

COMPANY NUMBER 05224632

**ARTICLES OF ASSOCIATION COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

THE 20-GHOST CLUB LIMITED

1 Interpretation In these articles:

1.1 'the Act' means the Companies Act 1985 including any statutory modifications or re-enactment of it for the time being in force;

1.2 'the Club' means The 20-Ghost Club Limited and the business of the proprietary club owned and managed by The 20-Ghost Club Limited;

1.3 'the Committee' means the Committee for the time being of the Club;

1.4 'Member' means a member of the Club and as further defined below;

1.5 'Member of the Committee' means a Member who has been elected or co-opted to serve on the Committee;

1.6 'Secretary' means the Company Secretary under the Act of the Club or any other person appointed to perform the duties of the secretary of the Club including a joint assistant or deputy secretary;

1.7 'Subscribing Member' means a Member defined as a Subscribing Member in the bye-laws of the Club;

1.8 'Voting Member' means a Member defined as a Voting Member in the bye-laws of the Club;

1.9 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modifications not in force when these articles become binding on the Club;

1.10 the masculine includes the feminine and, where appropriate, the singular the plural.

2. Objects

2. Purpose The Club is established for the purposes expressed in the Memorandum of Association.

3. Membership

3.1 The first Members of the Club are the following persons and who, on or before 31st March 2005 (or such extended period as the Committee may determine) apply for membership of the Club:

- (a) the signatories to the Memorandum of Association and the Articles dated 14 August 2004;
- (b) every person who at the date of incorporation of the Club had paid a membership fee to, and is a member of, the unincorporated club known as The 20-Ghost Club referred to in paragraph 3.1 of the Memorandum of Association, and who, on or before 31st March 2005 or during such extended period as the Committee may determine, signs and delivers to the Secretary the form of application for membership of the company prescribed by the Committee.
- (c) Honorary members of the unincorporated Club known as The 20-Ghost Club or who are Honorary members of this Club but who shall be Honorary Members of the new Club.
- (d) Members of The 20-Ghost Club
- (e) Members of the Australian Chapter of The 20-Ghost Club
- (f) Associate Members but who shall be Associate Members of the new Club

3.2 The Committee shall have the right to create such class or classes of Members as it may from time to time think fit and specify in the bye-laws of the Club. The Committee may grant classes of membership to the wives and family of Members living with them. The classes for the time being shall be set out in the bye-laws of the Club and the Members thereof shall have such rights, be subject to such liabilities of a Member and required to pay such annual subscriptions and entrance fees as are from time to time determined by the Committee.

3.3 Any person desiring to be admitted to membership of the Club must :

3.3.1 be duly proposed and seconded by Voting Members (save that such requirement of proposing and seconding may be waived by the Committee if it sees fit), and

3.3.2 sign and deliver to the Secretary an application for admission framed in such terms as the Committee may from time to time require together with an entrance fee if required for the class in respect of which he desires to become a Member and his first annual subscription.

3.3.3 No person (other than a person who has been a Member of the unincorporated association known as The 20-Ghost Club) shall be admitted as a Member unless he is approved by the Committee.

3.4 The privileges of a Member shall not be transferable. They shall cease on the death of the Member and in the case of a Subscribing Member, on his failure in any year to pay his annual subscription on or before the 31st March in such year. On the death of a Member the widow or widower of the deceased Member may continue in the class of membership of the deceased Member without fee for the remainder of the calendar year in which the Member died. Such widow or widower may thereafter continue as a Member in any appropriate class subject to paying the requisite annual subscription.

3.5 The application of every candidate for membership shall be considered by the Committee which has an absolute right of admitting or refusing any application without explanation. The decision of the Committee as to admission or otherwise shall be communicated to the candidate promptly.

4. Cessation of membership

4.1 Any Member wishing to resign his membership of the Club shall give notice in writing of his intention so to do addressed to the Secretary.

4.2 Any Subscribing Member whose annual subscription is unpaid on the 31st March in any year shall cease to be a Member and shall forfeit all rights and claims upon the Club and its property but may be reinstated at the discretion of the Committee on payment of the arrears.

4.3 The Committee shall have power to request the resignation of any Member or to determine any membership without explanation but before such power may be executed (but only in the case of this power) the vote of not less than two thirds of those Committee members present and voting shall be required.

5. Annual general meeting

5.1 The Club must hold a general meeting in each year as its annual general meeting in addition to any other meeting in that year, and must specify the meeting as the annual general meeting in the notices calling it.

5.2 Not more than 14 months may elapse between the date of one annual general meeting of the Club and that of the next.

5.3 The annual general meeting shall be held at such time and place as the Committee appoints.

6. Extraordinary general meetings

6.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.

6.2 The Committee may, whenever it thinks fit, and must, on a requisition made in writing by at least 20 Voting Members, convene an extraordinary general meeting.

6.3 Any requisition made by the Members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Club.

6.4 On receipt of the requisition, the Committee must immediately proceed to convene an extraordinary general meeting.

6.5 If the Committee does not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitionists may convene such a meeting.

7. Notice of Meetings

Accidental omission to give notice of any meeting to or non-receipt of such notice by any Member does not invalidate the proceedings at that meeting.

8. . Quorum

8.1 No business may be transacted at any general meeting unless a quorum is present.

8.2 Save as otherwise provided in these articles, 12 Voting Members personally present or live online by an electronic link such as Zoom is a quorum

8.3 If within half an hour from the time appointed for the meeting a quorum of Members is not present, or if during a meeting such a quorum ceases to be present:

8.3.1 if the meeting was convened on the requisition of Members, it must be dissolved

8.3.2 in any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the Committee may determine and, if at the adjourned meeting a quorum of Members is not present within half an hour of the time appointed for the meeting, the Voting Members present may form a quorum.

9. Chairman

9.1 The Chairman of the Club, must preside as chairman at every general meeting of the Club.

9.2 If there is no such chairman, or if at any meeting he is not present within 15 minutes of the time of holding the meeting, the Voting Members present may elect one of their number who is a director to be chairman of the meeting.

9.3 If there is no director present, then the Voting Members may elect anyone of their number to be chairman of the meeting.

10. Adjournment

10.1 The chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

10.2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

11. Passing of resolutions

11.1 At a general meeting:

11.1.1 a declaration by the chairman that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, and

11.1.2 an entry to that effect in the book of proceedings of the Club are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded by the chairman or by at least 20 Voting Members

11.2 If a poll is demanded in the above manner, it must be taken in such manner as the chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

12. Voting rights

12.1 Every Member of the Club may attend general meetings of the Club but only Voting Members may vote at such meetings

12.2 No Member may vote at any meeting unless all the money then due from him to the Club has been paid.

12.3 Every Member of the Club entitled to vote has one vote and no more, except that, in case of equality of votes, the chairman may have a second or casting vote.

13 Proxy voting

Voting by proxy shall only be allowed at any general meeting if permitted by and on such terms as are contained in the Bye-Laws of the Club.

14 Committee

14.1 The Club shall be managed by a Committee which shall include the Chairman and the Treasurer of the Club. Until otherwise determined by the Club in general meeting, the number of members of the Committee shall not be

less than 4 nor more than 15. All members of the Committee shall be directors of the Club and shall be required to sign a form of consent to act as a director.

14.2 Pending the holding of the first Annual General Meeting of the Club, the first Members of the Committee shall be the committee members of the unincorporated members club known as The 20-Ghost Club.

14.3 The Committee may from time to time and at any time appoint any Voting Member as a Member of the Committee either to fill a casual vacancy or by way of addition provided that the maximum number of Committee Members specified in article 14.1 is not thereby exceeded.

14.4 No person (other than the President) who is not a Voting Member of the Club shall in any circumstance be eligible to hold office as a Member of the Committee.

15 Appointment rotation removal and disqualification of members of the Committee

15.1 All Members of the Committee shall be elected at the annual general meeting of the Club and shall hold office until the conclusion of the next following annual general meeting. All Members of the Committee may offer themselves for election at the annual general meeting.

15.2 In the case of any casual vacancy in the Committee or in the office of Treasurer or Secretary as the case may be, the Committee may appoint one or themselves or some other member of the Club to act as Treasurer or Secretary or to be on the Committee as the case may be until the next Annual General Meeting.

15.3 No Voting Member shall be eligible for election to the Committee at any general meeting unless he has been nominated in writing by a Voting Member and has indicated in writing his willingness to serve on the Committee and both the nomination and the indication of willingness to serve have been received at the registered office of the Club not less than 8 days before the date of the meeting or such other period as may be decided by the Committee such period being published in the club news sheet at least 8 days before the date set for the general meeting.

15.4 Any Voting Member appointed by the Committee in accordance with article 14.2. shall be a Member of the Committee for all purposes as if he had been elected at a general meeting and shall hold office until the conclusion of the next following annual general meeting.

15.5 The Club may, by extraordinary resolution or (subject to the provisions of section 303 of the Act) by ordinary resolution of which special notice has been given in accordance with the Act, remove a Member of the Committee before the expiration of his period of office and may, subject to article 15.4 or to the provisions of section 303 as the case may be, by ordinary resolution appoint another person in his stead.

15.6 The office of a Member of the Committee shall automatically be vacated if:-

(a) the Member ceases to be a Voting Member;

(b) the Member resigns his office by notice in writing under his hand sent to or left at the registered office of the Club;

(c) he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(d) he be absent from two successive meetings of the Committee without special leave of the Committee or good cause and the Committee resolve that his office be vacated;

(e) he ceases to be a Member of the Committee by virtue of or becomes prohibited from being a Member of the

Committee by reason of any order made under any provision of the Act.

16. Powers and proceedings of the Committee

16.1 The Committee may exercise all such powers of the Club as are not by the Act or by these articles required to be exercised by the Club in general meeting. No resolution passed by the Club in general meeting shall invalidate any prior act of the Club which would have been valid if such resolution had not been passed. The general powers given by this article shall not be limited or restricted by any special authority or power given to the Club by any other article.

16.2 The continuing Members of the Committee may act notwithstanding any vacancy in their body provided always that in case the Members of the Committee shall at any time be reduced in number to less than the quorum prescribed by article 16.6 it shall be lawful for them to act as the Committee for the purpose of filling up vacancies in their body or of summoning a general meeting but not for any other purpose.

16.3 The Committee may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall be deemed during the term of his appointment to be the Secretary.

16.4 The Committee may delegate any of its powers to any sub-committee which includes one or more Members of the Committee. The Committee may also delegate to any Member of the Committee holding any other executive office any such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Committee may impose either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a sub-committee shall be governed by rules and/or bylaws made by the Committee for the conduct of the sub-committee and any directions given to by the Committee from time to time.

16.5 The Committee may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising in any meetings shall be determined by a majority of votes unless otherwise provided for in these articles and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote. Members of the Committee shall be given at least 7 days notice of any forthcoming committee meeting.

16.6 The quorum necessary for the transaction of business at Committee Meetings shall be 4 Members of the Committee personally present. Subject to a quorum being present, other Members of the Committee may attend and participate in Meetings through means of electronic telecommunications

16.7 The Chairman of the Club shall be Chairman of the Committee and shall preside at all meetings of the Committee at which he is present. If the Chairman is not present then the Committee Members present at the meeting shall choose one of their number to be chairman of that meeting.

16.8 A resolution in writing signed by all Members of the Committee entitled to receive notice of a meeting of the Committee or of a sub-committee of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee (or as the case may be) the sub-committee of the Committee duly convened and held and may consist of several documents in the like form each signed by one or more Members of the Committee or (as the case may be) sub-committee. At the request of not less than one third of the Committee the Secretary shall at any time summon a meeting of the Committee by notice served upon all members of the Committee.

16.9 All acts bona fide done by any Meeting of the Committee or of any sub-committee of the Committee or by any person acting as a Member of the Committee or (as the case may be) sub-committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Member 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 Member of the Committee or (as the case may be) sub-committee.

16.10 Minutes of all meetings of the Committee and any sub-committee shall be recorded and circulated to all Members of the Committee or sub-committee as the case may be. The Secretary shall be entitled to be present at any meeting of the Committee or any sub-committee and shall be present if that is requested by any Member present at any such meeting even if the meeting has to be adjourned for that purpose. If any such meeting is held in the absence of the Secretary those Members present shall choose one of their number to record the minutes.

16.11 The Committee shall, subject to the Act, have power from time to time to make, alter and repeal all such by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club, and shall adopt such means as they deem sufficient to bring to the notice of the Members all such by-laws alterations and repeals and all such bye-laws so long as they shall be enforced shall be binding upon all Members. Provided nevertheless that no by-law shall be inconsistent with or shall affect or repeal anything contained in the memorandum or articles of association of the Club and that any by-law may be set aside by a special resolution of a general meeting of the Club.

17. Appointment of Secretary

17.1 The Secretary must be appointed by the Committee for such term, at such remuneration and upon such conditions as the Committee thinks fit.

17.2 The Committee may terminate the Secretary's appointment and fill a vacancy in the office as it thinks fit

17.3 The posts of Secretary and Treasurer may be held by the same person.

18. Accounting

18.1 The Committee must ensure that proper books of account are kept in respect of:-

18.1.1 all sums of money received and expended by the Club and the matters in respect of which the receipts and expenditure take place and

18.1.2 the assets and liabilities of the Club

18.2 The books of account must be kept at the registered office of the Club or such other place or places as the Committee think fit and must always be open to the inspection of the Members of the Committee.

18.3 The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Club or any of them are to be opened to the inspection of Members of the Club who are not Members of the Committee.

18.4 The Committee shall cause to be prepared and laid before the Club at each annual general meeting such income and expenditure accounts, balance sheets and reports as are required by the Act.

18.5 A copy of every balance sheet including any documents required by law to be annexed thereto which is to be laid before the Club in annual general meeting shall not less than 21 days before the date of the meeting be sent to all Members of the Club.

19. Indemnity

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

20. Notices

20.1 Any notice to be given to or by a person pursuant to the articles shall be in writing except that a notice calling a meeting of the Committee need not be in writing.

20.2 The Committee may give any notice to a Member of the Club either personally or by sending it by post in a pre-paid envelope addressed to the Member at his address appearing in the club records or by leaving it at that address or by email or by posting on the Club website.

20.3 A Member present at any Meeting of the Committee shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

20.4 Proof that an email was sent to the last known email address or posted on the Club's website or that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

21. Bye-Laws

The Committee shall maintain such bye-laws of the Club as are considered appropriate and expedient to assist in the efficient running of the Club and shall especially cover matters relating to membership of the Club.

Dated 8th January 2015

Signed

Sir JOHN STUTTARD
Layton House
23 Layton Lane
Shaftesbury
Dorset SP7 8EY
Director

Signed

KENNETH R FORBES
182 Old Station Road
Hampton in Arden
Solihull B92 0HQ
Director

Witness to the above signatures

Signed _____

Name _____

Address _____

Occupation _____