

THE COMPANIES ACTS 1948 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

01140145

ARTICLES OF ASSOCIATION
of
WYCOMBE SQUASH AND RACKETBALL CLUB

ADOPTED BY RESOLUTION AT THE ANNUAL GENERAL MEETING
22nd November 2021

PRELIMINARY.

1. The Company for the purposes of registration is declared to consist of 600 Members.
2. The Directors of the Company may, whenever the business of the Company requires it, register an increase of members.
3. These Articles shall be construed with reference to the provisions of The Companies Act 2006 (hereinafter referred to as "the Act") and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Act.
4. The main purposes of the club are to provide facilities for and to promote participation in the amateur sports of squash and racketball. These purposes are fully detailed in the Memorandum of Association of the Company.

MEMBERS AND MEMBERSHIP.

5. Every amateur squash player aged 16 and over shall be qualified to be elected a Member of the Company.

(A) The club will have a minimum of 25 members.

6. (Article deleted)

7. Membership of the club shall be open to anyone interested in the sport on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.

(A) The club may have different classes of membership and subscription on a non-discriminatory and fair basis. The club will keep subscriptions at levels that will not pose a significant obstacle to people participating.

(B) The Club Committee may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the club or sport into disrepute. Appeal against refusal or removal may be made to the members.

8. Associate members are defined as:-

(A) Any person under the age of 16 years (herein referred to as "Junior Members").

(B) Persons who shall be entitled to use the Club House of the Company in the same way as any Member of the Company may use it, but who shall not be entitled to use the squash courts and other premises of the Company for the playing of squash or racketball (herein referred to as "Non-playing members")

(C) Persons who are visiting or temporarily resident on the neighbourhood of the Club (herein referred to as "Temporary Members")

(D) Persons who join the club as one of a corporate group membership (herein referred to as Corporate members)

No person whilst having only the privileges accorded to Associate Members shall be deemed to be a member of the Company and be able to vote at a company meeting or become a Board Member.

9. The entrance fees, annual subscriptions and other sums payable by Members and Associate Members of the Company shall be such as the Company in General Meeting shall from time to time prescribe.

All subscriptions shall become due and payable in advance of the day after the expiry date of the current subscription.

Temporary Members shall pay such entrance fees (if any) and subscriptions as the Directors may from time to time prescribe.

10. Every candidate for any class of membership shall complete an application form, including the method of payment.
11. Upon receipt of the applicable subscription by the club each non-Associate member shall become a member of the Company.
12. Subject to the express provisions of these Articles and to the Memorandum of Association and to any bye-laws for the time being in force made by the Directors of the Company as hereinafter provided, all Members of the Company shall be entitled at all times to use in common all the premises and property of the Company and to be supplied at such charges as the Directors shall from time to time determine, with such meals, refreshments and things as are provided by the Company for the use of its Members.
13. Subject to the provisions of the Articles and any bye-laws for the time being in force made by the Directors of the Company as hereinafter provided, every Member of the Company shall be entitled to all the rights and be subject to all the duties of a Member of the Company
14. (Article deleted)
15. On the recommendation of the Directors any person being a Member of the Company may, at any General Meeting of the Company, be elected a Life Member of the Company with or without any special payment for such Life Membership. A two thirds' majority of those present and voting shall be necessary to such election. Every Life Member shall be entitled to all the privileges and be subject to all the duties of a Member of the

Company during their life (subject, nevertheless, to the provisions of Articles 20 and 21 hereof) without any further payment, annual or otherwise. Except in respect of their guarantee contained in Clause 5 of the Memorandum of Association of this Company

16. (Article deleted)

17. Any member whose subscription is unpaid after the expiry of one calendar month from the date of expiry of their previous subscription shall cease ipso fact to be a Member of the Company and shall forfeit all right in and claim upon the company and its property, but may be reinstated, in the discretion of the directors, on payment of all arrears.

18. If any Member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles or bye-laws of the Company, or shall be guilty of any conduct likely to be injurious to the Company, as the case may be, such Member may be required by the Directors to resign and if the Member so requested shall not resign within two weeks such Member may be expelled by resolution of the Board of Directors and cease to be a Member of the Club and all sums which have been paid by such Member shall thereupon be forfeited.

A Member expelled under this clause shall have a right of appeal by giving written notice of appeal to the Secretary within ten days from the posting of the notice of expulsion. Thereupon an Extraordinary General Meeting of the Company shall be convened within fourteen days and if such meeting shall pass an extraordinary resolution rescinding the expulsion, then the Member shall be re-instated as from the date of the resolution.

19. If any Member shall be convicted on indictment of any criminal offence or shall be adjudged a bankrupt, or shall make any composition or arrangement with their creditors under the provisions of any statute they shall ipso facto cease to be a Member of the Company and shall forfeit all right in and claim upon the Company and its property; but upon application being made by such Member to the Directors stating the cause of such conviction adjudication in bankruptcy or making of any composition or arrangement as aforesaid as the case may be, such Member may be re-admitted and restored to their former

rights by the Directors.

20. Any Member expelled in accordance with these Articles or otherwise ceasing to be a Member of the Club shall forfeit all right to or claim upon the Company or its property or funds
21. The right of a Member as such shall be personal and shall not be transferable and shall cease upon their death.

GENERAL MEETINGS.

22. The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 14 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. The Company, the Board, or any Committee or Sub-Committee may hold and conduct any meeting, including a General Meeting, in such a way that persons who are not present together at the same place may by electronic means attend and speak and vote at it.
23. In default of an Annual General Meeting being so held, an Annual General Meeting shall be held in the month next following and may be convened by any two Members in the same manner as nearly as possible as that in which Meetings are to be convened by the Directors.
24. Any general meetings other than Annual General Meetings shall be called "Extraordinary General Meetings".
25. The Directors may, whenever they think fit and shall on a requisition made in writing by any fifteen or more Members, convene an Extraordinary General Meeting. Any requisition made by the Members must state the object of the Meeting proposed to be called and must be signed by the requisitionists and deposited at the office of the Company. On receipt of the requisition the Directors shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed to cause a Meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists may themselves convene a Meeting. If at any time there are not within the United Kingdom sufficient Directors capable of acting

to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS.

26. Subject to the provisions of Section 133 of the Act relating to special resolutions, twenty-one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are, under the regulations of the Company entitled to receive such notices from the Company; but with the consent of all the Members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those Members may think fit.
27. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

28. All business shall be deemed special that is transacted at an Extraordinary Meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the Ordinary Report of the Directors and Auditors, the election of Directors, the fixing of the remuneration of the Auditors and the election of the Chair.
29. 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; save as herein otherwise provided fifteen Members personally present shall be a quorum. Provided that a quorum of twenty-one Members personally present shall be the quorum required at a Meeting at which the repeal or amendment of the rules of the Club or the expulsion of Member's is on the Agenda.

30. If within half-an-hour from the time appointed for the Meeting a quorum is 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 the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the Members present shall be a quorum.
31. The Chair if present shall preside as chair at every General Meeting of the Company.
32. If the Chair shall not be present within fifteen minutes after the time appointed for holding the Meeting or is unable or unwilling to act as chair, the Members present shall choose some other member of the Board to be chair, or if no such member of the Board is present, or if no member of the Board present is willing to act as chair, then the Members present shall choose some one of their number to be chair.
33. The chair 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.

VOTING AT GENERAL MEETINGS.

34. Every Member of the Company shall have one vote.
35. On a poll votes may be given either personally or by proxy.
36. The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing or, if the appointer is a corporation either under the seal, or under the hand of an officer or attorney authorised. No person shall act as a proxy unless they are a Member of the Company.
37. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or

adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.

38. An instrument appointing a proxy shall be in the following form, obtainable from the Secretary of the Company:-

“
Wycombe Squash and Racketball Club

I _____ of _____
in the County of _____ being a Member of Wycombe Squash and Racketball Club hereby appoint _____ as my proxy to vote for me and on my behalf at the (Ordinary, or Extraordinary, as the case may be) General Meeting of the Company to be held on the _____ day of _____ and at any adjournment thereof upon all matters relating to the Company's affairs upon which I am entitled to vote in such manner as such proxy shall think proper,

As witness my hand this _____ day of _____
20 ____.”

39. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
40. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the Members personally present and entitled to vote unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five of the Members present in person or by proxy and entitled to vote, and unless a poll is so demanded, a declaration by the chair that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Book of the Proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
41. If a poll is duly demanded it shall be taken at such time and place and in such manner as the chair of the Meeting shall direct and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was

demanded.

42. In the case of an equality of votes, whether on a show of hands or on a poll, the chair 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.
43. No poll shall be demanded on the election of a chair of a meeting or on a question of adjournment.

OFFICERS AND DIRECTORS.

44. The Directors of the Company shall be the Chair, the Secretary and the Treasurer and not more than seven, or less than three other members of the Company elected as herein provided. Five Directors shall form a quorum.
45. The Officers of the Company shall consist of a Chair, a Secretary and a Treasurer.
46. No Officer or Director of the Company shall receive any remuneration for their time and service as a Director. Directors may be paid for other roles that they undertake within the club, such as bar-keeping, coaching. In these cases, no Director who is or may be paid for a role (or has a conflict of interest) will attend or take any part in the setting of pay scales or hours for that role.
47. (Article deleted)
48. (1) At every annual general meeting of the Company one third of the officers and other Directors for the time being or if their number is not three or a multiple of three then number nearest one third shall retire from office.

(2) The officers and other Directors to retire in every year shall be those who have been longest in office as directors but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(3) The retiring officers and directors shall be eligible for re-election at the same meeting or any other annual general

meeting of the Company

49. The election of the Chair, the Treasurer and the Secretary and other Directors of the Company shall take place in the following manner :-
- (A) Any two Members of the Company shall be at liberty to nominate any other Member who has been a Member of the Company for not less than one year immediately preceding their candidature, to serve as an officer or other Director of the Company having previously received their assent.
 - (B) The name of each Member so nominated, together with the names of a proposer and a seconder, shall be sent in writing to the Secretary of the Company at least ten days before the Annual General Meeting.
 - (C) Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order and each Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - (D) In case there shall not be a sufficient number of candidates nominated the Directors shall fill up the remaining vacancy or vacancies.
 - (E) If any candidate after being elected declines to serve, the candidate who has the next largest number of votes shall be deemed to be elected.
 - (F) If two or more candidates obtain an equal number of votes another ballot shall, if necessary, be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, the Directors shall select by lot from such candidate the candidate or candidates who is or are to be elected.
50. All casual vacancies arising among the officers or Directors of the Company shall be filled by the Directors. Any Member so chosen shall retire at the following Annual General Meeting but shall be eligible as a candidate for election as an officer or a Director at such Annual General Meeting.

51. The office of a Director shall be vacated :-

- (A) if their membership of the Company is voided in accordance with Clause 9.
- (B) if they give the Directors one calendar month's notice in writing that they resign their office.
- (C) if they are removed by extraordinary resolution passed at a general meeting of the Company.

52. The Directors of the Company shall cause true accounts to be kept with respect to :-

- (A) All sums of money received and expended by the Company and the matter in respect of which the receipt and expenditure takes place.
- (B) All sales and purchases of goods by the Company and
- (C) The assets and liabilities of the Company.

The Books of Account shall be kept at the Registered Office of the Company, or at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Company, or any of them, shall be open to the inspection of Members of the Company not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book, or document of the Company, except as conferred by statute or authorised by the Directors or by the Company in general meeting. The Directors shall from time to time in accordance with Section 148 of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in that section. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, shall not less than twenty-one days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings of the Company.

53. The Directors of the Company shall exercise all such powers and do all such things as may be exercised or done by the Company, save such as are by these Articles or by any statute for the time being in force required to be exercised or done by the Company in General Meeting
54. The Directors of the Company shall not authorise any expenditure of more than £15,000 on any one capital item or project, nor more than a total of £20,000 in any financial year on capital items and projects, without the consent of both a Board Meeting and a General Meeting of the Company.
55. The Directors of the Company shall not borrow money, in any form or manner and for any amount, without the consent of both a Board Meeting and a General Meeting of the Company.
56. (1) The Directors of the Company shall have power from time to time to make, alter and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular, but not exclusively, they may by such bye-laws regulate :-
- (A) The admission of junior temporary and non-playing Members.
 - (B) The terms and conditions upon which honorary guests, children of Members of the Company, visitors shall be permitted to use the premises and property of the Company.
 - (C) The times of opening and closing the courts and Club House and premises of the Company, or any part thereof and the permitted hours for the supply of intoxicating liquor.
 - (D) The rules to be observed and prizes or stakes to be played for by Members of the Company playing any games on the premises of the Company.
 - (E) The prohibition of particular games on the premises of the Company entirely or at any particular time or times.
 - (F) The conduct of Members of the Company in relation to one another and to the Company's employees.

- (G) The setting aside of the whole or any part or parts of the Company's premises, at any particular time or times, or for any particular purpose or purposes.
- (H) The imposition of fines for the breach of any bye-law or any Articles of Association of the Company.
- (I) The procedure at General Meetings and Meetings of the Directors of the Company.
- (J) And generally all such matters as are commonly the subject matter of club rules.

(2) The Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such bye-laws, amendments and repeals; and all such bye-laws so long as they shall be in force, shall be binding upon all Members of the Company. Provided nevertheless that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company and that any bye-law may be set aside by Special Resolution of a General Meeting of the Company.

57. The Directors of the Company may from time to time delegate any of their powers to such Committee or Committees, consisting of such Members of the Company (whether Directors or not) as they shall think fit to appoint and may recall or revoke any such delegation or appointment. Any such Committee shall, in the exercise of the powers so delegated, conform to any regulations that may be prescribed by the Directors, provided that no Committee concerned with the purchase for the Company or with the supply by the Company of intoxicating liquor shall include any Members who are not Directors.

(A) The directors of the company will ensure that no director, member or employee of the club will directly or indirectly derive any pecuniary benefit from the purchase or sale of alcohol by or on behalf of the club to members or guest, apart from :-

- i) any benefit accruing to the club as a whole, or

- ii) any benefit which a person derives indirectly by reason of the supply giving rise or contributing to a general gain from the carrying on of the club.

AUDIT.

- 58. In accordance with Section 477 of the Companies Act 2006, the Company will be exempt from the obligation to appoint auditors so long as it meets the requirements relating to small companies.

NOTICES.

- 59. A notice may be given by the Company to the Members by means of prominent notices within the club, the club website, by email, and other appropriate methods.

THE SEAL

- 60. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors.

INDEMNITY.

- 61. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company from and against all charges, costs, damages and expenses incurred by them in the execution and discharge of their duties or in relation thereto Regulation 136 of Part I of Table A shall be extended accordingly.

DISSOLUTION.

- 62. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in its 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 and no Director shall be paid by salary or fees, or receive remuneration or other benefit in money or money's worth from the Company for discharging their duties as such.

All surplus income or profits are to be reinvested in the club. No

surpluses or assets will be distributed to members or third parties.

63. If upon winding up or dissolution of the Company 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 Company.

Upon dissolution of the club any remaining assets shall be given or transferred to another registered Community Amateur Sports Club related to Squash and/or Racketball, a registered charity or the Squash and/or Racketball governing body for use by them in related community sports.