

Company No: 02615056

THE COMPANIES ACT 1985

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

Articles of Association
of
Surbiton Racket and Fitness Club Limited

PRELIMINARY

1. In these Articles, if not inconsistent with the subject or context, the words set out below shall bear the meanings set opposite to them respectively

WORDS	MEANINGS
The Company	Surbiton Racket and Fitness Club Limited
The Club:	The Surbiton Racket and Fitness Club
The Statutes:	The Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force
The Board:	The Board of Directors for the time being of the Company
Committee:	Any committee formed pursuant to Article 40
Office:	The Registered Office of the Company
Seal:	The Common Seal of the Company
Secretary:	Shall include any person appointed by the Board to perform any of the duties of the Secretary
In writing:	Written or produced by any substitute for writing or partly one and partly another

Words importing the masculine gender shall include the female.

MEMBERS

2. The members of the Company shall be those persons registered as members of the Club on the date of adoption of these Articles and such other persons who shall be admitted to membership from time to time in accordance with Article 4.
3. A person shall cease to be a member of the Company if:
 - (a) He resigns as a member of the Company; or
 - (b) His membership of the Company is terminated by the Board.

Membership of the Company shall not be transferable and shall cease on death.

4. The Board may from time to time stipulate requirements in relation to persons applying for membership of the Company and the Board shall have absolute discretion in determining whether to accept or reject any person applying for membership and shall not be bound to give any reason for its decision. The Board may from time to time make rules for the election of junior, temporary, social or honorary members.
5. Persons below the age of 18 may be elected as junior members of the Company without the right to hold office or to vote at general meetings. Persons may be elected as country and social members of the Company without the right to hold office or to vote at general meetings. Honorary members are not entitled to hold office or vote at general meetings.
6. Each member of the Company shall be required to comply with these Articles and with any rules and regulations for the time being in force. A copy of these Articles and any rules and regulations for the time being in force are available for inspection at the office or on the Company's website. No new member shall enjoy any of the benefits or privileges of the Company until he or she has paid the entrance fee (if required) and subscription (whether paid annually or monthly) for the then current year (or month in the case of monthly payments). If such payment is not made within one calendar month from the time that such person is admitted as a member, that person's membership shall become void, unless the new member shall satisfy the Board that there is sufficient cause for the delay. Unless an honorary member, in order for any member of the Company to continue to enjoy any of the benefits or privileges of the Company, such member must continue to pay the subscription due to the Company in the manner agreed by the Company.

GENERAL MEETINGS

7. An Annual General Meeting shall be held not more than twelve months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Board. All other General Meetings shall be called Extraordinary General Meetings.
8. The Board may whensoever they think fit, and shall on requisition by at least 10% of the members entitled to vote at general meetings and who are 18 or over, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting, and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution, shall be called by at least twenty-one days' notice. Such notice may be given in writing or electronically or by advertising and making available such notice for collection at the Club, and any other Extraordinary General Meeting by at least fourteen days' notice to be given in like manner. The twenty one day and fourteen day notice periods (as appropriate) shall be exclusive of the day on which the notice is served or deemed to be served.

The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at any General Meeting. No notice of either an

Annual General Meeting or an Extraordinary General Meeting need be given to any junior member or to any social, country or honorary member.

10. Every notice calling a General Meeting shall specify the place and the date and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business, and, if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect. A notice calling an annual general meeting shall be accompanied by the accounts, the budget and details of subscription levels for the coming year.
11. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes that is to say
 - (a) Reading, considering and adopting the balance sheet and income and expenditure account and reports of the Board, and other related documents;
 - (B) Appointing members of the Board and other officers in the place of those retiring.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twenty members present in person and entitled to vote at general meetings shall be a quorum for all purposes.
13. If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum
14. The President of the Club, failing whom the Club Captain, shall preside as Chairman at every General Meeting but, if there be no such President of the Club or Club Captain present or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to preside. If at any meeting no member of the Board is present and willing to preside, the members present shall choose one of their number so to do.
15. 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 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 (except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original meeting).
16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded by
 - (a) the Chairman; or
 - (b) not less than 50% of members present and entitled to vote.

A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

17. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at an

adjournment thereof and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the resolution.

18. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll
19. In the case of an equality of votes, (whether on a show of hands or on a poll), the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
20. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the meeting directs and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.

VOTES OF MEMBERS

21. No member shall, unless the Board otherwise determine, be entitled to vote at any General Meeting unless all subscriptions and moneys presently payable by him to the Company have been paid. Subject as aforesaid, every member (other than a junior, social, country or honorary member) shall have one vote in person.
22. On a poll, votes may be given either personally or by post.

THE BOARD

23. The Board shall consist of not less than four or more than nine members all of whom shall be elected by the members in accordance with Article 30. Members of the Board shall include the elected Chairmen of the Tennis, Squash and Health and Fitness sub-committees, the Treasurer, the Club Director, the President and the Captain (to the extent those offices are filled). The Company may by Ordinary Resolution from time to time increase or reduce the maximum number of members of the Board.
24. The Board may continue to act even though the number of its members is reduced by death, retirement or otherwise below four for the purpose of filling vacancies until there are at least four members of the Board.
25. No person may be appointed a member of the Board unless he is a member of the Company in accordance with Article 3.
26. The President of the Club shall be the Chairman of the Board and the Club Captain shall be the Vice-Chairman. However, should for any reason either of those individuals not wish to be so appointed, the members of the Board shall elect one of their number to be the Chairman and if it so desires elect a Vice-Chairman (as appropriate).

APPOINTMENT REMOVAL AND RETIREMENT OF MEMBERS OF THE BOARD

Nomination Procedure for the election of the Board

27. Nominations for membership of the Board will be noted on the proposal lists provided in the Clubhouse. The lists will be made available at least three weeks before the Annual General Meeting and nominations will close seven days before the meeting occurs. If there is more than one nomination for the same position on the Board a postal ballot shall be held prior to the Annual General Meeting. The votes cast in the postal ballot will be counted by two members nominated by the Board but who are not then on the Board. A nominee cannot count the votes for any position for which he or she is seeking nomination. The results of the postal ballot will be announced at the Annual General Meeting. Compliance with this procedure will be the responsibility of the Club Director. The Captain will only be subject to election every two years. A ballot shall be held (as necessary) during the Annual General Meeting for other business, the procedure for which shall be determined by the Board.
28. At each Annual General Meeting any directors –
 - (a) who have been appointed by the directors since the last Annual General Meeting, or
 - (b) who were not appointed at one of the two preceding Annual General Meetings,must retire from office and may offer themselves for reappointment by the members.
29. The Club Director, who is an employee of the Company and automatically appointed to the Board, is not subject to election.
30. The President of the Club may be elected for life, or for such other period as the Board may stipulate or the President may decide. Any person seeking nomination as President must have served as a member of the Board of the Company (or as a member of the previous Executive Committee of the Club) for a continuous or cumulative period of three years.
31. At any meeting at which a member of the Board retires under any provision of these Articles, the Board shall fill up the vacated office by electing a person thereto.
32. The office of a member of the Board shall be vacated if –
 - (a) he ceases to be a director by virtue of any provision in the Statutes or he becomes prohibited at law from being a director;
 - (b) he resigns by notice in writing to the Company;
 - (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (d) he is or may be suffering from mental disorder and he is admitted to hospital for treatment or he is liable to be detained under the Mental Health Act 1983 (or under any statutory modification or re-enactment thereof or other similar enactment for the time being in force);
 - (e) he ceases to be a member of the Company.
33. The Company may by Ordinary Resolution for which special notice shall be required remove any member of the Board before the expiration of his period of office and may by a like resolution appoint another person in his place. The Company may also by Ordinary Resolution appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member of the Board.
34. The Board shall have power at any time and from time to time to appoint any person to be a

member of the Board either to fill a casual vacancy or as an additional member of the Board but so that the total number of members of the Board shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any person so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election. The Board will allow a representative of Kingston Council to attend meetings of the Board in a non-voting capacity, and the Board may allow other members of the Company to attend in a non-voting capacity.

35. The Board 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 determined by a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote. The Chairman or any two other members of the Board may at any time summon a meeting of the Board of which not less than fourteen days' notice shall be given. It shall not be necessary to give notice of a meeting of the Board to any member thereof for the time being absent from the United Kingdom.
36. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be four. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Board.
37. If and so long as the number of members of the Board is reduced below the minimum number fixed by or in accordance with these Articles, the continuing members or member of the Board may act for the purpose of filling up such vacancies or of summoning General Meetings of the Company but for no other purpose. If there be no members or member of the Board able or willing to act then any two members of the Company may summon a General Meeting for the purpose of appointing members of the Board.

PROCEEDINGS OF THE BOARD
AND COMMITTEES APPOINTED THEREBY

38. If at any meeting neither the Chairman nor Vice-Chairman shall be present within fifteen minutes after the time appointed for holding the same the members present may choose one of their number to be Chairman of the meeting.
39. A resolution in writing signed by the Chairman of the Board for the time being and no less than three other Board members, shall be as effective as a resolution passed at a meeting of the Board duly convened and held.
40. The Board may delegate any of their powers to committees consisting of such member or members of the Company as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Board.
41. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board.
42. All acts done by any meeting of the Board or a committee, or by any person acting as a member of the Board or committee, shall as regards all persons dealing in good faith with the Company (notwithstanding that there was some defect in the appointment or continuance in office of any members of the Board or committee or any person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote) be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board or committee and had been entitled to vote.

BORROWING POWERS

43. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS OF THE BOARD OF DIRECTORS

44. The affairs of the Company shall be: managed by the Board who may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations (not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in General Meeting, but no regulation so made by the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.
45. The Board shall have power from time to time to make, alter or revoke Rules for the regulation of the Company but the Rules or any changes shall be approved by an Ordinary Resolution of members of the Company before they are implemented. No member shall be absolved from compliance with the Rules by reason of his not having received a copy of the same or any changes to them.

THE SEAL

46. The Board shall provide for the safe custody of the seal which shall only be used with the authority of the Board or a sub-committee authorised in that behalf by the Board. Every instrument to which the seal is affixed shall be signed by a member of the Board and countersigned by a second member of the Board or by the Secretary or by some other person approved by the Board.

ACCOUNTS

47. The Board shall cause to be kept at the office, or at such other place within the United Kingdom as the Board think fit, proper books of account with respect to –
- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Company;
 - (c) the assets and liabilities of the Company.
48. A copy of every balance sheet and income and expenditure account which is to be laid before the Company in General Meeting (including every document required by law to be attached or annexed thereto) shall not less than twenty-one days before the date of the meeting be communicated to every member of the Company and any other persons entitled to receive notices of General Meetings in accordance with the provisions of Article 9 PROVIDED THAT this Article shall not require a copy of these documents to be sent to any person who is not entitled to receive notices of meetings.

AUDIT

49. It shall be for the Board to decide whether or not auditors are to be appointed. If appointed, their duties shall be regulated in accordance with the provisions of the Statutes. The Board may appoint an Honorary accountant to review the annual accounts.

NOTICES

50. Any notice or document may be served by the Company on any member either personally, electronically or by sending it through the post addressed to such member at the address as appearing in the register of members or to such other address as they may supply in writing to the Company for the giving of notices to them.
51. A member described in the register of members by an address not within the United Kingdom who has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to receive any notice from the Company.
52. Any notice or document served by post shall be deemed to have been served at the expiration of 48 hours after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted.

INDEMNITY

53. Subject to the provision of the Statutes every member of the Board, Secretary and other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

WINDING UP

54. Upon the winding up of the Company the provisions of Clause 7 of the Memorandum of Association shall have effect and be observed as if the same were repeated herein.