeting, shall be deemed special.

27. Twelve members personally present shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

28. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other date, time and place as the Directors may determine and announce to the meeting before the meeting adjourned or to such other day time and place as the Directors may determine provided that in that case the Directors shall be bound to give twenty-one days' notice of such day time and place to the members. If such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members who are personally present shall be a quorum, and may transact the business for which the meeting was called.

29. The Chairman of the Board of Directors or in his absence the deputy chairman (if any) shall be entitled to take the chair at every General Meeting. If there be no chairman or deputy chairman, or if at any meeting shall not be present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act, the Directors present may choose one of their number to be chairman, and the default of their doing so the members present shall choose one of the Directors to be chairmen, and if no Director present be willing to take the chair, shall choose one of their number to be chairman.

30. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded by the chairman or by at least five members present in person, or by proxy or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all members having the right to vote at the meeting, and unless a poll be so demanded a declaration 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 book containing minutes of proceedings of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

31. If a poll is demanded in manner aforesaid, shall be taken in such manner and at such time and place as the chairman of the meeting directs and either at once, or after an interval or adjournment, and the result of the poll shall be deemed to be the resolution of the meeting, at which the poll was demanded. In case of any dispute as to the admission or rejection of a vote, the chairman shall determine the same, and such determination made in good faith shall be final and conclusive.

32. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a chairman of a meeting, and the poll demanded on a question of adjournment shall be taken forthwith.

VOTES OF MEMBERS

33. Every ordinary playing member shall have one vote. Non-playing members, temporary members and junior members shall not be entitled to vote.

34. No member other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Club in respect of his membership shall be entitled to vote on any question either personally or by proxy or as a proxy for another member of any General Meeting.

35. No member not personally present shall be entitled to vote on a show of hands.

36. Votes may be given on a poll either personally or by proxy.

37. The instrument pointing a proxy shall be in writing, under the hand of the appointer or of his attorney duly authorised in writing.

Every notice convening a meeting of the Club shall state that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and shall include a form of proxy in the form provided by Schedule C Companies Act 1948 or any statute amending or replacing it. No member shall hold as a proxy more than three proxy votes at a meeting of the Club. Specific proxies may be sent to the Secretary of the Company but must be registered at least 48 hours prior to the date of the meeting.

38. (a) The Club shall have nine Directors, consisting of the Chairman, Vice-Chairman, Secretary, Treasurer and five others, all of whom shall be members of the Club and at least three of whom shall be tennis playing members and three squash playing members.

(b) If the Directors think if they may nominate any person to be President of the Club. If such nominee agrees to act and the members at an Annual General Meeting elect him, he shall become President for a period of five years. At the expiry of this period he will be eligible for re-election following the above procedure.

(c) If the Directors think that they may from time to time nominate people to become Vice-Presidents of the Club. The number of Vice-Presidents will be at the discretion of the Directors. If a nominee agrees to act and the members at an Annual General Meeting elect him, he shall become a Vice-President for such period as the Directors shall determine.

39. The Directors may (or shall if so required by the Club Regulations passed under Article 45 hereof) appoint other members as officers of the Club who shall have such delegated powers as are provided by Article 56.

40. No Director or officer of the Club, other than the Secretary, shall receive any remuneration for his services in the capacity of the Director or officer, but nothing herein

contained shall be deemed to prohibit the payment by the Club of any sum to any Secretary for clerical or other assistance.

41.(a) At every Annual General Meeting of the Club with effect at the end of that meeting, the Chairman, Secretary, Treasurer and three other Directors shall retire from office. The retiring Directors shall, subject to (b) below, be eligible for re-election at the same time or any other general meeting of the Club. The Directors, other than the Chairman, Secretary And Treasurer, shall retire in order of seniority of election and, in the case of equal seniority, the order of retirement shall be determined by lot.

(b) If one Director holds the office of the Chairman for five consecutive years he shall be ineligible for re-election as a Director when he retires at the Annual General Meeting following his fifth year in office. He may be re-elected as a Director on or after the first anniversary of his retirement.

(c) The Vice-Chairman shall be elected from amongst the Directors by the Directors themselves and the Directors may, by a simple majority, remove him from office.

42. The election of Directors of the Club (and of such other officers as may be provided by the Club Regulations passed under Article 45 hereof) shall take place in the following manner:—

(a) Any two members of the Club shall be at liberty to nominate any other member to serve as a Director or officer (other than President or Vice-President) of the Club.

(b) For at least 28 days before each Annual General Meeting of the Club, the Directors shall cause to be placed and kept in a prominent position in the Club House, a list which sets out the name of each Director and officer retiring at the Annual General Meeting, his responsibility and whether he is offering himself for re-election. The list shall also provide space for nominations.

(c) The name of each member nominated, together with the names of his proposer and seconder, shall be written on the said list or sent in writing to the Secretary of the Club, who shall add the nomination to the list. All such nominations shall be made at least 7 days before the Annual General Meeting.

(d) Balloting lists shall be prepared (if necessary) containing the names of the candidates, in alphabetical order, and each member present, in person or by proxy, at the Annual General Meeting shall be entitled to vote.

(e) In case there shall not be a sufficient number of candidates nominated, the Directors shall fill up the remaining vacancy or vacancies provided that at least two-thirds of the Directors are elected at the Annual General Meeting.

(f) If two or more candidates obtain an equal number of votes another ballot shall, if necessary, be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, the Director shall elect by lot from such candidates the candidate or candidates who is or are to be elected.

43. All vacancies among the officers or other Directors of the Club shall be filled by the Directors. Any officer or Director so appointed shall retire at the following Annual General Meeting, but shall be eligible as a candidate for election as an officer or Director, at such Annual General Meeting.

DISQUALIFICATION OF DIRECTORS

44. The office of Director shall be vacated if the Director:—

- (a) without the consent of the Club in general meeting holds any office of profit under the Club; or
- (b) becomes bankrupt or makes any arrangements or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Club; or
- (f) is directly or indirectly interested in any contract with the Club and fails to declare the nature of his interest in manner required by Section 199 of the Act; or
- (g) is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

There shall not be any age limit for Directors and Section 185 subsections (1) to (6) of the Act shall not apply to the Club.

POWERS AND DUTIES OF DIRECTORS

45. The business of the Club shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club as are not, by the Act or by these Articles, required to be exercised by the Club in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Club in general meeting; but no regulation made by the Club in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

46.(a) Subject as hereinafter provided, the Directors on behalf of the Club may exercise all the powers of the Club to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue notes, debentures, debenture stock and other securities whether outright or as collateral security for any debt, liability or obligation of the Club or of any third party.

(b) The Directors shall restrict the borrowings of the Club so as to secure that the aggregate amount for the time being remaining undischarged of all monies borrowed by the Club, shall not at any time without the previous sanction of an ordinary resolution of the members, exceed in total one-third of the aggregate amount of the Capital Fund and New Building Reserve as shown in the latest audited balance sheet of the Club.

(c) The Directors shall cause a proper register to be kept in accordance with the provisions of Section 104 of the Act and all charges specifically affecting property of the Club and all floating charges on the undertaking or on any property of the Club and shall duly comply with the requirements of the Act in regard to the registration of charges therein specified.

47. The Directors of the Club shall not, without the sanction of a general meeting of the Club, by special resolution passed by no less than a two-thirds majority of at least 75% of the members of the Club entitled to vote, voting by poll, demise, underlet, exchange, sell or otherwise dispose of all or any part of the lands, buildings, tennis courts, tenements or hereditaments of the Club.

The Directors shall keep the tennis courts of the Club in good condition for play and there shall be no reduction in the number of tennis courts of the Club from three shale and five all-weather, without provisions for similar facilities except by authority of a general meeting of the Club on a special resolution passed by 90% of the members voting.

48. The Directors shall cause books of account to be kept of the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place, and of the assets and liabilities of the Club. The books of account shall be kept at the registered office of the Club or at such other place or places as the Directors think fit and at all times be open to inspection by the Directors.

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Club shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

50. The Directors shall cause minutes to be made in books provided for the purpose:—
(a) of all appointments of officers made by the Directors;
(b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
(c) of all resolutions and proceedings at all meetings of the Club and of the Directors, and of committees of Directors.

and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

51. The Directors of the Club shall have power from time to time to make, alter and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club.

The Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Club such bye-laws, alterations and repeals, and all such bye-laws, so long as they shall be in force, shall be binding upon all members of the Club. Provided nevertheless, that no bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Club, and that any bye-law may be set aside by a special resolution of a general meeting of the Club.

PROCEEDINGS OF DIRECTORS

52. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of the meeting of Directors to any Director for the time being absent from the United Kingdom.

53. The quorum necessary for the transaction of business of the Directors shall be four.

54. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Club as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Club but for no other purpose.

55. The Chairman, or failing him, the Vice-Chairman shall take the chair at every meeting of the Directors, or if at any meeting neither the Chairman nor Vice-Chairman is present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

56. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit and such other members of the Club as they or the committee may co-opt; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors subject to the Licensing Acts which may from time to time be enacted.

57. Subject to the provisions of any Club Regulations passed under Article 45 hereof, the committee may elect a convener of its meetings, who shall be Chairman of its meetings, or if at any meeting, he is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

58. The committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

59. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall not withstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

60. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

61. The Directors may determine that the Secretary and an Administrator may be paid a salary and may be employed for such terms and upon such terms and conditions as they may think fit. Any Secretary and Administrator so appointed may be removed by the Directors.

THE SEAL

62. The Director shall provide for the safe custody of the seal which shall be used only by the authority of the Directors or of such a committee of the Directors authorised by the Directors on their behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

THE ACCOUNTS

63. The Treasurer, under the superintendence of the Directors shall cause to be kept such books or accounts as are necessary to exhibit and explain the transactions and financial position of the Club and to give a true and fair view of the state of its affairs and in particular proper books of account with respect to:—

- (a) all sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure takes place.
- (b) the assets and liabilities of the Club.

64. The books of account shall be kept at the registered office or at such other place as the Directors think fit, and shall at all times be open to inspection by the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Directors or by the Club in general meeting.

65. The Director shall within 18 months of the incorporation of the Club and subsequently once at least in every year lay before the Club an income and expenditure account, and a balance sheet in such form and containing all such particulars with respect to the assets and liabilities of the Club and other matters as are required by the Statutes, both made up to a date not more than six months before the meeting.

66. Every balance sheet shall be signed on behalf of the Directors by two of the Directors, and shall have attached to a report by the Directors with respect to the state of the affairs of the Club. It shall also have attached to it the Auditor's report.

67. A copy of the income and expenditure account and balance sheet (including every document required by law to be annexed thereto) and of the reports of the Directors and Auditors shall, not less than twenty-one days previously to the meeting, be delivered or sent by post to every member of the Club entitled to attend the meeting of whose address it is aware. A similar copy shall be sent to every holder of Notes or Debentures of the Club.

AUDIT

68. Auditors of the Club shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

69. Any notice or document may be served by the Club on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing at the Register of Members.

70. Any member described in the Register of Members by an address not within the United Kingdom who shall from time to time give to the Club an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served on him at such address, but save as aforesaid no member other than a registered member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Club.

71. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

INDEMNITY

72. Directors, auditors and other officers of the Club shall be indemnified out of the assets of the Club against all liability incurred by them as such in defending any proceedings, whether civil or criminal, in respect of alleged negligence, default, breach of duty or breach of trust, in which they are acquitted, or in connection with any application under Section 448 of the Act in which relief is granted to them by the Court.

LIABILITIES

73. The Club shall not be liable for personal injury sustained by any member or visitor, nor for any damage or loss by fire, theft or other causes, to any property on Club premises, notwithstanding that such damage or loss be caused, occasioned or rendered possible by the negligence of the Club, its officers or servants.

Any member damaging property belonging to or entrusted to the Club shall immediately have it repaired at his own expense. All questions of damage shall, if not otherwise settled within three months, be settled by the Directors whose decision shall be final.

74. Articles 9, 13, 47 and 74 hereof shall not be varied or amended in any way without the sanction of the members of the Club at a general meeting by a special resolution passed by no less than 75% of the members voting and members voting should represent at least 50% of the total number of members.