

ARTICLES OF ASSOCIATION

OF

**THE LEAMINGTON LAWN TENNIS AND
CROQUET SQUASH CLUB LIMITED**

New Articles adopted by Special Resolution on 18 May 2022

The Companies Acts 1948, 1985 and 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
THE LEAMINGTON LAWN TENNIS AND SQUASH CLUB LIMITED

INTERPRETATION

1. In these Articles:

"The Club" means the Company.

"The Committee" means the management committee of the Club for the time being elected in accordance with Article 34.

"Secretary" means any person appointed to perform the duties of Secretary of the Club.

"The Office" means the Registered Office of the Club.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of presenting or reproducing words in a visible form.

Words importing the masculine gender include the feminine and vice versa.

2. These Articles shall be construed with reference to the provisions of the Companies Act 2006 and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

OBJECTS OF THE COMPANY

In accordance with Section 31(1) of the Companies Act 2006, the objects of the Club are restricted to those set out in Article 3.

3. The Objects for which the Club is established are:
- a) To afford its Members facilities for Croquet, Tennis, Squash, Racquetball, Cricket, Hockey, Bowls, Quoits, Billiards, Badminton, Golf, Football, Dancing, Music and any other Outdoor or Indoor Sports, Pastimes, Games Recreations, Amusements and Entertainments that may be considered desirable; and to buy, sell, exchange, or hire all articles, tools, implements, fixtures, furniture, apparatus, utensils, and things used in the before mentioned sports, pastimes, games, recreations,

amusements and entertainments, and also to buy, sell, and .deal in all kinds of Provisions, Liquors, and all other Refreshments (including but not limited to snacks and meals) and things required by persons frequenting the Club's Club House, lawns, grounds, and premises, and to obtain all licences and authorities necessary for the purpose aforesaid.

- (b) To acquire and hold by purchase taking on lease or otherwise, lands, tenements, hereditaments, easements, and buildings, and all other property (real and personal) which the Club for the purposes thereof may from time to time think proper to acquire and which may lawfully be held by them, and to resell, assign, lease, underlease, or sublet, surrender, exchange, mortgage, turn to account, or dispose of such property or any part thereof.
- (c) To provide lawns and grounds at Leamington, in the County of Warwick, or elsewhere, and to lay out and prepare, maintain, and improve such grounds for the purposes of the Club.
- (d) To provide club houses, bungalows, cottages, refreshment rooms, and other conveniences in connection therewith, and to furnish, equip, and maintain the same to be used by the Members of the Club and others, either gratuitously or upon such terms as shall be agreed upon.
- (e) To erect, maintain, improve, demolish, alter, and rebuild any buildings or works for the purposes of the Club.
- (f) To hold matches, tournaments, competitions, and other meetings of that nature to promote any of the objects of the Club as set forth in Sub-Clause a) hereof, or for the benefit of charities or other like objects, and to offer and grant or contribute towards the provision of prizes, awards, and distinctions.
- (g) To promote social intercourse between the Members of the Club and their friends, and for the purpose to hold concerts, dances, dramatic and other like entertainments.
- (h) To permit any person or persons, club, or Society to use and enjoy the lands, buildings, tenements, and hereditament of the Club for such purposes and upon such terms and conditions as the Club shall determine.
- (i) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined.
- (j) To subscribe or contribute to the funds of any club, organisation, or association having all or any of its objects similar to those of the Club, and to amalgamate and co-operate wholly or partially with or to transfer the property of the Club to any such club, organisation, or association whether incorporated or not, upon such terms of sale or otherwise as may be desirable.
- (k) To borrow or raise money by the issue of or upon bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Club, or by mortgage or charge of all or any part of the property of the Club, both present and future.
- (l) To collect, receive, recover, or otherwise acquire funds and property by contributions, subscriptions, moneys charge for admission to athletic or other entertainments, gifts, legacies, or otherwise for the objects of the Club or any of them, and to grant any rights and privileges to Members.
- (m) To employ the income, funds, and property of the Club for any of the objects of the Club.
- (n) To develop and turn to account any land acquired by the Club or in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up, and improving building and conveniences, and by

planting, paving, draining, farming, cultivating, letting on building, occupation, or agricultural leases or agreements, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, farmers and others.

- (o) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit, and in particular for shares, debentures, or securities of any other company or club having objects altogether or in part similar to those of this Club.
 - (p) To lend money to such persons, firms, or companies and on such terms as may seem expedient, and in particular to persons, firms, or companies having dealings with the Club.
 - (q) To engage, hire, and dismiss clerks, servants, caretakers, stewards, workmen, labourers, and others, and otherwise enter into verbal or written agreements with such persons.
 - (r) To do all or any of the above things as principals, agents, trustees, or otherwise, and either alone or in conjunction with others.
 - (s) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
4. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in these Articles, and no portion thereof shall be paid or transferred directly or indirectly by way of Dividend, Bonus, or otherwise howsoever by way of profit to the Members of the Club: Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any Member of the Club or other person in return for any services actually rendered to the Club, or prevent the issuing of debentures to or the borrowing of money from Members of the Club or any persons at a fixed rate of interest.
5. Every Member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that they or she is a Member, or within one year afterward for payment of the debts and liabilities of the Club contracted before the time at which they or she ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required, not exceeding for Members, other than Temporary Members elected for three months or less, the sum of One Pound, and for such Temporary Members the sum of Five Pence.
6. If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to another Club that is registered as a Community Amateur Sports Club, or to the governing body of an eligible sport for the purposes of which the Club existed, for use in community sport, such Institution or Institutions shall be determined by the Members of the Club at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to a registered charity.

LIABILITY OF MEMBERS

7. The liability of the Members is limited.

MEMBERS

8. For the purpose of registration, the Club is declared to consist of One Thousand Five Hundred members, and the Committee may from time to time register an increase of Members.
9. The Members of the Club shall be:
 - (a) Such persons as at the date of adoption of these Articles are registered as Members of the Club;

And

 - (b) Such other persons as shall be elected in accordance with these Articles.

All such persons shall be entered in the Register of Members.
10. Members may be Tennis/Squash Members, Squash/Tennis Members, Tennis Members, Squash Members, Fitness Members or Social Members.
 - (a) Tennis/Squash Members and Squash/Tennis Members enjoy all the facilities of the club except the Fitness Room.
 - (b) Tennis Members enjoy all the facilities of the club except Squash & the Fitness Room.
 - (c) Squash Members enjoy all the facilities of the club except Tennis & the Fitness Room
 - (d) Fitness Room Members enjoy all the facilities of the club except Tennis and Squash.
 - (e) Social Members enjoy all the facilities of the club except Tennis, Squash, and the Fitness Room.
 - (f) It is the role of the section committees to propose their section limit at which point a waiting list will be declared. Any change in section limits requires the approval of the management committee.
11. On the recommendation of the Committee any person being a Member of the Club may, at any General Meeting of the Club, be elected a Life Member of the Club without any special payment for such Life Membership. A two-thirds majority of those present and voting shall be necessary to such election. Every Life Member shall be entitled to all the privileges and be subject to all the duties of a full Member of the Club during his or her life (subject nevertheless to the provisions of Article 16 herein) without any further payment, annual or otherwise, except in respect of his guarantee contained in Article 5 herein.
12. Membership of the Club is open to all without discrimination, and the facilities of the Club are available to members without discrimination. All prospective Members shall be required to complete the Club's Application for Membership Form.
13. Application for membership shall be sent to the Administrator for processing, providing that the section has not reached its section limit. If the maximum limit has been reached a waiting list will be started and offered on first come first served basis as determined by the club manager. If it is considered that the person should not be given membership of the club, then this must be discussed at the appropriate Section Committee Meeting and then referred to the Committee for a final decision. The Committee reserves the right not to disclose reasons for refusal of membership.

14. On election of a new Member the Secretary or the Administrator shall ask him to read a copy of the Rules and Articles of Association displayed on the Club Notice Board or Club Website. Members are bound by the Articles of Association and Rules of the Club.
15. The monthly subscription and guest and casual play fees and conditions (if any) payable by members and guests of the club shall be such as the section committees from time to time prescribes and approved by management committee.
16. A Member may at any time by giving notice in writing to the Secretary, resign his Membership of the Club, but shall continue to be liable for any annual subscription due and unpaid at the date of his resignation. Any such Member having discharged all his liabilities to the Club and wishing to re-join may be proposed as herein before provided, and the Committee may at its discretion excuse him any entrance fee.
17. If the Committee shall have reason to think that the conduct of any Member is prejudicial to the interests of the Club it may call upon such Member for an explanation of his conduct, and if the same shall prove unsatisfactory, the Committee may give the Member in question the opportunity of resigning, otherwise the Committee shall have power to expel him from the Club.
18. The rights and privileges of every Member of the Club shall be personal, and shall not be transferable, and shall cease upon death.
19. Visitors may be introduced by a Member of the Club, and, subject to Article 5 hereof, may be admitted as Temporary Members to all the privileges of the Club on such conditions as to payment and otherwise as the Committee may from time to time decide. No Temporary Member shall be allowed to introduce a visitor or to vote at Meetings. No Member shall introduce more than three visitors on any occasion. No person shall be introduced as a visitor more than five times in a year.

MEETINGS

20. The Club shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in the year and shall specify the meeting as such in the notices calling it: and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Club and that of the next. The Annual General Meeting shall be held at such time and place as the Committee shall appoint.
21. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
22. An Extraordinary General Meeting may be convened at any time by the Committee and shall be convened by them whenever a requisition, signed by seven Members of the Club and stating generally the object of such meeting is deposited at the office. If for 21 days after the delivery of such requisition a Meeting be not convened in accordance therewith the requisitionists may convene the same.
23. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Club other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, and the hour of meeting, and in case of special business, the general nature of that business, and shall be given to every Member.
24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

25. The business of the Annual General Meeting shall be to pass the Treasurer's accounts, to consider and, if thought expedient, to adopt, wholly or in part in any modified form, the report of the proceedings of the Committee since the last preceding Annual General Meeting, to elect the officers and Auditors for the ensuing year, and to transact all such other business as by the Companies Act 2006 and these Articles can be transacted at an Annual General Meeting.
26. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Five Members present in person shall be a quorum.
27. At every General Meeting, the Chair of the Committee shall be Chair of the Meeting but if they shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a Chair shall be elected from among the Members present.
28. The Chair may, with the consent of any General 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 the Meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
29. At any General Meeting, a declaration by the Chair that any resolution has been carried or lost and an entry to that effect in the Book containing the minutes of the proceedings of the Club, shall be conclusive evidence of the fact, without proof of the number of the votes recorded in favour or against such resolution.
30. Every Member (except Social Members) over 18 years of age on the 1st January preceding such Meeting may vote at a General Meeting. Every such Member shall have one vote. No Member shall be entitled to vote at any Meeting unless all the monies then due from him to the Club have been paid.
31. In the case of an equality of votes the Chair of a General Meeting shall be entitled to a second or casting vote.

COMMITTEE AND OFFICERS

32. The Club may, in General Meeting, elect an honorary President and honorary Vice -Presidents.
33. The business of the Club shall be managed by the Committee.
34. The Officers of Club shall be a Chair, a Secretary, and a Treasurer. The Committee shall consist of the Officers of the Club; plus not more than five other persons elected at the Annual General Meeting; and one representative of the Tennis Section and one representative of the Squash Section. Five members of the Committee shall form a quorum. Only members over 18 years of age may be members of the Committee.
35. All the Officers of the Club and other Members of the Management Committee shall be elected at the Annual General Meeting except for the representative of the Tennis and Squash Sections who shall be nominated by their respective sections. All Officers of the Club and elected Members of the Committee shall hold office until the next Annual General Meeting following their election. On the tenth anniversary of their election, they must step down. The Tennis and Squash representatives shall hold office until they are replaced by their respective sections.
36. Each Member of the Committee 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 that they are a fit and proper person prior to being elected or appointed.

37. Each tennis Member of the Committee will be required, as a condition of election or appointment, to agree to be bound by and subject to these Articles, the rules and regulations of the relevant CLTA and the LTA Rules and the LTA Disciplinary Code, such agreement to contain an express acknowledgement that the Contracts (Rights of Third Parties) Act 1999 applies and that the LTA and the Club can enforce any breach at its option and in its sole discretion.
38. (a) The Committee shall exercise all the powers and perform all the duties of Directors under the Companies Act 2006 and any statutory modification of re-enactment thereof for the time being in force, and subject to the provisions of these Articles shall have full powers of management and control of the Club, and shall exercise all such powers, and do all such acts and things, as may be exercised and done by the Club, and are not hereby statute required to be exercised or done by the Club in General Meeting.
- (b) Without prejudice to the generality of the preceding sub-clause (a) of this Article, the Committee may:
- (i) exercise all powers of the Club to borrow or raise money by the issue of or upon bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Club, or by mortgage or charge of all or any part of the property of the Club, both present and future.
 - (ii) engage, control, pay and dismiss servants of the Club.
39. The Office of Member of the Committee shall be vacated if the Member of the Committee:
- (a) ceases to be a Member of the Club; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a director of a company by reason of any order made under the Company Directors' Disqualification Act 1986; 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 182 of the Companies Act 2006; or
 - (g) is deemed unfit for the role by the majority of the rest of the Management Committee.

A Member of the Committee shall not vote in respect of any contract in which they are interested or any matter arising therefrom, and if they do so vote the vote shall not be counted.

40. The election of Officers of the Club and Members of the Committee at the second and all subsequent Annual General Meetings after the date of adoption of these Articles shall take place in the following manner:
- (a) Any two Members of the Club entitled to attend and vote at a General Meeting of the Club shall be at liberty to nominate a Member to serve as an officer of the Club or as a Member of the Committee.
 - (b) No person shall be eligible for election as an officer of the Club or as a Member of the Committee at any General Meeting unless, not less than three nor more than twenty one days before the date appointed for the Meeting, there shall have been delivered to the Secretary notice in writing signed by two Members

duly entitled to attend and vote at the Meeting for which such notice is given, of their intention to propose such person for election.

- (c) Each Member present at a General Meeting, or present by proxy or who has registered to vote by postal or electronic means shall be entitled to vote for any number of such candidates, not exceeding the number of vacancies.
- 41. Any casual vacancy on the Committee may be filled by the Committee and any Member so chosen shall serve on the Committee until the following Annual General Meeting.
- 42. The Committee shall have power to co-opt additional Members for such period as they think fit, provided that the number of co-opted Members shall not at any one time exceed three.
- 43. The Committee 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 of the Members present, and in the case of an equality of votes the Chair shall have a second or casting vote. A Member of the Committee may, and the Secretary on the requisition of a Member of the Committee shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any member of the Committee for the time being absent from the United Kingdom.
- 44. The Committee may elect a Chair of its meetings and determine the period for which they hold office. If no such Chair is elected, or if at any meeting the Chair is not present within ten minutes after the time appointed for holding the same, the Members of the Committee present may choose one of their number to be Chair of the meeting.
- 45. The Committee may appoint Sub-Committees consisting of any Members of the Club and may delegate any of the powers of the Committee to such Sub-Committees. Any Sub-Committee so formed shall in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Committee.
- 46. Subject to these Articles the Committee is empowered to make, repeal, and amend such by-laws and rules as it may from time to time consider necessary or expedient or convenient for the proper conduct and management of the Club. These by-laws, rules, and amendments shall have effect until repealed by the Committee or a General Meeting.

SEAL

- 47. The Committee shall provide for the safe custody of the common seal of the Club, which shall only be used by the authority of the Committee. Every instrument to which the common seal of the Club shall be affixed shall be signed by any two Members of the Committee plus the Secretary.

ACCOUNTS

- 48. The Committee shall cause proper books of account to be kept with respect to:
 - (a) All sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place.
 - (b) All sales and purchases of goods by the Club.
 - (c) The assets and liabilities of the Club.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Club's affairs and to explain its transactions.

49. The books of account shall be kept at the registered office of the Club, or, subject to section 388 of the Companies Act 2006, at such other place or places as the Committee thinks fit and shall always be open to the inspection of Members of the Committee.
50. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Club in General Meeting, together with a copy of the auditor's report if auditors have been appointed, shall not less than twenty one days before the date of the Meeting be posted on the Club Website and if requested by a Member be sent to that Member.

AUDIT

51. Auditors may be appointed, and their duties regulated in accordance with sections 485 to 526 of the Companies Act 2006.

BAR

52. The permitted opening hours of the bar shall, as from the date of adoption of these articles, be such as may from time to time be determined by the Committee in accordance with the provisions of the Licensing Acts and as notified to the Magistrates Clerk, and as posted on the Club Notice Board.

ARTICLES AND BYELAWS

53. All new articles and byelaws, and any amendments to the same, shall comply with the requirements of the Licensing Acts, and be notified as directed in those Acts.

GENERAL

54. Every Member shall from time to time communicate to the Secretary his address or that of his banker or agent. Such addresses shall be inserted in the Register of Members, and all notices sent by post to such address shall be deemed to have been duly delivered at the expiration of 24 hours after the letter containing the same is posted.
55. Nothing herein shall affect a Member's liability as provided in and by these Articles of Association.