



**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**of**

**THE UNITED WARDS CLUB OF THE CITY OF LONDON**

**Amended March 2024**

**COMPANIES ACT 2006**  
**COMPANY NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION OF**  
**THE UNITED WARDS CLUB OF THE CITY OF LONDON**

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company.

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
Ann Scrutton	
Brian Wadsworth	
Stephen Osborne	
Mike Wren	
Chris Edge	
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Anita Rust	
Clifford Rust	
John Toth	

**The Companies Act 2006**  
**Company Limited by Guarantee and not having a Share Capital**  
**Articles of Association of the United Wards Club of the City of London**  
**Company number 13848835**

Approved under Special Resolutions 1 and 2 at the Special General Meeting held at the Grenier Room, The Café du Marché, 22 Charterhouse Square, London EC1M 6DX on Wednesday 12 January 2022

**The Companies Act 2006**  
**Company Limited by Guarantee and not having a Share Capital**

**Index to Articles of Association of  
the United Wards Club of the City of London**

**PART 1**  
**INTERPRETATION**

1. Defined terms

**PART 2**  
**OBJECTS AND POWERS**

2. Name of the company  
3. Membership  
4. Objects  
5. Powers  
6. Benefits to members and directors  
7. Limitation of Liability

**PART 3**  
**DIRECTORS**

**DIRECTORS' POWERS AND RESPONSIBILITIES**

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

**DECISION-MAKING BY DIRECTORS**

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

**APPOINTMENT OF DIRECTORS**

21. Composition of the board of directors  
22. Election of directors  
23. Eligibility of directors  
24. Term of office of elected directors  
25. Alternate directors  
26. Termination of director's appointment  
27. Directors' remuneration

**PART 4**  
**MEMBERS**

**BECOMING AND CEASING TO BE A MEMBER**

- 28. Applications for membership
- 29. Classes of membership
- 30. Election of members
- 31. Termination of membership

**ORGANISATION OF GENERAL MEETINGS**

- 32. Attendance and speaking at general meetings
- 33. Quorum for general meetings
- 34. Chairing general meetings
- 35. Attendance and speaking by directors and non-members
- 36. Adjournment

**VOTING AT GENERAL MEETINGS**

- 37. Voting: general
- 38. Errors and disputes
- 39. Poll votes
- 40. Content of proxy notices
- 41. Delivery of proxy notices
- 42. Amendments to resolutions

**PART 5**

**ADMINISTRATIVE ARRANGEMENTS**

- 43. Means of communication to be used
- 44. No right to inspect accounts and other records
- 45. Provision for employees on cessation of business

**DIRECTORS' INDEMNITY AND INSURANCE**

- 46. Indemnity
- 47. Insurance
- 48. Model Articles to be excluded
- 49. Dissolution

## PART 1

### INTERPRETATION

#### 1. DEFINED TERMS

In the articles, unless the context requires otherwise:

“**Articles**” means the Company articles of association;

“**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“**chairman**” has the meaning given in article 16;

“**chairman of the meeting**” has the meaning given in article 34;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

“**Company**” means the Club;

“**director**” means a director of the Company, and includes any person occupying the position of director, by whatever name called;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**member**” means a member of the Club;

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**participate**”, in relation to a directors’ meeting, has the meaning given in article 14;

“**proxy notice**” has the meaning given in article 40;

“**special resolution**” has the meaning given in section 283 of the Companies Act 2006;

“**subsidiary**” has the meaning given in section 1159 of the Companies Act 2006; and

“**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

## PART 2

### OBJECTS AND POWERS

#### 2. NAME OF THE COMPANY

The name of the company is “The United Wards Club of the City of London” (hereafter “the Club”).

#### 3. MEMBERSHIP

Membership of the Club is open to all with an interest in the civic, business or social life of the City of London, whether through residence, profession, family connections, friendship or membership of other City clubs and institutions, including Livery Companies, Ward Clubs, the Guild of Freemen and the Royal Society of St George.

#### 4. OBJECTS

The objects for which the Club is established are:

- 4.1 to foster friendship and fellowship through social events, talks and visits to places of interest to members and their guests, both in the City of London and further afield;
- 4.2 to represent, respect and uphold the proud traditions of the City of London, supporting the Mayoralty and Commonalty, promoting engagement and the spirit of good citizenship; and
- 4.3 to support the benevolence of the Mayoralty and wider City through charitable giving, thereby helping members to “make the most of London”.

#### 5. POWERS

The Club has the following powers which may be exercised only in promoting the objects:

- 5.1 to acquire and hold, either for itself or as agent nominee or trustee of any person, firm, company, corporation, government, state, colony, province, dominion, sovereign, public body or authority and generally to sell, exchange or otherwise dispose of, manage, develop, deal with and turn to account real and personal property of all kinds whatsoever, and any interest therein and any claims against any real or personal property or against any person or company;
- 5.2 to provide advice;
- 5.3 to publish or distribute information;
- 5.4 to co-operate with other bodies;
- 5.5 to enter into any arrangements with any Government department, local authority, university, college or other body or person conducive to the promotion and attainment of the objects;
- 5.6 to support, administer or set up charities;

- 5.7 to raise funds;
- 5.8 to borrow or raise money on such terms as may be thought fit and give security for loans;
- 5.9 to secure the discharge of any of the Club's liabilities and obligations in any manner;
- 5.10 to acquire any copyright, patents, translation, publication, right of publication or reproduction or other intellectual property rights which may appear useful to the Club and to protect, prolong, register, renew, exercise, develop, turn to account, use or manufacture the same;
- 5.11 to advertise in such manner as may be thought expedient with a view to promoting the objects;
- 5.12 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights therein and any rights or privileges necessary for the promotion of the objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Club;
- 5.13 to let or dispose of property of any kind;
- 5.14 to provide financial assistance, make grants, donations or loans of money and to give guarantees;
- 5.15 to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable;
- 5.16 to set aside funds for special purposes or as reserves against future expenditure;
- 5.17 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- 5.18 to solicit contributions to the funds of the Club and to accept gifts (both inter vivos and testamentary) of money and other property of any kind, whether real or personal and whether or not subject to any specific trusts or conditions;
- 5.19 to accept any gifts, subscriptions, donations, bequests or devises of lands, monies, securities either real or personal property;
- 5.20 to appoint, constitute and delegate powers to such advisory committees as the Directors may think fit;
- 5.21 to delegate the management of investments to a financial expert, subject to such terms and conditions as the Directors decide;
- 5.22 to arrange for investments or other property of the Club to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 5.23 to insure the property of the Club against any foreseeable risk and take out other insurance policies to protect the Club when required;



- 5.24 to purchase and maintain insurance for the Directors against the costs of a successful defence to a criminal prosecution brought against them as fiduciaries or against personal liability incurred by them in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Club which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless whether the act or omission was a breach of trust or breach of duty;
- 5.25 to employ paid or unpaid agents, staff or advisers;
- 5.26 to enter into contracts to provide services to or on behalf of other bodies;
- 5.27 to establish, become a member of, manage, or support any bodies (whether incorporated or not) whose objects may seem capable of furthering any of the objects;
- 5.28 to establish where necessary local branches (whether autonomous or not);
- 5.29 to procure the Club to be registered or recognised in any foreign country or place;
- 5.30 to pay all costs and expenses arising in connection with the formation and registration of the Club; and
- 5.31 to do anything else within the law which promotes or is ancillary to the objects.

## **6. BENEFITS TO MEMBERS AND DIRECTORS**

The property and funds of the Club shall be used only for promoting the objects and do not belong to the members of the Club.

## **7. LIMITATION OF LIABILITY**

### **Liability of members**

- 7.1 The liability of each member is limited. Every member promises, if the Club is dissolved while they remain a member or within 12 months afterwards, to contribute up to £1 towards the costs of dissolution and the liabilities incurred by the Club while the contributor was a member

## PART 3

### DIRECTORS

#### DIRECTORS' POWERS AND RESPONSIBILITIES

#### 8. DIRECTORS' GENERAL AUTHORITY

8.1 Subject to the articles, the directors shall have control of the Club and its property and funds. The directors are responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club. The directors shall be members.

8.2 The Directors have the following powers in the administration of the Club:

8.2.1 to appoint (and remove) any individual to act as Secretary to the Club in accordance with the Companies Acts and where the office of Secretary is vacant or there is for any other reason no secretary capable of acting, to appoint (and remove) any assistant or deputy secretary (who need not be a member) to so act;

8.2.2 to delegate any of their functions to committees consisting of one 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 Directors);

8.2.3 to make rules consistent with the articles and the Companies Acts to govern proceedings at their meetings and at meetings of committees;

8.2.4 to make rules consistent with the articles and the Companies Acts to govern the administration of the Club and the use of its seal (if any);

8.2.5 to establish procedures to assist the resolution of disputes within the Club;

8.2.6 subject to the provisions of the Companies Acts, the articles and to any directions given by special resolution, to manage the business of the Club;

8.2.7 to resolve pursuant to the articles to effect indemnity insurance notwithstanding their interest in such a policy; and

8.2.8 to exercise any other powers of the Club which are not reserved to a general meeting.

#### 9. MEMBERS' RESERVE POWER

9.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

9.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

#### 10. DIRECTORS MAY DELEGATE

10.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:

- 10.1.1 to such person or committee;
  - 10.1.2 by such means (including by power of attorney);
  - 10.1.3 to such an extent;
  - 10.1.4 in relation to such matters or territories; and
  - 10.1.5 on such terms and conditions,
- as they think fit.

- 10.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 10.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **11. COMMITTEES**

- 11.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 11.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

## **DECISION-MAKING BY DIRECTORS**

### **12. DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

Any decision of the directors must be a majority decision at a meeting but a written resolution signed by a majority of the directors is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature). Every director has one vote on each issue. A procedural defect of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

### **13. CALLING A DIRECTORS' MEETING**

- 13.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Club secretary (if any) to give such notice.
- 13.2 Notice of any directors' meeting must indicate:
  - 13.2.1 its proposed date and time;
  - 13.2.2 where it is to take place; and
  - 13.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 13.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

## **14. PARTICIPATION IN DIRECTORS' MEETINGS**

- 14.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- 14.1.1 the meeting has been called and takes place in accordance with the articles; and
  - 14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 14.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **15. QUORUM FOR DIRECTORS' MEETINGS**

- 15.1 The quorum for directors' meetings shall be seven.
- 15.2 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 15.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to call a general meeting.

## **16. CHAIRING OF DIRECTORS' MEETINGS**

- 16.1 Meetings of the directors shall be chaired by the President.
- 16.2 If the President is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

## **17. CASTING VOTE**

If the numbers of votes for and against a proposal are equal, the President or other director chairing the meeting has a casting vote.

## **18. CONFLICTS OF INTEREST**

- 18.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Club in which a director has an interest, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 18.2 But if paragraph 18.3 applies, a director who has an interest in an actual or proposed transaction or arrangement with the Club is to be counted as participating in the decision-making process for quorum and voting purposes.
- 18.3 This paragraph applies when:

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

## **19. RECORDS OF DECISIONS TO BE KEPT**

The directors must ensure that the Club keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

## **20. DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

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

## **APPOINTMENT OF DIRECTORS**

### **21. COMPOSITION OF THE BOARD OF DIRECTORS**

- 21.1 The board of directors shall normally consist of a minimum of thirteen members, and in any case, not exceed fifteen members, being

21.1.1 the Officers:

- (a) the President;
- (b) the Immediate Past President;
- (c) two other Past Presidents;
- (d) the Senior Vice President;
- (e) the Junior Vice President;
- (f) the Honorary Treasurer; and

21.1.2 six elected directors.

21.2 The board of directors shall have power to co-opt directors to fill casual vacancies arising. Such co-opted directors shall serve only until the next Annual General Meeting, although they shall be eligible to seek election under clause 22. Service as a co-opted director under this sub-clause shall not count towards eligibility under clause 24.

## **22. ELECTION OF DIRECTORS**

The members of the Club shall elect at the Annual General Meeting:

22.1 for a term of one year:

- 22.1.1 the President;
- 22.1.2 the Senior Vice President; and
- 22.1.3 the Junior Vice President;

22.2 for a term of three years:

- 22.2.1 six elected directors; and

22.3 for a term of four years:

- 22.3.1 the Honorary Treasurer.

## **23. ELIGIBILITY OF DIRECTORS**

Directors must be members of the Club of at least two years' standing.

## **24. TERM OF OFFICE OF ELECTED DIRECTORS**

Elected directors may offer themselves for a further term of three years at the end of their first term but shall not be eligible to serve as an elected director after the expiry of their second term.

**25. ALTERNATE DIRECTORS**

A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the board of directors.

**26. TERMINATION OF DIRECTOR'S APPOINTMENT**

A person ceases to be a director as soon as:

- 26.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- 26.2 a bankruptcy order is made against that person;
- 26.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 26.4 a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 26.5 notification is received by the Club from the director that he or she is resigning from office, and such resignation has taken effect in accordance with its terms.

**27. DIRECTORS' REMUNERATION**

No director shall receive remuneration for their services to the Club as directors.

## PART 4

### MEMBERS

#### BECOMING AND CEASING TO BE A MEMBER

##### 28. APPLICATIONS FOR MEMBERSHIP

No person shall become a member of the Club unless that person has completed an application for membership in a form approved by the directors.

##### 29. CLASSES OF MEMBERSHIP

The directors may determine classes of membership as they see fit.

##### 30. ELECTION OF MEMBERS

The election of members shall be vested in the directors who may authorise the Secretary to admit to membership applicants who meet criteria that they may define from time to time. Applications which do not match these criteria shall be referred to the directors.

##### 31. TERMINATION OF MEMBERSHIP

31.1 Any member may resign membership by giving to the Secretary notice in writing to that effect. Every such notice shall be deemed to take effect from the date of the notice unless otherwise agreed.

31.2 The directors may by majority decision expel a member on grounds of conduct incompatible with the objects of the Club or prejudicial to the interests or welfare of other members or to the Club as a whole. Such decision shall be notified to the member in question in writing. Any member receiving such notice of intended expulsion shall be allowed four weeks from the date of that notice to advise the President in writing of any possible errors of fact or mitigating circumstances and/or to offer remedies or assurances for consideration by the President and directors. The directors shall confirm, suspend or withdraw their notice of expulsion within eight weeks of the date of the original notice and shall inform the member in question of their final decision in writing.

31.3 Membership is not transferable.

31.4 A person's membership terminates when that person dies or ceases to exist.

#### ORGANISATION OF GENERAL MEETINGS

##### 32. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

32.1 A member is able to exercise the right to vote at a general meeting when:

32.1.1 that member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and



32.1.2 that member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other members attending the meeting.

32.2 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

32.3 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

### **33. QUORUM FOR GENERAL MEETINGS**

33.1 The quorum at a general meeting shall be twenty members of the Club.

33.2 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the members attending it do not constitute a quorum.

### **34. CHAIRING GENERAL MEETINGS**

34.1 The President shall chair general meetings if present and willing to do so.

34.2 If the President is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

34.2.1 the directors present; or

34.2.2 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

34.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

### **35. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

35.1 Directors may attend and speak at general meetings.

35.2 The chairman of the meeting may exceptionally but not be obliged to permit other persons who are not members of the Club to attend and speak at a general meeting.

### **36. ADJOURNMENT**

36.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

36.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

36.2.1 the meeting consents to an adjournment; or

- 36.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 36.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 36.4 When adjourning a general meeting, the chairman of the meeting must:
- 36.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
- 36.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 36.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 36.5.1 to the same persons to whom notice of the Club's general meetings is required to be given; and
- 36.5.2 containing the same information which such notice is required to contain.
- 36.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **37. VOTING: GENERAL**

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

### **38. ERRORS AND DISPUTES**

- 38.1 No objection may be raised to the qualification of any member voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 38.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

### **39. POLL VOTES**

- 39.1 A poll on a resolution may be demanded:
- 39.1.1 in advance of the general meeting where it is to be put to the vote; or
- 39.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 39.2 A poll may be demanded by:
- 39.2.1 the chairman of the meeting;

39.2.2 the directors; or

39.2.3 two or more members having the right to vote on the resolution.

39.3 A demand for a poll may be withdrawn if:

39.3.1 the poll has not yet been taken; and

39.3.2 the chairman of the meeting consents to the withdrawal.

39.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

#### **40. CONTENT OF PROXY NOTICES**

40.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

40.1.1 states the name and address of the member appointing the proxy;

40.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;

40.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

40.1.4 is delivered to the Club in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

40.2 The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

40.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

40.4 Unless a proxy notice indicates otherwise, it must be treated as:

40.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

40.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### **41. DELIVERY OF PROXY NOTICES**

41.1 A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that member.

41.2 An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

41.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

41.4 If a proxy notice is not executed by the member appointing the proxy, it must be accompanied by written evidence of the authority of the member who executed it to execute it on the appointor's behalf.

## **42. AMENDMENTS TO RESOLUTIONS**

42.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

42.1.1 notice of the proposed amendment is given to the Club in writing by a member entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and

42.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

42.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

42.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

42.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

42.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## PART 5

### ADMINISTRATIVE ARRANGEMENTS

#### 43. MEANS OF COMMUNICATION TO BE USED

- 43.1 Subject to the articles, anything sent or supplied by or to the Club under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Club.
- 43.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 43.3 A director may agree with the Club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### 44. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

Except as provided by law or authorised by the directors or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a member.

#### 45. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Club or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Club or that subsidiary.

### DIRECTORS' INDEMNITY AND INSURANCE

#### 46. INDEMNITY

- 46.1 Subject to paragraph 46.2, a relevant director of the Club may be indemnified out of the Club's assets against:
- 46.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club;
- 46.1.2 any other liability incurred by that director as an officer of the Club.
- 46.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 46.3 In this article:
- 46.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- 46.3.2 a "relevant director" means any director or former director of the Club.

## **47. INSURANCE**

47.1 The directors may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director in respect of any relevant loss.

47.2 In this article:

47.2.1 a “relevant director” means any director or former director of the Club;

47.2.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Club or any pension fund or employees’ share scheme of the Club; and

47.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **48. MODEL ARTICLES TO BE EXCLUDED**

The model Articles for a company limited by guarantee are hereby expressly excluded.

## **49. AMALGAMATION AND DISSOLUTION**

The Club may cease to function by amalgamation with a club, organisation or association being broadly similar only after a resolution requiring the Club to amalgamate is passed by a majority of not less than both 75% of those present and 50% of those eligible to vote at a Special General Meeting of the members convened for that purpose within Greater London.

If the Club is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied to or for the benefit of such charity or charities having similar or complementary objects to those of the Club and if more than one then in such shares or proportions and in such manner in all respects as the directors may, in their discretion, decide.