

**THE BOURNE CLUB LIMITED**

**A PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**As amended at The Bourne Club AGM 5<sup>th</sup> April 2017**

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## **INTERPRETATION AND LIMITATION OF LIABILITY**

### **1 Defined Terms**

In these Articles:

"the Articles" means the Articles of the Bourne Club Limited.

"the Club" means The Bourne Club.

"the Company" means The Bourne Club Limited.

"the Committee" means the Management Committee of the Bourne Club Limited.

"sub-Committee" means a committee set up by the Committee under their powers to delegate.

"a member" shall mean a person who has complied with Article 16.1

"the President" means the Director elected by the members to act as the President of the Club.

"Rules" mean the Rules of The Bourne Club Limited, determined by the Committee, and consistent with the Articles.

"Section" means a sub-division of the Club for sports or organisational purposes.

"ordinary resolution" means a resolution that is passed by a majority of not less than 50%.

"special resolution" means a resolution that is passed by a majority of not less than 75%.

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

References to the male gender apply equally to the female gender.

### **2 Liability of Members**

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- (a) Payment of the Company's debts and liabilities contracted before he ceases to be a member;
- (b) Payment of the costs, charges and expenses of winding up; and
- (c) Adjustment of the rights of the contributories among themselves.

## **OBJECTS**

### **3 Statement of Company's Objects**

The objects of the Company are to provide sports and leisure facilities for its members.

## **DIRECTORS**

### **4 Directors' General Authority**

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

### **5 Members' Reserve Power**

The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action. No such special resolution invalidates anything that the Directors have done before the passing of the resolution.

### **6 Directors may Delegate**

(1) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:

- (a) To such person or committee;
- (b) By such means (including by power of attorney);

- (c) To such an extent;
- (d) In relation to such matters or territories; and
- (e) On such terms and conditions;

as they think fit.

(2) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **7 Appointment of Directors**

(1) Any member of the Company who has attained eighteen years of age and who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:

- (a) By ordinary resolution of the members at a General Meeting, or
- (b) By a simple majority decision of the Directors.

(2) There shall be a minimum of six and a maximum of twelve Directors, of whom one will be appointed President of the Club and one will be appointed Director of Finance.

(3) The Company may by ordinary resolution increase or reduce the number of Directors.

## **8 Nomination and Election of Directors at a General Meeting**

(1) The election of the President, the Director of Finance, and the other Directors shall be by ordinary resolution at an Annual General Meeting of the Company.

(2) Nominations in writing, including signed acceptance by the nominee, duly proposed and seconded by members of the Company qualified to vote at the meeting, shall be delivered to the Company Secretary at the Registered Office of the Company at least twenty-one clear days before the Annual General Meeting at which the respective elections are to take place. No member of the Company may propose or second more than one nomination. Nominations shall be included in the documents issued for the Annual General Meeting.

## **9 Term of Office and Retirement of Directors**

(1) The term of office of Directors is from the Annual General Meeting at which they are elected until the second succeeding Annual General Meeting. They shall then be eligible for re-election.

(2) The President may serve two terms only, unless no other member is proposed, when he may be re-elected for a successive term. The President may, on standing down, be re-elected as a Director.

(3) The other Directors should retire after serving four years unless there are insufficient nominated members proposed for election to replace them, in which case retirement shall be determined by agreement of the Directors.

## **10 Termination of Directors Appointment**

A Director shall be disqualified and removed from his appointment if:

- (a) He ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
- (b) A bankruptcy order is made against that person;
- (c) A composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) A registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (e) By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) Notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

## **11 Remuneration and Expenses**

(1) Directors shall not receive remuneration.

(2) The Company may pay any reasonable expenses which the Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

## **12 Appointment of Company Secretary**

The Company Secretary shall be appointed by the Directors upon such terms and conditions as they decide.

## **COMMITTEES**

### **13 Committee Structure**

For the purpose of managing the business of the Company the Directors:

- (a) Shall form a Committee; and
- (b) Shall delegate the management of Section activities to Section sub-Committees.

### **14 The Committee**

#### **14.1 Composition of the Committee**

(1) The Committee shall be composed of:

- (a) The President of the Club;
- (b) The other Directors, appointed under Article 7;
- (c) The Chairman or other representative member of Section sub-Committees who may also be Directors. The choice of these Section sub-Committees may be changed as the Committee decides, but they shall not exceed five in number.

(2) The Company may by ordinary resolution increase or reduce the number of members of the Committee.

#### **14.2 Co-opted Committee Members**

The Committee shall have the power to appoint any member of the Club who has attained the age of eighteen to be a co-opted member of the Committee, either to fill a vacancy upon a Director resigning or otherwise ceasing to hold office, or as an additional member. A co-opted member so appointed shall hold office until the next Annual General Meeting of the Company, and will then retire and be eligible for nomination and election in accordance with the procedure above. (Article 8.) Co-opted members shall have voting rights on the Committee.

#### **14.3 Proceedings of the Committee**

(1) The President shall be the Chairman of the Committee, and the Committee shall appoint one of the other Directors to be the vice-Chairman. The Committee may by simple resolution terminate the vice-Chairman's appointment at any time.

(2) There shall be an ordinary meeting of the Committee once in each calendar month with the exception of August. In addition, the Chairman may, and the Company Secretary on the requisition of at least six members of the Committee must, summon a special meeting of the Committee at any time.

(3) The Secretary shall arrange for the distribution of notices convening the meetings, the agenda, and the minutes of the meetings.

(4) The quorum necessary for the transaction of the business of the Committee at an ordinary meeting shall be six members..

(5) If the Chairman is not present within five minutes after the time appointed for a meeting of the Committee, the vice-Chairman shall take the Chair. If neither are present, the members present may appoint one of their number to be Chairman of the meeting.

(6) Decisions to be taken at any meetings of the Committee shall be resolved by a simple majority of votes. In all cases of an equality of votes, the Chairman shall have a second or casting vote.

(7) Minutes shall be taken of all meetings of the Committee, and the Company Secretary shall keep these records for at least ten years.

(8) Subject to the provisions of these Articles, the Committee may regulate their proceedings as they think fit.

#### **14.4 Rules**

The Committee shall produce Rules, consistent with the Articles, for the day-to-day management and conduct of the Club.

#### **15 Section Sub-Committees**

(1) The principal Sections, as determined by the Committee, and not exceeding five in number, shall form Section sub-Committees.

(2) The Section sub-Committees:

(a) Shall manage their own programme of activities.

(b) May draw up Rules for their Sections, defining their composition, the procedure for election and term of office of sub-committee members, their duties, and procedures. Section Rules, and any subsequent amendments to them, must be approved by the Committee, and are subordinate to Club Rules.

(c) Shall endeavour to ensure that the cost of events they organise is funded by the Section and does not incur a financial deficit unless previously authorised by the Committee.

(3) Section sub-Committee Chairmen shall be members of the Committee. They, or in their absence their representatives, shall attend Committee meetings and provide a report of Section activities to the Committee.

### **MEMBERSHIP**

#### **16 Becoming and Ceasing to be a Member**

##### **16.1 Acceptance for membership**

No person shall become a member of the Company unless:

(a) That person has completed an application for membership in a form approved by the Committee, and;

(b) The Committee has approved the application, and;

(c) A subscription has been paid.

Membership includes honorary members and long-term members both of whom have voting rights.

##### **16.2 Termination of membership**

(1) A member may terminate their membership of the Company by informing the Company Secretary in writing.

(2) Membership is not transferable to another person.

(3) A person's membership terminates when that person dies or ceases to exist.

(4) The Committee may suspend or terminate an individual's membership in accordance with the Rules, and in this case there shall be no refund of subscriptions paid.

(5) Members shall be deemed to have terminated their membership if their subscription has not been paid in accordance with the Rules.

#### **17 Categories of membership and subscription rates**

Categories of membership and subscription rates shall be determined by the Committee and published in the Rules.

## **GENERAL MEETINGS**

### **18 Annual General Meeting**

(1) The Company shall in each year hold a General Meeting as its Annual General Meeting, and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held no later than 31st May in each year and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

(2) The Annual General Meeting shall be held at a time and place that the Directors appoint, and shall be called by at least twenty-one clear days notice to the members in writing and displayed in the Company's premises.

(3) All documents needed to support the business of the meeting shall be communicated to the members and displayed in the Company's premises not less than twenty-one clear days before the meeting.

### **19 Other General Meetings**

(1) Other General Meetings of the Company shall be held when required, either by a requisition signed by at least five of the Directors, or by a requisition signed by at least 5% of the members entitled to attend and vote at meetings. The proposed change was recommended to bring the club in line with the Companies Act. Such a requisition shall state the objects of the meeting and shall be deposited at the Registered Office of the Company.

(2) On receipt of such a requisition, the Directors shall within seven days call a General Meeting. The meeting shall be held within twenty-one clear days of the notice calling the meeting. The purpose of the meeting, and all documents needed to support the business of the meeting shall be included with the notice calling the meeting, and shall be communicated to members in writing and displayed on the Company's premises.

### **20 Organisation of General Meetings**

#### **20.1 Attendance and Speaking**

(1) All members of the Company except temporary members may attend General Meetings.

(2) A person is able to exercise the right to vote at a General Meeting when:

- a. That person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- b. That person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all other persons attending the meeting

(3) A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(4) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(5) The Chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

#### **20.2 Chairman**

(1) The President of the Club shall, if he is present, act as Chairman at every General Meeting of the Company. In his absence, or if he is not present within fifteen minutes of the appointed start time, the vice-Chairman of the Directors shall act as Chairman.

(2) If neither of them are present, the Directors present shall elect one of their number to be Chairman and, if there is only one Director present and willing to act, he shall be Chairman of the meeting.

(3) If no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman.

### **20.3 Quorum**

- (1) No business, other than the appointment of the Chairman, shall be transacted at any General Meeting unless a quorum of twenty members entitled to vote is present.
- (2) If a quorum is not present within thirty minutes of the time appointed for an Annual General Meeting or other General Meeting called by the Directors the meeting shall be adjourned to such other time and place as the Directors may determine.
- (3) For a General Meeting convened upon the requisition of members, if a quorum is not present within thirty minutes of the time appointed for the meeting to start, the meeting shall be dissolved.

### **20.4 Adjournment**

- (1) If the persons attending a General Meeting within thirty minutes of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
  - (a) The meeting consents to an adjournment, or
  - (b) It appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The Chairman of the meeting may adjourn a General Meeting if directed to do so by the meeting.
- (4) When adjourning a General Meeting, the chairman of the meeting must either specify the time and place to which it is adjourned, or state that it is to continue at a time and place to be fixed by the Directors, and shall have regard to any directions as to the time and place of any adjournment which may have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the Company shall give at least seven clear days' notice of it:
  - (a) To the same persons to whom notice of the Company's General Meetings is required to be given, and;
  - (b) Containing the same information which such notice is required to contain.

### **20.5 Record of General Meetings**

Minutes of the proceedings of all General Meetings shall be kept for at least ten years from the date of the meeting.

## **21 Voting at General Meetings**

### **21.1 Eligibility**

Members who have not attained the age of eighteen by the date of the General Meeting, and temporary members, shall have no vote. Every other member shall have one vote only, and may appoint a proxy.

### **21.2 Voting Procedure**

- (1) A resolution put to the vote at a General Meeting shall be decided on a show of hands unless a poll is demanded either by the Chairman or by at least two members present and entitled to vote, either before or on the declaration of the result.
- (2) Errors and Disputes
  - a. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
  - b. Any such objection must be referred to the Chairman of the meeting whose decision is final.
- (3) Unless a poll is demanded, 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, an entry to that effect in the minutes of the meeting shall be conclusive evidence of the result.



## **BOURNE CLUB - ARTICLES OF ASSOCIATION**

(4) A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

### **21.3 Proxy Votes**

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
  - (a) States the name and address of the member appointing the proxy;
  - (b) Identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
  - (c) Is signed by the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - (d) Is delivered to the Company in accordance with the instructions contained in the notice of the General Meeting to which they relate.
- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
  - (a) Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **21.4 Delivery of proxy notices**

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

### **21.5 Amendments to Resolutions**

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
  - a. Notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the General Meeting at which it is proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine) and
  - b. The proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if
  - a. The chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - b. The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

## **ADMINISTRATIVE ARRANGEMENTS**

### **22 Company Accounts**

- (1) The Directors shall cause proper books of accounts to be kept with respect to:
  - (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - (b) All sales and purchases of goods by the Company;
  - (c) The assets and liabilities of the Company.
- (2) The records of the accounts shall give a true and fair view of the state of the Company's financial affairs and transactions.
- (3) The records of the accounts shall be kept at the Registered Office of the Company, or at such other place as the Directors think fit, and shall always be open to the inspection of the Directors.
- (4) The record of accounts shall be kept for seven years, or longer if necessary to comply with legislation.

### **23 Inspection of Accounts and Records**

Except as provided by law, or authorised by the Directors, or by an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

### **24 Audit of Accounts**

Auditors may be appointed and their duties regulated in accordance with the Companies Act 2006.

### **25 Presentation of Accounts**

A summary of the Company's financial accounts shall be prepared in accordance with the Companies Act 2006. It shall include Income and Expenditure, Balance Sheet, and supporting explanatory notes, and any auditor's communication or report, and shall be published on the website and laid before the members at the Annual General Meeting. The summary of the accounts and supporting documents shall be sent to members not less than twenty-one clear days before the Annual General Meeting.

### **26 Means of Communication**

- (1) Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- (2) Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than forty-eight hours.

## **DIRECTORS INDEMNITY AND INSURANCE**

### **27 Indemnity**

- (1) A Director of the Company may be indemnified out of the Company's assets against:
  - (a) Any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company;
  - (b) Any liability incurred by that Director in connection with the activities of the Company;
  - (c) Any other liability incurred by that Director as an officer of the Company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

**28 Insurance**

The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Director of the Company in respect of any loss or liability which has been or may be incurred by a Director in connection with that Director's duties or powers in relation to the Company.

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