

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE LEICESTERSHIRE LAWN TENNIS CLUB LIMITED

(As adopted by Special Resolution passed on the 23 April, 2012)

PRELIMINARIES

1. In these Articles, unless there is something in the subject or context inconsistent therewith, the following definitions shall apply:-

“The Act” means the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force.

“The Club” means THE LEICESTERSHIRE LAWN TENNIS CLUB LIMITED.

“The Members” means such categories of members, which may be designated as such for the purposes of these Articles of Association by the Committee under the powers conferred by Article 29 hereof, for the time being of the Club who have attained the age of 18 years and who have paid their full subscriptions, or who have committed by 30 April in any year to pay their subscriptions in full by 28 February in the following year.

“The Committee” means the Committee for the time being of the Club,

“Officers” means the President, the Chairman, the Honorary Secretary and the Honorary Treasurer.

“LTA” means LTA CLG and its subsidiaries or such successor entity or entities as become(s) the governing body of the game of lawn tennis from time to time.

“Special Resolution” means a Special Resolution of the Club passed in accordance with the Act.

“Extraordinary Resolution” means an Extraordinary Resolution of the Club passed in accordance with the Act.

“The Office” means the Registered Office for the time being of the Club.

“The Secretary” means the Company Secretary for the time being of the Club.

“In writing” means written or printed, or partly written and partly printed.

Words importing the singular number only include the plural, and vice versa.

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

The word “month” means calendar month.

2. For the purpose of registration the Club is declared to consist of Five Hundred Members, but the Committee may, when they think fit, register an increase of Members.
3. The Subscribers to the Memorandum of Association shall be the first Members of the Club, other Members shall be such persons as are admitted to Membership upon the terms and conditions contained in the by-laws of the Club to be made in the manner provided by Article 29 hereof, and their names shall be entered on the Register of Members accordingly.

GENERAL MEETINGS

4. The Annual General Meeting of the Club shall be held once at least in each calendar year at such time and place as the Committee shall appoint.
5. The Committee may, whenever it thinks fit, convene a General Meeting of the Club, or such a Meeting shall be convened by the Committee upon a requisition made in writing by Members of the Club representing not less than one tenth of the total voting rights of all the Members having at the date of the deposit of the requisition a right to vote at General Meetings of the Club. The requisition must state the objects of the Meeting and must be signed by the requisitionists and deposited at the Registered Office of the Club, and may consist of several documents in like form, each signed by one or more requisitionists. If the Committee does not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a General Meeting', the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene such Meeting, but any Meeting so convened shall not be held after the expiration of three months from the said date.

NOTICE OF GENERAL MEETINGS

6. General Meetings of the Club shall be called by at least fourteen clear days notice. Such notices shall be sent to Members but for the avoidance of doubt not to any person enjoying any other category of membership of the Club. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The provisions as to notices generally set out in these Articles shall apply.
7. The accidental omission to give notice of any meeting to any Member or the non-receipt by any Member of such notice shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

8. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Committee and Accountants, to elect Members of the Committee in place of those retiring, to elect Accountants, and to transact the ordinary business of the Club and any other business for which notice is given in the notice of such Meeting.

9. 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, and such quorum shall consist of not less than five Members personally present.
10. If within half an hour from the time appointed for the Meeting a quorum be not present the Meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place; and if at such adjourned Meeting a quorum be not present those Members who are present shall be deemed to be a quorum, and may do all business which a full quorum might have done.
11. The President (if any) of the Club shall preside as Chairman at every General Meeting of the Club. If there be no such President, or if at any Meeting he be not present within fifteen minutes after the time appointed for holding the Meeting or shall be unwilling to preside, the Chairman of the Committee shall preside, or, in his absence, the Members present shall choose one of the Committee present to be Chairman. If no Member of the Committee shall be present and willing to take the chair the Members present shall choose one of their number to be Chairman.
12. The Chairman may, with the consent of the Meeting, adjourn any Meeting 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. When a Meeting is adjourned notice of the adjourned Meeting shall be given as in the case of an original Meeting.
13. Save in respect of elections to the Committee which shall be governed by Article 24 hereof, 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 (before or on the declaration of the result of the show of hands) demanded by at least three Members, and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or not carried, by a particular majority, and an entry to that effect in the Book 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. A person appointed by proxy may vote on a show of hands.
14. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
15. On a poll votes may be given personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor. All instruments appointing a proxy shall be deposited at the registered office of the Club not less than forty-eight hours before the time that the Meeting is due to be held.
16. Instruments appointing a proxy shall be in a format approved by the Committee from time to time and similar to the following:

	<u>THE LEICESTERSHIRE LAWN TENNIS CLUB LIMITED</u>
I,	of (address etc)
	being a Member of The Leicestershire Lawn Tennis Club Limited
hereby appoint (i) the Chairman of the Meeting or (ii)	of
(address etc)	as my proxy to vote for
me and on my behalf at the Annual (or Extraordinary) General Meeting of the Club to be held on	
and at any adjournment thereof. I wish my vote to be given as follows:	
Resolution A:	For / Against
Resolution B:	For / Against
Signed	Date

17. In the case of an equality of votes the Chairman of the Meeting shall be entitled to a second or casting vote.

VOTES OF MEMBERS

18. Every Member shall be entitled to one vote at any General Meeting.

DECISION OF CHAIRMAN ON OBJECTIONS TO BE FINAL

19. Any objection made to the conduct of any proceedings at a general meeting shall be referred to the Chairman of the Meeting whose decision shall be final and conclusive.

COMMITTEE

20. Until otherwise determined by the Club at an Annual General Meeting, the Club shall be managed by a Committee consisting of a President, Chairman, Honorary Secretary, Honorary Treasurer, Men’s Captain and Ladies’ Captain and a maximum of six other Members all of whom following election shall be appointed as directors of the Club. Elections to the Committee shall be by ballot in accordance with Article 24 hereof. All members of the Committee shall be subject to retirement by rotation. The day-to-day management of the Club shall be carried out by a Management Sub-Committee consisting of the Officers of the Club and the Company Secretary.

21. The members of the Committee to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed members of the Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

22. At each Annual General Meeting one-third of the members of the Committee who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one such member who is subject to retirement by rotation, he shall retire.

23. No Member shall be elected at any Annual General Meeting to be a member of the Committee unless he shall be proposed by one Member in writing and seconded by another Member, and such proposal shall be left with the Secretary at least seven days before the time fixed for the

holding of the Meeting; but this provision shall not apply to a retiring member of the Committee who offers himself for re-election.

24. At the Annual General Meeting the voting for the election of the Committee shall, unless otherwise determined by the Club in General Meeting, be by ballot, and shall be taken in the following manner: Slips shall be prepared containing the names of the respective candidates, and such slips shall be distributed amongst the Members present at the Meeting, who shall mark such slips in accordance with the votes they desire to give, and shall place the slips in a box to be provided for that purpose. Each Member shall be entitled to give one vote only for any candidate, and if the total number of votes given by any Member is in excess of the number of vacancies the slip containing such votes shall be entirely rejected. Voting by proxy shall not be permitted under this Article.
- 24a. In compliance with the conditions of the Club's registration under the LTA's "Places to Play" process, which seeks to standardise some elements of rules and disciplinary codes across the country, each member of the Committee will be required, as a condition of election or appointment, to agree to be bound by and subject to the Rules and the Disciplinary Code of the LTA, 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.
25. The Committee may appoint a person who is willing to act to be a member of the Committee, provided that the appointment does not cause the number of members of the Committee to exceed any number fixed by or in accordance with the Articles as the maximum number of such members. Any member of the Committee so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the members of the Committee who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.
26. The Club may, by Extraordinary Resolution, remove any member of the Committee as a member of the Committee and as a director of the Club before the expiration of his period of office, and may by an Ordinary Resolution appoint another Member in his stead.

POWERS OF COMMITTEE

27. The business of the Club shall be managed by the Committee who may exercise all the powers of the Club subject to the provisions of the Act, the Memorandum and Articles of Association of the Club and to any directions given by special resolution and provided that:
 - (a) the Committee shall not without the prior approval of the Club incur capital expenditure in excess of £15,000 on any single project (or such other amount as the Club may from time to time direct by ordinary resolution) save that the Committee shall be authorised to incur any expenditure it deems necessary for the purpose of resurfacing any tennis court belonging to the Club with a surface similar to that which pertained prior to such resurfacing;

- (b) the Committee shall not authorise the sale of any real property belonging to the Club, or the demolition of any stone or brick built building thereon without the approval of the Club in general meeting.

No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Committee by the Articles and a meeting of the Committee at which a quorum is present may exercise all powers exercisable by the Committee.

SPECIFIC POWERS OF THE COMMITTEE

28. Without prejudice to the general powers conferred by Article 27 hereof, the Committee shall have power:-

- (a) to pay the costs, charges, and expenses incidental to the promotion, maintenance and registration of the Club;
- (b) to purchase, hire, or otherwise acquire for the purposes of the Club any real or personal property;
- (c) to borrow money with or without security and upon such terms as the Committee may decide;
- (d) to create a Redemption Fund, and to take thereout moneys for the purchase or discharge of all or any of the Debentures, bills of exchange, promissory notes or other obligations or securities of the Club, or for any other purpose of the Club, and to invest any of the money of the Club in the purchase or redemption of any such obligations or securities;
- (e) to invest such part of the funds of the Club as shall not be required for the immediate purposes of the Club on such securities and on such terms as they may think fit, and from time to time to vary such investments;
- (f) to enter into such contracts and do all such acts and things as they may think expedient for the purposes of the Club;
- (g) to appoint Sub-Committees consisting of such Member or Members of their body, and to co-opt on such Sub-Committees any Member or Members of the Club as they may think fit;
- (h) in their absolute and uncontrolled discretion, without assigning any reason therefor, to expel any member of the Club, and so that any member so expelled shall forfeit all claim to a return of the money paid by him by way of entrance fee or subscription, as the case may be, and shall cease to be a member of the Club;

- (i) to decline to register any transfer of Debentures or Debenture Stock to a person of whom they do not approve not being already a member of the Club. The Committee may also suspend the registration of transfers during the fourteen days immediately preceding the Annual General Meeting in each year;
- (j) to appoint any Member to the position of Honorary Vice-President of the Club;
- (k) to fix the level of annual subscriptions for each category of membership from time to time.

BY-LAWS

29. The Committee may from time to time make by-laws in relation to the Club, and may at any time in like manner annul or vary any by-laws so made, and all by-laws so made and for the time being in force shall be binding on all or any category of members of the Club and shall have full effect accordingly: Provided always that no regulation shall be made under this Article which would amount to such an addition to or alteration of the Articles as could only legally be made by Special Resolution. The by-laws shall include details of such categories of member as the Committee may from time to time determine and shall specify the rights and entitlements of each category of member, including the right or otherwise to attend and vote at General Meetings of the Club and the eligibility or otherwise of each category to participate in the proceeds of any winding-up of the Club as provided for under Article 51 hereof.

VICE-PRESIDENTS

30. The Committee may from time to time appoint one or more Members to be Honorary Vice-President of the Club. Such appointments shall neither confer any rights, nor impose any duties, on any person appointed, and shall be for the life of the appointee so long as he or she remains a Member of the Club.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

31. The office of a Member of the Committee shall be vacated:-
- (a) if he ceases to be a Member of the Club; or
 - (b) if he absents himself from the Committee Meetings for a period of six months without special leave of absence from the other Members of the Committee; or
 - (c) if he gives the Committee one calendar month's notice in writing that he resigns his office;
or
 - (d) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (e) if he becomes prohibited from being a Board member by reason of any order made under the Companies Act 1985 or the Insolvency Act 1986.

But any act done in good faith by a Member of the Committee whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Committee or an entry shall have been made in the Minute Book stating that such Member of the Committee has ceased to be a Member of the Committee of the Club.

MEMBERS ACTING UNDER DIRECTION OF THE CLUB

32. Any representative or Officer or Member of the Club undertaking, with the sanction of the Committee or of the Club assembled in any General Meeting and under the direction of the Committee, any business or matter which in the opinion of the Committee ought to be undertaken in the interests of the Club or the Members thereof, may be reimbursed and indemnified from all expenses, damage, fines, and costs incurred by him in connection with such business or matter.

PROCEEDINGS OF COMMITTEE

33. Until varied by special resolution of the Club, five members of the Committee shall constitute a quorum.
34. The Committee shall meet together for the dispatch of business, adjourn, and otherwise regulate their Meetings as they shall think fit. Questions arising at any Meeting may be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Member of the Committee may, and the Company 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 any notice of a Meeting of the Committee to any Member thereof who is absent from the United Kingdom.
35. Immediately following each AGM the Committee shall elect or confirm a Chairman of the Club who shall remain in office for three years. If at any subsequent Committee Meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Members of the Committee present shall choose one of their number to be Chairman of the Meeting.
36. The Committee may appoint, and delegate any of their powers to, Sub-Committees. Any such Sub-Committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed upon them by the Committee. The regulations herein contained for the Meetings and proceedings of the Committee shall, so far as not altered by any regulations made by the Committee, apply also to the Meetings and proceedings of any Sub-Committees.
37. All acts done by any Meeting of the Committee or of a Sub-Committee, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Committee or persons acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Member of the Committee.
38. The decision of the Committee in all cases of dispute as to their proceedings under these Articles and the by-laws and regulations shall in all cases be final.

MINUTES

39. The Committee shall cause Minutes to be made in books provided for the purpose:
- (a) of the names of the Committee members present at each Meeting of the Committee and of any Sub-Committee;
 - (b) of all resolutions and proceedings at all Meetings of the Club and at all Meetings of Committees and of Sub-Committees.

And any such Minute of Meeting, if purporting to be signed by the Chairman of such Meeting or by the Chairman of the next succeeding Meeting, shall be conclusive evidence without any further proof of the facts therein stated.

40. A resolution in writing signed by all the Members of the Committee shall be as effective for all purposes as a resolution passed at a Meeting of the Committee duly convened, held, and constituted.

SEAL

41. The Committee shall forthwith procure a Common Seal to be made for the Club, and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the express authority of a resolution of the Committee, and in the presence of an Officer of the Club and of the Company Secretary or such other person as the Committee may appoint for the purpose; and an Officer of the Club and the Company Secretary shall sign every instrument to which the Seal of the Club is so affixed in their presence.

ACCOUNTS

42. 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 matter in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Club; and
 - (c) the assets and liabilities of the Club.
43. The Books of Account shall be kept at the Office or at such other place or places as the Committee may determine. The Committee shall from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Club, or any of them shall be open to the inspection of the Members, and the Members shall have only such rights of inspection as are given to them by statute under company law or by such resolution as aforesaid.
44. At the Annual General Meeting in every year the Committee shall lay before the Club a balance sheet and an account of income and expenditure for the period since the preceding account, and a cash-flow statement.

45. A copy of such balance sheet, account of income and expenditure and cash-flow statement shall be sent to every Member with the notice calling the Annual General Meeting either by Post or Email, and shall be accompanied by a report of the Committee upon the general state of the Club.
46. Financial Statements shall be prepared by qualified accountants in accordance with the provisions of the Act

COMMUNICATIONS GENERALLY

47. Any documents or information to be sent or supplied by or to the company may be sent or supplied in hard copy form, in electronic form or by means of a website to the extent permitted by the Act and these articles.

NOTICES

48. A notice may be given by the Club to any Member either by hand, sending it by post to his registered address within the United Kingdom or by electronic means as set out in paragraph 47 above.
49. Where a document or information is, sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 24 hours after the time when the cover containing the same is posted (irrespective of the class or type of post used) and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted.
50. Where a document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied and in proving such service it will be sufficient to prove that it was properly addressed.
51. Where a document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when (a) the material is first made available on the website or (b) if later, when the recipient received (or, in accordance with this article 50, is deemed to have received) notification of the fact that the material was available on the website.
52. A Member who has not supplied to the Club an address in the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Club.

DIVIDENDS, BONUSES AND SALARIES

53. The income and property of the Company shall be applied solely towards the promotion of its objects as set out in the Company's Memorandum of Association 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 members of the Company except, for the avoidance of doubt, in the circumstances set forth in Article 51 hereof and no Director of the Company shall, other than as permitted pursuant to the Company's Memorandum of Association, be paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company for discharging his duties as such.

WINDING UP

54. If the Club shall be wound up the assets remaining after payment of the debts and liabilities of the Club and the costs of the liquidation shall be divided amongst the persons who were Members of the Club at the date of the commencement of the winding up in the following Shares, viz: To Members who at the date of the commencement of the winding up have been Members for a period not exceeding five years, One Share; to Members who at the same date have been Members for a period exceeding five years but not exceeding ten years, Two Shares, with an addition of One Share for every subsequent period of five years' Membership or a portion thereof.

COMPANY SECRETARY

55. The Company Secretary shall be appointed and removed by the Officers and shall have the right to attend and speak but not vote (unless he is also a Member) at all General Meetings of the Club and all Meetings of the Committee and any sub-committees thereof.

DECLARATION OF INTERESTS AND CONFLICTS OF INTEREST

- 56.1 A Member of the Committee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Club or in any transaction or arrangement entered into by the Club which has not previously been declared. A Member of the Committee must absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Club and any personal interest (including but not limited to any personal financial interest).
- 56.2 If a conflict of interests arises for a Member of the Committee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Members of the Committee may authorise such a conflict of interests where the following conditions apply:
- 56.2.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 56.2.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- 56.2.3 the unconflicted directors consider it is in the interests of the Club to authorise the conflict of interests in the circumstances applying.
- 56.2.4 in this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Member of the Committee.
- 56.3.1 Subject to article 56.3.2, all acts done by a meeting of the Committee or of a subcommittee, shall be valid notwithstanding the participation in any vote of a Member of the Committee.
- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;

- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

If without:

- (d) the vote of that Member of the Committee; and
- (e) that Member of the Committee being counted in the quorum;

The decision was made by a majority of the Members of the Committee at a quorate meeting.

56.3.2 Article 56.3.1 does not permit a Member of the Committee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Members of the Committee if, but for article 56.3.1, the resolution would have been void, or if the director has not complied with article 56.1.