

THE COMPANIES ACTS 1985 to 2006
ARTICLES OF ASSOCIATION
OF
COLLITON CLUB

(Company registration number: 08522596)

Adopted by special resolution passed on 26 June 2013

Definitions and interpretation

1.1 In the Articles the following expressions have the following meanings:-

“the Act”	the Companies Act 2006;
“Articles”	these articles as varied or replaced from time to time;
“the Board”	the board of directors of the Company;
“Board Members”	the directors of the Company (which includes any person occupying the position of director by whatever name called) (and “the Director” means any one of them);
“the Company”	Colliton Club;
“Honorary Member”	a person appointed under the provisions of clause 6.1.5
“Member”	a member of the Company;
“Objects”	the objects set out in clause 4;
“Secretary”	the person appointed in accordance with clause 53.
“Unincorporated Club”	the unincorporated club known as Colliton Club of Colliton House, Dorchester, Dorset DT1 1XJ.

1.2 In the Articles unless the context otherwise requires:-

1.2.1 words importing one gender shall include all genders and the singular shall include the plural and vice versa;

1.2.2 “person” includes a corporate body;

- 1.2.3 words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Company;
- 1.2.4 a reference to a clause or sub-clause is a reference to an article or sub-article in the Articles;
- 1.2.5 apart from the exception mentioned in clause 1.2.4 a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force; and
- 1.2.6 “clear days” means a period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is deemed to take effect.

Name and location

- 2.1 The Company’s name is Colliton Club.
- 2.2 The registered office of the Company is situated in England.

Limited liability of Members

- 3.1 The liability of the Members is limited.
- 3.2 Every Member promises if the Company is dissolved while he is a Member or within twelve months after he ceases to be a Member to contribute such sum not exceeding £1 as may be demanded of him towards the payment of the debts and liabilities of the Company incurred before he ceases to be a Member and of the costs charges and expenses of winding up and the adjustment of the rights of the contributors among themselves.

Objects

- 4. The objects for which the Company is registered are the promotion of sporting, recreational and social facilities for the Members.

Members

- 5 There is no restriction on the number of Members.
- 6.1 The Members shall be:-
 - 6.1.1 those who are members of the Unincorporated Club at the date of adoption of the Articles and who have signified to the Board within three months after adoption their wish to become Members.

- 6.1.2 such other persons as are reasonably able to satisfy the Board that they are or were employees of a central or local government organisation or that they are or were employed in work which was formerly conducted within the public sector.
 - 6.1.3 any person whom a Member qualifying under sub-clause 6.1.2 declares to be his or her wife, husband, civil or social partner and if required to do so is able to satisfy the Board that such is the case.
 - 6.1.4 such other persons whose application to become a Member is approved by the Board provided that the number of Members qualifying under this sub-clause does not at any time exceed five hundred.
 - 6.1.5 any person (whether or not qualifying under any other sub-clause) on whom the Members in general meeting on the motion of the Board and on account of their service to the Company (or to the Unincorporated Club) confer the status of Honorary Member
- 7.1 No person including those referred to in sub-clause 6.1.1 shall become a Member until he has completed an application for membership in a form approved by the Board.
 - 7.2 The rights and privileges of a Member shall not be transferable.
 - 7.3 Every Member shall pay such yearly subscriptions and on such anniversary as shall be decided by the Board from time to time other than Honorary Members who shall not be obliged to pay any subscription.
- 8. The Board shall have the right for good and sufficient reason to terminate the membership of any Member provided that the Member concerned shall have a right to be heard before a final decision is made.
 - 9. A Member shall in any event cease to be a Member:-
 - 9.1 upon his giving notice in writing to the Company that he resigns his membership;
 - 9.2 upon failure to pay his subscription within three months of the same having become due and the Board so decides; or
 - 9.3 (if an individual) upon his dying, becoming of unsound mind, or bankrupt, or his compounding with his creditors; or

General Meetings

10. The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
11. The Board may, whenever they think fit, convene a general meeting, and general meetings shall also be convened on such requisition (or, in default, may be convened by such requisitionists) all as provided for by sections 303 to 305 of the Act. If at any time there are not within the United Kingdom sufficient Board Members capable of acting to form a quorum, any Board Member or any two Members of the Company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

Notice of General Meetings

12. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice and any other meeting of the Company (except one where special notice is required) shall be called by at least fourteen clear days' notice. The notice shall specify the place, the day and the hour of meeting and the general nature of the business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles, entitled to receive such notice from the Company.
13. 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.

Proceedings at General Meetings

14. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten Members present in person, shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
15. The chairman, if any, of the Board shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be chairman of the meeting.

16. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman of the meeting.
17. The chairman may, with the consent of any meeting 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - 18.1 by the chairman; or
 - 18.2 by at least two Members present;
 - 18.3 by any Member or Members present in person and representing not less than twenty of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

19. The demand for a poll may be withdrawn.
20. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
22. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

23. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the results of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.
24. No person shall vote or (without the specific consent of the meeting) speak on any matter in which he has a personal pecuniary interest.

Votes of Members

25. Every Member shall have one vote.

Voting by Proxy

26. Proxies may validly be appointed only by notice (“a proxy notice”) which:-
 - 26.1 states the name and address of the Member appointing the proxy;
 - 26.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - 26.3 is signed by the Member appointing the proxy; and
 - 26.4 is delivered to the Company in accordance with the Articles and any instructions in the notice of the general meeting to which they relate.
27. The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
28. 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.
29. Unless a proxy notice indicates otherwise it must be treated as:-
 - 29.1 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
 - 29.2 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.
- 30.1 A person 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 to it even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 30.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice given by the person by whom the proxy was appointed.

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

The Board

31. Until otherwise determined by a general meeting the number of Board Members shall be not less than five nor more than thirteen
32. The Board shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with these Articles. The number of Directors so appointed shall not exceed one-third of the total membership of the Board. The term of office of any such Director shall expire at the next Annual General Meeting following his appointment when he shall be eligible for re-appointment.
33. No Board Member shall vacate his office or be ineligible for re-appointment as a Board Member nor shall any person be ineligible for appointment as a Board Member by reason only of his having attained any particular age.
34. No former employee of the Colliton Club shall serve as a Director of the Club for a period of five years immediately following termination of their employment with the Club.

Borrowing Powers

35. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Powers and Duties of the Board

36. The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Act or by the Articles or by any regulation made by the Company in general meeting, but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
37. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.
38. The Board shall cause minutes to be made
- 38.1 of all appointments of officers made by the Board;

- 38.2 of the names of the Directors present at each Board Meeting and each meeting of a sub-committee of the Board; and
- 38.3 of all resolutions and proceedings at all meetings of the Company, and of the Board and of the sub-committees.
39. The Directors may act notwithstanding any vacancy in the Board but if the number of Directors is less than the minimum prescribed herein they may act only to admit persons to membership of the Company, fill vacancies on the Board or summon a general meeting.
40. The Board shall have control over all the affairs and property of the Company and shall exercise all such powers of the Company as it thinks fit except as otherwise provided by the Articles.
41. The Board shall engage all such officers and employees as it may consider necessary and shall regulate their duties and fix their salaries.

Disqualification of Board Members

- 42.1 A Director shall cease to hold office if he:-
- 42.1.1 ceases to be a Member; or
 - 42.1.2 ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director; or
 - 42.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his affairs; or
 - 42.1.4 resigns as a Director by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
 - 42.1.5 is absent without the permission of the other Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his office be vacated.
43. A Director shall not vote in respect of any contract in which he is directly or indirectly interested or in any contract or any matter arising therefrom, and if he does so vote his vote shall not be counted.

Rotation of Board

44. Subject to clause 32, Directors shall be appointed at an Annual General Meeting. The term of office of a Director so appointed shall run until the third Annual General Meeting thereafter but his appointment may be renewed any number of times.
45. No person other than a Director retiring at the meeting shall unless recommended by the Board be eligible for election to the office of Director at any general meeting unless not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
46. The Company may by ordinary resolution of which special notice has been given in accordance with Section 168 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such Director.
47. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding clause. Without prejudice to the powers of the Board under clause 33 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Proceedings of the Board

- 48.1 The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom. The quorum necessary for the transaction of the business of the Board shall be five .
- 48.2 The Board may elect a chairman of their meeting and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
- 48.3 A meeting of the Board at which a quorum is present, shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.

49. The Board may delegate any of their powers and administrative functions to sub-committees consisting of at least two Directors and such other persons as they think fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as is reasonably practicable.
50. A sub-committee may elect a chairman of its meetings. If no such chairman is elected or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
51. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
52. All acts done by any meeting of the Board or of a sub-committee of the Board, or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
53. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

The Secretary

54. The Secretary who may also be a Director shall be appointed by the Board for such term, and upon such conditions as the Board may think fit, and any Secretary so appointed may be removed by them.

Accounts

55. The Board shall cause proper books of account to be kept in accordance with the provisions of Section 386 of the Act in respect of :-
 - 55.1 all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - 55.2 the assets and liabilities of the Company; and
 - 55.3 all those matters required by the Act to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

56. Once at least in every year the accounts of the Company shall be independently examined (unless an audit is required by virtue of the Act) and the correctness of the balance sheet ascertained by a properly qualified independent examiner or auditor as the case may be.
57. The books of account shall be kept at the registered office of the Company, or, subject to Section 388 of the Act at such other place or places as the Board think fit, and shall always be open to the inspection of the Board.
58. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.
59. The Board shall from time to time cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets and directors' reports as are provided for in the Act.
60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than twenty one clear days before the date of the meeting be sent to every Member of, and every holder of debentures of the Company, provided that this clause shall not require a copy of those documents to be sent to any person of whose address the Company is not aware and provided further that instead of sending such documents by post the Company may adopt any means of communication as provided for in clause 62.

Rules

- 61.1 The Directors may from time to time make such reasonable and proper rules as they deem necessary or expedient for the proper conduct and management of the Company.
- 61.2 The rules may regulate the following matters but are not restricted to them:-
 - 61.2.1 the admission of persons and organisations as Members and the rights and privileges of such Members and the entrance fees subscriptions and other fees or payments to be made by Members;
 - 61.2.2 the conduct of Members in relation to one another and to the Company's employees;
 - 61.2.3 the setting aside of the whole or any part or parts of the Company's premises at any particular times or times or for any particular purposes;
 - 61.2.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles; and

- 61.2.5 generally all such other matters as are commonly the subject of company rules.
- 61.3 The Company in general meeting has the power to alter, add to or repeal the rules.
- 61.4 The Directors must adopt such means as they think sufficient to bring the rules to the notice of Members.
- 61.5 The rules shall be binding on all Members. No rule shall be inconsistent with or shall affect or repeal anything contained in the Articles.

Means of communication to be used

- 62.1 Subject to the Articles anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company.
- 62.2 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.
- 62.3 A Director may agree with the Company 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 forty-eight hours.
63. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- 63.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them; and
- 63.2 the auditor (if any) for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

Dissolution

64. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever remaining shall be disposed of to such charitable organisation as the Board in its absolute discretion shall decide.