

COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF HACKNEY CITY TENNIS CLUBS LIMITED

TRADING AS HACKNEY TENNIS

1. Interpretation

Words and expressions defined in these Articles have the same meanings in the Memorandum:

“the Act” means the Companies Acts 1985 to 2006 as amended or re-enacted from time to time and any subordinate legislation made under it

“the Company” means the company governed by these articles

“the Directors” means the directors of the Company

“the Board” means collectively the Directors and the Chair

“the Commission” means the Charity Commissioners for England and Wales

“the memorandum” means the Company’s Memorandum of Association

“the articles” means the Company’s Articles of Association

“officers” includes the Directors and secretary

“Secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company

“the Chair” means the chair of the Board

“clear days” means the number of days of a notice period, not including the day the notice was given, nor the day the notice is to come into effect

“notice” is what Directors are required to give, generally in writing, to other Directors/members of meetings or decisions

“AGM” means an annual general meeting of the Company

“EGM” means an extraordinary meeting of the Company

“the objects” means the objects of the Company as defined in clause 3 of the Memorandum

“authorised representative” means an individual who is authorised by a member organisation to act on its behalf at meetings of the Company and whose name is given to the Secretary

“member” and “membership” refer to membership of the Company

“financial expert” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

“material benefit” means a benefit which may not be financial but has a monetary value

“taxable trading” means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the objects

“resolution” means decision

“quorum” means the number of people needed to be present for a meeting to be valid

“liability” means legal responsibility

“dissolution” means closure

2. Membership

- 2.1 Membership of the Company is open to any individual or organisation interested in promoting the objects of the Company, regardless of sex, age, disability, ethnicity, sexual orientation, religion or other beliefs, and who:
 - 2.1.1 applies to the Company in the form required by the Board
 - 2.1.2 is approved by the Board and
 - 2.1.3 signs a register of members or consents in writing to become a member either personally or, in the case of a member organisation, through an authorised representative
- 2.2 The Board may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application and:
 - 2.2.1 the Board must inform the applicant in writing of the reasons for the refusal within 21 days of the decision which may include *inter alia* the capacity for the time being of the facilities available and conduct or character likely to bring the Company or sport into disrepute
 - 2.2.2 the Board must consider any written representation the applicant may make about the decision. The Board's decision following any written representation must be notified to the applicant in writing but shall be final
- 2.3 Any member organisation must give written notice to the Company of the name of its nominated representative.
- 2.4 The Board must maintain a register of names and addresses of the members.
- 2.5 Membership of the Company is not transferable to anyone else.
- 2.6 The Board may establish different classes of membership on a non-discriminatory and fair basis and prescribe their respective privileges and duties and set the amounts of any subscriptions at levels that will not pose a significant or unreasonable obstacle to people wishing to participate in sport.

3. Termination on membership

- 3.1 Membership is terminated if the member concerned:
 - 3.1.1 gives 30 clear days written notice of resignation to the Company (provided that there would not be fewer than 2 members after resignation)
 - 3.1.2 dies, or in the case of an organisation, ceases to exist
 - 3.1.3 is two months in arrears in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due)
 - 3.1.4 is removed from membership by resolution of the Board on the grounds that in their reasonable opinion the member's continued membership is harmful to the Company (but only after giving the member 21 days written notice of the Board's decision and considering any representation the member wishes to make)

4. General Meetings

- 4.1 The Company must hold an AGM in every year which all members are entitled to attend.
- 4.2 At an AGM the members:
 - 4.2.1 receive the accounts and balance sheet of the Company for the previous financial year
 - 4.2.2 receive the Directors report on the Company's activities since the previous AGM
 - 4.2.3 accept the retirement of those Directors who wish to retire or who are retiring by rotation
 - 4.2.4 elect persons to be Directors to fill vacancies arising

- 4.2.5 appoint auditors for the Company and fix their remuneration
- 4.2.6 discuss and determine any issues of policy or deal with any other business put before them
- 4.3 Any general meeting which is not an AGM is an EGM. The Board may call an EGM at anytime.
- 4.4 The minimum period of notice required to hold a general meeting is 21 clear days notice for an AGM and for an EGM for the passing of a special resolution or 14 clear days for all other EGMs. General meetings may be called at shorter notice if agreed by all members entitled to attend and vote (in the case of an AGM) or if agreed by a majority of members having a right to vote (in the case of an EGM).
- 4.5 All members are entitled to attend general meetings either personally or in the case of a member organisation by an authorised representative.

5. Proceedings at general meetings

- 5.1 No business shall be transacted at any general meeting unless a quorum is present. A quorum is at least 15 members entitled to vote upon the business to be conducted at the meeting.
- 5.2 If a quorum is not present at the start of a meeting or if during a meeting a quorum ceases to be present the meeting shall be adjourned. The Board must reconvene the meeting and must give at least 7 clear days' notice. If no quorum is present at the reconvened meeting the members present shall constitute a quorum for that meeting.
- 5.3 General meetings shall be chaired by the person who has been appointed to chair meetings of the Board. If the appointed Chair is not present at a meeting the Directors must nominate a chair for the meeting before any business is discussed.
- 5.4 Except where otherwise provided by the Act, every issue is decided by a majority of votes. Each member present, whether an individual or an organisation, shall have one vote. If there is an equality of votes the person who is chairing the meeting shall have a second casting vote.
- 5.5 Votes at a general meeting must be decided on a show of hands. If the outcome of such a vote is not conclusive, the chair of the meeting may hold a poll vote.
- 5.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting.

6. Directors

- 6.1 The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.
- 6.2 No one may be appointed as a Director if he or she would be disqualified from acting under the provisions of Article 8.
- 6.3 The Directors shall consist of not less than 5 and not more than 8 individuals, all of whom must be members of the Company.
- 6.4 The Chair need not be a member of the Company and can be in addition to the 8 other directors.

7. Appointment and retirement of Directors

- 7.1 The Directors shall be the signatories to the Memorandum & Articles of Association and are notified to Companies House as the Directors of the Company.
- 7.2 At each AGM one-third of the Directors must retire from office, with those longest in office retiring first and the choice between any of equal service being made by drawing lots. All retiring Directors may put themselves up for re-election.
- 7.3 The following shall be eligible to be Directors of the Company:

- 7.3.1 Up to eight persons elected by the members of the Company at the Annual General Meeting
- 7.3.2 Up to four persons may be co-opted by the Board either to fill casual vacancies or by way of addition to the Board, provided that the maximum number prescribed in Article 6 be not thereby exceeded, but a co-opted Director only holds office only until the next AGM
- 7.4 Every Director must sign a declaration of willingness to act as a Director of the Company before he or she is eligible to vote at any meeting of the Directors.
- 7.5 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.
- 7.7 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

8. Disqualification and removal of Directors

- 8.1 A Director shall cease to hold office if he or she:
 - 8.1.1 ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director
 - 8.1.2 is disqualified under the Charities Act 2011 from acting as a Company Director
 - 8.1.3 is incapable, whether mentally or physically, of managing and administering his or her own affairs
 - 8.1.4 is absent without permission from 3 consecutive meetings of the Directors and the Directors resolve that his or her office should be vacated
 - 8.1.5 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Directors on resuming membership of the Company before the next AGM)
 - 8.1.6 resigns by written notice to the Directors (but only if at least two Directors will remain in office when the notice of resignation is to take effect)
 - 8.1.7 is removed by resolution passed by a majority of the members present and voting at an annual or extraordinary general meeting, provided that notice was given in accordance with the Act, and any appeal by the Director in person or writing at the general meeting was considered
 - 8.1.8 in the case of a member nominated by an organisation, if he or she ceases to be the organisation's authorised representative, or if the organisation ceases to exist

9. Proceedings of the Board

- 9.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, subject to the provisions in these articles.
- 9.2 A meeting of the Board may be held either in person or by suitable electronic means or by telephone as agreed by the Chair and Directors in which all participants may communicate with all the other participants.
- 9.3 No business shall be transacted at any Board meeting unless a quorum is present. A quorum is at least 3 or one third of the total number of Directors (whichever is the greater) as set out in Article 6.
- 9.4 Meetings shall be chaired by the person who has been appointed to chair or if they are not present the Directors must nominate a chair for the meeting, as set out in Article 4.
- 9.5 Every issue is decided by a majority of the votes cast but a written resolution signed by all Directors is as valid as a resolution passed at a meeting. Each member present shall have one vote. If there is an equality of votes the person who is chairing the meeting shall have a second casting vote, as set out in Article 5.

- 9.6 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

10. Powers of Directors

The Directors have the following powers in the administration of the Company:

- 10.1 to select and appoint (and remove) an individual, independent of the Company, to act as Chair of the Board of Directors.
- 10.2 to appoint (and remove) any member (who may be a Director) to act as or undertake the responsibilities of Secretary to the Company in accordance with the Act.
- 10.3 to appoint any other honorary officers from among their number.
- 10.4 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Director and all proceedings of committees must be reported promptly to the Board).
- 10.5 to make standing orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings.
- 10.6 to make rules consistent with the Memorandum, these Articles and the Act to govern proceedings at meetings of the Board and at meetings of committees.
- 10.7 to make regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Company and the use of its seal (if any).
- 10.8 to establish procedures to assist the resolution of disputes within the Company.
- 10.9 to exercise any powers of the Company which are not reserved to a general meeting.
- 10.10 to authorise a conflict of interest or potential conflict of interest of a director where the continued appointment of that director is in the discretion of the Board deemed to be in the interest of the Company and where in authorising the conflict the vote of the director in question is not counted.

11. Records and accounts

- 11.1 The Directors must comply with the requirements of the Act (and of the Charities Act 2011 in the case of any property subject to the jurisdiction of the Charity Commissioners for England and Wales) as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies (and the Charity Commission if required) of:
 - 11.1.1 annual reports
 - 11.1.2 annual returns
 - 11.1.3 annual statements of account
- 11.2 The Directors must keep records and minutes of all:
 - 11.2.1 appointments of officers made by the Directors
 - 11.2.2 proceedings at meetings of the Company
 - 11.2.3 meetings of the Board and its committees including names of the Directors present at the meeting, the decisions made at the meeting and where appropriate the reasons for the decisions.
 - 11.2.4 all professional advice obtained
- 11.3 Accounting records relating to the Company must be made available for inspection by the Chair and any Director at any reasonable time during normal office hours and may be made available for inspection by members who are not Directors if the Board so decides.
- 11.4 A copy of the Company's latest available statement of account must be supplied on request to the Chair and any Director or member, or to any other person who makes a written request and pays the Company's reasonable costs, within two months.

12. Notices

- 12.1 Notices under these Articles may be sent by hand, or by post or suitable electronic means or (where applicable to members generally) may be published on the Company's website or in any newsletter issued by the Company.
- 12.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.
- 12.3 Any notice given in accordance with these Articles is to be treated for all as having been received:
- 12.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 12.3.2 two clear days after being sent by first class post to that address
 - 12.3.3 three clear days after being sent by second class to that address
 - 12.3.4 on the date of the notice being posted on the Company's website
 - 12.3.5 on the date of publication and issue of a newsletter containing the notice
 - 12.3.6 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally
- or, if earlier,
- 12.3.7 as soon as the member acknowledges actual receipt
- 12.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting