

81

The Companies Acts 1985 to 2006

ARTICLES OF ASSOCIATION
OF

PARKLANGLEY FREEHOLDS LIMITED

(adopted by Special Resolution passed on 30 March 2023)

SATURDAY



A06 *AC1J9U95* 15/04/2023 #214
COMPANIES HOUSE

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

The Act	The Companies Act 2006 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association as amended from time to time.
The Club	The Company trading as The Parklangley Club.
The Board	The Board of Directors.
The Management Committee	The committee appointed in accordance with Article 67
The Office	The registered office of the Club.
The Sports	The sports referred to in clause 3.1 of the Company's Memorandum of Association from time to time and "Sport" shall refer to any one of the Sports
Section	The badminton section, the lawn tennis section and the squash racquets and racketball section.
Month	Calendar Month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in visible form. For the avoidance of doubt, unless so stated, in these Articles the reference to "in writing" shall exclude the use of email.
Clear days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the female gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Club is established for the objects and with the powers expressed in the Memorandum of Association.

MEMBERSHIP

3. Such persons as the Board shall admit to membership in accordance with the Articles shall be members of the Club, and this shall include all participating and social members of The Parklangley Club at 1 April 2005 unless any such person objects.
4. Every person who wishes to become a member of the Club shall deliver to the Club a duly executed application for membership in such form as the Board may require, accompanied by the appropriate subscription. The application must indicate which Section or Sections the applicant wishes to join. The application shall be delivered within such period as the Board may require. The Board may require any applicant who shall not previously have been a member to pay (in addition to the appropriate subscription) an entrance fee in such sum and at such time as the Board may reasonably require. No person will become a member and receive the rights of membership until a minimum of two days has elapsed from the time when such person submitted an application for membership.
5. Membership of the Club shall be open to anyone interested in any of the Sports 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 particular Sport. However limitation of membership according to facilities and numbers shall be allowable on a non-discriminatory basis.
6. The Club will have different classes of membership and subscriptions on a non-discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating, without compromising the viability of the Club.
7. The Board may refuse membership, suspend membership or remove it, only for good cause including without limitation, bad conduct or character likely to bring the Club or any of the Sports into disrepute. Appeal against refusal, suspension or removal may be made to a Disciplinary Committee in accordance with Article 14.
8. Members who have joined one Section of the Club shall have priority if they apply to join another Section.
9. Non-participating (social) members of the Club shall have all the privileges of members of the Club with the exception of the right to participate in any of the Sports.
10. Subscriptions shall be due on the date of issue of an invoice. If the invoice is unpaid after one calendar month, the member shall forfeit all privileges of membership and

shall be considered to have resigned with immediate effect unless the Board decides otherwise.

11. A member is classified as a junior member up to his or her 18th birthday. A junior member is not entitled to vote at meetings of the Club but otherwise enjoys the same privileges as members aged 18 or more.
12. A member who wishes to withdraw from membership of the Club (or to reduce the number of Sections which he has joined) shall submit his resignation in writing to the Club Manager at least seven days before his next subscription is due. Failure to do so shall render him liable for payment of that next subscription.

VISITORS AND GUESTS

13. Subject to compliance with all laws, visitors and guests may be introduced by members subject to the following conditions:-
 - (a) The visitor/guest must pay the appropriate fee, if any, before the visitor/guest is entitled to participate in any Sport.
 - (b) All visitors/guests who have paid the appropriate fee and all members of visiting teams shall be admitted to the Club's premises for the day of participation only and shall be entitled to purchase intoxicating liquor on that day.
 - (c) Whilst on the Club premises for the purpose of their matches, members of visiting teams will be deemed to be associate members and shall have the full rights and privileges of ordinary members for the purpose of these Articles with the exception of any right to attend and/or vote at meetings of the Club.
 - (d) Visitors/guests may not be permitted to participate in any Sport on more than six occasions during any one calendar year.
 - (e) A member is responsible for his visitors' and guests' behaviour during the time that his visitors and/or guests are on the Club premises.
 - (f) The Club may permit functions to be run for the benefit of a member and his/her guests and those guests may purchase intoxicating liquor at the function provided the function is booked in advance with the Club Manager or in his absence the Club Chairperson
 - (g) All individuals who visit the Club for the purpose of courses paid for in advance will be deemed to be guests of the Club.
 - (h) All non-members who attend a private function organised by the Club will be deemed to be guests of the Club.

DISCIPLINE

14. When required a Disciplinary Committee shall be formed consisting of the Management Committee Chairperson, one other member of the Management Committee and the Chairperson of the relevant Section. If it is alleged that a member has behaved in an unacceptable manner, that member may be asked to meet the Disciplinary Committee to be given an opportunity to explain himself. The Disciplinary

Committee shall have power to expel the member, to suspend the member for a specified period, to reprimand the member or to absolve the member. The Management Committee shall be required to reconsider this determination upon an appeal from the member or a requisition signed by not less than twenty members. No appeal whatever shall be made against the Management Committee's final determination. The member shall not have any claim or remedy in relation to any disciplinary decision.

GENERAL MEETINGS

15. General meetings of the Club may be held either in person or by video conference call. The calling notice for each meeting shall specify which format will be used. All members may attend all general meetings of the Club either in person (for those to be held in person) or by video conference call (for those to be held by video conference call).
16. The quorum for all general meetings of the Club shall be thirty members present.
17. Any general meeting shall elect its own chairperson.
18. Except as otherwise provided in these Articles or by law, every resolution of the Club shall be decided by a simple majority of the votes cast.
19. Formalities in connection with general meetings shall be decided by the Board and publicised to members.


ANNUAL GENERAL MEETINGS

20. The Club will hold an Annual General Meeting (AGM) once in every calendar year and not more than 15 months after the last AGM.
21. The Board shall submit its report on the activities of the Club to the Club AGM.
22. The Treasurer shall submit the statement of accounts for the previous financial year to the Club AGM.
23. The members present at a Club AGM shall elect members to serve as directors and to serve on the Management Committee.
24. The members present at a Club AGM shall appoint an auditor.
25. Special business may be put to a Club AGM.

EXTRAORDINARY GENERAL MEETINGS

26. Each general meeting of the Club, other than an annual general meeting, shall be called an Extraordinary General Meeting (EGM). An EGM shall be called by the secretary within 14 days of a request to that effect from the Board or on the written request of at least 80 members or, if less, a person or persons representing not less than 5% of the total voting rights of all the members having the right to vote on the resolution. Each EGM shall be held at a time and place decided by the Board. All business at an EGM will be special business.

NOTICE OF GENERAL MEETINGS

- 
27. Save where special notice is required to either remove a director or an auditor, when at least 28 (twenty-eight) clear days' notice will be required, an AGM and any EGM called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 (twenty-one) clear days' notice. All other general meetings shall be called by at least 14 (fourteen) clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an AGM, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other general meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting, whether it is to be held in person or by video conference call, the video conference call joining details (if relevant) and, in the case of an AGM, shall specify the meeting as such.

The notice shall be given to all the members and to the directors and auditors.

28. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
29. The business to be transacted at the meeting must be stated in the notice convening the meeting and no other business may be transacted. Any resolution proposed at a general meeting (whether AGM or EGM) shall only be passed in accordance with the requirement of the law and each such resolution so passed shall be binding on the Club or on the Section as appropriate.

PROCEEDINGS OF GENERAL MEETINGS

30. The chairperson may, with the consent of a general meeting of the Club at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least 7 (seven) clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
31. A resolution put to the vote of a meeting shall be decided on a show of hands (whether in person or by video conference call (as relevant)) unless before, or on the declaration of the result at the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (a) by the Chairperson;
 - (b) by the Board; or
 - (c) by at least ten members having the right to vote at the meeting or, if less, a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution and who in each case are (in the case of a meeting held in person) present in person or by

proxy and (in the case of a meeting held by video conference call) either present in person on that video conference call or by proxy.

32. Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
33. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
34. A poll shall be taken as the chairperson directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall not be entitled to a casting vote in addition to any other vote he may have.
36. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
37. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
38. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS AND APPOINTMENT OF A PROXY


39. Every member shall be entitled to receive notice of, attend general meetings and shall have one vote.
40. No objection may be raised to the qualification of any person 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. Any such objection must be referred to the chairperson of the meeting whose decision is final.
41. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - (a) states the name and address of the member appointing the proxy;

JD.

- (b) identifies the chairperson of such meeting to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed (whether in writing, machine printed or other electronic signature) by or on behalf of the member appointing the proxy; and
 - (d) is delivered to the Club (whether in person to Reception at the Club's main premises, by post to the Club's main premises or by email to agm@theparklangleyclub.co.uk) no later than 48 hours before the time of the meeting in relation to which that person is appointed in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
42. The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
43. 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.
44. Unless a proxy notice indicates otherwise, it must be treated as:
- (a) 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
 - (b) 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.
45. 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 person.
46. An appointment under a proxy notice may be revoked by delivering to the Club (in like manner to that prescribed in Article 41(d)) a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
47. 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.
48. 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 person who executed it to execute it on the appointor's behalf.

THE BOARD OF DIRECTORS

49. The Board shall consist of a minimum of four and a maximum of six directors including the Chairperson and Financial Director. All directors must be members of the Club. No employee of the Club may be nominated for election, or be appointed, as a director.
50. Two directors will retire each year in rotation with effect from the conclusion of the relevant AGM and may offer themselves for re-election at the AGM. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- 
51. Subject to the provisions of this Article and Article 49, any member may in writing nominate another member (whether a retiring director or not) to stand for election at an AGM as a director to fill any vacancy. Every nomination must be
- (a) seconded by another member (other than the member being nominated)
 - (b) signed by the nominator, the seconder and the member so nominated indicating his willingness to stand for election, and
 - (c) delivered (by hand or by post but not by email) to the secretary at least 35 (thirty-five) clear days before the AGM.
52. Subject to the provisions of Article 49 the Club may by ordinary resolution appoint a member who is willing to act as director either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following AGM and shall not be taken into account in determining the directors who are to retire by rotation at the AGM. If not reappointed at such AGM, he shall vacate office at the conclusion thereof.
53. Subject to the provisions of Article 49 the directors may appoint a member who is willing to act as director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following AGM and shall not be taken into account in determining the directors who are to retire by rotation at the AGM. If not reappointed at such AGM, he shall vacate office at the conclusion thereof.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

54. The office of a director shall be vacated if:
- (a) he commences employment with the Club; or
 - (b) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (d) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (e) he resigns his office by notice to the Club; or

- (f) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

DIRECTORS' INTERESTS

- 55. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
 - (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Club or in which the Club is otherwise interested;
 - (b) 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 body corporate promoted by the Club or in which the Club is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Club for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 56. For the purposes of regulation 55:
 - (a) 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
 - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

- 57. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a simple majority of votes cast by those present at the meeting. In the case of an equality of votes, the chairperson shall not have a second or casting vote. No director may appoint an alternate.
- 58. The Board shall meet at least 4 (four) times in each year following the date of the AGM (whether in person, via telephone, via video conference call or a combination thereof whereby in each case all directors participating in the meeting are able to hear each other even though they may not be in the physical presence of another director). All directors so participating shall be deemed to be present at the meeting. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two.
- 59. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed



as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

60. The directors may appoint one of their number to be the chairperson of the Board and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
61. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
62. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.
63. Save as otherwise provided by the Articles, a director shall not be counted in the quorum for, or vote at, a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Club unless he has previously disclosed such interest or duty to the Board. For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Club), connected with a director shall be treated as an interest of the director.

MINUTES

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

POWERS AND DUTIES

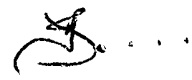
65. The business of the Club shall be managed by the Board which may exercise all the powers of the Club. The Board may delegate all or any of its powers to the Management Committee. Each such delegation shall be made on such terms as the Board determines including authority to delegate all or any powers.

THE SECRETARY

66. The secretary of the Club shall be appointed by the directors and shall be responsible for taking minutes of their meetings, making annual returns, notifying members of general meetings and other duties of a company secretary.

THE MANAGEMENT COMMITTEE

67. The Management Committee shall meet at least 4 (four) times in each year following the date of the AGM (whether in person, via telephone, via video conference call or a combination thereof whereby in each case all committee members participating in the meeting are able to hear each other even though they may not be in the physical presence of another committee member). All committee members so participating shall be deemed to be present at the meeting. The Management Committee shall consist of six officers elected at every AGM and one representative nominated by each Section Committee. The officers shall be a Chairperson, Financial Executive, Bar Chairperson, Grounds Chairperson, Premises Chairperson, Development Chairperson or such alternative Officers as the Management Committee deem necessary.
68. Save that the Club Manager, or similarly named employee, shall be entitled to attend and participate in all Management Committee meetings on a non-voting basis, no employee of the Club may be nominated for election or be appointed as an officer of the Management Committee. Any serving officer of the Management Committee who becomes an employee of the Club shall immediately vacate their position as officer.
69. The Management Committee shall have the power to co-opt non-voting members and to fill vacancies among the officers that arise between AGMs.
70. Each Section shall appoint a representative to the Management Committee who shall automatically cease to be a member of the Management Committee if he ceases to be a member of the Section Committee that he represents. Each Section Committee may appoint a similarly qualified person to deputise at Management Committee meetings where necessary. Any member of the Management Committee may attend general meetings of any Section but may only vote at such meetings if a member of that Section.
71. At meetings of the Management Committee five members shall form a quorum. Questions arising at any meeting shall be decided by a simple majority of votes cast by those present at the meeting, but in the case of equality of votes, the Chairperson shall have an additional casting vote.
72. Subject to the provisions of this Article and Article 68, any member may in writing nominate another member (whether a retiring officer of the Management Committee or not) to stand for election at an AGM as an officer of the Management Committee. Every nomination must be
 - (a) seconded by another member (other than the member being nominated)
 - (b) signed by the nominator, the seconder and the member so nominated indicating his willingness to stand for election, and
 - (c) delivered to the secretary (by hand or by post but not by email) at least 35 (thirty-five) clear days before the AGM.
73. The Management Committee shall exercise such delegated powers as may from time to time be delegated by the Board, shall be responsible for the overall running of the Club, and may delegate the running of the Sports to the three Section Committees. If the Management Committee considers it necessary, it may intervene and over-ride the decisions made by Section Committees, except those directly appertaining to the participation in that Section's sport.



74. A member of the Management Committee shall be subject to the same obligations as a director is in respect of any conflicts of interest arising from their dealings with the Board and the provisions of Articles 55 and 56 (as relevant to directors' conflicts of interest) shall apply equally to a member of the Management Committee in respect of their dealings with the Management Committee.


GENERAL MANAGEMENT

75. The property and funds of the Club cannot be used for the direct or indirect private benefit of members other than as reasonably allowed by the Articles.
76. The Club may provide sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, away match expenses, post match refreshments and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002 (as amended or consolidated from time to time).
77. The Club may in connection with the sports purposes of the Club:-
- (a) sell and supply food, drink and related sports clothing and equipment;
 - (b) employ members (though not for participating in any of the Sports) and remunerate them for providing goods and services, on fair terms set by the Management Committee without the person concerned present;
 - (c) pay for reasonable hospitality for visiting teams and guests.
78. The Board and the Management Committee will have due regard to the law on equality/disability discrimination and the protection of children and vulnerable adults.

HONOURS

79. The Management Committee shall appoint a Chairperson and members not exceeding four in total to an Honours Committee and shall provide an outline of its duties. Such members shall be established members of the Club and not, at the time of appointment, serving on a Section Committee or the Management Committee. Nominations in writing shall be made in writing to this Committee by individual members. The Honours Committee shall decide what honours, if any, will be awarded and which may include Honorary Life membership of the Club or a Section, free or discounted membership of the Club or a Section for a number of years, free tickets to sporting events or such other honours as, with the agreement of the Management Committee, it shall decide.
80. The Honours Committee shall recommend members who have given outstanding service to the Club to be Vice Presidents. Such nominations shall be endorsed by the Management Committee and agreed by the members of the Club at an AGM. Such agreement shall require the consent of at least two thirds of those members present and voting. The Vice Presidents shall be elected for life and shall choose one of their number to be President. The President shall serve as such for a maximum of five years and then revert to Past President with the same standing as the other Vice Presidents. A member may receive honours under Article 79 as well as being made a Vice President under this Article. The President and Vice Presidents shall have no formal duties in those roles but shall be expected to act as 'Ambassadors at large' on behalf of the Club.

DELEGATION

- 
81. The Management Committee may delegate any of their functions except their responsibility for the Bar to sub-committees but must, in relation to each such sub-committee, specify the scope of its activities and powers, the extent to which it can commit the funds of the Club, its membership and its duty to report back to the Management Committee, and may wind up any sub-committee at any time or change its mandate and operating terms.

SECTIONS

82. There will be three Sections of the Club:-
- (a) Badminton
 - (b) Lawn Tennis
 - (c) Squash Racquets and Racketball
83. Each Section shall be managed by a Committee which shall have responsibility for making byelaws for its management.
84. Any member of the Management Committee or any Section Committee shall be entitled to enforce all or any of the byelaws of any Section Committee.

DISCLOSURE

85. All Club records may be inspected by any director or Management Committee member.

GENERAL

86. There shall be no additional Sport unless the Board unanimously agree.
87. The Board will be responsible for the orderly winding up of the Club's affairs.

NOTICES

88. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the directors, a proxy notice (which shall be given in accordance with Article 41) and any nomination under Article 51 or Article 72 (which shall be given in accordance with those Articles) shall be in writing and shall be given in accordance with Article 89.
89. The Club may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Club by the member. A member whose registered address is not within the United Kingdom and who gives to the Club an address within the United Kingdom at which notices may be given to him or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Club. A member must give any notice or nomination under Articles 41, 51 or 72 in accordance with the terms of the relevant Article. Otherwise a member may give

S

any notice to the Club either personally or by sending it by post in a prepaid envelope addressed to the Club at its main premises or by giving it using electronic communications to both agm@theparklangleyclub.co.uk and the email address for the Club Manager.

In this regulation and Article 91 "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

90. A member present, in person at any meeting of the Club shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
91. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. 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 shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

92. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Club and each member of the Management Committee, shall be indemnified out of the assets of the Club against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Club.