

# **Mersea Island Bowling Club Limited**

**Reg No 00271515**

**A Company limited by Guarantee and not having a share capital**

## **Articles of Association**

*(As originally identified on registration in 1932 and the latest revision being by special resolution on 8 December 2016)*

### **Preliminary**

1. In these Articles “the Club” shall mean **Mersea Island Bowling Club Limited**.
2. In such of the Regulations contained in Table A in the First Schedule to the Companies Act 1929 (such Table being hereinafter called “Table A”) as are by these Articles adopted by the Club, the word “Club” shall be deemed to have been substituted for the word “Company”, and all references to the Board of Directors or to the Directors shall be read and construed as references to the Committee and the Members thereof.

### **Membership**

3. The Club for the purpose of registration is declared to consist of One Hundred Members. The Committee hereinafter mentioned may, whenever the business of the Club requires it, register an increase of Members.
4. The Subscribers hereto shall be the first Members of the Club. Other Members shall be such persons as are admitted to Membership by the Committee, subject to any rules of the Club to be made in the manner provided by Article 25 hereof.
5. The rights of a Member as such shall be personal and shall not be transferable, and shall cease on death. Any Member may resign by giving one calendar months’ notice in writing to the Club of his intention to do so, and upon the expiration of such period he shall cease to be a Member.

### **General Meetings**

6. The first General Meeting shall be held at such time, not being less than one calendar month nor more than three calendar months after the incorporation of the Club, and at such place as the Committee may determine.
7. Clauses 39 and 40 of Table A shall apply.
8. The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 114 of The Companies Act, 1929

### **Proceedings at General Meetings**

9. Clauses 42 and 43 of Table A shall apply.

10. Clause 44 of Table A shall apply, subject to the following modification: namely, that the words “sanctioning a Dividend” shall be deemed to be expunged.

11. No business shall be transacted at any General Meeting unless a quorum of Members is present at the commencement of the business. The quorum shall be ascertained as follows: that is to say, if the Members of the Club at the time of the Meeting do not exceed ten in number the quorum shall be five; if they exceed ten there shall be added to the above quorum one for every ten additional Members, with this limitation, that no quorum shall in any case exceed ten.

12. Clauses 46, 47, 48, and 49 of Table A shall apply.

13. At any General Meeting, unless a poll is demanded by at least five Members, a declaration by the Chairman that a resolution has been carried or lost, and an entry to that effect in the Book of Proceedings of the Club 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.

14. Clauses 51, 52, and 53 of Table A shall apply.

#### **Votes of Members**

15. Every Member shall have one vote and no more.

16. Clauses 58, 59 (with the exception of the last sentence), 60, 61, and 62 of Table A shall apply.

#### **Committee**

17. Clause 64 of Table A shall apply, subject to the following modification: namely, that the number of the Members of the Committee shall not exceed twelve.

18. Until the first Members of the Committee are appointed the Subscribers hereto shall for all the purposes of The Companies Act, 1929, be deemed to be the Committee.

19. Clause 65 of Table A shall apply.

20. Clauses 67, 70, 75 and 80 (first sentence only) of Table A shall apply. Committee Members shall be elected annually at the General Meeting. Any casual vacancy occurring on the Committee may be filled by the Committee. It shall not be necessary to give notice of a Meeting of the Committee to a Member of the Committee who is not within the United Kingdom.

21. A resolution signed by all the Members of the Committee for the time being shall be as valid and effectual as if it had been passed at a Meeting of the Committee duly called and constituted.

22. A Member of the Committee may hold any other office under the Club (other than that of Auditor) in conjunction with his office as a Member of the Committee.

23. The Club may make contracts with any Member of the Committee or with any association, company, or firm of which a Member of the Committee is a Member, and the Member of the Committee shall not be accountable for any profit made by him in respect of any such contract, but

the nature of his interest must be declared in the manner required by Section 149 of The Companies Act, 1929. A Member of the Committee may vote as such in respect of any contract in which he is interested or any matter arising thereout.

#### **Disqualification of Members of the Committee**

24. The office of a Member of the Committee shall be vacated:
- a. If he become bankrupt or insolvent or compound with his creditors;
  - b. If he become of unsound mind;
  - c. If he cease to be a Member of the Club;
  - d. If he become prohibited from being a Member of the Committee by reason of any order made under Sections 217 or 275 of The Companies Act, 1929;
  - e. If he give the Club one calendar months' notice in writing that he resigns his office.

#### **Rules**

25. The Committee may from time to time make rules regarding the admission, conduct, and expulsion of Members, and as to entrance fees and subscriptions (if any) to be paid by the Members, and as to matters generally in relation to the Club, and may at any time vary or annul any rules so made, and all rules so made and for the time being in force shall be binding on the Members of the Club and shall have full effect accordingly: Provided always that no rule shall be made under this Article which would amount to such an addition to or alteration of these Articles as could only legally be made by Special Resolution.

#### **Seal**

26. Clause 71 of Table A shall apply.

#### **Accounts**

27. Clauses 97 to 101 (both inclusive) of Table A shall apply.

#### **Audit**

28. Clause 102 of Table A shall apply.

#### **Notices**

29. A notice may be given by the Club to any Member, either personally or by sending it by post to him at his registered address.

30. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and unless the contrary

is proved, to have been effected twenty four hours after the time when the letter containing the same was posted.

31. A Member who has no registered address in the United Kingdom shall not be entitled to receive any notices from the Club.

### **Winding Up**

32. If the Club shall be wound up the assets remaining after payment of the debts and liabilities of the Club and the costs of liquidation shall be distributed to other Community Amateur Sports Clubs or other registered charities who provide benefit to the local area of Mersea Island, as may be determined by the Committee at the time of the winding up.