

**THE COMPANIES ACT 1985**

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

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**of**

**IVYBRIDGE TENNIS CLUB**

**Incorporated 23<sup>rd</sup> September 1986**

**Company Registration No. 2057662**

**DRAFT CHANGES OCT 2017**

# **THE COMPANIES ACT 1985**

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

### **MEMORANDUM OF ASSOCIATION**

**of**

### **IVYBRIDGE TENNIS CLUB**

- 1 The name of the Company (hereinafter called "the Club") is Ivybridge Tennis Club
- 2 The registered office of the Club is to be situated in England and Wales
- 3 The objects for which the Club is established are to carry on the promotion, development and activities of the Club for all sports and associated sports, mainly being tennis, and to carry on all activities associated with the Club and the well being of its members and guests; to promote, protect and support the general interests of the Club its members and guests; to subscribe funds or initiate and promote activities for exhibitions, competitions, matches and to provide awards, cups, prizes and trophies in connection therewith and to provide awards, cups, provide awards and trophies in connect therewith and the Club shall have the following powers exercisable in furtherance of its objects but not otherwise, namely:-
  - (a) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections;
  - (b) to sell, let, mortgage, dispose of or turn to account all or any of the property of the Club
  - (c) to undertake and execute any charitable trusts which may lawfully be undertaken by the Club
  - (d) to borrow or raise money on such terms and on such security as may be thought fit
  - (e) to invest the moneys of the Club not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject, nevertheless to such conditions (if any) and such

consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

(f) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes;

(g) to do all such other things as are incidental to the attainment or furtherance of the said objects or any of them

Provided that:

(i) In case the Club shall take or hold any property which may be subject to any trusts, the Club shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

(ii) The Club's objects shall not extend to the regulations relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Club shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Club shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee of the Club shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected, and incorporation of the Club shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity

Commissioners over such Executive Committee but they shall as regards any such property be subject to such control or authority as if the Club were not incorporated.

4 The income and property of the Club shall be applied solely towards the promotion of its objects as set forth in this 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 Club

Provided that nothing here in shall prevent any payment in good faith by the Club:

(a) of any of reasonable and proper remuneration to any members officers or servants of the Club for any services rendered to the Club

(b) of interest at a rate not exceeding 2% above National Westminster Bank PLC base lending rate on money lent or reasonable and proper rent for premises demised or let by any

member of the Club or its Executive Committee to any member of its Executive Committee or other authorised member

(c) to any member of its Executive Committee or other authorised member of out-of-pocket expenses

(d) to a company of which a member of the Club or its Executive Committee may be a member holding not more than one hundredth part of the capital of such company.

5 No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Club shall cease to be a company which Section 30 of the Companies Act 1985 applies.

6 The liability of the members is limited.

7 Every member of the Club undertakes to contribute such amount as may be required (not exceeding £1.00) to the assets of the Club if it should be wound up while he is a member or within one year after he ceases to be a member, for the payment of the Club's debts and liabilities contracted before he ceases to be a member, or of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We, the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum.

#### **NAME AND ADDRESS OF SUBSCRIBERS**

ELDON EXECUTIVE MANAGERMENTS LIMITED  
TANFIELD HOUSE  
22-24 TANFIELD ROAD  
CROYDON SURREY

A DULY AUTHORISED OFFICER OF  
ELDON EXECUTIVES LIMITED

ELDON SECRETARIAL LIMITED  
TANFIELD HOUSE  
TANFIELD ROAD  
CROYDON  
SURREY

A DULY AUTHORISED OFFICER OF  
ELDON EXECUTIVES LIMITED

Dated 1<sup>st</sup> May

1986

Witness to the above signature

Mary Harrington  
Tanfield House  
22-24 Tanfield Road  
Croydon  
Surrey

## **THE COMPANIES ACT 1985**

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

#### **ARTICLES OF ASSOCIATION OF IVYBRIDGE TENNIS CLUB**

##### **GENERAL**

In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association, and the regulations of the Club from time to time in force.
The Club	The above named Company.
The Executive Committee	The Board of Directors of the Club
The Office	The registered office of the Club
The Seal	The common seal of the Club
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing

Clear Days

In relation to a period of notice means that period excluding the day when the notice was given and the day for which it is given or on which it is to take effect.

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

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations. Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Club is established for the purposes expressed in the Memorandum of Association.

3. The subscribers to the Memorandum of Association and such other persons as the Executive Committee shall admit to membership in accordance with the Articles and the Club Rules prescribed at a General Meeting shall be members of the Club. Every person whom wishes to become a member shall deliver to the Club an application for membership in such form as the Executive Committee shall require executed by him. Membership is open to all members of the public without discrimination

5. The Executive Committee shall have the power to expel a member in accordance with procedures which shall be laid down and approved at a general Meeting.

6. Any person ceasing to be a member of the Club for whatever reason shall forfeit all right and claim upon the Club its property and funds.

7. The Club may at a General Meeting make amend or repeal Club rules for the regulation and management of the Club and admission of members provided that such Club rules are not inconsistent with these Articles or Memorandum

## GENERAL MEETINGS

8. The Association shall hold the General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee and shall specify the meeting has such in the notice calling, provided that every Annual General Meeting except the first shall be held not more than 15 months after the holding of the last preceding Annual General Meeting and that so long as the Club holds its first Annual General Meeting within 18 months after its incorporation it need not hold it in the year of its incorporation or in the following year.

9. All the General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

10. The Executive Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 386 of the Act

11. Twenty-one clear days notice in writing at the least of every Annual General Meeting and every meeting convened to pass a Special Resolution, and 14 days notice in writing at the least of every other General Meeting, specifying the place, the day and the place of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Club, but with the consent of all the members having the right to attend and vote on thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notices as those members may think fit.

12. The accidental omission to give notice of the meeting to, or the receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

13. All the business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at the Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and reports of the Executive Committee and of the Auditors, the election of members of the Executive Committee in the place of those retiring, and the appointment of, and fixing of the remuneration of, the Auditors.

14. No business shall be transacted at any General Meeting unless a quorum is present. Save as hearing otherwise provided 10 % of the total number of Full Members personally present shall be a quorum provided that the quorum required to amend the Articles or Memorandum shall be 20 %.

15. If within half an hour from the time appointed the holding of a General Meeting a quorum is not present, the meeting, if convened on 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, or such other place as the Executive Committee may determine.

16. The Chairman of the Executive Committee shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within 15 minutes after the time appointed for the holding the same, or shall be unwilling to preside, the members present shall chose some member of the Executive Committee, or if no such member be present, or if all the members of the Executive Committee present decline to take the chair, they shall choose some member of the Club who shall be present to preside.

17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting for the other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meetings shall be given in the same manner as

of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands. In the case of an equality of votes, the Chairman of the Meeting shall be entitled to a second casting vote.

19. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Club duly convened and held.

### **VOTES OF MEMBERS**

20. Subject and as hereinafter provided, every member over the age of eighteen at the time of voting shall have one vote, except such restricted use categories of membership as may be from time to time prescribed by the Club or Executive Committee Rules.

21. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Club in respect of his membership, shall be entitled to vote on any question.

22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

### **EXECUTIVE COMMITTEE**

23. Until otherwise determined by a General Meeting, the number of the members of the Executive Committee shall not be less than ~~sixteen~~ eight-five nor more than twelve.

24. The first members of the Executive Committee shall be as named in the Statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

25. In the event of a vacancy on the Executive Committee, the Committee shall have power to appoint any member of the Club to fill such vacancy (and such appointed person shall have full power of voting), but the proceedings of the Executive Committee shall not be invalidated for this purpose in consequence of their being less than the prescribed number of members thereof.

26. The Executive Committee shall have power to co-opt additional members ~~that~~ but such member shall not have the power of voting.



27. No person who is not a member of the Club shall in any circumstances be eligible to hold office as a member of the Executive Committee.

### **POWERS OF THE EXECUTIVE COMMITTEE**

28. Subject to the provisions of the Act, the Memorandum and the Articles and any direction given by special resolution the property and affairs of the Club shall be under the control and management of the Executive Committee who may exercise all the powers of the Club. No alteration of the Memorandum or Articles and no direction shall invalidate any prior act of the Executive 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 Executive Committee by the Articles and a meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee. In addition to all powers hereby expressly conferred upon them, and without detracting from the generality of their powers under the last preceding or any other article, the Executive Committee shall have the following powers, namely:

- (a) To enter into contracts on behalf of the Club.
- (b) To make and from time to time to deal or alter regulations as to the management of the Club and affairs thereof, and as to the duties of any offices or employees of the Club, and as to the conduct of business by the Executive Committee for any Committee, and as to any of the matters or things within the powers or under the control of the Executive Committee, provided that the same shall not be inconsistent with the Memorandum or Articles.
- (c) To delegate all or any of their powers to any committee of the Executive Committee
- (d) Generally to do all things necessary or expedient for the due conduct of the affairs of the Club not herein otherwise provided for.

29. ~~The members for the time being of the Executive Committee may act notwithstanding any vacancy in their body, provided always certain case the members of~~ If the Executive Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Executive Committee for the purpose of admitting persons to membership of the Club, filling up vacancies in their body or summoning a General Meeting, but not for any other purpose.

### **COMPANY SECRETARY**

30. Subject of the provisions of the Act the Company Secretary shall be appointed by the Executive Committee for such time and at such remuneration and upon such conditions as they may think fit, and any Company Secretary so appointed may be removed by them. The provisions of Section 283 and 284 of the Act shall apply and be observed. The Executive Committee may from time to time by resolution appoint an assistant or deputy Company Secretary and any person so appointed may act in place of the Company Secretary if there be no Company Secretary or no Company Secretary capable of acting.

### **THE SEAL**

31. The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and presence of at least two members of the Executive Committee and of the Company Secretary, and the said members and the Company Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person over bona fide dealing with the Club such signatures shall be conclusive evidence of the fact that the seal has been properly fixed.

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

32. The office of a member of the Executive Committee shall be vacated:
- (a) If he becomes bankrupt or makes the arrangement or composition of creditors generally
  - (b) If he becomes unsound mind.
  - (c) If he ceases to be a member of the Club.
  - (d) If by notice in writing to the Club he shall resign his office.
  - (e) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibitive by law from being a Director of a Company.

#### **APPOINTMENT OF EXECUTIVE COMMITTEE**

33. At the Annual General Meeting members of the Executive Committee and officers shall retire but shall be eligible for re-election. When notified of the Annual General Meeting in accordance with these Articles, members shall be invited to propose candidates for officers and for the Executive Committee. These nominations must be received by the Club Secretary in writing at least 24 hours before the Meeting. No other nomination shall be accepted except that if insufficient nominations shall be received in advance, the Meeting shall be empowered to accept further nominations in writing and at the Meeting voting shall be by ballot, every member being entitled to vote for as many candidates as there are vacancies to be filled. The candidates up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes, the Chairman shall have a second or casting vote. Prior to voting, confirmation must have been obtained that the person nominated is prepared to stand.

34. The Officers shall be elected annually by the members in accordance with the preceding rule. The election of officers shall take place before the election of the Executive Committee

35. The Executive Committee may from time to time appoint from among their number a Management Committee for the day-to-day running of the Club and such other committees as it shall be necessary or expedient and may depute to it or them all or any of such of the powers and duties of the Executive Committee as the Executive Committee shall determine. Such committees shall periodically report their proceedings to the Executive Committee and shall conduct their business in accordance with the direction of the Executive Committee. Such committee shall be subordinate to the Executive Committee and may be regulated or dissolved by it.

36. The Executive Committee shall from time to time make and amend such rules and regulations (not being inconsistent with the Club Rules or the Memorandum and Articles of Association) as it shall think expedient for the internal management of the Club, use of courts (including the Indoor Tennis Centre), the Club premises and the well-being of the Club generally. All such rules and regulations shall be binding upon members until repealed by the Executive Committee or set aside by resolution at a General Meeting of the Club.

### **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

37. The Executive Committee may meet together for the dispatch of business and Chairman and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined ~~5-four~~ shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of equality of votes the Chairman (or acting chairman) shall have a second or casting vote.

38. A member of the Executive Committee may, and on the request of a member of the Executive Committee the Secretary shall, at any time, summons a meeting of the Executive Committee by notice served upon the several members of the Executive Committee. A member of the Executive Committee who is absent from the United Kingdom shall not be entitled to a notice of a meeting.

39. If at any meeting the Chairman is-not present within 15 minutes after the time appointed for holding the meeting and willing to preside, then the members of the Executive Committee shall choose one of its number to be the Chairman of the meeting.

40. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or her they under these Articles and the Club Rules for the time being invested in the Executive Committee generally.

41. All acts bona fide done by any meeting of the Executive Committee or any committee of the Executive Committee, or by the person acting as a member of the Executive Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Committee.

42. The Executive Committees shall cause proper minutes to be made of all appointments of officers made by the Executive Committee and of the proceedings of all meetings of the Club and of the Executive Committee and of committees of the Executive Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

43. A resolution in writing signed by all members for the time being of the Executive Committee or of any committee of the Executive Committee who are entitled to receive notice of a meeting of the Executive Committee or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such committee duly convened and constituted.

## **ACCOUNTS**

44. The Executive Committee shall cause accounting records to be kept in accordance with the requirements of the Act.

45. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the Officers of the Club.

46. The Executive Committees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Club or any of them shall be open to the inspection of members not being officers of the Club and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Club except as conferred by statute or authorised by the Executive Committee or by the Club in General Meeting.

47. At the Annual General Meeting in every year the Executive Committees shall in accordance with the provisions of the Act lay before the Club an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Club together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same, shall not less than 14 clear days before the date of the meeting at which they are to be laid, be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings in accordance with section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241 (2) of the Act.

## **AUDIT**

48. In accordance with the provisions of the Act once at least in every year the accounts of the Club shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

49. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Executive Committee being treated for all purposes as the Directors mentioned in those provisions.

## **NOTICES**

50 The Club can send, make available or supply any notice, ballot paper, accounts, document, or other information by personal delivery, by posting it to the intended recipient's usual address, by sending it or supplying it in electronic form to an address notified by the intended recipient to the Club or by making it available on a website and notifying the intended recipient of its availability in accordance with this rule.

51 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Club an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices for the Club.

52 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid first-class letter.

53 If any notice or other information was sent using electronic means, it is treated as being received on the day it was sent. In the case of notices or other information available on a website, the notice or other information is treated as being received on the day on which it was made available on the website or, if later, the day on which the notice of availability is treated as being received by the intended recipient.

## **DISSOLUTION**

54. 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 transferred either to another Community Action Sports Club (CASC), a registered Charity or the Sports' Governing Body, as shall be determined by the members of the Club at or before the time of dissolution.