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The Companies Acts 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

EASTCOTE HOCKEY AND BADMINTON CLUB LIMITED

Incorporated the 30th day of April 1996

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COMPANY LIMITED BY GUARANTEE
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COMPANIES HOUSE

MEMORANDUM OF ASSOCIATION
OF
EASTCOTE HOCKEY AND BADMINTON CLUB LIMITED
(Amended 17 April 2010)

- 1 The name of the Company (hereinafter called "the Club") is "EASTCOTE HOCKEY AND BADMINTON CLUB LIMITED"
- 2 The registered office of the Association is to be situated in England
- 3 The objects for which the Club is established are -
 - (A) To acquire and take over all or any part of the assets and liabilities of the Eastcote Hockey and Badminton Club
 - (B) To provide facilities for playing hockey and badminton (and such other sports or pastimes as the Club shall by special resolution from time to time determine provided that the provision of facilities for the sports of hockey and badminton shall not be thereby prejudiced) by means of a club to be known as "Eastcote Hockey and Badminton Club"
 - (C) To promote, organise and manage any sports or pastimes as are referred to in (B) above
 - (D) To promote and hold either alone or jointly with any other persons or organisations tournaments competitions and matches for the sports or pastimes referred to in (B) above and to offer give or contribute to prizes or awards for the same
 - (E) To provide social facilities and events in connection with any of the sports or pastimes referred to in (B) above and including events designed to raise funds for the Club
 - (F) To develop the sporting facilities for the benefit of members and for the community generally with particular attention to youth but without prejudice to the reasonable requirements of the Club
 - (G) In furtherance of the above objects (A) to (F) but not further or otherwise the Club shall have power -

- (i) To participate in both mens and ladies leagues and cup tournaments at the highest level as determined by the Hockey Association and the Federation of International Hockey and to be affiliated to the Middlesex County Hockey Association and the Middlesex County Badminton Association as agreed by the Directors from time to time
- (ii) To raise funds and invite and receive contributions from any person firm or company way of donation and otherwise
- (iii) To purchase take on lease or in exchange hire or otherwise acquire the use of any real or personal property and any rights or privileges which the Club may think necessary or convenient for the promotion of the objects and to construct maintain improve and alter any building or other facility of any kind necessary or convenient for the activity of the Club whether solely or jointly with any other person or body
- (iv) To sell let mortgage dispose of or turn to account all or any of the property or assets of the Club as may be thought expedient with a view to the raising of funds or generally for the promotion of the objects and otherwise to manage and maintain such property and assets for the benefit of the Club
- (v) To buy provide make and sell meals food drink wines spirits ale beer and other intoxicating liquors intoxicating beverages cigars cigarettes tobacco and other goods and facilities normally provided by such a club whether or not directly related to the sports activities of the Club
- (vi) To hire and employ all classes or persons considered necessary for the purpose of the Club and to pay to them or to other persons in return for services rendered salaries wages gratuities and pensions
- (vii) To support and subscribe to any charitable or public body and any institution society or club to give pensions gratuities Christmas boxes or other assistance to any person who may have served the Club or to the spouse widow widower children or other relatives of such person and to take out insurance policies for the purpose of providing any such pension or gratuities as aforesaid and to make payments towards insurance and to form and contribute to benefit and provident funds for the benefit of any person who is or has been employed by the Club
- (viii) To undertake and execute any trusts which may lawfully be undertaken by the Club and may be conducive to the attainment of its objects

- (ix) To borrow or raise money for the purposes of the Club on such terms (including the issue of redeemable loan notes) and on such security as may be thought fit
- (x) To invest the monies of the Club not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (xi) To establish and support or aid in the establishment and support or any association or bodies and to subscribe or guarantee money for purposes in any way connected with the objects or calculated to further the same
- (xii) To pay out of the funds of the Club all costs and expenses of or incidental to the formation and registration of the Club
- (xiii) To do all such other things as are necessary to the attainment of the objects or any of them

PROVIDED THAT -

- (i) In case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with or invest the same in such manner as allowed by law having regard to such trust
- (ii) The Club shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation restriction or condition which if an object of the Club would make it a Trade Union and the Club's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
- (iii) In case the Club shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the company shall not sell mortgage charge or lease the same without such authority approval or consent as may be required by law

- 4 The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this 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 the members of the Club

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Club or to any member of the Club in return for any services actually rendered to the Club nor prevent the payment of interest at a rate of 2 per cent per annum less than

the base rate of the Club's bankers or 3 per cent whichever is the greater on money lent or reasonable and proper rent for the premises demised or let by any member of the Club

- 5 The liability of the members is limited
- 6 Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Club contracted before he ceases to be a member and of the costs charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1 (one pound)
- 7 If upon the winding-up or dissolution of the Club 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 Club but shall be given or transferred to The Middlesex County Hockey Association or England Hockey, as shall be determined by the General Meeting, such assets to be employed for the development of the sport
- 8 The Club believes in providing equal membership opportunities for persons of both sexes and of all races and ethnic origins irrespective of their colour or age as such
- 9 Unless the context otherwise requires all language used in this Memorandum is inclusive of the male and female genders

WE the several persons whose names addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association

NAMES AND ADDRESSES OF SUBSCRIBERS

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

DATED 30th March 1996

(Signatures and Witness)

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

**THE CLUB RULES
(AMENDED 17 APRIL 2010)**

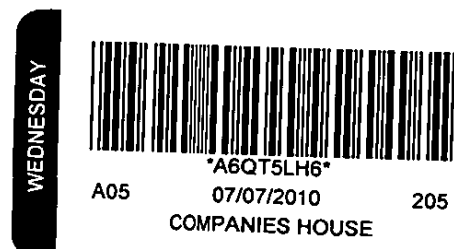
The following 6 pages are the Rules of the former (unincorporated) Eastcote Hockey and Badminton Club

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

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

THE CLUB RULES

**(REVISED 14 APRIL 1983, 6 JUNE 1991, 25 MAY 1993, 27 SEPTEMBER 1997 AND
11 OCTOBER 2003)**

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 Badminton (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 the Middlesex Country Badminton Association and shall consist of ordinary 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 Every candidate for ordinary, intermediate, junior, associate colt or social membership must be proposed by one member of the Club and the proposal must be seconded by another member, both the proposer and the seconder being ordinary members and both vouching for the candidate's fitness for membership. The name and address of every candidate proposed for ordinary, intermediate, junior, associate colt or social membership, together with the names of his proposer and seconder shall for a period of at least two clear days before such candidate is elected, be posted in the Club in the manner prescribed in Rule 32 The club shall be divided into two sections, one for hockey and the other for badminton Ordinary, intermediate, junior and associate colt members may belong to one or both sections provided that they take part actively as players or officials in the sports concerned, are recommended by the Committee controlling the Section concerned are approved as members of the Section concerned by the Management Committee, and pay such additional annual charge as the Club in General Meeting may from time to time levy
- 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 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 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, General Secretary, Treasurer, Auditor and Social Secretary who shall be elected annually at the Annual General Meeting of the Club

The Management Committee shall consist of the Chairman, General Secretary, Treasurer, Social Secretary, Bar Chairman and four members elected at the Annual General Meeting of the Club (two nominated by the Hockey Section and two nominated by the Badminton Section).

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 two sections the Club shall be controlled by section committees, the Hockey Section Committee shall consist of a Ladies' and a Mens' Section Captain, Ladies' and Mens' Team Treasurers, Team Secretaries, Fixture Secretaries, Colt Organiser and Indoor Organiser and either a Ladies' Team Manager or First Team Captain and/or Mens' Team Manager or a 1st Team Captain. When a Team Manager is to be appointed the Section AGM shall defer the selection of a 1st Team Captain. The Team Manager shall have the authority to appoint a 1st Team Captain. The Badminton Section Committee shall consist of the Section Captain, Section Treasurer, Match Secretary and six other Section members elected so the Section Committee consists of a total of nine member (3 from each of Monday, Tuesday and Wednesday evening players). The Chairman and the General Secretary of the Club shall be members of the Section Committee *virtute officii* and three members shall constitute a Quorum. The members of the Section Committee shall be elected at the Annual General Meetings of each Section

Captains of subsidiary teams and any other necessary team officials may be elected by the section at the Section AGMs. The Section AGM may defer the election of certain captains and other team officials and authorise the Section Committee to appoint those officials subsequent to the Section AGM. Those so appointed will not be members of the 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 and Badminton team selection shall be vested in special sub-committees 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 much 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 and the two sections of the Club shall be held in May or June in every year Notice of the day and time of the Annual general Meetings shall be posted in the Club in the manner prescribed in Rule 32 for a period of at least 14 days before such day and written notice given to members 28 days before such day

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 32 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

24 At any General Meeting of the Club every member of the Club shall be entitled to be present and every ordinary, intermediate, junior, social or honorary member, but not associated 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

VISITORS

25 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

26 Members, except associated 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 31, or is for the time being suspended under Rule 29 or whose application for membership has at any time been rejected, shall be introduced as a guest

BYE-LAWS

27 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

28 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

29 (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

29 (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 appropriate Section Committee who shall consider the matter with due urgency but in any case not later than 14 days after the temporary suspension. The 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

30 Where under the foregoing Rules 29a and 29b 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.

31 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

32 Each member shall keep the Secretary informed at the Secretary's office on the Club premises of that member's private address, or of some 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 35 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

33. 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

34 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

35 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

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