

**Number of Company: 3192858**

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE**

**SPECIAL RESOLUTIONS  
OF  
EASTCOTE HOCKEY AND BADMINTON CLUB LIMITED**

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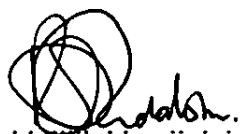
Passed 28 September 2013

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At the ANNUAL GENERAL MEETING of the above named Company, duly convened and held at the Clubhouse, King's College Road, Ruimsip, on 28th September 2013 at 6.30pm, the following resolutions were duly passed as SPECIAL RESOLUTIONS, viz:

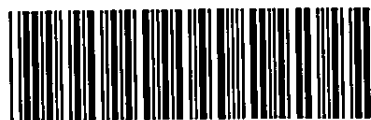
**RESOLUTIONS**

- 1 That Articles 7, 10, 11, 17, 42, 43, 58, 61 and 69 of the Articles of Association BE AMENDED to read as they do in the attached Amended Articles of Association.
- 2 That Rules 3, 4(a), 5, 7, 8, 9, 17, 18, 22, 23, 24 and 25 to 37 in the Schedule to the Articles of Association known as "the Club Rules" BE AMENDED to read as they do in the attached Amended Schedule



..... Chairman

FRIDAY



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A29

11/10/2013

#132

COMPANIES HOUSE

The Companies Acts 1985 to 2006

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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**ARTICLES OF ASSOCIATION**  
**OF**  
**EASTCOTE HOCKEY AND BADMINTON CLUB LIMITED**  
(AS AMENDED 28] SEPTEMBER 2013)

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**INTERPRETATION**

1 In these regulations -

- (a) "the Club" means Eastcote Hockey and Badminton Club Limited
- (b) "the Acts" mean the Companies Acts 1985 to 1989 including any statutory modification or re-enactment thereof for the time being in force
- (c) "the Articles" means the Articles of Association of the Club
- (d) "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
- (e) "executed" includes any mode of execution
- (f) "office" means the Registered Office of the Club
- (g) "the seal" means the common seal of the Club
- (h) "Company Secretary" means the Secretary of the Club or any other person appointed to perform the duties of the Secretary of the Club including a Joint Assistant or Deputy Secretary in the sense referred to in the Acts
- (i) "Club Secretary" means the person appointed to perform the duties of the Secretary of the Club in relation to its sporting and social activities
- (j) "the United Kingdom" means Great Britain and Northern Ireland
- (k) "the Club Rules" means the rules scheduled to these Articles taken over as appropriate and relevant from the former Eastcote Hockey and

Badminton Club Cross-references are provided to the relevant Rules in the Articles and to the relevant Articles in the Rules

- (l) Unless the context otherwise requires all language used in the Articles is inclusive of the male and female genders
- (m) Unless the context otherwise requires words or expressions contained in these regulations bear the same meaning as in the Acts but excluding any statutory modification therefor not in force when these regulations become binding on the Club

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

3 The number of members with which the Club proposes to be registered is 4 but the Directors of the Club may from time to time register an increase and it is intended that immediately following formation of the Club the Directors shall register an increase sufficient to provide membership for all the members of Eastcote Hockey and Badminton Club Limited (as existing prior to the formation hereof) who duly complete the procedural requirements of the Directors

4 Subscribers to the Memorandum of Association and such other persons as the Directors shall in accordance with the provisions hereinafter contained admit to membership shall be members of the Club

5 Application for membership shall be made in writing by the applicant in such form as the Directors may require no persons shall be admitted to membership unless approved by the Directors such approval to be in their unfettered discretion

6 (a) Any member of the Club who shall desire to retire shall signify such desire in writing to the Secretary and thereafter his name shall be removed from the list of members and he shall be deemed to have retired

(b) any member who has failed to pay the due annual subscription within the specified time shall on expiry of such time cease to be a member of the Club

Currently Club Rules 13 and 14 apply to subscriptions

7 Membership shall be divided into the following categories and all matters relating to membership shall apply to each category unless stated -

Category of Membership

Applying to This Category Only

(a) Ordinary With Ordinary Life Members, one of the only two categories entitled to call meetings

(b) Ordinary Life Exempt from entrance fees and subscriptions on payment of a once only lump sum as determined by the Directors With

Ordinary Members, one of the only two categories entitled to call meetings

- |     |                |   |
|-----|----------------|---|
| (c) | Associate      | No right to vote  |
| (d) | Intermediate   | Over age 18 under age 25<br>provided undertaking course of full-time<br>education         |
| (e) | Junior         | Over age 14 under age 18<br>No right to vote  |
| (f) | Associate Colt | Under age 14 No right to<br>vote  |
| (g) | Social         | Not normally to be included<br>in teams   |
| (h) | Honorary       | Exempt from entrance fee<br>and subscription Maximum of 6 Honorary<br>Members at any time |

Subject to the other provisions of this Article every person who at the time of his application to become a member of the Club is a member of the Eastcote Hockey and Badminton Club Limited (as existing prior to the formation hereof) may on completion of such procedure and payment of such sum as the Directors may determine be admitted to membership of a category equivalent to his membership of Eastcote Hockey and Badminton Club Limited

Currently Club Rules 5 6 7 and 8 apply to Membership

### GENERAL MEETINGS

- 8 All General Meetings other than Annual General Meetings shall be called extraordinary general meetings
- 9 The Directors may call General Meetings and on the requisition of members pursuant to the provisions of the Acts shall forthwith proceed to convene an extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition If there are not within the United Kingdom sufficient Directors to call a General Meeting any Director or any twelve members of the Club may call a General Meeting

### NOTICE OF GENERAL MEETINGS

- 10 An Annual General Meeting and any extraordinary General Meeting shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed -
- (a) in the case of an Annual General Meeting by all the members entitled to attend and vote thereat, and

- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety five per cent of the total voting rights of all the members

The notice shall specify the time and place of the meeting and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such

The notice shall be given to all the members and to the Directors and auditors

- 11 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to received notice shall not invalidate the proceedings at that meeting

Currently Club Rules 22 and 23 and Articles 68 to 71 apply to notices of General Meetings

#### PROCEEDINGS AT GENERAL MEETINGS

- 12 No business shall be transacted at any meeting unless a quorum is present Twenty persons or one-twentieth of the members whichever is the greater entitled to vote upon the business to be transacted each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum
- 13 If such a quorum is not present within half-an-hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine
- 14 The Chairman if any of the Board of Directors or in his absence some other Director nominated by the Directors shall preside as Chairman of the meeting but if neither the Chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act 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
- 15 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 chose one of their number to be Chairman
- 16 A Director shall notwithstanding that he is not a member be entitled to attend and speak at any General Meeting
- 17 The Chairman may with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place When a meeting is adjourned for fourteen days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the

business to be transacted Otherwise it shall not be necessary to give any such notice

- 18 A resolution put to the vote of a 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 duly demanded Subject to the provisions of the Acts a poll may be demanded -

(a) by the Chairman or

(b) by at least ten members present and having the right to vote at the meeting or

(c) by a member of members present and representing not less than one-fiftieth of the total voting rights of all the members having the right to vote at the meeting

and a demand by a person as proxy for a member shall be the same as a demand by the member

- 19 Unless a poll is duly 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 and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

- 20 The demand for a poll may before the poll is taken be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

- 21 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

- 22 In the case of an equality of votes whether on a show of hands or on a poll the Chairman shall be entitled to a casting vote in addition to any other vote he may have

- 23 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 forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on the poll was demanded If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made

- 24 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

- 25 A resolution in writing executed by on or behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members

Currently Club Rule 24 applies to proceedings at General Meetings

#### VOTES OF MEMBERS

- 26 On a show of hands every voting member present in person shall have one vote  
On a poll every voting member present in person or by proxy shall have one vote
- 27 A voting member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote whether on a show of hands or on a poll by his receiver curator bonis or other person authorised in that behalf appointed by that court and any such receiver curator bonis or other person may on a poll vote by proxy Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable
- 28 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive
- 29 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

"I/We \_\_\_\_\_ of \_\_\_\_\_ of the above-named Club hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary/general meeting of the Club to be held on \_\_\_\_\_ 19 and at any adjournment thereof

Signed on \_\_\_\_\_ 19 "

- 30 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

"I/We \_\_\_\_\_ of \_\_\_\_\_ being a  
member/members of the above-named Club hereby appoint  
of \_\_\_\_\_ or failing him \_\_\_\_\_ of  
as my/our proxy to vote in my/our name[s]  
and on my/our behalf at the annual/extraordinary/general meeting of the Club to  
be held on \_\_\_\_\_ 19 \_\_\_\_\_ and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows -

Resolution No 1    \*for\*against  
Resolution No 2    \*for\*against

\*strike out whichever is not desired

Unless otherwise instructed the proxy may vote as he thinks fit or abstain from voting

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 "

31 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notari ally or in some other way approved by the Directors may -

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Club in relation to the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or
- (b) in the case of a poll taken more than forty-eight hours after it has demanded be deposited as aforesaid after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll or
- (c) where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded to be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Director

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

32 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Club at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll



### NUMBER OF DIRECTORS

- 33 Unless otherwise determined by ordinary resolution the number of Directors shall be not be less than two

### DIRECTORS

- 34 The first Directors of the Club shall be the four subscribers to these Articles and every future Directors shall be a voting member of the Club
- 35 The Directors shall be indemnified out of the funds of the Club at the discretion of the Directors against all costs charges losses damages and expenses which they shall respectively incur or be put to an account of any act deed matter or thing which shall be executed done or permitted by them respectively in good faith in or about execution of their duties provided that the same shall be properly accounted for in the books of the Club

### POWERS OF DIRECTORS

- 36 Subject to the provisions of the Acts the Memorandum and Articles and to any directions given by special resolution the business of the Club shall be managed by the Directors who may exercise all the powers of the Club No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that Director had not been given The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which the quorum is present may exercise all powers exercisable by the Directors
- 37 (a) The Directors may by power of attorney or otherwise appoint any person to be the agent of the company for such purposes and on such conditions as they determine including authority for the agent to delegate all or any of his powers
- (b) The Directors may delegate all or any of the day to day management of the Club to the Management Committee or any other appropriate body as they shall determine provided that the proceedings of the Management Committee or other body shall be promptly reported to the directors

### DUTIES OF DIRECTORS

- 38 Without prejudice to the Directors duties under The Memorandum and Articles hereof and under the general law their responsibilities will inter alia be as follows -
- a) To take up and meet any obligations required by the funding for the new astro site and pitch
  - b) To formulate the rules of the Club and make arrangements for the divisions within the Club
  - c) To provide pitches changing rooms and other facilities as requested by the Management Committee and in accordance with policy agreed in General Meeting

- d) To arrange and monitor the lettings of the pitches receipt of any monies and payment of all expenses relating thereto
- e) To receive all subscriptions and determine their level
- f) To determine the level of match fees and costs of teas
- g) To adopt a prudent financial policy bearing in mind the cost of replacement of the artificial carpet and to make specific payments for team events and youth development
- h) To allow team or other divisions within the Club to raise funds for special or general purposes to be held by the Club and if appropriate applied to the special purposes
- i) To make any arrangements for the exploitation of the Club's assets to raise funds for the Club
- j) To agree and monitor the Club's administration and rules of membership
- k) In the case where they consider that members have not conducted themselves in a proper manner then to withhold refuse suspend or withdraw membership

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

- 39 At the second Annual General Meeting one of the original Directors shall retire from office At subsequent successive Annual General Meetings one further original Director shall in each case retire until each original Director has retired, and at every subsequent Annual General Meeting one Director who is subject to retirement by rotation shall retire
- 40 Subject to the provisions of the Acts the Director to retire by rotation shall be the one who has been longest in office since his last appointment or re-appointment, but as between persons who became or were last re-appointed Directors on the same day, the one to retire shall (unless they otherwise agree among themselves) be determined by lot
- 41 If the Club at the meeting at which a Director retires by rotation does not fill the vacancy by appointing the appropriate nominee of the relevant sections the retiring Director shall if willing to act be deemed to have been re-appointment unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the direct is put to the meeting and lost
- 42 No person other than a Director retiring by rotation shall be appointed or re-appointed a Director at any General Meeting unless not less than seven clear days before the date appointed for the meeting notice executed by the nominating section has been given to the Club of the intention to propose that person for appointment or re-appointment stating the particular which would if he were so appointed or re-appointed be required to be included in the Club's register of Directors together with notice by that person of his willingness to be appointed or re-appointed
- 43 Not less than two clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is nominated for appointment or re-appointment as a Director at the meeting or in respect of whom notice has been duly given to the Club of the intention to propose him at the meeting for appointment or re-appointment as a

Director The notice shall give the particulars of that person which would if he were so appointed or re-appointed be required to be included in the Club's register of Directors

- 44 Subject as aforesaid, the Club may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire
- 45 The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors A Director so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting If not re-appointment at such Annual General Meeting he shall vacate office at the conclusion thereof
- 46 Subject as aforesaid a Director who retires at an Annual General Meeting may if willing to act be re-appointed If he is not re-appointed he shall retain office until the meeting appoints someone in his place or if it does not do so until the end of the meeting

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 47 The office of a Director shall be vacated if -
- (a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally or
  - (c) he is or may be suffering from mental disorder and either -
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960 or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver curator bonis or other persons to exercise powers with respect to his property or affairs or
  - (d) he resigns his office by notice to the Club or
  - (e) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated
  - (f) he ceases to be a member of the Club

## PROCEEDINGS OF DIRECTORS

- 48 Subject to the provision of the Articles the Directors may regulate their proceedings as they think fit. A Director may and the Secretary at the request of a Director shall call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom throughout the period of notice. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.
- 49 The quorum for the transaction of the business of the Directors shall be two or one-third of the Directors whichever is the greater.
- 50 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number but if the number of Directors is less than the number fixed as the quorum the continuing Directors or direct may act only for the purpose of filling vacancies or of calling a General Meeting.
- 51 The Directors may appoint one of their number to be the Chairman of the Board of Directors and may at any time remove him from that office. Unless he is unwilling to do so the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office or if the Director holding it is unwilling to preside or is not present within five minutes after that time appointed for the meeting the Directors present may appoint one of their number to be Chairman of the meeting.
- 52 All acts done by a meeting or directors or of a committee of Directors or by a person acting as a Director shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office or had vacated office or were 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 Director and had been entitled to vote.
- 53 A resolution in writing signed by all the Directors entitled to receive notice of a meeting or Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors (or as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
- 54 Save as otherwise provided by the Articles a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs -
- (a) the resolution relates to the giving to him of a guarantee security or indemnity in respect of money lent to or an obligation incurred by him for the benefit of the Club or any of its subsidiaries
  - (b) the resolution relates to the giving to a third party of a guarantee security or indemnity in respect of an obligation of the Club or any of its

subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security

For the purposes of this regulation an interest of a person who is for any purpose of the Acts (excluding any statutory modification thereof not in force when this regulation becomes binding on the company) connected with a Director shall be treated as an interest of the Director

- 55 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
- 56 Where proposals are under consideration concerning the appointment of two or more Directors to office the Club or any body corporate in which the Club is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment
- 57 If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote the question may before the conclusion of the meeting be referred to the Chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive

#### MANAGEMENT COMMITTEE

- 58 A management committee comprising the Chairman Deputy Chairman President General Secretary Treasurer and Company Secretary and four members elected at the Annual General Meeting of the Club shall be formed to organise the operations of the Club on a day to day basis and in particular to control the use of pitches courts and other facilities to submit plans for the Board's approval to carry out duties delegated by the Board and to approve and monitor the administration of any divisions within the Club
- 59 The Management Committee shall initially meet at least monthly and thereafter as may be necessary and shall subject to Articles 58 59 and 60 determine its own procedures subject only to any Director having a right to receive notice of and to attend any Management Committee meeting
- 60 Articles 35 42 43 47(b) (c) (d) (e) and (f) 48 49 51 52 53 54 55 56 57 and 62 shall apply to the Management Committee as if for procedural matters those Articles referred to members of the Management Committee as well as Directors and to the committee as well as the Board except with reference to rotation of the Directors and to matters imposed on Directors by the Acts
- 61 The Management Committee may also co-opt up to three voting members of the Club on to the Management Committee such co-opted members to have no vote on the Management Committee but otherwise to play a full part in its proceedings

Currently Club Rule 9 applies to the Management Committee subject to the Board and omitting reference to the Trustees

## APPOINTMENT OF THE CLUB OFFICERS

- 62 The membership of the Management Committee including the Club officers shall be appointed each Annual General Meeting from among the membership by simple majority voting and in accordance with such procedures as the directors shall approve but requiring notice in the manner set out in Articles 42 and 43

Currently Club Rule 9 applies to the Management Committee subject to the Board and omitting reference to the Trustees

## COMPANY SECRETARY

63. Subject to the provisions of the Acts the Directors may appoint and remove any Company Secretary The first Company Secretary of the Club shall be GRAHAM ALAN PILE of Graemar V Chesham Road Wigginton Tring Hertfordshire HP23 6HJ

## MINUTES

- 64 The Directors shall cause minutes to be made in books kept for the purpose -
- (a) of all appointments of officers made by the Directors and
  - (b) of all proceedings at meetings of the Club and of the Directors and of committees of Directors including the names of the Directors present at each such meeting

## BANK AND OTHER ACCOUNTS

- 65 All monies received by or on behalf of the Club or any division of the Club shall be held in accounts approved by the Directors and subject to the Directors control

## THE SEAL

- 66 The seal shall only be used by the authority of the Directors or of a committee or Directors authorised by 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 a Director and by the Secretary or by a second Director

## ACCOUNTS

67. The Directors shall cause accounting records to be kept in accordance with Section 221 of the Companies Act 1985 Once at least in every year the accounts of the Club shall be examined and the correctness of the income and expenditure and balance sheet ascertained by one or more qualified accountants

## NOTICES

- 68 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing
- 69 The Club may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by electronic means or by posting it on the Club's website, and may also supply any documents and information to members by any such means. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to receive any notice from the Club
- 70 A member present either in person or by proxy at any meeting of the Club shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called
- 71 Proof that an envelope containing a notice was properly addressed, prepaid and posted by first class post shall be conclusive evidence that the notice was given. A notice shall unless the contrary is proved be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted

#### INDEMNITY

- 72 Subject to the provisions of the Acts but without prejudice to any indemnity to which a Director may otherwise be entitled every Director or other officer or auditor of the company shall be indemnified out of the assets of the Club against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Club

#### WINDING-UP

- 73 The provisions of Clause 7 of the Memorandum of Association shall have effect as if the same were repeated in these Articles

#### ALTERATION OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

- 74 Any alteration of any Article shall be subject to the provision of the Memorandum

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NAMES AND ADDRESSES OF SUBSCRIBERS

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ROBERT JAMES RIDDLESTON	The Laurels 8A Cedars Avenue Rickmansworth Hertfordshire WD3 2AN	Bank Manager
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GRAHAM ALAN PILE	Graemar V Chesham Road Wigginton Tring Hertfordshire HP23 6HJ	Director
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IAN PATRICK FITZGERALD	1 St Lawrence Drive Eastcote Pinner Middlesex HA5 2RJ	Consultant
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JOHN WILLIAM STUART BECKETT	92 Hastings Street Luton Bedfordshire	Director
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HELEN BARBARA JOHNSON	78 Sharps Lane Ruislip Middlesex	
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DATED                      30th March 1996

(Signatures and Witness)



**THE SCHEDULE TO THE ARTICLES OF ASSOCIATION OF  
EASTCOTE HOCKEY AND BADMINTON CLUB LIMITED**

**THE CLUB RULES**

The following 7 pages are the Rules of the former (unincorporated) Eastcote Hockey and Badminton Club

Those Rules or sections which have been wholly replaced in these Articles or which for other reasons not relevant or appropriate to the present Company have been indicated as deleted

The remaining Rules or sections continue to apply, but are subject to amendment or removal in accordance with these Articles

The Article or Articles of the Company to which any Rule is most relevant is indicated

**SCHEDULE TO THE ARTICLES OF ASSOCIATION OF  
EASTCOTE HOCKEY & BADMINTON CLUB LIMITED**

**THE CLUB RULES**

**(REVISED 28 SEPTEMBER 2013)**

**PRELIMINARY**

- 1 The name of the Club shall be Eastcote Hockey and Badminton Club
- 2 The clubroom and headquarters of the Club shall be at Kings College Fields, Ruislip
- 3 The objects of the club shall be the provision and maintenance of the facilities for the playing of Hockey and for the carrying on of such other sporting and recreational activities as the members of the Club shall resolve to carry on by special resolution of Eastcote Hockey and Badminton Club Limited (and ancillary social activities), the organisation of teams, provision of fixtures and the entertainment of visitors including all the facilities generally provided by sports clubs
- 4 (a) The Club shall be a members' Club affiliated to the Middlesex County Hockey Association and shall consist of ordinary members, associate members, intermediate members, junior members and associate colt members, together with such Honorary members as are hereinafter mentioned Associate colt members are those under the age of 14 Junior members are those 14 years of age and under 18 Intermediate members are those 18 years of age but under 25 years of age who are undertaking a full-time course of education.
- 4 (b) There shall in addition be a social membership of persons as approved from time to time by the Management Committee.

**MEMBERSHIP**

5. The members of the Club from time to time shall be those persons listed in the register of members (the "Membership Register") which shall be maintained by the Club Secretary.

Any person who wishes to be a member must apply on the Membership Application Form and deliver it to the Club. Election to membership shall be at the discretion of the Club Management Committee and granted in accordance with the anti-discrimination and equality policies, Respect, code of Ethics and Behaviour An appeal against refusal may be made to the Club Committee in accordance with the Complaints Procedure in force from time to time Membership shall become effective upon an applicant's name being entered in the Membership Register

In the event of a member's resignation or expulsion, his or her name shall be removed from the Membership Register.

- 6 Honorary members, who shall not be liable to pay any entrance fee or subscription but shall be entitled to all the privileges of membership, may be elected by the Club in General

Meeting, so, however that there shall not at any one time be more than six honorary members

7. No person shall be admitted to ordinary, intermediate, junior, associate colt, associate or social membership until having paid to the treasurer such entrance fee as may be determined by the Club in General Meeting from time to time and his annual subscription, and until having been elected as provided in Rule 5.

8. No person, whether ordinary, intermediate, junior, associate colt, associate or social, or honorary member shall be admitted to membership to any of the privileges of membership without an interval of at least two clear days between his nomination or application for membership and his admission. No person becoming a member without prior nomination or application may be admitted to the privilege of membership without an interval of at least two clear days between his becoming a member and his admission.

#### **COMMITTEE AND OFFICERS - this section relates to Articles 58 to 62**

9. The affairs of the Club, in all matters not in these rules reserved for the Club in General Meeting or the Wine Committee shall be managed by the Management Committee of the Club

The Officers of the Club shall be the President, Vice-President(s), Chairman, Deputy Chairman, General Secretary and Treasurer and Social Secretary who shall be elected annually at the Annual General Meeting of the Club

The Management Committee shall consist of the Chairman, Deputy Chairman, President, General Secretary, Treasurer and Company Secretary and four members elected at the Annual General Meeting of the Club nominated by members of the Club other than associate members

The Management Committee may also co-opt up to three voting members of the Club on to the Management Committee such co-opted members to have no vote on the Management Committee but otherwise to play a full part in its proceedings

The members of the Management Committee shall go out of office in every year, but shall be eligible for re-election

The Management Committee may appoint one or more sub-committees for such purposes it may deem appropriate. Five members shall constitute a Quorum of the Management Committee and three a quorum of a sub-committee.

The playing of hockey shall be controlled by the Hockey Section Committee, which shall consist of a Ladies' and a Mens' Section Captain, Colts Chairman, Colts Age Group Coach Leaders, Ladies' and Mens' Team Treasurers, Fixture Secretaries, Disclosure and Barring Service and Child Protection Officer, Clubs 1<sup>st</sup> Officer and Indoor Organiser and either a Ladies' Team Manager or First Team Captain and Mens' Team Manager or First Team Captain. The Chairman and the General Secretary of the Club shall be members of the Hockey Section Committee *virtute officii* and three members shall constitute a Quorum. The members of the Hockey Section Committee shall be elected at the Annual General Meeting of the Hockey Section

Captains of teams and any other necessary team officials may be elected by the Hockey Section at the Hockey Section AGM. The Hockey Section AGM may defer the election of certain captains and other team officials and authorise the Hockey Section Committee to appoint those officials subsequent to the Hockey Section AGM. Those so appointed will not be members of the Hockey Section Committee.

10 The Secretary, Treasurer and every officer of the Club shall act in all matters in accordance with the directions of the Management Committee of the Club. Subject to any directions given to him by the Management Committee, the Secretary may, on behalf of the Club, engage domestic staff and other club servants as may be necessary for the efficient and economical running of the Club, and may lawfully terminate any such engagement.

### **TRUSTEES**

11 & 12 - [These Paragraphs have been deleted following the formation of the Limited Company]

### **SUBSCRIPTIONS, FINANCE AND ACCOUNTS - this section relates to Articles 6(b) and 67**

13 The annual subscription for members shall be such a sum as the Club in General Meeting may from time to time determine. At the discretion of the Management Committee an ordinary member may be allowed to pay a reduced subscription for any period less than a year.

14. Annual subscriptions shall be payable on election as provided in Rule 8, and thereafter without demand on 1st September in every year. The Management Committee may terminate the membership of any member whose annual subscription remains unpaid on the 1st December.

15 The Treasurer shall keep such proper books of accounts as will enable him to present at every Annual General Meeting of the Club or at any other time if required (on reasonable notice to him) by the Management Committee, an accurate report and statement concerning the finances of the Club, including a separate statement with regard to the purchase and supply of tobacco and intoxicating liquor, for the preceding year, or for the current year as the case may be, and shall present such report and statement accordingly.

16. The accounts to the 30th April each year shall be prepared by one or more qualified accountants.

### **TEAM SELECTION**

17. Hockey team selection shall be vested in a special sub-committee elected at the appropriate section Annual General Meeting in each year.

### **COLOURS**

18. The colours of the Hockey section shall be red shirts and socks, with navy blue shorts for ladies and white shorts for men and dress in accordance with Hockey Association Rules. Players must provide themselves with and wear Club colours.

## **INTOXICATING LIQUOR**

19 The supply of intoxicating liquor in the Club premises shall be permitted at any time subject to Act of Parliament and the terms of the lease dated 10th July 1996 from the London Borough of Hillingdon The Management Committee is responsible for any applications to extend the Bar opening hours from those permitted

20. The Club in General Meeting shall elect annually a Wine Committee which shall arrange the supply of intoxicating liquor by the Club to members, and to other persons on the Club premises, and shall secure the due observance of the provisions of the Licensing Acts, 1953 and 1964, and all Acts relating thereto, and of any conditions attached to any licence held by or on behalf of the Club for the supply of intoxicating liquor, or to any registration certificate granted in respect of the Club premises.

21 Unless approved by the Board or the Management Committee no person shall be paid at the expense of the Club any commission, percentage or similar payment on or with reference to the purchase of intoxicating liquor by the Club; nor shall any person directly or indirectly derive any pecuniary benefit from the supply of intoxicating liquor by or on behalf of the Club to members or guests, apart from any benefit accruing to the Club as a whole

## **GENERAL MEETING - this section relates to Articles 8 to 32**

22. An Annual General Meeting of the Club shall be held in August or September in every year. Notice of the day and time of the Annual General Meeting shall be posted in the Club in the manner prescribed in Rule 33 for a period of at least 14 days before such day and written notice given to members 14 days before such day. Notice may also be given in electronic form, either direct to members or by posting on a website 14 days prior to the meeting.

23 A General Meeting of the Club may be summoned at any time by the Management Committee and shall be so summoned immediately upon 12 ordinary members delivering to the Management Committee a written request in that behalf A General Meeting shall be summoned by causing a notice thereof to be posted in the Club premises in the manner prescribed in Rule 33 for a period of at least 14 days immediately before the day appointed for the meeting, but this period may be abridged in the Discretion of the Management Committee if the urgency of the business to be discussed in their opinion so required. Notice of a General Meeting may also be given by electronic notice direct to members or by posting on a website 14 days prior to the meeting

24 At any General Meeting of the Club every member of the Club shall be entitled to be present and every ordinary, intermediate, social or honorary member, but not junior ,associate or associated colt member shall be entitled to vote upon every question raised A member shall be elected for the occasion as Chairman of the Meeting before any business is opened The Chairman of the Meeting will not be entitled to vote except in the case of equality when the Chairman of the Meeting shall use his casting vote The Secretary shall take minutes of the proceedings at all General Meetings of the Club.

25. A Hockey Section Annual General Meeting shall be held in March or April of every year Notice of the Meeting shall be given to members by means of any one of the methods provided for in Rule 22.

## **VISITORS**

26 Players, Officials and their Guests of sports and games held on the pitches leased to the Club at Kings College Playing Fields, including the Astro Turf Pitch, shall be entitled to use the Club facilities, including the Changing Rooms, Kitchen and Bar. Associate members, junior members and associated colt members shall only be entitled to use any of the Club facilities with the prior permission of the Management Committee.

27 Members, except associate members, junior members and associate colt members may introduce and entertain guests at the Club, and there shall be kept at the Club premises a Visitors Book which both the member introducing a guest and his guest shall sign. The member introducing a guest shall be responsible for his guest strictly observing these rules and the Club bye-laws and shall not leave the Club premises before his guest. No person whose membership of the Club has been terminated under Rule 32, or is for the time being suspended under Rule 30 or whose application for membership has at any time been rejected, shall be introduced as a guest.

## **BYE-LAWS**

28 The Management Committee may from time to time make, vary or revoke bye-laws (not inconsistent with these rules) for the regulation of the internal affairs of the Club and the conduct of members, and the bye-laws for the time being in force shall be binding on all members.

## **CONDUCT OF MEMBERS**

29. No betting shall be allowed in the club. No lottery shall be permitted by any member or officer on behalf of or in any way connected with the Club or with any entertainment or event held by or in connection with the Club without the previous written permission of the Management Committee. Gaming shall be permitted in the Club so, however, as not to contravene any of the provisions of the Betting, Gaming and Lotteries Act, 1963, or any other statutory modifications thereof for the time being in force.

30 (a) The Management Committee may suspend the membership of any member whose conduct, whether on the Club premises or elsewhere, is or has been in the opinion of the Committee contrary to the interests of the Club or injurious to its reputation.

(b) Team Captains shall have the right to suspend temporarily any member of their team who they in their unfettered discretion consider to be embarrassing the team or the Club by their conduct during the game or immediately thereafter. Such temporary suspension shall be brought to the written attention of the Hockey Section Committee who shall consider the matter with due urgency but in any case not later than 14 days after the temporary suspension. The Hockey Section Committee shall report any temporary suspension to the General Secretary who shall report to the Management Committee at the first meeting following the incident giving rise to the temporary suspension.

31 Where under the foregoing Rules 30a and 30b the Management Committee consider that the membership of the suspended member shall be terminated the Management Committee shall

- 1 Cause a meeting of the Management Committee to be summoned for a day not later than the 21st day following the suspension;
- 2 Give notice to the suspended member at his address as last notified to the Secretary under Rule 32 of his suspension, and inform him that if he so desires he may be present at the said meeting

32 At any such meeting any allegations against the suspended member shall be related (in his presence if he attends) to the Meeting by a member of the Management Committee, and the suspended member shall (if he so desires) be heard in answer, a reasonable adjournment to enable him to prepare his answer being allowed him in the discretion of the Meeting. The decision of the Club at the said Meeting or at any adjourned Meeting whether to re-instate the suspended member or to terminate his membership shall be taken by vote, and shall be final and conclusive.

### **NOTICES**

33. Each member shall keep the Secretary informed at the Secretary's office on the Club premises of that member's private address and electronic address, and any other address at which communication may be addressed for him. Nevertheless, it shall not be necessary to send any notice intended for members generally to any member, by post or otherwise, except in the case of the notice convening any General Meeting for any of the purposes of Rule 36. All notices shall be posted by being affixed in a prominent position of the Club premises in a part of the Club which is frequented by members, and it shall be the duty of the Secretary to ensure that any such notice remains so exhibited throughout any period required in that behalf by or under these rules.

### **ALTERATION TO THE RULES**

34. These rules may be revoked, added to or altered by a majority comprising 2/3rds or more of the members present and or entitled to vote at any General Meeting of the Club of which notice has been duly given under Rule 22 or Rule 23 specifying the intention to propose the revocation, addition or alteration, together with full particulars thereof. Any proposal of revocation, addition or alteration to the Rules in the respect of the supply or purchase of intoxicating liquor by or on behalf of the Club shall be made without prior agreement of the proposed revocation, addition or alteration to the Rules by the Licensing Justices.

### **EXCLUSION OF LIABILITY**

35 Neither the Club nor any officer thereof shall be liable to any member or guest of any member for any loss of or damage to any property occurring, from whatever cause, in or about the Club premises; nor for any injury sustained by any member or guest whilst on or entering or leaving the Club premises.

### **DISSOLUTION - subject to Memorandum**

36. If the Club shall pass in General Meeting, by a majority comprising two-thirds or more of the members entitled to vote, a resolution of intention to dissolve the Club, the Management Committee shall take immediate steps to convert all the assets of the Club into money. Upon dissolution of the Club, after all Club and Company liabilities have been

cleared, all remaining financial and material assets shall be given or transferred to Middlesex Hockey Association or England Hockey, as shall be determined by the General Meeting, such assets to be employed for the development of the sport.

**INTERPRETATION**

37 In these rules, unless the context otherwise requires the masculine shall include the feminine gender and the singular the plural number

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