

MIDDLESBROUGH & DISTRICT  
MOTOR CLUB LIMITED

# MEMORANDUM AND ARTICLES OF ASSOCIATION

The Companies Act 2006

Incorporated on 6<sup>th</sup> January 2015

Revised 22<sup>nd</sup> July 2015

Company Number 09376585



COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF MIDDLESBROUGH & DISTRICT MOTOR CLUB LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Names of each Subscriber

Authentication by each Subscriber

Douglas Hyslop Crosbie

David Raymond Ransome

Colin William Somerset

William Wood

Dated this 6 day of January 2015

**ARTICLES OF ASSOCIATION**

**COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**of**

**MIDDLESBROUGH & DISTRICT MOTOR CLUB LIMITED**

**Revision 1: 22<sup>nd</sup> July 2015**

Article 18.1 and Article 27.2 Revised to reflect change of financial year

**1. INTERPRETATION**

**1.1 In these Articles:**

- 1.1.1 “the Act” means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;
- 1.1.2 “the Club” means Middlesbrough & District Motor Club Limited;
- 1.1.3 “Member” means a member of the Club;
- 1.1.4 “Seal” means the common seal of the Club;
- 1.1.5 “Company Secretary” means the Secretary of the Club or any other person appointed to perform the duties of the Secretary of the Club, including a Joint, Assistant or Deputy Company Secretary;
- 1.1.6 unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force when these articles become binding on the Club;
- 1.1.7 the masculine includes the feminine and, where appropriate, the singular the plural.

## 2. OBJECTS

- 2.1 The Club shall encourage and develop motoring and motor cycling, and to provide facilities as required for Members to participate in other sports. To maintain a Club House where its Members and Guests may have the means of social intercourse and rational recreation. To promote social functions, to organise lectures, competitions, excursions and sporting contests. To be a centre of information and advice on matters pertaining to such sports.
- 2.2 To promote the objectives of the Motor Sport Association (MSA), the governing body of motorsport in the UK and in particular: a) To monitor the local administration of the laws and regulations affecting motoring and motor vehicles, and to report any proposed local action, or scheme to the MSA. b) To promote motor competitions in accordance with the Rules of the MSA.
- 2.3 Any gain arising from the carrying on of the Club shall not be applied otherwise than for the benefit of the Club as a whole or for charitable or benevolent purposes.

## 3. MEMBERSHIP

- 3.1 The first Members of the Club are the signatories to the Memorandum of Association and every person who, at the date of incorporation of the Club, had paid a subscription, and was a Member of, the unincorporated Club known as Middlesbrough & District Motor Club.

## 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:
- 4.1.1 payment of the Club's debts and liabilities contracted before he ceases to be a Member;
- 4.1.2 payment of the costs, charges and expenses of winding up, and
- 4.1.3 adjustment of the rights of the contributories among themselves.

## **5. ELECTION OF FULL MEMBERS**

- 5.1 Every candidate for Full Membership of the Club (other than the first Members referred to in article 3.1 above) must complete the relevant application form, agreeing to abide by these Articles of Association and any by-laws. Every Member on election shall be supplied with a copy of the Articles of Association.
- 5.2 The name and address of the candidate shall be prominently displayed on the Club premises in a part frequented by the Members for at least seven days before the day on which his name is submitted for election and no person shall be admitted to any of the privileges of Membership unless and until he shall have been duly elected.
- 5.3 Any objection shall be made in writing to the Company Secretary, giving reasons for such objection within seven days of the date of the notice of nomination. The Executive Committee shall vote upon the application of every Member and shall consider any objections when making their decision. For the avoidance of doubt, the decision of the Executive Committee shall be final.
- 5.4 When a candidate has been elected, the Company Secretary shall forthwith send them, at the address given upon their application, a request for payment of any entrance fee and the first annual subscription. Upon payment of any such entrance fee and subscription fee, the elected candidate shall become a Member of the Club (subject to a probationary period in accordance with Article 8). If payment is not received from the candidate within one month of the date of election, the Executive Committee may, at their discretion, cancel such election.
- 5.5 Other categories of membership may be introduced and defined by the Executive Committee from time to time.
- 5.6 At the discretion of the Executive Committee, the requirements set out in this Article 5 may be relaxed or modified in respect of candidates for membership limited to participating in Motor Sport and applying for Motor Sport Membership.

## **6. SUBSCRIPTION AND ENTRY FEES**

- 6.1 The annual and other subscriptions and any entrance fee payable by each category of membership of the Club are to be such as agreed at the Annual General Meeting. Subscriptions are due on 1st January in each year unless otherwise notified by the Executive Committee.

## **7. NON-PAYMENT OF SUBSCRIPTIONS**

7.1 Any Member whose annual subscription is unpaid on 31<sup>st</sup> January (or such other date at the Executive Committee shall specify) immediately ceases to be a Member of the Club and forfeits all rights in and claims upon the Club and its property unless the Directors suspend the operation of this provision, which they may do as regards any particular Member on such terms as they determine at their discretion. The names of those whose membership has been terminated in accordance with this shall, at the discretion of the Executive Committee, be posted in the Club House.

7.2 No Member whose subscription is unpaid shall be eligible to participate in Club activities.

## **8. PROBATIONARY PERIOD**

8.1 All Full Members of the Club shall be Probationary Members during the period of six months (the "Probationary Period") from the later of:

8.1.1 the date of payment of any entrance fee and their first subscription; or

8.1.2 the date on which they are advised of their election as a Full Member in accordance with Article 5.4 above.

8.2 The Probationary Period may be extended for such period as the Executive Committee shall, in their absolute discretion, decide. Written notice of such extensions shall be sent to the Probationary Member's last known address one month prior to the expiry of the Probationary Period or any previous extensions thereof.

8.3 During the Probationary Period (or any extended period in accordance with article 8.2) the Probationary Members membership may be terminated if in the opinion of the majority of the Executive Committee it is decided to be in the interests of the Club to do so. For the avoidance of doubt, the Executive Committee shall not be obliged to give reasons to a Probationary Member who may have his membership terminated under this Article 8.3.

8.4 In the event of termination under Article 8.3 above, any entrance fee shall be returned to the Probationary Member and the annual subscription shall be apportioned to reflect the length of the Probationary Members membership such apportionment to be on a day-to-day basis.

## 9. HONORARY MEMBERS

- 9.1 On the recommendation of the Executive Committee any person being a Member of the Club may be elected as an Honorary Member, either for life or for a specified period. Honorary Members shall be entitled to full use of the Club's amenities and all privileges of a Member including the power to vote at General Meetings and to nominate.
- 9.2 There shall be no more than thirty Honorary Members at the Club at any time.

## 10. STAFF MEMBERS

- 10.1 Any person who is employed by the club is eligible for Staff Membership.
- 10.2 Staff Members shall be allowed to use the facilities of the club and participate in all club activities. For the avoidance of doubt, Staff Members shall not be eligible to attend General Meetings.

## 11. MOTORSPORT MEMBERS

- 11.1 The Executive Committee shall have power to admit persons, interested in competing in motor sporting events, to use in common with the Members of the Club the premises and property of the Club on Mondays and at the discretion of the Executive Committee, on other special occasions arising out of and in connection with the holding of motor sporting events Any person who desires to be admitted as a Motor Sport Member must complete the relevant application form and enclose the current entrance and joining fee. The application will be reviewed for approval by the Captain's Committee. At least seven days must elapse from approval of the application before the Motor Sport Member may have access to the club house.
- 11.2 Subject to such other conditions as the Executive Committee may from time to time determine, Motor Sport Members shall observe these Articles of Association and By-laws as Members. Motorsport Members are allowed the same facility for signing in guests as a full Member on Mondays only.
- 11.3 Members of other motor clubs registered with the Motor Sport Association or Auto Cycle Union shall be entitled to the facilities of the club as they apply to Motor Sport Members providing they produce their Membership card of their parent club and sign their name in a book provided for this purpose. Such persons shall not be entitled to vote or take part in the management of the club, nor shall they be entitled to introduce visitors.
- 11.4 Youth motor sport members, between 16 and 18 years of age, are allowed admission to the premises restricted to special occasions, at the invitation of the Executive Committee. Youth members under the age of 16 years can only be admitted into the club house in accordance with the current Licensing Act.

## 12. INTRODUCTION OF GUESTS

- 12.1 A Member may personally introduce friends as his guests, but no person shall be so introduced more than four times in one year residing within a 50 mile radius of the Club Headquarters and no Member shall sign for more than four visitors in one day. The guest and the Member introducing him shall sign their names in a book kept for that purpose. The Executive Committee shall have the power to vary this rule at such times they think necessary, providing it does not contravene the Club's Premises Licence.
- 12.2 A category of guests namely, Members friends and relatives who are under 18 years of age, are allowed limited access and of use of the club facilities in strict accordance with these Articles of Association and any bye laws, the current Licensing and the Club's Premises Licence relevant to this Act. The Executive Committee to control and administer this arrangement. The Executive Committee may impose further limitations on days, times and areas of access to the club premises or grounds available to under age guests that become necessary from time to time for either management or legal proposes.
- 12.3 The Executive Committee will retain the absolute right to withdraw any Members right to sign in under age guests where there is evidence of socially unacceptable behaviour of the guest.
- 12.4 The following shall not be admitted as visitors:
- 12.4.1 Former Members who have been expelled;
  - 12.4.2 Members who are suspended;
  - 12.4.3 Persons who, having been nominated, have been refused Membership;
  - 12.4.4 Persons whose Membership the Executive Committee have refused to renew.
- 12.5 Members must accompany guests introduced by them during the period of their stay in the Club.
- 12.6 The Executive Committee shall consider and have the right to approve or decline any requests for use of the club for private functions for members and non-members and meetings for other clubs and associations. Providing the request does not contravene the current Licensing and the Club's Premises Licence relevant to this Act.



### 13. **RIGHTS OF MEMBERS**

- 13.1 Subject to the express provisions of these Articles [and to any Bye Laws made by the Executive Committee as provided below for the time being in force], all Members of the Club are entitled at all times to use all the premises and property of the Club in common, and to be supplied, at such charges as the Directors from time to time determine, with whatever meals, refreshments and all things as are provided by the Club for the use of its Members.

### 14. **CESSATION OF MEMBERSHIP**

- 14.1 Members and Motor Sport Members shall cease to be Members:
- 14.1.1 By resignation: Any Member wishing to resign his Membership shall give notice in writing of such desire on or before 31st December in any year or he will be liable for a year's subscription.
  - 14.1.2 By non payment of subscription. Any person whose Membership has ceased from this cause shall not again be re-accepted for Membership without the approval of the Executive Committee, Article 5 may apply.
  - 14.1.3 By expulsion.
  - 14.1.4 By non-renewal. The Executive Committee may during each year review the Membership of any Member who shall have been elected since the preceding 31<sup>st</sup> December and may, without assigning any reason, refuse to renew such Membership

### 15. **EXPULSION OR SUSPENSION OF MEMBERS**

- 15.1 The Executive Committee shall have power to reprimand, suspend or expel any Member who's conduct either within or outside of the Club House is, in the opinion of the majority of the Executive Committee, injurious to the character and interests of the Club or objectionable in any respect and in their opinion render him unfit for Membership, but no Member shall be suspended or expelled without being first called before the Executive Committee to explain their conduct and opportunity given to advance a defence, nor unless two-thirds at least of the committee then present shall vote for his suspension or expulsion. Every Member so called shall receive at least seven clear days' notice in writing from the Secretary, such notice to contain a statement of the charge brought against him. A suspended Member shall forfeit all rights and privileges under these Articles of Association during suspension and shall remain liable to pay his or her subscription.
- 15.2 Any Member expelled in accordance with these Articles, or otherwise ceasing to be a member of the Club, forfeits all right to or claim upon the Club or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

15.3 The Executive Committee shall have the power, at all times, to suspend a Member from the privileges and amenities of the Club.

15.4 During any period of suspension under Article 15.3 above no refunds of subscriptions or any entrance fees shall be due or payable.

**16. RIGHT OF APPEAL**

16.1 A Member suspended or expelled, on production to the Secretary of a requisition signed by one fifth of the Members, request an Extraordinary General Meeting to be called to consider the expulsion. No such appeal shall be considered after expiry of 28 days from the date of written notice of suspension or expulsion has been served upon the Member.

**17. RIGHTS OF MEMBERS PERSONAL**

17.1 The rights of a Member of the Club are personal and as such are not transferable and cease upon his death.

## 18. **ANNUAL GENERAL MEETING**

- 18.1 The Club shall hold a General Meeting in June of each year as its Annual General Meeting in addition to any other General Meetings in that year, and must specify the meeting as the Annual General Meeting in the notices calling that meeting.
- 18.2 Not more than 15 months may elapse between the date of one Annual General Meeting of the Club and that of the next.
- 18.3 The Annual General Meeting shall be held at such time and place as the Executive Committee appoint.

## 19. **GENERAL MEETINGS**

- 19.1 All General Meetings other than Annual General Meetings must be called General Meetings.
- 19.2 The Directors may, whenever they think fit, and must, on a requisition made in writing by at least one fifth of Full Members, convene a General Meeting.
- 19.3 Any requisition made by the Full Members must state the object of the proposed meeting, and must be signed by the Full Members requesting the meeting and be sent to the Company Secretary.
- 19.4 On receipt of the requisition, the Directors must immediately proceed to convene the General Meeting. If the Directors do not proceed to call a General Meeting within 21 days from the date of deposit of the requisition, the Full Members requesting the General Meeting, or any of them representing more than one-half of the total voting rights of all of them, may convene such a General Meeting.

## 20. **NOTICE OF MEETING**

- 20.1 Notices of Annual General Meetings and General Meetings called by the Directors must be sent to all Full Members at least 14 clear days prior to the date of such meetings.
- 20.2 Accidental omission to give notice of any meeting to or non-receipt of such notice by any Full Member does not invalidate the proceedings at that meeting.

## 21. **QUORUM**

- 21.1 No business may be transacted at any meeting unless a quorum is present.
- 21.2 Save as otherwise provided in these articles, fifty Full Members personally present is a quorum.

21.3 If within one hour from the time appointed for the meeting a quorum of Full Members is not present, or, if during a meeting such a quorum ceases to be present:

21.3.1 if the meeting was convened on the requisition of Full Members, it must be dissolved;

21.3.2 in any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine and, if at the adjourned meeting a quorum of Full Members is not present within half an hour of the time appointed for the meeting, the Full Members present may form a quorum.

## 22. **CHAIRMAN**

22.1 The President shall preside as Chairman at every General Meeting of the Club.

22.2 If there is no such Chairman, or, if at any meeting he is not present within 30 minutes of the time of holding the meeting, the Full Members present may elect one of their number who is a Director to be Chairman of that meeting.

22.3 If there is no Director present, then the Full Members may elect any one of their number to be Chairman of that meeting.

## 23. **ADJOURNMENT**

23.1 The Chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

23.2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

## 24. **PASSING OF RESOLUTIONS**

### 24.1 At any General Meeting:

24.1.1 a declaration by the Chairman that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, and

24.1.2 an entry to that effect in the Minutes of the proceedings of the Club are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded by the Chairman or by at least two Members having the right to vote at the meeting.

24.2 If a poll is demanded in the above manner, it must be taken in such manner as the Chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

## 25. **VOTING RIGHTS**

25.1 With the exception of Staff Members, every Member of the Club may attend General Meetings and vote at such meetings.

25.2 No Full Member may vote at any meeting unless all the money then due from him to the Club has been paid.

25.3 Every Full Member of the Club entitled to vote has one vote and no more.

## 26. **PROXY VOTING**

26.1 A Full Member may vote either personally or by proxy (whether on a poll vote or otherwise).

26.2 A proxy must be appointed in writing under the hand of that Full Member.

26.3 The instrument appointing a proxy must be deposited at the Registered Office of the Club not less than 48 hours before the time of holding the Meeting at which the person named in such instrument proposes to vote.

## 27. EXECUTIVE COMMITTEE

27.1 The Executive Committee shall consist of the following:

- 27.1.1 President, who shall be a Club Director.
- 27.1.2 Honorary Treasurer, who shall be a Club Director.
- 27.1.3 Executive Committee Chairman, who shall be a Club Director.
- 27.1.4 Company Secretary, who shall be a Club Director.
- 27.1.5 Club Captain
- 27.1.6 Chairman of Membership Sub-Committee
- 27.1.7 Chairman of Bar & House Sub-Committee
- 27.1.8 Chairman of Games & Entertainment Sub-Committee

27.2 Election of the Members of the Executive Committee shall take place at the Annual General Meeting of the Club. Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by ordinary resolution of Full Members. Any such appointment shall take effect immediately after the meeting concludes.

27.3 Any two Full Members of the Club may nominate any other Full Member to serve as a Director. Each nominee shall consent in writing on a nomination form to be obtained from the Company Secretary. Such consent form shall be received by the Company Secretary not less than 8 days prior to the date of the Annual General Meeting. A list of all candidates names shall be posted on the Club Notice Board not less than 7 days before that Meeting.

27.4 Members of the Executive Committee shall retire annually but are eligible for re-election.

## 28. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

28.1 The general management of the Club shall be vested in the Executive Committee, 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 Committee which would have been valid if that regulation had not been made.

28.2 No single item of capital expenditure exceeding £60,000 shall be incurred by the Executive Committee without the authority of a General Meeting of the Club.

- 28.3 For the purposes of the Club, the Executive Committee may borrow such money (limited only as herein provided) as they deem necessary to enable the Club to carry out its business. Until any resolution is passed that supersedes this power the Executive Committee may borrow up to the sum of £250,000. The Executive Committee, in whom the general management of the Club is vested, has the power to borrow money and to charge the whole or any part of the property to the Club as security for repayment of the money borrowed.
- 28.4 The Executive Committee, in addition to the powers herein specifically conferred on them, shall have control of the finances of the Club, the authority to engage, control and dismiss employees of the Club, in accordance with the Club's Grievance and Disciplinary Procedures and all such administrative powers as may be necessary for properly carrying out the objects of the Club in accordance with these Articles.

28.5 The Executive Committee shall have the power to enact and amend Bye-Laws and to appoint Sub-Committees, to which they may delegate such powers as they think fit. The Committee may co-opt non elected Members onto such Sub-Committees if the co-opted person is considered to have valuable experience or knowledge of the Sub-Committee's business. Any such co-opting shall be effective until the next Annual General Meeting of the Club.

28.6 The Executive Committee may from time to time make, alter and repeal any Bye Laws they consider necessary or expedient or convenient for the proper conduct and management of the Club.

## **29. DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

29.1 The office of Director of the Executive Committee shall be vacated if:

29.1.1 that Director ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law; or

29.1.2 that Director becomes bankrupt or makes any arrangement or composition with his creditors generally; or

29.1.3 that Director becomes of unsound mind or becomes a patient pursuant to the Mental Health Act; or

29.1.4 that Director resigns his office by notice in writing to the Club, or

29.1.5 that Director ceases to be a Member of the Club, or

29.1.6 a resolution of a majority of not less than four Members of the Executive Committee is passed to remove that Director.

## **30. PROCEEDINGS OF THE EXECUTIVE COMMITTEE.**

30.1 The Executive Committee may meet together for the dispatch 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. A Member of the Executive Committee may at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any Member for the time being absent from the United Kingdom.

30.2 At an Executive Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but must never be less than three voting Members.



## 31. CONFLICTS OF INTEREST

- 31.1 Subject to Article 30.2 If a proposed decision of the Directors 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.
- 31.2 A Director who is interested in an actual or proposed transaction or arrangement with the Club is to be counted as participating in the decision-making process for quorum and voting purposes if:
- 31.2.1 the Club by ordinary resolution authorises the conflict and therefore agrees that the Director should be counted as participating in the decision-making process;
  - 31.2.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - 31.2.3 the Director's conflict of interest arises from a permitted cause (as defined in Article 31.3 below).
- 31.3 For the purposes of Article 31.2.3, the following are permitted causes:
- 31.3.1 a guarantee 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;
  - 31.3.2 subscription, or an agreement to subscribe, for securities of the Club or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
  - 31.3.3 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 which do not provide special benefits for Directors or former Directors.
- 31.4 For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 31.5 Subject to Article 31.6 if a question arises at an Executive Committee meeting as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.
- 31.6 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 resolution by 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.

## 32. **REMUNERATION**

- 32.1 No Director or Officer of the Club, may receive any remuneration for his services in the capacity of Director or Officer but nothing contained in these Articles is to prohibit payment by the Club of any honorarium to the Company Secretary and Hon. Treasurer for clerical or other assistance.

## 33. **AGE LIMITS**

- 33.1 There is no age limit for Directors.

## 34. **DELEGATION**

- 34.1 The Executive Committee may delegate any of their powers to a sub-committee or sub-committees appointed by the Directors. In particular, the Executive Committee shall have the power to appoint one or more Project Committees to implement and oversee specific Club Projects that may exist during and beyond the life of one or more Executive Committee. Such Project Committees shall consist of at least three and no more than five members who may or may not be Members of the Executive Committee at the time of their election, and of whom at least one must be a Director of the Club. The Executive Committee may replace all or any members of a Project Committee at any time.
- 34.2 In the exercise of the powers delegated to it, such sub-committee must conform to any regulations prescribed by the Executive Committee.
- 34.3 Any delegation of powers or appointment of a sub-committee may be recalled or revoked by the Executive Committee at any time.

## 35. **CASUAL VACANCIES**

- 35.1 All casual vacancies arising amongst the Executive Committee may be filled by the Directors.
- 35.2 Any Member appointed to fill a casual vacancy must retire at the following Annual General Meeting, but, subject to Article 27.4, shall be eligible for re-election.

**36. REMOVAL OF DIRECTORS**

36.1 The office of a Director is vacated if:

36.1.1 his membership of the Club is terminated in accordance with Article 7 or 16; or

36.1.2 he absents himself from meetings of the Directors for a continuous period of six calendar months without special leave of absence from the other Directors; or

36.1.3 he gives the Directors one calendar month's notice in writing that he resigns his office; or

36.1.4 he is removed by special resolution passed at a General Meeting of the Club.

**37. ACCOUNTS**

37.1 The Executive Committee must ensure that proper Books of Account are kept in respect of:

37.1.1 all sums of money received and expended by the Club and the matters in respect of which the receipts and expenditure take place; and

37.1.2 the assets and liabilities of the Club.

37.2 The Books of Account must be kept at the Registered Office of the Club, or at such other place or places as the Executive Committee think fit, and must always be open to the inspection of the Directors.

37.3 The Executive Committee must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the Accounts and Books of the Club, or any of them, are to be open to the inspection of Members of the Club who are not Directors.

37.4 No Member who is not a Director has any right to inspect any Account or Book or document of the Club except as conferred by statute or authorised by the Executive Committee.

**38. PRESENTATION OF ACCOUNTS**

- 38.1 At the Annual General Meeting of the Club or at least once in every year the Executive Committee must lay before the Club in General Meeting an account of income and expenditure made up to a date not more than 3 months before such meeting.
- 38.2 A balance sheet must be made out in every year and laid before the Club in General Meeting, made up to a date not more than 3 months before such meeting.
- 38.3 A copy of the balance sheet must be sent to, or made available to, the Members entitled to receive notices of General Meetings in the manner in which notices are to be given under these Articles 14 days prior to the Meeting.
- 38.4 Every account and balance sheet must be accompanied by a Report of the Executive Committee and the account, report and balance sheet must be signed by two Directors and countersigned by the Company Secretary.

**39. AUDIT**

- 39.1 An Auditor or Auditors must be appointed and his or their duties regulated in accordance with the Act.

**40. SEAL**

- 40.1 The Executive Committee shall provide for the safe custody of the common seal of the Club.
- 40.2 The seal of the Club must not be affixed to any instrument except by the authority of the Executive Committee and in the presence of:
- 40.2.1 at least two Directors; and
  - 40.2.2 the Company Secretary or another person appointed by the Directors for the purpose,

who shall also sign the instrument to which the seal of the Club is affixed.

## 41. **DISSOLUTION**

41.1 If the Club is wound up, whether voluntarily:

(The Club may be dissolved by the consent of three-quarters of the Members present voting in favour of such course at a General Meeting convened for that purpose. A Meeting to carry into effect such dissolution must be composed of not less than half of the Members of the Club);

or otherwise;

the liquidator may, with the sanction of a special resolution of the Club and any other sanction required by the Act:

41.1.1 dispose of any assets as the meeting shall resolve;

41.1.2 vest the whole or any part of the assets of the Club in Trustees upon such trusts for the benefit of the Members as he, with the same sanction, determines.

## 42. **NOTICES**

42.1 A notice may be given by the Club to any Member personally, electronically, by sending it by post in a prepaid envelope addressed to the Member at his registered address or by posting it in a conspicuous place in the Club.

42.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been effected at the expiration of 48 hours after the envelope containing it was posted.

## 43. **ALTERATION TO RULES**

43.1 These Articles of Association may be varied as specified in Section 9 of the Act. Bye-laws and local rules may be varied as specified in Article 28.5 and 28.6.

## 44. **CLUB HOUSE**

44.1 The hours of opening and closing the Club House shall be determined from time to time by the Executive Committee.

44.2 The purchase for the Club and the supply by the Club of intoxicating liquor shall be managed by the Executive Committee or a Sub-Committee delegated to do so.

44.3 No intoxicating liquor shall be consumed on the Club's premises otherwise than by or on behalf of the Club.

- 44.4 No person shall at any time be entitled to receive, at the expense of the Club or any member thereof, any commission, percentage or similar payment on or with reference to the purchasing of intoxicating liquor by the Club.
- 44.5 No person shall directly, or indirectly, derive any pecuniary benefit from the supply of intoxicating liquor by or on behalf of the Club to any person apart from any benefit accruing to the Club as a whole.
- 44.6 The permitted hours of the Club shall conform to current licensing legislation and be as nominated by the Executive Committee and approved by the Licensing Authority. The Company Secretary shall apply to the Licensing Authority for extensions to the above hours as considered necessary for events to be held at the Club.
- 44.7 Those permitted to use the facilities of the Club and to purchase intoxicating liquor as a direct or indirect consequence of such use shall be defined by the Club Licence as approved by the Licensing Authority.

45. **CONCESSIONS AND HONORARIA.**

- 45.1 Honoraria will be approved by the Executive Committee on an annual basis.