

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

THE MANCHESTER '17' MOTORCYCLE CLUB LIMITED

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Interpretation

In these articles the following words and expressions have the following meanings unless the context otherwise requires:

"the Act"

the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

"the Board"

the board of directors of the Club, acting collectively;

"CA1985"

the Companies Act 1985;

"CA2006"

the Companies Act 2006;

"CASC Legislation and Regulations"

means Corporation Tax Act (CTA) 2010 Part 13 Chapter 9 and the Community Amateur Sports Clubs Regulations 2015 as amended from time to time.

"clear days"

in relation to a period of notice means that period excluding the day on which the notice is given or is deemed to have been given, and the day for which the notice is given or on which it is to take effect;

"the Club"

The Manchester '17' Motorcycle Club Limited;

"the Committee"

the committee of the Club as elected by the members of the Club, acting collectively;

"Director(s)"

any director(s) of the Club from time to time;

"executed"

includes any mode of execution;

"Financial Year"

the period ending on 31 October in each year;

"Memorandum"

the memorandum of association of the Club;

"Objects"

the objects of the Club as set out in the Memorandum from time to time;

"Secretary"

any person appointed to perform the duties of the secretary of the Club;

"the Sport"

motorcycling;

expressions referring to writing include references to printing, fax, e-mail and other methods of representing or reproducing words in a visible form;

unless the context otherwise requires, words or expressions contained in these articles bear the meanings given to them in the Act;

these articles shall constitute all the articles of association of the Club.

1. Admission of members

- 1.1. Membership of the Club shall be open to anyone interested in the sport on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs, except as a necessary consequence of the requirements of the Sport.
- 1.2. The Club may have different classes of membership and subscription on a non-discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating.
- 1.3. The Committee may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the Club or Sport into disrepute. Appeal against refusal or removal may be made to the members.
- 1.4. The Club must keep a register of members as required by the Act. The members are:
 - 1.4.1 the subscribers to the Memorandum and Articles of Association;
 - 1.4.2 the Directors;
 - 1.4.3 the Committee;
 - 1.4.4 every person who at the date of incorporation of the Club was a member of the unincorporated association known as The Manchester 17 Motorcycle Club, and who within 6 months after incorporation, deposits at the registered office a written election to become a member; and
 - 1.4.5 individuals or organisations who apply for admission on application forms approved by the Committee, are admitted as members by the Committee, and, if stated in the application for membership, pay a subscription.
- 1.5 Upon accepting membership of the Club, each member agrees to abide by these articles and rules imposed by the Committee from time to time and agrees to pay the appropriate annual subscription fee.

- 1.6 The annual subscription fee payable by the members shall be determined each year at a general meeting of the Club, provided this is always in line with article 1.2. The Committee may in its absolute discretion award membership to any person in consideration for no annual subscription fee.

2 **Retirement of members**

- 2.1 A member will cease to be a member:
- 2.1.1 if they resign by giving notice to the Club;
 - 2.1.2 if they are an individual, upon their death;
 - 2.1.3 in any case, if any reasonable (and without presenting an obstacle) subscription or membership fee due to the Club from any new or existing member remains outstanding for more than one month after its due date (due date will be 1 March every year); or
 - 2.1.4 if they are removed from the membership in accordance with any rule established by the Committee from time to time pursuant to article 22.
- 2.2 No member of the Club is entitled to any refund of subscription or membership fee on ceasing to be a member for any reason. Membership of the Club is not transferable.

3 **Constitution of the Committee**

- 3.1 A Committee of members shall be appointed by the members of the Club and can include:

- 3.1.1 a president;
- 3.1.2 a chairperson;
- 3.1.3 a vice chairperson;
- 3.1.4 a secretary;
- 3.1.5 a treasurer;
- 3.1.6 a social secretary;
- 3.1.7 a membership secretary;
- 3.1.8 a trials secretary;
- 3.1.9 an enduro secretary;
- 3.1.10 a rights of way officer; and
- 3.1.11 two ordinary members,

but will always include:

- 3.1.12 a president;
- 3.1.13 a chairperson;
- 3.1.14 a secretary; and
- 3.1.15 a treasurer,

and there must be no less than four members appointed to the Committee at any one time.

- 3.2 The president shall, upon retiring from their role as president, be entitled to remain as a vice president of the Committee for so long as they shall remain a member of the Club but shall not be entitled to vote at meetings of the Committee ("**Committee Meeting**").

- 3.3 The secretary of the Club should be willing to remain appointed for two full years following initial election in accordance with article 4 but shall be subject to re election each year.

4 Appointment of the Committee

- 4.1 The members of the Committee shall be appointed annually by the members of the Club at a general meeting of the Club.
- 4.2 Each nomination must be supported by two members.
- 4.3 The Committee may co-opt additional members of the Club who are willing to act as additional members of the Committee or to fill a vacancy. A member of the Committee co-opted by the Committee under this article will be entitled to vote at Committee Meetings and shall hold office until the next following general meeting of the Club. If a co-opted member of the Committee is not re-appointed at the general meeting, he will automatically vacate office at the end of the general meeting.
- 4.4 Any member of the Club who is appointed to the Committee to carry out more than one of the roles listed in clause 3.1 above shall only be entitled to one vote at any Committee Meeting and not one vote for each of the positions held by them.

5 Committee Meetings

- 5.1 The Committee must endeavour to hold a Committee Meeting once in every eight weeks of the year. The secretary of the Committee will choose the time and place of the Committee Meeting.
- 5.2 The secretary of the Committee may call a Committee Meeting at any time and must call a Committee Meeting if it receives a requisition by such number of members of the Committee as shall be equal to one quarter of the total number of members of the Committee at the time of the request (or the number nearest to but not exceeding one quarter).
- 5.3 A Committee Meeting is not valid unless a quorum of members of the Committee is present throughout the meeting. The quorum shall be the greater of four members of the Committee or such number of members of the Committee as is nearest to but not less than one half of the total number of members of the Committee appointed at that time.
- 5.4 If a quorum is not present within half an hour after the time set for the Committee Meeting, the Committee Meeting is automatically adjourned to another day, time and place decided by the secretary of the Committee upon consultation with at least two other members of the Committee.
- 5.5 The Chairperson of the Committee will preside as Chairperson of every Committee Meeting. If there is no Chairperson of the Committee, or if they are not present within fifteen minutes after the time appointed set for the Committee Meeting, or is unwilling to act, those members of the Committee present at the Committee Meeting must elect one of themselves to be Chairperson of the Committee Meeting.
- 5.6 At any Committee Meeting, a resolution put to the vote of the Committee will be decided on a show of hands.

5.7 A declaration by the Chairperson that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the minutes, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

5.8 Every member whose name is entered in the Club's register of members shall be entitled to attend Committee Meetings but shall not be entitled to vote or speak unless invited to do so by the Chairperson.

6 Votes of the Committee

6.1 Subject to clause 4.4 above, every member of the Committee has one vote for each resolution proposed at every Committee Meeting. A resolution proposed at any Committee Meeting will be approved if at least one half of the votes cast at the meeting are in favour of the resolution, except where the Act or these articles prescribes a different majority.

6.2 The Chairperson of the Committee is entitled to a casting vote.

7 Sub Committees

7.1 The Committee shall in its absolute discretion be entitled to approve a sub committee or sub committees and shall be entitled to delegate such powers as are required to enable the sub committee to carry out its duties.

7.2 The members of each sub committee shall be as approved by the Committee but each sub committee shall be entitled to approve a member of the sub committee to act as chairperson at any meeting of the sub committee ("**Sub Committee Meeting**").

7.3 Each sub committee shall report to the Committee and, except as otherwise determined by the Committee, recommendations of the sub committee shall be subject to approval by the Committee.

7.4 Except as otherwise determined by the Committee, members of the Committee shall be entitled to attend any Sub Committee Meeting.

8 General meetings

8.1 The Committee may call a general meeting at any time and must call a general meeting if it receives a requisition by at least 20% of members.

8.2 All general meetings of the Company must, save as set out in the Act, be called by at least 14 clear days' notice.

8.3 A meeting of the Club may be called by shorter notice than the notice requirements set out at paragraph 8.2 above if it is agreed by at least 90% of the members who have a right to attend and vote.

8.4 The notice must specify the place, date and time of the meeting and the general nature of all items of the business to be transacted. The text of all special and extraordinary resolutions to be proposed at the meeting must be set out in the notice.

8.5 Notice must be given to the members, the Directors, the Committee and the auditors but the Club shall not be required to give notice of a general meeting to a member:

8.5.1 whose registered address is outside the United Kingdom unless they have provided an address for service within the United Kingdom; or

8.5.2 for whom the Club no longer has a valid UK address,

and if anyone entitled to receive notice does not receive it, this does not invalidate the proceedings at the meeting if the failure to notify was accidental.

9 Extraordinary general meetings

An extraordinary general meeting can be called by the members or the Directors at any point, to cover issues which would usually be covered at the annual general meeting.

10 Proceedings at general meetings

10.1 A general meeting is not valid unless a quorum of members of the Club is present throughout the meeting. The quorum for all general meetings is 5% of the total membership (excluding social members).

10.2 If a quorum is not present within half an hour after the time set for the meeting, the meeting is automatically adjourned to the same day in the next week, at the same time and place, or to another day, time and place decided by the Committee.

10.3 At any adjourned meeting of the Club those members of the Club and the Committee who are present in person and who are entitled to count in the quorum shall be a quorum.

10.4 The Chairperson of the Committee will preside as Chairperson of every general meeting of the Club. If there is no Chairperson of the Committee, or if they are not present within fifteen minutes after the time appointed set for the meeting, or is unwilling to act, those members of the Committee present at the meeting must elect one of themselves to be Chairperson of the meeting.

10.5 The Chairperson may adjourn the meeting with the consent of any quorate meeting (and must if required by a simple majority of the members present at the meeting), but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice is required of an adjourned meeting unless the meeting is adjourned for 30 days or more, in which case notice must be given as in the case of the original meeting.

10.6 At any general meeting, a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Act, a poll may be demanded by:

10.6.1 the Chairperson;

10.6.2 5 members entitled to vote on the relevant resolution; or

10.6.3 a member or members representing 10% of the total voting rights of all members entitled to vote on the relevant resolution.

10.7 Unless a poll is demanded, a declaration by the Chairperson that a resolution has

been carried or lost on a show of hands, whether unanimously or by the particular majority (as required for the passing of the resolution), and an entry to that effect in the minutes, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 10.8 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairperson. The withdrawal of a demand for a poll does not invalidate the result of a show of hands declared before the demand for the poll is made.
- 10.9 Except as provided in article 10.10, if a poll is demanded it may be taken in such manner as the Chairperson directs but the Chairperson has no authority in exercising this power to extend the poll to members of the Club who are not present at the meeting in question. The result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- 10.10 A poll demanded on the election of a Chairperson, or on a question of adjournment of a meeting, must be taken immediately. A poll demanded on any other question may be taken at such time as the Chairperson directs. If there is an interval before the time for closing the poll, the meeting may deal with any business other than the business being determined by poll.
- 10.11 The Club shall hold, in each calendar year, a meeting to be known as the annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.
- 10.12 At every annual general meeting:
 - 10.12.1 The members of the Club have the power to elect or remove all the officers, the members of the Committee and Directors;
 - 10.12.2 The treasurer will produce accounts of the company for the latest financial year which shall be available for the members of the company to examine;
 - 10.12.3 The Committee will present a report to the Club's activities since the previous general meeting;
 - 10.12.4 The members will appoint a suitable person to audit the accounts as required;
 - 10.12.5 The members will discuss and vote on any resolution (whether about policy or to change the rules/Memorandum and Articles of Association) and deal with any other business put to the meeting; and
 - 10.12.6 Minutes of the general meeting shall be published and available for review at the Club's premises.

11 Votes of members

- 11.1 Every member (including the Directors, and members of the Committee) whose name is entered in the Club's register of members has, subject to payment of the annual subscription fee except as set out in article 1.6, and subject to them being over the age of 18, one vote at every general meeting, annual general meeting and/or extraordinary general meeting. For the avoidance of doubt, the following are entitled to one vote each (per proposition):
 - 11.1.1 President
 - 11.1.2 Directors
 - 11.1.3 Committee members
 - 11.1.4 Officials
 - 11.1.5 Members over the age of 18.

- 11.2 A resolution proposed at any general meeting will be approved if at least one half of the votes cast at the meeting are in favour of the resolution, except where the Act or these articles prescribes a different majority.
- 11.3 At any adjourned meeting of the Club a resolution proposed will be approved if two third of the votes cast at the meeting are in favour of the resolution.
- 11.4 Changes to these articles and the memorandum of association of the Club shall only be approved if three quarters of the votes cast at the meeting are in favour of the resolution. Members who abstain on the resolution shall not be counted in the number of members present at the meeting.

12 **Proxies and representatives**

A member of the Club is entitled to appoint another person as their proxy to exercise all or any of their rights to attend, speak and vote at a meeting of the Club.

13 **Directors - appointment**

- 13.1 The first Directors of the Club are those named in the statement submitted to the registrar of companies on incorporation of the Club.
- 13.2 The Directors will not be subject to retirement by rotation.
- 13.3 A general meeting of the Club will be called when the Committee have a recommendation to appoint a director. Such notice of this meeting must include the name of the person who is recommended by the Committee for appointment as a director at the meeting.
- 13.4 The members may by ordinary resolution appoint as the director recommended by the Committee in accordance with article 13.3 above, provide that this is a person who is willing to act, either to fill a vacancy or as an additional director.
- 13.5 A Director will cease to be a Director:
 - 13.5.1 if they resign their directorship by giving notice to the Club;
 - 13.5.2 if they die, become bankrupt, become mentally incapable of managing their own affairs, or is convicted of an indictable offence for which they are sentenced to a term of imprisonment;
 - 13.5.3 if they materially deviate from instructions given to them by the Committee;
 - 13.5.4 if they are removed by a simple majority of the members of the Club, following the procedure laid down in section 168 of CA 2006 and/or at an Annual General Meeting each year;
 - 13.5.5 if they are removed by a simple majority of the members of the Committee; or
 - 13.5.6 if they are disqualified under the Company Directors Disqualification Act 1986 or otherwise.

14 Alternate directors

- 14.1 Any Director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the Committee and willing to act, to be an alternate director and may remove from office an alternate director appointed by them.
- 14.2 An alternate director is entitled to receive notice of all Board meetings and of all meetings of committees of which their appointor is a member, to attend and vote at any such meeting at which their appointor is not personally present, and generally to perform all the functions of their appointor as a Director in their absence but an alternate director is not entitled to receive any remuneration from the Club for their services as an alternate director.
- 14.3 An alternate director will cease to be an alternate director if their appointor ceases to be a Director.
- 14.4 Any appointment or removal of an alternate director shall be by notice to the Club signed by the Director making or revoking the appointment or in any other manner approved by the Committee.
- 14.5 Unless otherwise provided in these articles or in any rules made pursuant to article 21, an alternate director is deemed for all purposes to be a director and is solely responsible for their own acts and defaults, and they are not the agent of the Director appointing them.

15 Powers of the Board

- 15.1 Save as set out in the Schedule, the Board has control over all the affairs and property of the Club, and may exercise all the powers of the Club, except as otherwise provided by the Memorandum of Association of the Club, these articles, by any rules made pursuant to article 21 or by the CASC Legislation and Regulations. Every Director has one vote at a Board meeting.
- 15.2 A Director may call a Board meeting at any time and the Secretary must call a Board meeting if requested to do so by a Director or at least three members of the Committee. The Board must convene and regulate its meetings in accordance with the instructions of the Committee. Questions arising at any Board meeting will be decided by a majority of votes.
- 15.3 A Board meeting is not valid unless a quorum is present throughout the meeting. The quorum is one Director if there is a sole director in office, but otherwise is one half of the Directors then holding office or two Directors (whichever is the greater).
- 15.4 The Chairperson of the Board will preside at every Board meeting. If at any Board meeting the Chairperson is not present within fifteen minutes after the time set for the start of the meeting, the Directors present must choose one of their number to be Chairperson of the meeting. In the case of an equality of votes on any question the Chairperson has a second or casting vote.
- 15.5 A technical defect in the appointment of a director does not invalidate a decision taken at a Board meeting if the Directors present were not aware of the defect at the time of the meeting.
- 15.6 The Board may delegate any of its powers to a managing director and to committees consisting of such Directors, members of the Club and others as it

thinks fit in the exercise of the delegated powers, any managing director or committee must conform to any regulations which may be imposed by the Directors or by rules made under article 21.

15.7 If there remains a sole director only, then their power is to call a general meeting of the members of the Club in order to elect additional directors of the Club.

15.8 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the directors shall have the following powers, namely:

15.8.1 to expend the funds of the Club in such manner as they shall consider most beneficial for the achievement of the Objects of the Club and to invest in the Club such part of the funds as they may see fit in furtherance of the Objects of the Club; and

15.8.2 to enter into contracts on behalf of the Club.

15.9 The Club will not invest monies in stocks, shares, securities, or property as this would be regarded as non-qualifying expenditure by a CASC qualifying club and may result in a liability to corporation tax.

16 **Benefit to directors**

16.1 The Directors are entitled to receive such remuneration, travel/subsistence expenses, and other benefits as the Committee determines (if any), at all times in accordance with the CASC Legislation and Regulations.

16.2 Subject to the provisions of the Act, and provided that they have disclosed to the Board and the Committee the nature and extent of any material interest of theirs, a Director:

16.2.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Club, or in which the Club is otherwise interested;

16.2.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any organisation in which the Club is interested; and

16.2.3 is not accountable to the Club for any benefit which they derive from any circumstance described in articles 16.2.1 or 16.2.2 and no transaction or arrangement described in these articles is voidable because of any Director's interest or benefit.

16.3 For the purpose of this article, a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified and an interest of which a Director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.

17 **Secretary**

The Club must have a Secretary who will be appointed by the Committee on whatever terms the Committee thinks fit. If there is no Secretary capable of

acting, anything required or authorised to be done by or to the Secretary may be done by any member of the Committee or a Director authorised generally, or specially for that purpose by the Board and the Committee.

18 Seal

The Club is not required to have a common seal. If the Club has a common seal, it may only be used by the authority of the Board and the Committee. Every document bearing an impression of the common seal must be signed by a Director, and countersigned by the Secretary or by a second Director.

19 Accounts, confirmation statement and annual return

19.1 The Club must comply with the CA2006 and the Directors must comply with their obligations as company directors under the CA2006 including preparing and filing the annual accounts and annual confirmation statement with the Registrar of Companies.

19.2 The Club must comply with the CA2006 in relation to the audit or examination of accounts (to the extent that the law requires).

19.3 The Directors must prepare annual reports and accounts, which contain:
19.3.1 revenue accounts and balance sheet for the last accounting period;
19.3.2 the auditor's report on those accounts (if applicable); and
19.3.3 the Board's report on the affairs of the Club.

19.4 The Board must keep minutes of all the appointments made by the Board.

20 Notices, meetings and resolutions

20.1 The following articles 20.1 to 20.7 apply to meetings and resolutions of, and notices given to, the Board, committees of the Board, the Committee and the Club in general meeting and 'member' means a Director, member of the Committee or a member of the Club in general meeting as the context requires.

20.2 Any notice to be given under these articles must be in writing and be given in hard copy or electronic form. The Club may give any notice to a member by handing it to them personally, or by sending it by post (airmail in the case of overseas members who have given no address for service within the United Kingdom) in a prepaid envelope addressed to the member at the address shown in the Club's register of members or by leaving it at that address. The Club may, subject to and in accordance with the provisions of CA2006, serve any notice on, or send or supply any other documents or information to, its members or any other person by any electronic means, including by making them available on a website.

20.3 A member present in person at any meeting is taken to have received notice of the meeting and, where necessary, of the purposes for which it was called.

20.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice is deemed to be given at the expiration of 48 hours after it was handed to the member, posted or (as the case may be) sent by electronic communication.

- 20.5 Subject to the provisions of the Act (and in particular in the case of a resolution of the members of the Committee and/or Club, to any requirement to submit the proposed resolution to the auditors), a resolution in writing signed (or approved in electronic form) by all the members entitled to attend and vote at a meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice for the purpose of this article.
- 20.6 Subject to any provisions of the Act requiring a meeting to be held physically, a member entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility enabling all people participating in the meeting to communicate interactively and simultaneously with each other and participation in a meeting in this manner is taken to be presence in person at the meeting.
- 20.7 The Secretary or a Director must take minutes of proceedings at all meetings, and the minutes must be authenticated and kept in accordance with the requirements of the Act.

21 Rules

- 21.1 The Committee may make and amend rules for any purposes required from time to time for the effective operation of the Club or the furtherance of the Objects, including the levying of annual subscriptions or membership fees, which must always be in accordance with CASC Legislation and Regulations, but if there is a conflict between the terms of these articles or the Memorandum of Association of the Club and any rules made or amended under this article, the terms of the Memorandum and Articles will prevail.
- 21.2 No additional rule as to the manner in which a member may be removed from membership of the Club is valid unless it provides that the member is to be given an opportunity to be heard at any meeting at which the question of removal is to be determined.
- 21.3 A person is bound by the terms of rules made or amended in accordance with these articles even if they have not received notice of the rules or the alteration.
- 21.4 A rule made by the Committee shall have immediate effect but shall cease to have effect unless confirmed at the next general meeting of the Club.

22 Expulsion of a member

- 22.1 Any member of the Club may be removed from membership in accordance with the following rules but by no other method.
- 22.2 A member may be removed or subject to appropriate disciplinary action if, in the opinion of the Committee, they have acted or have threatened to act in a manner which is contrary to the interests of the Club as a whole or if their conduct (whether as a member or otherwise) is likely to bring the Club, or any or all of its Directors or members into disrepute.
- 22.3 If at a Committee Meeting a resolution is passed to remove a member, the Committee must serve a notice on the member stating that the Committee has resolved to invoke the provisions of these rules and giving a statement of the reasons for the Committee's decision. The statement of reasons must be sufficiently detailed in the circumstances to enable the member to know the

reason for their removal and be in accordance with CASC Legislation and Regulations.

- 22.4 If the final decision is to remove the member, this must be reflected in the register of members as soon as reasonably practicable. After the removal of the member has been noted in the register of members they will have no right to attend and vote at general meetings of the Club and they will cease to be entitled to any other benefits of membership.
- 22.5 They will not be entitled to a refund of any subscription, membership fee or joining fee paid by them for their membership of the Club.

23 Indemnity

- 23.1 Subject to the Act, the Club accepts no liability under any circumstance for any accident, damage, misadventure or mishap of any description, whether to members or a third party, personal or material, caused by or happening to any member or third party during any event organised by, or partaken of by the Club and its members.
- 23.2 A relevant director (as defined in article 23.3.3 below) shall be indemnified out of the Club's assets against any liability (other than a liability to the Club or an associated company) which that Director incurs in connection with:

- 23.2.1 civil proceedings in relation to the Club or an associated company (other than a liability incurred in defending proceedings brought by the Club or an associated company in which final judgment is given against the Director);
- 23.2.2 criminal proceedings in relation to the Club or an associated company (other than a fine imposed in such proceedings, or a liability incurred in defending proceedings in which the Director is convicted and the conviction is final);
- 23.2.3 regulatory action taken by or a regulatory investigation by a regulatory authority in relation to the Club or an associated company (unless a sum is payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising));
- 23.2.4 any application for relief:
 - (a) under section 114(3) or (4) CA1985 (acquisition of shares by innocent nominee); or
 - (b) section 727 CA1985 (general power to grant relief in case of honest and reasonable conduct),

unless the court refuses to grant the Director relief, and the refusal of relief is final; or

- 23.3 For the purposes of article 23.2, a judgment, conviction or refusal of relief becomes final:
 - 23.3.1 if not appealed against, at the end of the period for bringing an appeal; or

23.3.2 if appealed against, at the time when the appeal (or any further appeal) is disposed of, and an appeal is disposed of:

- (a) if it is determined and the period for bringing any further appeal has ended; or
- (b) if it is abandoned or otherwise ceases to have effect.

23.3.3 In this article 23.3:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "relevant director" means any Director or former director of the Club.

23.4 Insurance

23.4.1 Subject to the Act, the Club may at the absolute discretion of the Committee purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant officer in respect of any relevant loss.

23.4.2 In this article 23.5:

23.4.3 a "relevant officer" means any Director or former director of the Club, any other officer or employee or former officer or employee of the Club (but not its auditors) or any member of the Committee; and

23.4.4 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Club or any associated company (within the meaning of article 23.4.3 above).

Schedule

The Board (acting by simple majority) shall not without the prior written consent of the Committee, and at all times always acting within the CASC Legislation and Regulations, carry out the following:

- 1 change the nature or scope of the business of the Club or commence any new business not being ancillary or incidental to such business;
- 2 enter into or vary any bank or other overdraft or borrowing facility;
- 3 lend or advance monies to or guarantee the indebtedness of any person or give any indemnity;
- 4 transfer, assign or dispose of or vest or procure the transfer or disposition or vesting of the whole or any substantial part of the property, business, undertaking or other assets of the Company whether by a single transaction or a series of transactions whether related or not;
- 5 undertake any obligations nor make any payments nor assume any liabilities except such as are usual and necessary in the ordinary and proper course of its business;
- 6 make any capital commitment or investment whether by a single transaction or a series of transactions each being transactions) in excess of £1;
- 7 save in the ordinary course of business, sell dispose of or enter into agreement to lease any fixed assets of the business with a value in excess of £1;
- 8 sell, hive down or dispose of the whole or a substantial part of the undertaking or assets of the Club;
- 9 acquire or dispose of any shares, debentures, debenture stock or other securities of any other company;
- 10 enter into or become a member of any joint venture, consortium, partnership or other unincorporated association or enter into any agreement or arrangement for sharing commissions or other income;
- 11 form or acquire by any means any subsidiary;
- 12 initiate any litigation or arbitration or settle, compromise or in any way dispose of any claim or action brought by or against it save for the collection of debts arising in the ordinary course of the business carried on by it;
- 13 alter the accounting policies adopted by the Club save as required by law or save in accordance with a general accounting practice hereafter adopted;
- 14 change its auditors;
- 15 fix or pay any reasonable and properly incurred fees, or other remuneration or benefits, or the payment of any service, management or consultancy fees in respect of any service supplied to the Club (if any);
- 16 agree or vary the terms and conditions under which any credit (other than credit arising in the ordinary course of business) is to be made available to or repaid by the Club;

- 17 mortgage or charge or permit the creation of or suffer to subsist any mortgage or charge over the whole or any part of the assets or undertaking of the Club; and
- 18 change or enter into any terms of employment of any Director or engage or amend the terms of employment of any person or appoint any such person.