

NOTICE OF SPECIAL GENERAL MEETING

Trojans Club

Notice is hereby given that Special General Meeting of the members of the above-named Club will be held at Thursday 7.30pm July 19th at 7.30 pm.

AGENDA

1. Apologies for absence.
2. Consideration of and, if thought fit, passing the enclosed Resolutions to transfer the assets and undertaking to the Trojans Club Limited.

(Copies of the Memorandum and Articles of Association of the Trojans Club Limited are available on request from the Secretary.)

Dated 5th July 2018

Wyn Jones

.....
By order of the Honorary Secretary

RESOLUTIONS

- of -

Trojans Club (the **Club**)

That:

1. the Members adopt as new Rule 32 of the Constitution of the Club, the following rule:

Distribution of Assets by way of Reconstruction

A proposal that the Club distribute its assets by way of a scheme of reconstruction to a limited company with similar objects to the Club and then dissolve, shall be passed if supported by fifty percent or more of those members present and voting at an annual general meeting or special general meeting of the Club."

2. subject to the passing of Resolution 1, pursuant to new Rule 32 of the Constitution of the Club, and subject to obtaining the necessary tax clearances, the Club would convey, transfer, assign and/or deliver with effect from 14th August 2018 or such later date as the Club and The Trojans Club Limited (**Company**) (of which each of the members of the Club will become members) may agree (**Effective Date**) to the Company and the Company would acquire:
 - 2.1 all office equipment, vehicles, stationery, books, publications and other stocks, furniture, fixtures and fittings of the Club;
 - 2.2 the freehold premises described in Schedule 1 hereto (**Premises**);
 - 2.3 the benefit of the contracts listed in Schedule 2 hereto together with all other subsisting contracts, commitments, engagements, orders and covenants including the right of the Company to novate the same (subject to the consent of the other parties thereto) and including all book debts due and owing to the Club;
 - 2.4 the cash in hand and at banks and investments in the name of or held on behalf of the Club (including but not limited to the investments listed at Schedule 3 hereto);
 - 2.5 the benefit of any policies of insurance existing up to the Effective Date covering any liabilities of the Club taken out by the Club and of any claims pending thereunder;

- 2.6 all intellectual property rights together with the benefit and subject to any contracts with third parties for the exploitation thereof; and
- 2.7 all other (if any) assets, liabilities and undertakings of the Club including the goodwill of the Club;
3. the Transfer of Undertakings (Protection of Employment) Regulations 2006 apply and accordingly the contracts of employment of all persons listed in Schedule 4 hereto currently employed by the Club (**Employees**) will be transferred to the Company with effect from the Effective Date;
4. the Club shall give notice of the transfer of the assets and undertaking contemplated by these Resolutions to each Employee on or before the Effective Date;
5. completion of the transfer of assets and undertaking shall take place on the Effective Date, whereupon the Club shall:
 - 5.1 cause to be delivered to the Company all the assets agreed to be transferred which are capable of passing by delivery and a duly executed assignment of all the other assets to be transferred not capable of passing by delivery;
 - 5.2 cause to be delivered to the Company a duly executed conveyance, transfer or assignment (in terms mutually agreed) vesting title to the Premises in the Company together with all deeds and documents relating to the title of the Club to the Premises and shall give full vacant possession of the Premises to the Company; and
6. in cases where the Club has entered into agreements or contracts with third parties on terms whereby the purported assignment or novation thereof would be a breach of or otherwise cause or entitle such third parties to terminate such agreements or contracts, the Club shall use its best endeavours to obtain the agreement of such third parties to such assignment or novation, and if that agreement is not obtained, then such agreements or contracts shall not be or be deemed to have been so assigned or novated and the same shall continue and subsist in the name of the Club but on the basis that:
 - 6.1 the Club shall not incur any liability thereby;
 - 6.2 the obligations of the Club under such contract shall be performed by the Company in accordance with their respective terms;
 - 6.3 in consideration of such performance, the Club shall direct or procure that all payments due to it under such contracts in respect of work carried out by the Company after the Effective Date shall be paid to the Company; and
 - 6.4 the Club shall on behalf of the Company take such action and enforce all claims arising under such agreements or contracts against such third parties upon receiving the written request of the Company so to do together with an indemnity from it in terms reasonably satisfactory to the Club against all

costs, claims or losses arising or to be incurred by the Club in respect thereof;

7. the Club will warrant that with regard to the property and assets agreed to be transferred, all documents of title shall on being requested be produced to the Company and insofar as the title to any of the property or assets is as a result of such inspection found not to be properly vested in the Club the Club shall procure the execution of all such other documents and do or procure the doing of all such other things as may be necessary to vest the same in the Company;
8. the assets to be transferred in accordance with these Resolutions will be transferred in their then present state and no warranty, condition, term or representation, express or implied, statutory or otherwise, as to the condition, quality, accuracy, performance, merchantability or fitness for intended purpose of the said assets or the existence or extent of any third party rights or claims in relation thereto will be given or assumed by the Club and all such warranties, conditions, terms and representations will be excluded to the fullest extent permitted by law;
9. the Club shall take all necessary steps and co-operate fully with the Company to ensure that it obtains the full benefit of the assets and undertaking of the Club and shall execute such documents and take such other steps (or procure other necessary parties so to do) as are reasonably necessary or appropriate for vesting in the Company all their rights and interests in such assets and undertaking;
10. on completion of the transfer of the assets and undertaking to the Company, the Club will thereupon dissolve.
11. From the types of incorporation available, we choose to become a Company Limited by Guarantee, based on advice received from solicitors, and knowing that this does not limit our future ability to choose other types of incorporation or seek to achieve charitable status should it be desired by the members.
12. that the draft articles are the right ones to commence as a Company Limited by Guarantee.
13. That the process to incorporate is as highlighted in the attached note

.....
Chairman

Schedule 1

The Premises

The land and buildings and leases currently known as the Trojans Club.

Schedule 2

The Contracts

All those contracts currently held with the Trojans Club.

Schedule 3

Investments

All those investments currently held by the Trojans Club

Schedule 4

Staff

All Staff and Employees of the Trojans Club

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

THE TROJANS CLUB LIMITED

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

THE TROJANS CLUB LIMITED

PART 1

DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined Terms

1.1 In these Articles, unless the context requires otherwise:

2006 Act means the Companies Act 2006 as modified by statute or re-enacted from time to time.

Articles means these articles of association, as may be amended from time to time.

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

Board means the board of directors of the Club established from time to time in accordance with Article 18, the members of which are the directors of the Club for the purposes of the 2006 Act.

Chairman means the person elected from time to time in accordance with these Articles as the chairman of the Club.

chairman of the meeting has the meaning given in Article 35.3.

clear days means a period of days exclusive of the day on which the notice is served and of the day for which it is given.

Club means the above named company.

director means a director of the Club, and includes any person occupying the position of director, by whatever name called.

document includes, unless otherwise specified, any document sent or supplied in electronic form.

Elected Director means a director elected in accordance with Article 18.2.6.

electronic form has the meaning given in Section 1168 of the 2006 Act.

general meeting means an annual general meeting or other general meeting of the Club.

hard copy form has the meaning given in Section 1168 of the 2006 Act.

Honorary Secretary means the honorary secretary of the Club appointed from time to time in accordance with these Articles and who shall also be the company secretary for the purposes of the 2006 Act.

Honorary Treasurer means the honorary treasurer of the Club appointed from time to time in accordance with these Articles.

Life Member means a member who is appointed as a life member pursuant to Article 32.2.5.

member means the persons admitted to the membership of the Club in accordance with Article 29 and any Rules from time to time in force.

Non-Voting Members means all members of the Club other than the Voting Members and who shall not be members for the purposes of the 2006 Act.

ordinary resolution has the meaning given in Section 282 of the 2006 Act.

participate has, in relation to a directors' meeting, the meaning given in Article 11.

President means the person from time to time elected in accordance with these Articles as the president of the Club.

proxy notice has the meaning given in Article 41.11.

Rules means the rules and regulations of the Club set out in Annexure 2, as amended from time to time in accordance with these Articles.

special resolution has the meaning given in Section 283 of the 2006 Act.

subsidiary has the meaning given in Section 1159 of the 2006 Act.

Vice-Chairman means the person from time to time elected in accordance with these Articles as the vice-chairman of the Club.

Vice-Presidents means the people from time to time elected in accordance with these Articles as the vice presidents of the Club.

Voting Members means the members of the Club who, under these Articles are entitled to receive notice of, attend and vote at general meetings and who are members of the Club for the purposes of the 2006 Act.

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

- 1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.
- 1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.
- 1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

2. **Objects**

The objects for which the Club is established are (**Objects**):

- 2.1 to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as The Trojans Club and to indemnify the Trojans Club, its officers, members, and members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of the Trojans Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of the Trojans Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
- 2.2 to provide facilities for the playing by the members of rugby football, cricket, hockey, squash and any other sports or games which may be decided upon;
- 2.3 to maintain all club premises for the use of the members;
- 2.4 to offer such other benefits to its members as it shall think fit;
- 2.5 to sell or supply food and/or drink and provide other activities as a social adjunct to the sporting purposes of the Club;
- 2.6 to acquire, establish, own, operate and turn to account in any way for the members' benefit the facilities of the Club together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable;
- 2.7 to make rules, regulations, bye-laws and standing orders concerning the operation of the Club including without limitation regulations concerning disciplinary procedures that may be taken against the members;
- 2.8 to discipline the members where permitted by these Articles and the Rules

- 2.9 to obtain funding for the activities of the Club by collecting entrance fees, membership subscriptions, and match fees, by obtaining sponsorship and other available funding and through the sale of merchandise and other goods produced by the Club or related to the activities of the Club; and
- 2.10 to do all such other things as the Board thinks fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated above.

3. **Powers**

- 3.1 The Club shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (**Powers**).
- 3.2 The income and property of the Club shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Club.
- 3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Club:
 - 3.3.1 of remuneration to any director of the Club in accordance with Article 21.
 - 3.3.2 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Club;
 - 3.3.3 of interest on money lent by a member of the Club or its directors at the LIBOR rate of interest;
 - 3.3.4 of reasonable and proper rent for premises demised or let by any member of the Club or by any director;
 - 3.3.5 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Club; or
 - 3.3.6 of such other payments as are permitted by these Articles, or contained within the Rules.

4. **Liability of Members**

- 4.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a member or within one year after he ceases to be a member, for any of the items set out in Article 4.2.
- 4.2 The items for which the members undertake to contribute are:
 - 4.2.1 payment of the Club's debts and liabilities contracted before he ceases to be a member;

- 4.2.2 payment of the costs, charges and expenses of winding up; and
- 4.2.3 adjustment of the rights of the contributories among themselves.

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' General Authority

- 5.1 Subject to these Articles, any Rules made pursuant to them and the 2006 Act, the Board is responsible for the management of the Club's business, for which purpose it may exercise all the Powers of the Club.
- 5.2 No Rule made by the Club in general meeting pursuant to Article 488 shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.

6. Directors May Delegate

- 6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:
 - 6.1.1 to such person or committee;
 - 6.1.2 by such means (including by power of attorney);
 - 6.1.3 to such an extent;
 - 6.1.4 in relation to such matters or territories; and
 - 6.1.5 on such terms and conditions,
as it thinks fit.
- 6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.
- 6.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
- 6.4 The Board may revoke any delegation in whole or part, or alter its terms.

7. Committees

- 7.1 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

- 7.2 The Board may make rules of procedure for all or any committees, including the sports section committees, which prevail over rules derived from these Articles if they are not consistent with them.
- 7.3 The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be five for the general committee and three for any further committees, including the sports section committees set out in the Rules.

DECISION-MAKING BY DIRECTORS

8. Directors to Take Decisions Collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 9.

9. Unanimous Decisions

- 9.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 9.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 9.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.
- 9.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

10. Calling a Meeting of the Board

- 10.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year, each such meeting to be held on at least 14 days' notice.
- 10.2 The Board shall report on their activities to the members at the annual general meeting.
- 10.3 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Honorary Secretary to give such notice.
- 10.4 Notice of any meeting of the Board must indicate:
- 10.4.1 its proposed date and time;
 - 10.4.2 where it is to take place; and

10.4.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

10.5 Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

11. **Participation in Meetings of the Board**

11.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

11.1.1 the meeting has been called and takes place in accordance with these Articles; and

11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

11.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.

11.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is located.

12. **Composition of the Board and Quorum**

12.1 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than 50% of the total number of directors on the Board.

12.2 Subject to Article 12.3, the Board may act notwithstanding any vacancy in their body.

12.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision ;

12.4 to fill a casual vacancy arising among the directors in accordance with Article 288; **OR**

12.5 to call a general meeting so as to enable the members to fill a casual vacancy arising among the directors.

13. **Chairing of Meetings of the Board**

13.1 The Chairman shall be chairman of the Board. The Chairman shall preside as chairman at all meetings of the Board at which he shall be present.

13.2 If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting or he is not willing to preside, the Vice-Chairman shall preside. If the Vice-Chairman is also not present or is unwilling to preside within 15 minutes of the time at which a meeting was due to start the members of the Board present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is to be treated as the chairman for the purposes of these Articles.

14. **Casting Vote**

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

14.2 Article 14.1 shall not apply to give a casting vote to the Chairman or other director chairing the meeting (as appropriate) if, in accordance with these Articles, the Chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. **Conflicts of Interest**

15.1 Subject to Article 15.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Club in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15.2 The prohibition under Article 15.1 shall not apply when:

15.2.1 the Board approves the director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest in accordance with Section 175 of the 2006 Act;

15.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or

15.2.3 the director's conflict of interest arises from a permitted cause.

15.3 For the purposes of Article 15.2, the following are **permitted causes**:

15.3.1 a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Club or any of its subsidiaries (if any);

15.3.2 subscription, or an agreement to subscribe, for securities of the Club or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

15.3.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Club or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors.

- 15.4 For the purposes of this Article 15, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 15.5 Subject to Article 15.6, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of such meeting whose ruling in relation to any director other than himself is to be final and conclusive.
- 15.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of such meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman of such meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16. Records of Decisions to be Kept

- 16.1 The Board must ensure that the Club keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the Board and by the Club at general meeting.
- 16.2 Any such records, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 16.3 Any such records shall be circulated to all members of the Board.

17. Directors' Discretion to Make Further Rules

Subject to those Rules to be made, varied or revoked by the Voting Members in general meeting in accordance with Article 488 below, the Board shall have the power to make, vary and revoke the Rules including, but not limited to, Rules:

- 17.1 setting out different categories of membership of the Club;
- 17.2 setting the criteria for admission to membership of the Club for the different categories of members;
- 17.3 creating regulations, standing orders and/or bye-laws for the better administration of the Club and to regulate the function, role and operation of committees to assist the Board in the better administration of the Club;
- 17.4 setting or adopting such other regulations or policies, including for example child protection and equity policies, as the Board thinks fit; and
- 17.5 in relation to licensable activities of the Club.

APPOINTMENT OF DIRECTORS

18. Methods of Appointing Directors

18.1 The number of directors shall be not less than five and shall be subject to a maximum of 12.

18.2 The members of the Board shall be:

18.2.1 the President;

18.2.2 the Chairman;

18.2.3 the Vice-Chairman;

18.2.4 the Honorary Secretary;

18.2.5 the Honorary Treasurer;

18.2.6 up to seven (or such lower number as the Board shall from time to time decide) Elected Directors, ensuring at least one Elected Director is elected by each of the rugby football, cricket, squash and hockey sections.

18.3 The first directors, who shall hold office until such time as they are due to retire in accordance with these Articles, shall be:

	Office	Name	End of Office
18.3.1	the President	Mike Watts	2019
18.3.2	the Chairman	Campbell Williams	2019
18.3.3	the Vice-Chairman	Lee Foster	2019
18.3.4	the Honorary Secretary	Wynn Jones	2019
18.3.5	The Honorary Treasurer	Mark Seeley	2019
18.3.6	the Elected Directors from each sports section	Hockey tbc	2019
		Simon Dancer	2019
		Alex Hill	2019
		Laura Self	2019
18.3.6	The Elected Directors from the Club	Duncan Parker	2019

- 18.4 The first directors set out in Article 18.3 shall retire immediately prior to the annual general meeting in the year set out in the column to the right of their respective names but may be re-elected in accordance with these Articles.
- 18.5 Any person accepting nomination to the Board who has any financial interest or other conflict of interest in such appointment must, before accepting the nomination, state in writing to the Club all such interests. Failure to do so will lead to automatic disqualification from Board membership. The Board has the right to veto such an election if, in its opinion, it is not in the best interests of the Club.
- 18.6 The Board may at its discretion award honoraria to such persons as it thinks fit provided that the honoraria shall not to any extent be determined by or conditional upon the profits or losses derived from some or all of the activities of the Club or by reference to the level of the Club's gross income from some or all of its activities
- 18.7 All acts carried out in good faith at any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

19. **Elected Directors**

- 19.1 At the annual general meeting each year, the Elected Directors due to retire, after a term of office of one year, shall retire and shall be eligible for re-election in accordance with these Articles. The election for the office of Elected Directors shall be conducted in accordance with Article 277.
- 19.2 The Elected Director from each sports section shall be formally nominated and elected by notice in writing to the Board by that section.

20. **Termination of Director's Appointment**

- 20.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Club as soon as:
- 20.1.1 that person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law;
- 20.1.2 a bankruptcy order is made against that person;
- 20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 20.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

- 20.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 20.1.6 that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board and all other members of the Board resolve that his office be vacated;
- 20.1.7 being a Chairman, Vice-Chairman, President, Honorary Secretary or Honorary Treasurer, that person ceases to be a Chairman, Vice-Chairman, President, Honorary Secretary or Honorary Treasurer;
- 20.1.8 that person ceases to be a member; or
- 20.1.9 notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 20.2 A President, Chairman, Vice-Chairman, Honorary Treasurer or Honorary Secretary who is removed from office as a director of the Board for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.

21. **Directors' Remuneration**

- 21.1 Subject to the provisions of the 2006 Act, and to Article 21.4 below, the Board may enter into an agreement or arrangement with any director for his employment by the Club or for the provision by him of any services outside the scope of the ordinary duties of a director or benefits.
- 21.2 Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Club.
- 21.3 Subject to these Articles, a director's remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director provided that such remuneration:
 - 21.3.1 is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Club or by reference to the level of the Club's gross income from some or all of its activities.
- 21.4 Unless the Board decides otherwise, directors are not accountable to the Club for any remuneration which they receive as directors or other officers or employees of the Club's subsidiaries (if any) or of any other body corporate in which the Club is interested (if any).

PART 3
APPOINTMENTS AND ELECTED POSITIONS

22. President

At the annual general meeting in 2019 and at the annual general meeting each year thereafter, the President shall retire but shall be eligible for re-appointment in accordance with these Articles. The election of the President shall be in accordance with Article 277. A member so appointed shall hold office for a one year term but shall be eligible for re-election. The President shall be a director by virtue of his office and shall have such rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe. The President must be a Voting Member.

23. Chairman

At the annual general meeting in 2019 and at the annual general meeting each year thereafter, the Chairman shall retire but shall be eligible for re-appointment in accordance with these Articles. The election for the office of Chairman shall be conducted in accordance with Article 277. A member so appointed shall hold office for a one year term but shall be eligible for re-election. The Chairman shall be a director by virtue of his office and shall have such rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe. The Chairman must be a Voting Member.

24. Vice-Chairman

At the annual general meeting in 2019 and at the annual general meeting each year thereafter, the Vice-Chairman shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Vice-Chairman shall be conducted in accordance with Article 277. A person so appointed shall hold office for a one year term but shall be eligible for re-election. The Vice-Chairman shall be a director by virtue of his office and shall have such rights and privileges as the Board/Voting Members in general meeting] shall from time to time prescribe. The Vice Chairman must be a Voting Member.

25. Honorary Secretary

At the annual general meeting in 2019 and at the annual general meeting each year thereafter the Honorary Secretary shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Honorary Secretary shall be conducted in accordance with Article 277. A person so appointed shall hold office for a one-year term but shall be eligible for re-election. The Honorary Secretary shall be a director by virtue of his office and shall have such rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe. The Honorary Secretary must be a Voting Member.

26. Honorary Treasurer

At the annual general meeting in 2019 and at the annual general meeting each year thereafter the Honorary Treasurer shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Honorary Treasurer shall be conducted in accordance with Article 27. A person so appointed shall hold office for a one-year term but shall be eligible for re-election. The Honorary Treasurer shall be a director by virtue of his office and shall have such rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe. The Honorary Treasurer must be a Voting Member.

27. Elections

27.1 Any Voting Member may nominate another member to be President, Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer or an Elected Director other than an Elected Director from a sports section who shall be elected in accordance with Article 19.2. Any person nominated as a member of the Board must be a Voting Member. Any nomination must be made on the form prescribed from time to time by the Board. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the Honorary Secretary not later than such date as the Board shall prescribe each year.

27.2 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting as directed by the Board. The results of any such election must be announced at the annual general meeting.

28. Casual Vacancies

A casual vacancy arising among the offices of President, Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer or the Elected Directors, shall be filled by the Club in general meeting provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

BECOMING AND CEASING TO BE A MEMBER

29. Applications for Membership

29.1 The subscribers to the Memorandum of Association of the Club; the members, including Life Members, of the unincorporated association known as the Trojans Club as at the date of incorporation; and such other persons as are admitted to membership by the Board in accordance with these Articles, shall be the members of the Club.

- 29.2 No person shall become a member of the Club unless:
- 29.2.1 that person has completed an application for membership in a form approved by the Board;
- 29.3 For the avoidance of doubt membership is open to all without discrimination and may only be refused where admission to membership for good cause such as conduct or character likely to bring the Club or sport into disrepute and no person shall be denied membership of the Club on the grounds of race, ethnic origin, nationality, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs. A person may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting.
- 29.4 For the purposes of registration the number of members is declared to be unlimited.
- 29.5 A person shall not be entitled to any privileges of the Club until two days have passed since his application for membership was submitted, whether or not he is admitted as a member before those two days have lapsed.
- 29.6 The Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members provided that the Board shall maintain an open membership and ensure that the fees and subscriptions are non-discriminatory, fair and set at a level that will not pose a significant obstacle to people participating. In particular the Board will have regard to the CASC Regulations relating to the costs of participation and the maximum allowable cost of participation.
- 29.7 The Board may elect (subject to confirmation at the next following annual general meeting of the Club) as a Life Member of the Club any person, whether an existing member or former member, in recognition of their service to the Club. A Life Member shall be a member with all the rights duties and privileges of membership of the Club but without any obligation to pay any entrance fee or subscription. The Board shall have power to terminate the membership of any Life Member at any time if it considers such action to be in the interests of the Club so to do.
- 29.8 The Board may from time to time and for such period as it decides allow affiliates of the Club to enjoy some or all of the benefits of the Club that members of the Club enjoy except that such:
- 29.8.1 affiliates shall have no voting rights under these Articles or in relation to the Club;
- 29.8.2 affiliates will be subject to such terms that the Board shall decide; and
- 29.8.3 affiliation shall meet the requirements of section 62-66 of the Licensing Act 2003.

30. **Conditions of Membership**

- 30.1 All members shall be bound by and subject to these Articles and the Rules.
- 30.2 The members shall pay any entrance fees and annual subscription set by the Board under Article 29.6**Error! Reference source not found.**. Any member whose subscription fee is more than three months in arrears shall be deemed to have resigned his membership of the Club.
- 30.3 Subject to Article **Error! Reference source not found.**1, the Board may terminate the membership of any person, or impose any other sanction they determine to be appropriate, in connection with the breach of any condition of membership set out in this Article **Error! Reference source not found.**0.

31. **Termination of Membership**

- 31.1 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Club or the sport so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Club within a time specified in such notice provided any such proposed removal of a member is only for good cause such as conduct or character likely to bring the Club or sport into disrepute. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such sub-committee to which it has delegated its powers. The Board or sub-committee and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Board members or sub-committee members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members. The Board may exclude the member from the Club's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Club's premises to attend that meeting (if it is held at them) for the purpose of making his representations. A person may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting.
- 31.2 A member may withdraw from membership of the Club by giving seven clear days' notice to the Club in writing.

- 31.3 A membership terminates automatically when that person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.
- 31.4 Membership is not transferable.
- 31.5 Any person ceasing to be a member forfeits all rights in relation to and claims upon the Club, its property and its funds and has no right to the return of any part of his subscription. The Board may refund an appropriate part of a resigning member's subscription if it considers it appropriate taking account of all the circumstances.

ORGANISATION OF GENERAL MEETINGS

32. Annual General Meetings

- 32.1 The Club shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that so long as the Club holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.
- 32.2 The annual general meeting shall be held for the following purposes:
- 32.2.1 to receive from the Board the Club's accounts and the Honorary Treasurer's report as to the financial position of the Club;
- 32.2.2 to receive from the Board a report of the activities of the Club since the previous annual general meeting;
- 32.2.3 to appoint the Club's auditors;
- 32.2.4 to announce the election (as appropriate) of the Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer, President, and the Elected Directors to be appointed in accordance with these Articles; and
- 32.2.5 to transact such other business as may be brought before it including without limitation the appointment of Life Members and Vice-Presidents.
- 32.3 All general meetings, other than annual general meetings, shall be called general meetings.

33. Attendance and Speaking at General Meetings

- 33.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 33.2 A person is able to exercise the right to vote at a general meeting when:

33.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

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

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

34. **Quorum for General Meetings**

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

34.2 Subject to Article 37.6, 20 Voting Members present in person shall be a quorum.

35. **Chairing General Meetings**

35.1 The Chairman shall chair general meetings if present and willing to do so. If the Chairman shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the Vice-Chairman shall preside. If the Vice-Chairman is not present or is unwilling to preside within 15 minutes of the time at which a meeting was due to start:

35.1.1 the directors present, or

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

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

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

36. **Attendance and Speaking by Directors and Non-Members**

36.1 Directors may attend and speak at general meetings.

36.2 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

37. **Adjournment**

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

- 37.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 37.2.1 the meeting consents to an adjournment, or
 - 37.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 37.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 37.4 When adjourning a general meeting, the chairman of the meeting must:
- 37.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - 37.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 37.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 37.5.1 to the same persons to whom notice of the Club's general meetings is required to be given, and
 - 37.5.2 containing the same information which such notice is required to contain.
- 37.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting 15 Voting Members shall be a quorum.

VOTING AT GENERAL MEETINGS

38. Voting: General

- 38.1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.
- 38.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

39. Errors and Disputes

- 39.1 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.

39.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

40. **Poll Votes**

40.1 A poll on a resolution may be demanded:

40.1.1 in advance of the general meeting where it is to be put to the vote, or

40.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

40.2 A poll may be demanded by:

40.2.1 the chairman of the meeting;

40.2.2 the Board; or

40.2.3 two or more members present in person or proxy having the right to vote on the resolution.

40.3 A demand for a poll may be withdrawn if:

40.3.1 the poll has not yet been taken, and

40.3.2 the chairman of the meeting consents to the withdrawal.

40.4 Polls shall be taken as the chairman 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.

40.5 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 either forthwith or at such time and place as the chairman directs not being more than 30 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.

40.6 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.

41. **Content of Proxy Notices**

- 41.1 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which:
 - 41.1.1 states the name and address of the member appointing the proxy;
 - 41.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 41.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 41.1.4 is delivered to the Club in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 41.2 The Board may require proxy notices to be delivered in a particular form, including the form set out at Annexure 1, and may specify different forms for different purposes.
- 41.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 41.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 41.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 41.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

42. **Delivery of Proxy Notices**

- 42.1 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 of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person.
- 42.2 An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 42.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 42.4 If a proxy notice is not executed by the person 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.

43. Amendments to Resolutions

- 43.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 43.1.1 notice of the proposed amendment is given to the Club in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
- 43.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 43.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 43.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 43.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 43.3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 43.4 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4 ADMINISTRATIVE ARRANGEMENTS

44. Means of Communication to be Used

- 44.1 Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied in any way in which the 2006 Act provides for such documents or information to be sent or supplied by or to the Club.
- 44.2 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board 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.
- 44.3 A director may agree with the Club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

45. **No Right to Inspect Accounts and Other Records**

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

DIRECTORS' INDEMNITY AND INSURANCE

46. **Indemnity**

46.1 Subject to Article 46.2, a relevant director of the Club or an associated company may be indemnified out of the Club's assets against:

46.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or an associated company,

46.1.2 any liability incurred by that director in connection with the activities of the Club or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act), and

46.1.3 any other liability incurred by that director as an officer of the Club or an associated company.

46.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.

46.3 In this Article:

46.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

46.3.2 a **relevant director** means any director or former director of the Club or an associated company.

47. **Insurance**

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

47.2 In this Article:

47.2.1 a **relevant director** means any director or former director of the Club or an associated company;

47.2.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or

powers in relation to the Club, any associated company or any pension fund or employees' share scheme of the Club or associated company; and

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

48. **Rules**

48.1 Only the Voting Members in general meeting may from time to time make, vary and revoke Rules.

48.2 Rules made pursuant to Article 48.1 must in order to be valid, be compliant with the 2006 Act and these Articles. In the event of conflict or inconsistency between any Rules and the Articles, the Articles will prevail.

49. **Dissolution**

If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of their income or property among its members, such institution or institutions to be determined by the members of the Club at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object as decided by the Board.

Annexure 1
Form of Proxy Notices

Company No. [●]

THE TROJANS CLUB LIMITED
("the Club")

[insert name and address of Voting Member/member]

Before completing this form, please read the explanatory note below.

I/We being a Voting Member of the Club appoint the chair of the meeting or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the [annual] general meeting of the Club to be held on [**insert date**] at [**insert time**] and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

RESOLUTIONS	For	Against	Abstain
[ORDINARY BUSINESS]			
1. [insert text of resolution]			
2. [insert text of resolution]			
[SPECIAL BUSINESS]			
3. [insert text of resolution]			
4. [insert text of resolution]			

Signature	Date
-----------	------

Notes to the proxy form

- 1 As a Voting Member of the Club you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend and to speak and vote at the meeting.
- 2 The appointment of a proxy will not prevent you from subsequently attending and voting at the meeting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 3 A proxy does not need to be a member of the Club but must attend the meeting to represent you. To appoint as your proxy a person other than the chair of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chair of the meeting, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- 4 To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 5 To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to [●] at [*insert address*]; and
 - received by [●] no later than [*insert date and time*].
- 6 Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 7 As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by [*insert details*]. For an electronic proxy appointment to be valid, your appointment must be received by [●] no later than [*insert date and time*].
- 8 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 9 You may not use any electronic address provided in this proxy form to

communicate with [●] for any purposes other than those expressly stated.

10 To terminate a proxy instruction you will need to inform [●] using one of the following methods:

- (a) by sending a signed hard-copy notice clearly stating your intention to terminate your proxy appointment to [*insert address*].
- (b) by sending an e-mail to [*e-mail address*] [*set out authentication requirements*].]

In either case, the revocation notice must be received by [●] no later than [*insert date and time not more than 48 hours before the meeting*].

Annexure 2

Rules of The Trojans Club Limited

1. Committees

The overall management of the Club (including all matters in connection with the purchase and supply to members of intoxicating liquors) shall be deputed by the Directors to a Committee (herein called "The General Committee").

The General Committee shall have the power to appoint such other sub-committees as deemed necessary for the efficient running of the Club

The General Committee shall comprise :-

- a) The Officers of the Club as defined in Rule 9 excluding the Vice-Presidents.
- b) The Chairman or Nominee from each of the Rugby, Cricket, Hockey and Squash Sections.
- c) Three members duly elected under Rule 8.

No member may be a member of the General Committee in more than one capacity.

The General Committee may co-opt such individual members as they deem necessary to assist them to carry out the objectives of the Club, and set up any committees as they see fit to delegate any particular tasks to.

The management of each sport is undertaken by a committee, elected by the members of that section, which reports to the general committee.

2. Membership, Entrance Fees and Subscriptions

The classes of membership, the rights and privileges of members shall be such as are decided upon from time to time by the General Committee.

The entrance fees, subscriptions and squash court fees shall be determined by the General Committee.

In these rules, members qualified to vote shall be all full members aged 18 or over.

3. Membership Admission

The admission to all classes of membership shall be as set out in the Club Regulations.

4. Annual Subscriptions

All annual subscriptions (except the first subscription of a new member as provided by Rule 2) shall be payable on the first day of September in each year save

members who play cricket only who shall have the option of renewing their membership in full on the 1st April. If any member shall fail to pay their annual subscription by the 1st day of October (or the last day of May in respect of full cricket only members) their name shall without further notice be erased by the General Committee from the records. If at any time they shall give to the Management Committee a satisfactory explanation they may in the discretion of the Management Committee and upon payment of all arrears be re-admitted to membership. If direct debit or other similar payment mechanisms are available these shall be managed under the rules set out at that time.

5. Resignation of Members

Any member may resign their membership by giving to the Secretary notice in writing to that effect. Every such notice shall unless otherwise expressed be deemed to take effect within 7 days following the receipt thereof.

6. Effect of Ceasing to be a Member

Anyone shall upon ceasing to be a member of the Club forfeit all rights to any claim upon the Club and its amenities, property and funds.

7. Nomination and Election of Members of Committees and Nominations for Directorship of Trojans P.L.C.

At the Annual General Meeting, of the three nominated members from the Club for directorship of Trojans PLC, one shall retire in order of seniority; and in the case of equal seniority the order of retirement shall be determined by lot but he shall be eligible for re-nomination. Candidates for nomination may be proposed by the Directors or proposed and seconded by members of the Club qualified to vote who shall assure themselves of the candidate's consent to serve and who shall give notice in writing to the Secretary at least 21 days before the Annual General Meeting.

Every member of the Club qualified to vote may vote for as many candidates as there are vacancies to be filled and no more. The candidates up to the number of vacancies who shall receive most votes shall be declared elected, and in the case of two or more candidates receiving an equal number of votes the Chairman of the Meeting shall have a second or casting vote.

8. Vacancies on General Committee

The General Committee shall have the power to appoint a member to fill any casual vacancy on the General Committee until the next Annual General Meeting. Any member so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a member of the General Committee at such meeting.

9 Officers

The Officers of the Club shall be the President, Chairman, Vice-Chairman, Vice-Presidents, Honorary Secretary and Honorary Treasurer and such Assistant Secretaries and Assistant Treasurers as shall be deemed necessary, who shall be

elected at the Annual General Meeting. All nominations of Officers shall be received by the Secretary in writing at least 7 days prior to the date of the Annual General Meeting failing which they shall be deemed invalid. Each nominee must be proposed and seconded by two members qualified to vote who have assured themselves of his consent to serve.

10 Committee's Powers Generally

The General Committee shall from time to time make, repeal and amend all such bylaws and regulations (not inconsistent with these rules) as they shall think expedient for the internal management and well-being of the Club (including a restriction on the number of members of any class). All bylaws and regulations made by the General Committee under this rule shall be binding on the members until repealed by the Club in General Meeting. The General Committee shall have the right to waive the subscription of any member for any reason they think just. The General Committee shall have power to appoint, pay and dismiss employees of the Club.

11 Borrowing Powers

If at any time the Club in General Meeting shall pass a resolution authorising the Directors to borrow money, the Directors shall thereupon be empowered to borrow for the purposes of the Club such amount of money either at one time or from time to time and at such rate of interest and in such form and manner and upon such security as shall be specified in such resolution, and thereupon the Directors shall make all such dispositions of the Club property or any part thereof and enter into such agreements in relation thereto as they may deem proper for giving security for such loans and interest. All members of the Club whether voting in such resolution or not, and all persons becoming members of the Club after passing of such resolution, shall be deemed to have assented to the same as if they had voted in favour of such resolution.

12 Annual General Meeting

The Annual General Meeting of the Club shall be held each year upon a date and at a time to be fixed by the Directors.

13 Notice of Business

Any member qualified to vote and desirous of moving any resolution at the Annual General Meeting shall give notice thereof in writing to the Honorary Secretary not less than 10 days before the date of such meeting.

14 General Meeting

The Directors may at any time for any special purpose call a General Meeting, and they shall do so forthwith upon the requisition in writing of any 30 members stating the purpose for which the Meeting is required.

15 Convening General Meeting

Fourteen days at least before the Annual General Meeting, or any General Meeting, a notice of such meeting and the business to be conducted thereat shall be posted in the Club House and a copy thereof shall be sent (by post, by email or by other electronic means in the absolute discretion of the Secretary) to every adult member at such address as they have given to the Club, and no business other than that of which notice has been so given or given under Rule 13 shall be brought forward at such Meeting, provided that the accidental omission to give such notice shall not invalidate the proceedings at that meeting. The statement of accounts shall be placed on the Club notice board at least 14 days before the Annual General Meeting.

16 Financial Year

The financial year of the Club shall end on the 31st day August in each year to which day the accounts of the Club shall be prepared.

17 Audit of Accounts

The accounts shall, as soon as practicable after the end of the financial year, be reviewed by an independent examiner, who is not a member of the General Committee, and who shall be appointed at each Annual General meeting. A vacancy occurring in the office of independent examiner during the year shall be filled by the General Committee.

18 Opening of Club Premises

All Club premises shall be open to members on such days and between such hours as the General Committee shall determine. The General Committee are empowered to close the Club House for such times and on such days as they deem necessary.

The permitted hours for sale and consumption of intoxicating liquor in the Club House shall be as set out in the Club Regulations.

The sale of intoxicating liquor with meals after the permitted hours will be permissible when a late night supper licence is in effect, but for such hours as the General Committee shall from time to time decide within the hours permitted by such certificate.

The Management Committee shall have the power to keep the bar open for such hours within the permitted hours as they think fit.

19 Gambling Prohibited

The Club premises shall not be used for gambling (with the exception of such fruit machines as are allowed by law) or for the playing of unlawful games. The General Committee shall have the power to prohibit any games which in their opinion are unlawful games or the playing of which would be in

jurious to the interests of the Club.

20 Visitors

Every member shall be allowed to introduce visitors subject to such regulations or bylaws as shall be made from time to time by the General Committee. No person shall be introduced as a visitor into the Club premises who shall have been expelled from membership or whose conduct or presence in the Club premises shall be considered by the General Committee objectionable or prejudicial to the interests of the Club.

21 Payment of Members Accounts

The charges to be made for meals, refreshments, cigarettes, games and the like, shall be fixed by the General Committee. Every member shall before leaving the Club House pay any such charges incurred by them whether on their own account or for visitors.

22 Members not to make Profit out of Club

No member shall except for services rendered at the request of the Management Committee, on any pretence or in any manner receive any profit, salary or emoluments from the funds or transactions of the Club. No member shall give the address of the Club in any advertisement, or use the Club address for business purposes.

23 Indemnity

Each Director, Officer, and employee from time to time of the Club and each person who was or is from time to time a Member of the Committee or any Sub-committee shall (to the extent that such person is not entitled to recover under any policy of insurance) be entitled to be indemnified out of any and all funds available to the Club, which may lawfully be applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by such person in the execution and discharge of duties undertaken on behalf of the Club or in relation thereto, or incurred in good faith in the purported discharge of such duties, including any liability incurred in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted as an Officer or employee or as a Member of the Committee, or any Sub-committee as the case may be.

24 Interpretation of Rules

The Directors shall be the authority for the interpretation of these Rules and of the bylaws and regulations made thereunder, and the decision of the Directors upon any question of interpretation or upon any matter affecting the Club and not provided for by these Rules or by the bylaws and regulations made thereunder shall be final and binding on the members.

25 Amendment of Rules

These Rules may be added to repealed or amended by Resolution at any Annual or General Meeting (subject to Rule 13).

RULES OF THE TROJANS CLUB LIMITED– APPENDIX 1 STRUCTURE

Directors

- Chair
- Vice Chair
- President
- Hon. Secretary
- Hon Treasurer
- An elected nominee from each section
- Up to three other Members elected at annual general meeting
- Delegating overall management of club to;

General Committee

- Cricket Committee
- Hockey Committee
- Rugby Committee
- Squash Committee

Vice presidents

TROJANS CLUB RULES – APPENDIX 2 COMMITTEE COMPOSITION AND TERMS OF REFERENCE

Directors

Chair, Vice Chair, President, Hon treasurer, Hon Secretary, an elected nominee from each of the Rugby football, Squash, cricket, and hockey sections, plus up to three other members.

All elected at AGM, with sections electing one person each.

GENERAL COMMITTEE

President Elected at AGM
Chairman Elected at AGM
Vice Chairman Elected at AGM
Honorary Secretary Elected at AGM
Honorary Treasurer Elected at AGM
Cricket Section Chairman or Nominee elected by Section
Hockey Section Chairman or Nominee elected by Section
Rugby Section Chairman or Nominee elected by Section
Squash Section Chairman or Nominee elected by Section
3 Floor Representatives Elected at AGM for three years

The Club Chairman is, Ex Officio, a member of any sub-committees set up. One floor representative is elected each year.

Terms of Reference

To control the overall running of the Club To agree subscription and court fee levels
To report, as necessary, to Trojans PLC

To co-ordinate the activities of any sub-committees set up from time to time.

Quorum

A quorum of the General Committee shall be 5 members. This number will be reduced by one for each committee position not filled at any particular time but never less than three.

Key Next steps with regard to incorporation

SGM	19 th July 2018
PLC receives money to cover £18,875 from club – with agreement reached between club and any sections contributing to repay.	
PLC releases charge on land - not a complex process	
Transfer of assets held by Trustees to new company valid from effective date including novation of contracts. Fladgates are pulling together a timetable for this, but their advice is that this is not a complex process due to the ownership of assets by the Trustees.	
Trojans Club CLG is formed with land - this meets criteria for RFU to advance to the next stage.	By 24 th August
PLC work with solicitor to reduce outstanding liabilities to PLC and return money to club.	No time limit
PLC wound up	No time limit