

THE COMPANIES ACT 2006

SPECIAL RESOLUTION
OF
Exeter & District Ski Club Ltd ("The Company")

Company Number:- 4902237

At a General Meeting of the Company held at

on the 26th day of March 2018

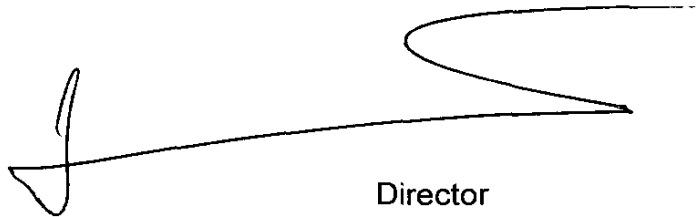
the following resolution was passed as a Special Resolution

SPECIAL RESOLUTION:

1. **THAT** the company update its Articles of Association to remove clause 37 requiring an audit and that the regulations set forth in the printed document produced to this meeting be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Memorandum and Articles thereof.

Dated this 26th day of March 2018

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Director

FRIDAY



A09 *A7YUZQG2* 08/02/2019 #349
COMPANIES HOUSE

ARTICLES OF ASSOCIATION

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of EXETER & DISTRICT SKI CLUB LIMITED

1 Interpretation

In these articles:

- 1.1 'the Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;
- 1.2 'the club' means Exeter & District Ski Club Ltd;
- 1.3 'secretary' means the secretary 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;
- 1.4 unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force when these articles become binding on the club;
- 1.5 the masculine includes the feminine and, where appropriate, the singular the plural.

2 Objects

The club is established for the purposes expressed in the memorandum of association.

3 Membership

- 3.1 The number of members with which the club proposes to be registered is 190 including 68 adult members, 82 family memberships (each of which is counted as

a single membership for this purpose) and 40 junior members. The directors may, whenever the business of the club requires it, authorise an increase of members.

3.2 Any person who is interested in skiing, snowboarding and associated sports or activities (or any of them) is qualified to be elected a member of the Club. Membership of the club is open to all the community without discrimination.

3.3 The first members of the club are the signatories to the memorandum of association and these articles and every person who at the date of incorporation of the club had paid an entrance fee to, and was a member of, the unincorporated club known as Exeter & District Ski Club referred to in paragraph 3.1 of the memorandum of association, and who, on or before 1 July 2003 or during such extended period as the directors may determine, signs and delivers to the secretary of the club the form of membership prescribed by the directors.

4 Application for Membership

4.1 Except as provided in articles 3.3 and 7 every candidate for membership of the club must make an application in writing, signed by the candidate in the form that the directors from time to time prescribe. Each application shall be subject to receipt within 28 days of the application and acceptance by the Directors of two character references, both from persons over the age of 18 neither of whom may be relatives of the candidate

5 Subscriptions

5.1 The annual and other subscriptions and entrance fee (if any) payable by members of the club are to be such as the directors from time to time prescribe. Different rates of subscription and entrance fee may apply to different categories of membership.

5.2 The directors may provide either generally or as respects any particular member or members for payment of annual subscriptions by instalments.

5.3 Every application for membership must be accompanied by a remittance to cover the entrance fee (if any) and the appropriate subscription from the date of application to the following September 30th and in the event of non-election the remittance must be returned to the candidate.

6 Life members

6.1 On the recommendation of the directors any person being a member of the club may, at any general meeting of the club, be elected a life member of the club without any special payment for such life membership.

6.2 A two-thirds' majority of those present and entitled to vote is necessary for election of a life member.

6.3 Every life member is entitled to all the privileges and subject to all the duties of a member of the club during his life (subject, nevertheless, to the provisions of article 13) without any further payment, annual or otherwise, except in respect of his guarantee contained in clause 5 of the memorandum of association of this club.

7 Temporary and other members

The directors of the club may, upon such terms and subject to such regulations as they may from time to time deem advisable and subject to article 4, propose as members of the club:

7.1 persons who are visiting or temporarily resident in the district of Exeter ('temporary members');

- 7.2 persons who may avail themselves of the amenities of the clubhouse and premises of the club at all times, but may use the ski slopes on only five days in each week excluding Saturdays and Sundays ('restricted members');
- 7.3 persons who may avail themselves of all the amenities of the clubhouse and premises of the club but are not entitled to use the ski slopes at any time ('social members');
- 7.4 members of the armed forces of the Crown ('service members') and
- 7.5 honorary members

but there may not be more than 250 such members of the club at any one time

8 Election of members

- 8.1 Every candidate for election (including candidates for election to the special classes of membership specified in article 7) must be balloted for by the directors of the club with a majority vote providing acceptance.
- 8.2 The name, address and description of every candidate, must be posted by the secretary in a conspicuous place in the club room of the club 14 days at least before the ballot.
- 8.3 On the unanimous recommendation of the directors in meeting duly convened, the ballot may take place before the expiration of 14 days but not earlier than two days after the application of the candidate and acceptable character references have been received and not without the application being posted in the club room.

9 Rights of members

- 9.1 Subject to the express provisions of these articles and to the memorandum of association, and to any byelaws made by the directors of the club as provided below for the time being in force, all members of the club are entitled at all times

to use all the premises and property of the club in common, and to be supplied, at such charges as the directors from time to time determine, with whatever meals, refreshments and things are provided by the club for the use of its members.

- 9.2 Subject to the provisions of these articles every member is entitled to all the rights and subject to all the duties of a member of the club provided that overseas, temporary, restricted, social, service, corporate, student, day, junior and honorary members do not have the right to nominate or be elected as officers or directors of the club.

10 Notice of resignation

Any member wishing to resign his membership of the club must give notice in writing of his intention to do so, addressed to the secretary and deposited at the registered office of the club before 30 November in any year, failing which the member must pay the subscription for the next year.

11 Non-payment of subscriptions

- 11.1 Any member whose annual subscription is unpaid on 30 November ceases to be a member of the club and forfeits all right in and claim upon the club and its property unless the directors suspend the operation of this provision, which they may do as regards any particular member on such terms as they determine at their discretion.

- 11.2 Where the directors have resolved in accordance with article 5 that the subscription of any particular member may be paid by instalments, this article applies to non-payment of any instalment, substituting the due date of the instalment for a date not exceeding 14 days after the due date of the instalment.

12 **Expulsion of members**

- 12.1 If the conduct of any member is in the opinion of the directors injurious to the character of the club or objectionable in any respect, that member may be required by the directors to resign, and, if he does not resign within one week, the member may (after he has been given the opportunity to justify or explain his conduct) be expelled by resolution of the directors and then ceases to be a member of the club, and all sums that have been paid by the member are forfeited.
- 12.2 A member expelled under this article may appeal by giving written notice of appeal to the secretary within 10 days from the posting of the notice of expulsion.
- 12.3 Upon receipt of a notice of appeal an extraordinary meeting must be convened within 14 days and, if that meeting passes an extraordinary resolution rescinding the expulsion, then the member must be reinstated as from the date of the resolution.
- 12.4 If any member is convicted on indictment of any criminal offence or is adjudged a bankrupt, or makes any composition or arrangement with his creditors or, being engaged in any profession, is prohibited by the disciplinary body of that profession from continuing to practice that member ipso facto ceases to be a member of the club but any person so ceasing to be a member may be readmitted to membership by the directors at their discretion.
- 12.5 Any member expelled in accordance with these articles, or otherwise ceasing to be a member of the club, forfeits all right to or claim upon the club or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

13 Rights of members personal

The rights of a member as such are personal and are not transferable and cease upon his death.

14 Annual general meeting

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

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

14.3 The annual general meeting must be held at such time and place as the directors appoint.

15 Extraordinary general meetings

15.1 All general meetings other than annual general meetings must be called extraordinary general meetings.

15.2 The directors may, whenever they think fit, and must, on a requisition made in writing by at least 30 members or members representing not less than one-tenth of the total voting rights of all the members having at the date of deposit of the requisition a right to vote at general meetings, whichever is the lesser, convene an extraordinary general meeting.

15.3 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.

15.4 On receipt of the requisition the directors must immediately proceed to convene an extraordinary general meeting.

15.5 If the directors do not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may convene such a meeting.

16 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.

17 Quorum

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

17.2 Save as otherwise provided in these articles, ten members personally present is a quorum.

17.3 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:

17.3.1 if the meeting was convened on the requisition of members, it must be dissolved;

17.3.2 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 directors 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 members present may form a quorum.

18 Chairman

18.1 The chairman, and failing him the vice-chairman, must preside as chairman at every general meeting of the club.

- 18.2 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 members present may elect one of their number who is a director to be chairman of the meeting.
- 18.3 If there is no director present, then the members may elect any one of their number to be chairman of the meeting.

19 Adjournment

- 19.1 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.
- 19.2 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.

20 Passing of resolutions

- 20.1 At any general meeting:
- 20.1.1 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
- 20.1.2 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 two members having the right to vote at the meeting or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

- 20.2 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.

21 Voting rights

- 21.1 Every member of the club may attend general meetings of the club but only members of full age and corporate members may vote at such meetings and overseas, temporary, restricted, social, service, corporate, student, day and honorary members may not vote on matters appertaining to the management of the facilities as such, including the engagement or dismissal of staff employed including the club professional and his assistant or assistants if applicable.
- 21.2 No member may vote at any meeting unless all the money then due from him to the club has been paid.
- 21.3 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.
- 21.4 In the case of family membership up to two adults within the family may vote.

22 Proxy voting

- 22.1 On a poll votes may be given either personally or by proxy.
- 22.2 A proxy must be appointed in writing under the hand of the appointer.
- 22.3 The instrument appointing a proxy must be deposited at the registered office of the club not less than 48 hours before the time of holding the meeting at which the person named in such instrument proposes to vote.
- 22.4 Any instrument appointing a proxy must be in the following form:

EXETER & DISTRICT SKI CLUB LIMITED

[I or We], *(name)* of *(address)*, being [a member or members] of the above named club, appoint *(name)* of *(address)*, or, failing him, *(name)* of *(address)*, as [my or our] proxy to vote in [my or our] name[s] and on [my or our] behalf at the [annual or extraordinary] general meeting of the club to be held on *(date)* and at any adjournment.

Dated:

(signature(s) of member(s))

23 Directors

- 23.1 The directors of the club are the chairman, vice chairman, honorary secretary, honorary treasurer, and not less than four or more than nine other members of the club elected as provided in these articles.
- 23.2 Five directors are a quorum at a directors' meeting.
- 23.3 The directors may from time to time elect a chairman who in case of equality of votes may have a casting vote.
- 23.4 If the elected chairman can not be present at a meeting those present shall elect a chairman for the duration of that meeting.

24 Officers

- 24.1 The officers of the club are the chairman, vice chairman, honorary secretary, honorary treasurer and secretary, all of whom must be members of the club.
- 24.2 The membership shall also have the discretion to appoint an honorary president.
- 24.3 The first officers of the club are:-

Chairman:- Mr Clive Bishop of 1Michigan Way, Pennsylvania, Exeter, EX4 5EU

Treasurer:- Mr John Redwood of Lower Hawkerland, Aylesbeare, Exeter, EX5 2JJ

Secretary:- Miss Davina Blanchard of 14 Churchill Road, St Thomas, Exeter, EX2 9BU

and they together with the following persons are the first directors of the club:-

Mr Raymond Edwards of 60 Lewis Crescent, Clyst Heath, Exeter, EX2 7TD

Ms Amanda Hadaway of 40 Roundtable Meet, Exeter, EX4 8LF

Mr Gary Leeper of 9 Howard Close, Teignmouth, TQ14 9NW

Mrs Denise Leeper of 9 Howard Close, Teignmouth, TQ14 9NW

Mrs Janice Vining of 2 The Maltings, Fore Street, Topsham, EX3 0HF

Mr Nick Williams of Inglenook Cottage, Tedburn St Mary's Road, Whitestone Exeter, EX4 2HF

25 Remuneration

No director or officer of the club, other than the honorary secretary or honorary treasurer, may receive any remuneration for his services in the capacity of director or officer but nothing contained in these articles is to prohibit payment by the club of any sum to the secretary for clerical or other assistance.

26 Age limits

There is no any age limit for directors and accordingly Section 293(2)–(6) of the Act does not apply to the club.

27 Retirement of directors and officers

27.1 At every annual general meeting of the club, the officers (other than the secretary) and one third of the remaining directors of the club must retire from office by rotation.

27.2 The officers and other retiring directors are eligible for re-election at the same or any other general meeting of the club.

27.3 The first directors must retire in the following order - Mr R Edwards, Ms A Hadaway, Mr G Leeper, Mrs D Leeper, Mrs J Vining, Mr N Williams

27.4 Subject to article 27.3 the directors must retire in order of seniority of election in addition to the directors retiring under article 30, and in case of equal seniority, the order of retirement must be determined by lot.

28 Election of officers

Subject as provided above, the election of officers other than the secretary and other directors of the club, must take place in the following manner:

28.1 Any two members of the club may nominate any other member to serve as an officer or other director of the club, having previously received his assent.

28.2 The name of each member so nominated, together with the names of his proposer and seconder, must be sent in writing signed by all three of them to the secretary of the club at least 21 days before the annual general meeting.

28.3 A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, must be posted in a conspicuous place in the club-house of the club for at least 14 days immediately preceding the annual general meeting.

28.4 Balloting lists must be prepared (if necessary) containing the names of the candidates only in alphabetical order.

28.5 Each member present at the annual general meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies.

28.6 If insufficient candidates are nominated, the directors may elect a member or members to fill the remaining vacancy or vacancies.

28.7 If any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed to be elected.

28.8 If two or more candidates obtain an equal number of votes, the directors must select by lot from such candidates the candidate or candidates who is or are to be elected.

29 Appointment of secretary

29.1 The secretary of the club must be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit.

29.2 The directors may terminate the secretary's appointment and fill a vacancy in the office.

30 Casual vacancies

30.1 All casual vacancies arising amongst the directors or officers of the club must be filled by the directors.

30.2 Any director or any officer (other than the secretary) appointed to fill a casual vacancy must retire at the following annual general meeting.

31 Removal of directors

The office of a director is vacated if:

31.1 his membership of the club is terminated in accordance with article 12.4;

31.2 he absents himself from meetings of the directors for a continuous period of six calendar months without special leave of absence from the other directors; or

31.3 he gives the directors one calendar month's notice in writing that he resigns his office or

31.4 he is removed by extraordinary resolution passed at a general meeting of the club.

32 Accounts

32.1 The directors of the club must ensure that the funds of the club (including any surplus income or gains) are applied to the objects of the club and that proper books of account are kept in respect of:

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

32.1.2 the assets and liabilities of the club.

32.2 The books of account must be kept at the registered office of the club, or at such other place or places as the directors think fit, and must always be open to the inspection of the directors.

32.3 The directors must 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 open to the inspection of members of the club who are not directors.

32.4 No member who is not a director has any right to inspect any account or book or document of the club except as conferred by statute or authorised by the directors.

33 Presentation of accounts

33.1 Once at least in every year the directors must lay before the club in general meeting an account of income and expenditure for the period since the preceding account.

33.2 A balance sheet must be made out in every year and laid before the club in general meeting, made up to a date not more than six months before such meeting.

33.3 A copy of the balance sheet must be sent to, or made available to, the persons entitled to receive notices of general meetings in the manner in which notices are to be given under these articles 21 days prior to the meeting.

- 33.4 Every account and balance sheet must be accompanied by a report of the directors and the account, report and balance sheet must be signed by two directors and countersigned by the secretary.

34 Powers of directors

- 34.1 The directors of the club may exercise all powers that may be exercised by the club and do anything that may be done by the club, except where under these articles or any statute for the time being in force the power must be exercised or the thing be done by the club in general meeting.
- 34.2 The directors may act notwithstanding vacancies.
- 34.3 The directors of the club may issue debentures, debenture stock, bonds, or obligations of the club at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the club any sum or sums of money either upon mortgage or charge of all or any of the property of the club, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.

35 Byelaws

- 35.1 The directors of the club may from time to time make, alter and repeal any byelaws they consider necessary or expedient or convenient for the proper conduct and management of the club, and in particular, but not exclusively, they may by such byelaws:
- 35.1.1 Institute and regulate the conditions (subject to these articles) of different categories of membership including junior, family, corporate, student and day membership

- 35.1.2 regulate the terms and conditions upon which honorary guests, children of members of the club and visitors may use the premises and property of the club;
- 35.1.3 fix the times of opening and closing the ski slope, clubhouse, and premises of the club or any part of them and the permitted hours for the supply of intoxicating liquor;
- 35.1.4 promulgate the rules to be observed and the prizes or stakes to be played for by members of the club playing any games on the premises of the club;
- 35.1.5 prohibit particular games on the premises of the club entirely or at any particular time or times;
- 35.1.6 regulate the conduct of members of the club in relation to one another and to the club's staff;
- 35.1.7 set aside of the whole or any part or parts of the club's premises for any members or any other class or classes of members, at any particular time or times, or for any particular purpose or purposes;
- 35.1.8 impose fines for breach of any byelaw or any article of association of the club and
- 35.1.9 regulate all matters that are commonly the subject of club rules.
- 35.2 The directors must adopt whatever means they consider sufficient to bring all byelaws, alterations and repeals to the notice of the members of the club.
- 35.3 All byelaws, so long as they are in force, are binding on all members of the club.
- 35.4 No byelaws may be inconsistent with, or affect or repeal anything contained in, the memorandum or articles of association of the club, or be in breach of any statutory provision.

35.5 Any byelaw may be set aside by a special resolution of a general meeting of the club.

36 Delegation

36.1 The directors of the club may delegate any of their powers to a committee or committees appointed by the directors.

36.2 With the exception of a sub-committee with less than four members or one concerned with the purchase for the club, or supply by the club, of intoxicating liquor, a sub-committee may have up to one-third of its membership from members of the club other than directors.

36.3 In the exercise of the powers delegated to it, a committee must conform to any regulations prescribed by the directors.

36.4 Any delegation of powers or appointment of a committee may be recalled or revoked by the directors at any time.

37 Seal

37.1 The directors must provide for the safe custody of the common seal of the club.

37.2 The seal of the club must not be affixed to any instrument except by the authority of a resolution of the directors and in the presence of:

37.2.1 at least two directors and

37.2.2 the secretary or another person appointed by the directors for the purpose.

37.3 The two directors and the secretary or the other person appointed must sign every instrument to which the seal of the club is affixed in their presence.

38 Dissolution

38.1 If the club is wound up, whether voluntarily or otherwise, any net assets of the club shall be applied for such approved sporting or charitable purposes (within the

meaning of Finance Act 2002 Schedule 18 para 3 (5)) as the directors of the Club shall then determine.

39 Notices

39.1 A notice may be given by the club to any member personally, by sending it by post in a prepaid envelope addressed to the member at his registered address or by posting it in a conspicuous place in the club room of the club.

39.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been effected at the expiration of 48 hours after the envelope containing it was posted.

40 Headings

The headings in these articles do not form part of them or in any manner affect the interpretation or construction of them.

Signature of Subscriber

Name

Address

Occupation

Date

Witness to the above Signature:

Name:

Address:

Occupation:

Signature of Subscriber

Name

Address

Occupation

Date

Witness to the above Signature:

Name:

Address:

Occupation: