

Company No. 12753206

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

HAMBLETON ATHLETICS AND RUNNING CLUB
LTD

Adopted by a Special Resolution dated 16th July 2020

Amended by a Special Resolution dated 5th June 2024

INDEX TO THE ARTICLES

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Objects
3. Exercise of Powers
4. Income
5. Liability of members
6. Admission to Club Membership

PART 2

DIRECTORS

DIRECTORS' POWER AND RESPONSIBILITIES

7. Directors' general authority
8. Members' reserve power
9. Directors may delegate
10. Committees

DECISION MAKING BY DIRECTORS

11. Directors to take decisions collectively
12. Unanimous decisions
13. Calling a Directors' meeting
14. Participation in Directors' meetings
15. Quorum for Directors' meetings
16. Chairing of Directors' meetings
17. Casting vote
18. Conflicts of interest
19. Records of decisions to be kept
20. Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

21. Methods of appointing Directors
22. Termination of Director's appointment

PART 3

COMMITTEE MEMBERS

BECOMING AND CEASING TO BE A COMMITTEE MEMBER

23. Applications for Committee Membership
24. Conflicts of Interest
25. Disqualification from Office
26. Powers of the Committee

27. Irregularities

ORGANISATION OF GENERAL MEETINGS

28. Committee Meetings
29. Proceedings of a Committee Meeting
30. Adjournment
31. Committee Meeting Minutes
32. Annual General Meetings

VOTING AT GENERAL MEETINGS

33. Voting: general
34. Errors and disputes
35. Poll votes
36. Amendments to resolutions

PART 4 ADMINISTRATIVE ARRANGEMENTS

37. Means of communication to be used
38. Company seals
39. No right to inspect accounts and other records

DIRECTORS' INDEMNITY AND INSURANCE

40. Indemnity
41. Insurance
42. Rules
43. Dissolution

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

Articles	means the company's articles of association;
Bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
Chair	has the meaning given in article 16;
Club	shall mean Hambleton Athletics and Running Club Ltd
Club Member	shall be any individual who has joined the Club and paid their membership fee for the current Club Year
Club Year	shall be the period from April 1 to the following March 31
Committee Member	has the meaning given to 'Member' in section 112 of the Companies Act 2006; and shall be any of the Members elected at the Annual General Meeting or at other dates in accordance with article 23
Companies Act	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
Director	means a Director of the company, and includes any person occupying the position of Director, by whatever name called;
Document	includes, unless otherwise specified, any document sent or supplied in electronic form;
Electronic form	has the meaning given in section 1168 of the Companies Act 2006;
Ordinary Resolution	has the meaning given in section 282 of the Companies Act 2006;

Participate	in relation to a Directors' meeting, has the meaning given in article 13;
Special Resolution	has the meaning given in section 283 of the Companies Act 2006;
Subsidiary	has the meaning given in section 1159 of the Companies Act 2006; and
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.

2. Objects

- 2.1 The main purposes of the Company are:
- 2.1.1 to provide facilities for and to promote participation in the amateur sports of Running and Athletics generally but with particular reference to the inhabitants of the Hambleton District of North Yorkshire
 - 2.1.2 to promote community participation in healthy recreation by providing (a) facilities for athletics including running and track & field and such other sports capable of improving fitness and health and (b) coaching, competition and other services to support these activities;
 - 2.1.3 to provide and assist in the provision of facilities for sport, recreation and other leisure time occupation of such persons who have need for such facilities by reason of their youth, age, infirmity or disability, poverty or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving their conditions of life.

3. Exercise of Powers

- 3.1 In furtherance of the Objects but not otherwise the Company may exercise the following powers:
- 3.1.1 to carry on a sports club;
 - 3.1.2 to provide sports coaching, training and equipment;
 - 3.1.3 to participate in and organise leagues, competitions, tournaments and matches and related activities;
 - 3.1.4 to provide information, advice and guidance in running and/or athletics, competitions, coach development and other related activities;
 - 3.1.5 to publish or distribute information including by means of reports, books, leaflets, films, videos, websites and any other media;
 - 3.1.6 to draw, make, accept, endorse, discount, execute and issue promissory

notes, bills, cheques and other instruments and to open and operate bank accounts in the name of the Company;

- 3.1.7 to accept or disclaim gifts of money or any other property;
- 3.1.8 to raise funds and to invite and receive contributions;
- 3.1.9 to purchase, take on, hire, lease, acquire, alter, improve, construct and maintain property and equip it for use;
- 3.1.10 to sell, charge, let, mortgage or otherwise dispose of property and buildings;
- 3.1.11 to insure the property of the Company against any foreseeable risk and to take out other insurance policies to protect the Club and the Officers when required including the provision of indemnity insurance to cover the liability of the Officers and other staff and volunteers;
- 3.1.12 to set aside income for special purposes or as a reserve against future expenditure but only in accordance with a policy in Writing on reserves determined by the Committee; and
- 3.1.13 to do all such other lawful things as may further or are conducive to the Objects or any of them.

4. Income

- 4.1 All surplus income or profits are to be reinvested in the club. No surpluses or assets will be distributed to members or third parties.

5. Liability of Committee Members

- 5.1 The liability of each Committee Member is limited to £1, being the amount that each Committee Member undertakes to contribute to the assets of the company in the event of its being wound up while they are a Committee Member or within one year after they cease to be a Committee Member, for:
 - 5.1.1 (a) payment of the company's debts and liabilities contracted before they cease to be a Committee Member,
 - 5.1.2 (b) payment of the costs, charges and expenses of winding up, and
 - 5.1.3 (c) adjustment of the rights of the contributories among themselves.

6. Admission to Club Membership

Membership of the Club shall be open to anyone interested in running and/or athletics on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs, except as a necessary consequence of the requirements of running and athletics. 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. 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 Committee Members.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

7. **Directors' general authority**

7.1 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.

8. **Committee Members' reserve power**

8.1 The Committee Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

9. **Directors may delegate**

9.1 Subject to the articles, the Directors may delegate as they see fit any of the powers which are conferred on them under the articles

9.1.1 to such person or committee;

9.1.2 by such means (including by power of attorney)

9.1.3 to such an extent;

9.1.4 in relation to such matters or territories; and

9.1.5 on such terms and conditions

9.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

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

10. **Committees**

10.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by Directors.

10.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

11. **Directors to take decisions collectively**

11.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with these articles

12. **Unanimous decisions**

12.1 A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter.

12.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

12.3 References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

12.4 A decision may not be taken in accordance with this article if the eligible Directors

would not have formed a quorum at such a meeting.

13. Calling a Directors' meeting

13.1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.

13.2 Notice of any Directors' meeting must indicate:

13.2.1 its proposed date and time;

13.2.2 where it is to take place; and

13.2.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

13.2.4 Notice of a Directors' meeting must be given to each Director, but need not be in writing.

13.2.5 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

14. Participation in Directors' meetings

14.1 Subject to the articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

14.1.1 the meeting has been called and takes place in accordance with the articles, and

14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

14.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

14.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14.4 The Directors may invite one or more observers, including other members, to attend and speak at meetings. Observers shall not vote or count towards the quorum at any meeting.

15. Quorum for Directors' meetings

15.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

15.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two.

15.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

15.3.1 to appoint further Directors, or

15.3.2 to call a general meeting so as to enable the members to appoint further Directors.

16. Chairing of Directors' meetings

16.1 The Chair shall chair meetings of the Directors

16.2 If the Chair is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it. The person so appointed for the time being is known as the chair of the meeting.

17. Casting vote

17.1 If the numbers of votes for and against a proposal are equal, the Chair or other

- Director chairing the meeting has a casting vote.
- 17.2 But this does not apply if, in accordance with the articles, the Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

18. Conflicts of interest

- 18.1 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 18.2 But if 17.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 18.3 This paragraph applies when:
- 18.3.1 the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
 - 18.3.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 18.3.3 the Director's conflict of interest arises from a permitted cause.
- 18.4 For the purposes of this article, the following are permitted causes—
- 18.4.1 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - 18.4.2 subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 18.4.3 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the company or any of its subsidiaries which do not provide special benefits for Directors or former Directors.
- 18.5 For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 18.6 Subject to article 18.7, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any Director other than the chair of the meeting is to be final and conclusive.
- 18.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

19. Records of decisions to be kept

- 19.1 The Directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

20. Directors' discretion to make further rules

- 20.1 Subject to the articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

APPOINTMENT OF DIRECTORS

21. Methods of appointing Directors

- 21.1 Unless otherwise determined by ordinary resolution, the number of Directors shall be not less than 2 and not more than 4
- 21.2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:
- 21.2.1 by ordinary resolution, or
 - 21.2.2 by a decision of the Directors.
- 21.3 In any case where, as a result of death, the company has no Committee Members and no Directors, the personal representatives of the last Committee Member to have died have the right, by notice in writing, to appoint a person to be a Director.
- 21.4 For the purposes of article 21.3, where 2 or more Committee Members die in circumstances rendering it uncertain who was the last to die, a younger Committee Member is deemed to have survived an older Committee Member.

22. Termination of Director's appointment

- 22.1 A person ceases to be a Director as soon as:
- 22.1.1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
 - 22.1.2 a bankruptcy order is made against that person;
 - 22.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 22.1.4 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;
 - 22.1.5 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.
 - 22.1.6 that person shall have been absent for more than three consecutive Directors meetings without permission of the Directors
 - 22.1.7 that person is removed from office by a resolution duly passed by the Committee Members at a General Meeting in their capacity as members of the Company for the purposes of the Act

PART 3

COMMITTEE MEMBERS

BECOMING AND CEASING TO BE A COMMITTEE MEMBER

23. Applications for Committee Membership

- 23.1 The Members of the Company under the Companies Act 2006 shall be the Committee Members.
- 23.2 The Committee shall consist of a minimum of three Officers, including the following:
- 23.2.1 Club Chair;
 - 23.2.2 Club Treasurer;
 - 23.2.3 Club Secretary;
 - 23.2.4 any other Officers elected at a General Meeting.
- 23.3 The number of Officers and their titles shall be determined by the Directors
- 23.4 A Committee Member may not appoint an alternate or substitute to act on his or her behalf at any meeting
- 23.5 Any Club Member shall be entitled to apply for any Committee role in accordance with the Rules of the Club.
- 23.6 Election or re-election to the Committee shall usually take place at the Annual

- General Meeting in accordance with article 32 and the Rules of the Club.
- 23.7 In addition any Club Member may be appointed to a vacant role within the Committee at any time at the agreement of the Committee and in accordance with the Club Rules

24. Conflicts of Interest

- 24.1 All Committee Members shall declare the nature and extent of any direct or indirect interest in a transaction or arrangement with the Company or a third party which conflicts or may possibly conflict with his or her duties to the Company.
- 24.2 If the non-conflicted Committee Members deem there to be a material conflict, the conflicted Committee Member should withdraw from that part of the meeting and shall not vote.
- 24.3 If there is deemed not to be a material conflict by the non-conflicted Committee Members, the Committee Member that declared the conflict shall be allowed to re-join the meeting, take part and vote as applicable.

25. Disqualification from Office

- 25.1 A person shall cease to hold office as a Committee Member if:
- 25.1.1 he or she is disqualified from holding office as a company Director;
 - 25.1.2 he or she is subject to a decision of England Athletics or UKA that such person be suspended or disqualified from holding office or from taking part in any activity relating to the administration or management of a club;
 - 25.1.3 the Committee reasonably believes that he or she has become incapable by reason of illness or injury of managing and administering his or her own affairs and it decides to remove him or her from office;
 - 25.1.4 he or she resigns from his or her committee membership by notice to the Club (but only if at least the minimum number specified in article 23.2 above will remain in office when the notice of resignation is to take effect);
 - 25.1.5 he or she is absent without the permission of the Committee from all its meetings held within a period of six months without good reason and the Committee decide that his or her office be vacated;
 - 25.1.6 a bankruptcy order or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which has an effect similar to that of bankruptcy;
 - 25.1.7 he or she makes a composition with his or her creditors generally in satisfaction of his or her debts;
 - 25.1.8 he or she is removed from office by the Committee on the grounds that he is in material or persistent breach of the Club Rules as amended from time to time.
 - 25.1.9 A decision to remove an Officer from office under article 25.1.8 may only be passed if:
 - 25.1.9.1 the Officer has been given at least twenty one clear days' notice in Writing of the Committee meeting at which the decision will be made and the reasons why it is to be proposed; and
 - 25.1.9.2 the Committee Member or, at the option of the Committee Member, the Committee Member's representative (who need not be a Committee Member) has been allowed to make representations to the meeting; or
 - 25.1.10 he or she ceases to be a Club Member for any reason whatsoever.
- 25.2 The provisions of article 25.1 above shall also apply to sub-committees and any member of a sub- committee who is not a Committee Member.

26. Powers of the Committee

- 26.1 Notwithstanding the power of the Directors to manage the business of the Company in accordance with Article 5, the Committee Members shall have the following powers in their capacity as the Members of the Company for the

purposes of the Act:

26.1.1 The Committee shall have the power to decide all questions and disputes arising in respect of any issue concerning the Articles.

26.1.2 The Committee shall have the power to amend the Articles at any time, or approve amendments to the Articles proposed by the Directors, by special resolution passed at a duly convened General Meeting of the Company or by way of written resolution in accordance with these Articles and the Act;

27. Irregularities

27.1 The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

ORGANISATION OF GENERAL MEETINGS

28. Committee Meetings

28.1 The Committee shall hold not less than four meetings each year.

28.2 A meeting of the Committee shall be called on not less than seven days' notice to all Committee Members unless the Chair determines that urgent circumstances necessitate shorter notice.

28.3 Notice of a Committee meeting shall be given to each Committee Member save that it shall not be necessary to give notice of a meeting to a Committee Member who is absent from the United Kingdom.

29. Proceedings of a Committee Meeting

29.1 Subject to the provisions of these Articles, the Committee may regulate its proceedings as it thinks fit.

29.2 Meetings of the Committee shall be chaired by the Chair or in their absence the Treasurer. The chair of the meeting shall (subject to rule 19 below) have a casting vote in the event of a tie.

29.3 The quorum for the transaction of business of the Committee shall be the greater of three Committee Members or two-thirds of all of the Committee Members (rounded up).

29.4 Decisions of the Committee shall be made by a simple majority of those Committee Members attending the Committee meeting.

29.5 Decisions of the Committee of meetings shall be entered into the Company's minute book.

29.6 A resolution in Writing signed by all the Committee Members (or members of a sub-committee) entitled to vote on the matter shall be as valid and effective as if it had been passed at a meeting of Committee Members or (as the case may be) a sub-committee duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more of the Committee Members (or members of the sub-committee).

30. Adjournment

30.1 If the persons attending a general meeting within half an hour 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 chair of the meeting must adjourn it.

30.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

- 30.2.1 the meeting consents to an adjournment, or
- 30.2.2 it appears to the chair 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.
- 30.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 30.4 When adjourning a general meeting, the chair of the meeting must:
 - 30.4.1 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
 - 30.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 30.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - 30.5.1 to the same persons to whom notice of the company's general meetings is required to be given, and
 - 30.5.2 containing the same information which such notice is required to contain.
- 30.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

31. Committee Meeting Minutes

- 31.1 The Committee shall cause minutes to be made in books kept for the purpose:
 - 31.1.1 of all appointments of Committee Members made by the Members or the Committee;
 - 31.1.2 of all resolutions of the Committee (including decisions of the Committee made outside a meeting); and
 - 31.1.3 of all proceedings and reports of meetings of the Company and of the Committee, and of sub-committees, including the names of those present at each such meeting.

32. Annual General Meetings

- 32.1 Committee members shall be appointed in accordance with the Club Rules at an Annual General Meeting to be held within 4 weeks before the end of the Club Year or as soon thereafter as is practically possible.
- 32.2 The Annual General Meeting shall include a report from the Treasurer on the financial status of the Club.

VOTING AT GENERAL MEETINGS

33. Voting: general

- 33.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

34. Errors and disputes

- 34.1 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.
- 34.2 Any such objection must be referred to the chair of the meeting whose decision is final.

35. Poll votes

- 35.1 A poll on a resolution may be demanded:
35.1.1 in advance of the general meeting where it is to be put to the vote, or
35.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 35.2 A poll may be demanded by:
35.2.1 the chair of the meeting;
35.2.2 the Directors;
35.2.3 two or more persons having the right to vote on the resolution; or
35.2.4 a person or persons representing not less than one tenth of the total voting rights of all persons having the right to vote on the resolution.
- 35.3 A demand for a poll may be withdrawn if:
35.3.1 the poll has not yet been taken, and
35.3.2 the chairman of the meeting consents to the withdrawal.
- 35.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

36. **Amendments to resolutions**

- 36.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
36.1.1 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 to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
36.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 36.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
36.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
36.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 36.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

37. **Means of communication to be used**

- 37.1 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.
- 37.2 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.
- 37.3 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 48 hours.

38. **Company seals**

- 38.1 If the Company has a seal it must only be used by the authority of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by 2 Directors.

39. **No right to inspect accounts and other records**

- 39.1 Except as provided by law or authorised by the Directors or 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.

DIRECTORS' INDEMNITY AND INSURANCE

40. **Indemnity**

- 40.1 Subject to article 40.2, a relevant Director of the company or an associated company may be indemnified out of the company's assets against:
- 40.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - 40.1.2 any liability incurred by that Director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - 40.1.3 any other liability incurred by that Director as an officer of the company or an associated company.
- 40.2 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.
- 40.3 In this article:
- 40.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - 40.3.2 a "relevant Director" means any Director or former Director of the company or an associated company.

41. **Insurance**

- 41.1 The Directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant Director in respect of any relevant loss.
- 41.2 In this article:
- 41.2.1 a "relevant Director" means any Director or former Director of the company or an associated company,
 - 41.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
 - 41.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

42. **Club Rules**

- 42.1 The Committee Members may from time to time make such reasonable and

proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Club

42.2 The rules and bye laws may regulate the following matters but are not restricted to them:

42.2.1 the admission of Club Members and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by associate members;

42.2.2 the conduct of Club Members in relation to one another, and to the Club's employees and volunteers;

42.2.3 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

42.2.4 generally, all such matters as are commonly the subject matter of company rules.

42.2.5 The Club in general meeting has the power to alter, add to or repeal the rules or bye laws.

42.2.6 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the club.

42.2.7 The rules or bye laws shall be binding on all Club Members. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles unless such rule or bye law is approved by the Directors.

43. **Dissolution**

43.1 Upon dissolution of the company any remaining assets shall be given or transferred to a registered CASC, a registered charity or the sport's governing body for use by them in related community sports.