

COMPANY NO. 07546718

PRIVATE COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION OF THE ALL ENGLAND
LAWN TENNIS & CROQUET CLUB LIMITED**

TUESDAY



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**ARTICLES OF ASSOCIATION
OF
THE ALL ENGLAND LAWN TENNIS & CROQUET CLUB LIMITED**

OBJECTS

1. Objects

- 1 1 The Club shall be a private members' club carrying on the activities of a lawn tennis and croquet club, and any other activities associated with or conducive to the interests of such club, as successor to the unincorporated club founded in 1868 and known as "The All England Lawn Tennis & Croquet Club"
- 1 2 The Club may own shares or other interests in one or more subsidiary companies which, under such arrangements as the Club or such companies may consider appropriate, shall host and stage The Championships, Wimbledon
- 1 3 The Club may enter into such arrangements with third parties and undertake or support such activities of any kind, including programmes to promote tennis within schools and other works that are charitable and/or of public benefit, as may from time to time be considered appropriate or desirable in furtherance of its reputation or generally to enhance the unique quality, character and image of the Club
- 1 4 Without prejudice to the generality of the preceding Articles, the overall mission of the Club and its subsidiary companies shall be to
- (a) maintain The Championships as the premier tennis tournament in the world and on grass,
 - (b) enhance the unique quality, character and image of the Club and The Championships, and
 - (c) foster the best interests of tennis, both nationally and internationally

NAME

2. Name

The name of the Club shall be "The All England Lawn Tennis & Croquet Club Limited"

MEMBERS

3. Membership

Composition of the Club

- 3 1 The Club shall consist of the following persons
- (a) Full Members who shall be entitled to the full privileges of the Club, paying an Annual Subscription,

- (b) Life Members,
 - (c) Honorary Members,
 - (d) Temporary Members, and
 - (e) Junior Temporary Members
- 3 2 Members under headings (a), (b) and (c), excluding members of the Royal Family, shall be limited to 500 in number. The rights and privileges of those under headings (b), (c), (d) and (e) are set out in Articles 3 7 to 3 15 hereof
- 3 3 Throughout all other Articles, unless otherwise indicated by the context, the expression “**Full Member**” shall include not only Full Members as referred to in sub-paragraph (a) of Article 3 1 but also Life Members and those Honorary Members who were Full or Life Members prior to their election as Honorary Members
- 3 4 New Members of the Club may be elected from time to time in accordance with these Articles

Election of Members

- 3 5 The following provisions shall apply in respect of the election of Members
- (a) The election of Candidates as Members shall be vested in the members of the board of directors for the time being of the Club (the “**Committee**”) and when the Committee is not unanimous the election shall be by ballot - one black ball in four to exclude
 - (b) No Candidate may be entered in the Candidates' Book until he or she has attained the age of 17 years
 - (c) Each Candidate must be proposed and seconded by Full Members of the Club. The Proposer must have been a Full Member for not less than three years. The Proposer and Secunder must send personal letters of recommendation direct to the Club Director
 - (d) The Proposer and Secunder must certify to a personal knowledge of the Candidate of not less than three years and both shall be responsible for the eligibility of the Candidate in accordance with the Articles of the Club
 - (e) Each Candidate must be supported by two Full or Honorary Members of the Club (in addition to his or her Proposer and Secunder) who must send personal letters of recommendation direct to the Club Director
 - (f) No Member shall propose more than one Candidate for Membership in any one calendar year and no Member shall second more than one

New Members

- 3 6 Each new Member shall receive from the Club Director notice in writing of his or her election, with a copy of the Articles and Bye-Laws and, where appropriate, shall be

requested to pay the Entrance Fee and Subscription for the current year within one calendar month. A new Member (other than an Honorary or Life Member) shall not be entitled to the privileges of Membership until this payment has been made. If the payment is not made within one calendar month, the new Member's name shall be erased from the List of Members unless the Committee otherwise direct.

Life Members

- 3 7 The Committee may elect as Life Members of the Club, without Subscription, such Full Members who in their opinion have rendered special services to the Club.

Honorary Members

- 3 8 The Committee may elect winners of The Championships, other eminent lawn tennis players, benefactors of the Club and/or The Championships and other persons who have rendered special services to lawn tennis as Honorary Members of the Club without Entrance Fee or Subscription.
- 3 9 Honorary Members who were Full Members of the Club prior to their election as Honorary Members shall be entitled to the full privileges of the Club.
- 3 10 Other Honorary Members shall be entitled to the privileges of the Club, except those of voting at General Meetings of the Club or of proposing or seconding Candidates for election. Honorary Members may, however, act as a Supporter of a Candidate for election.
- 3 11 The Committee shall be empowered at any time to withdraw, or suspend for any period, the Honorary Membership or any particular privileges of Membership of any Honorary Member. If the Honorary Membership is withdrawn of an Honorary Member who was a Full Member of the Club prior to their election as an Honorary Member, such Honorary Member shall not revert to being a Full Member (unless, subject to the provisions of Article 23 1, the Committee in its absolute discretion shall so decide).
- 3 12 Save as aforesaid, all Honorary Members shall be subject to the Articles and Bye-Laws applicable to all other Members.

Temporary and Junior Temporary Members

- 3 13 The Committee shall have power to elect or re-elect Temporary Members and Junior Temporary Members at such times and for such period as they may think fit.
- 3 14 Candidates for Junior Temporary Membership must be (i) between 10 and 21 years of age, (ii) sons or daughters of Full Members, and (iii) proposed by a parent or guardian.
- 3 15 Temporary Members and Junior Temporary Members shall be subject to the Articles and Bye-Laws of the Club and shall be entitled to the use of the courts and the privileges of the Club save that
- (a) For 14 days before and throughout the duration of The Championships, they shall not (except to the extent permitted under the Bye-Laws) be entitled to the use of the courts or Clubhouse, or to any of the other privileges of Membership of the Club other than, in the case of Temporary Members, for the wearing of the Club colours.

- (b) They shall not be entitled during The Championships to any of the rights enjoyed by Members in respect of the Meeting except at the discretion of the Committee
- (c) They shall not be entitled to a seat in the Members' Stands or to any other of the rights or privileges of Members during any match or competition held upon the courts of the Club when gate money is being charged for admission except at the discretion of the Committee
- (d) They shall not vote at any Meetings of the Club or have the right to attend General Meetings or have any right to propose, second or support Candidates for election
- (e) They shall (without prejudice to Article 3 13) come up for re-election by the Committee annually in the month of January
- (f) Junior Temporary Members shall be subject to the Articles and Bye-Laws of the Club and to the same restrictions as Temporary Members (set out in subparagraphs (a) to (e) of this Article) They shall be entitled only to the use of the courts, dressing rooms and other Club facilities in accordance with such Bye-Laws as may be made by the Committee from time to time Junior Temporary Members may not wear Club colours at any time
- (g) Privileges of a Temporary Member or Junior Temporary Member may, in any individual case, be withdrawn or suspended at such time and for such period as the Committee may determine

Distinguished Persons

- 3 16 The Committee shall have power to invite distinguished persons to enjoy any of the privileges of the Club for such period and upon such terms as they may think fit

Visitors

- 3 17 Members may introduce visitors to play, subject to the Bye-Laws in force and the convenience of other Members No Member may introduce as a visitor anyone whose name has been erased from the List of Members under any of the Articles, unless the Committee shall decide otherwise

Non transferability

- 3 18 Membership shall not be transferable and shall cease on death

4. Liability of Members

- 4 1 Each Member (other than an Honorary or Life Member) shall pay an Entrance Fee and Annual Subscription in accordance with Article 22
- 4 2 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 it being wound up while he or she is a Member or within one year after he or she ceases to be a Member for
- (a) payment of the Club's debts and liabilities contracted before he or she ceases to be a Member,

- (b) payment of the costs, charges, and expenses of winding up, and
- (c) adjustment of the rights of the contributories amongst themselves

THE COMMITTEE

5. Committee

- 5 1 The management and control of the property, assets, funds and affairs of the Club shall be vested in the Committee, consisting of not less than 10 nor more than 12 Full Members, including the Chairman of the Club
- 5 2 The Committee shall be responsible, and accountable to the Full Members, for the direction and supervision of the affairs of the Club as a private members' club

6. President, Vice-Presidents, Chairman and Trustees

- 6 1 The President of the Club shall be appointed annually by the Committee, he shall not be or become a member of the Committee by reason of that office. The Committee shall also have power to appoint Vice-Presidents, who shall be selected from amongst the Members of the Club, except in special cases, at the discretion of the Committee
- 6 2 The Chairman of the Club shall be appointed annually by the Committee, of which he or she shall be an elected member
- 6 3 The Committee shall appoint two Full Members to act as "Trustees". The appointment of each Trustee shall normally be for a five-year period (which may be extended by agreement between the Committee and the relevant Trustee). The appointment of any new Trustee shall be promptly notified to the Members. It is the intention that the Trustees shall be available, having regard to the interests of Members, to act as a 'sounding board' for consultation
 - (a) with the Chairman and/or the Committee prior to any important decision relating to the affairs of the Club which is likely to affect materially the interests of Members, and/or
 - (b) if (in addition to his or her normal access to members of the Committee) any Member wishes to raise a matter of concern relating to the affairs of the Club

The Trustees shall for this purpose have no decision-making power and the role of the Trustees shall not in any way detract from or affect the responsibility of the Committee for management of the affairs of the Club in accordance with Articles 5 1 and 5 2

7. Election of Committee and retirement by rotation

- 7 1 Vacancies on the Committee shall be filled by vote of Full Members (if necessary by secret ballot) at the Annual General Meeting
- 7 2 At each Annual General Meeting one-third of the Committee or, if the number of the Committee is not a multiple of three, then the number nearest to but not exceeding one-third, who have been longest in office since their last appointment or re-appointment shall

retire but shall be eligible for re-election. As between two or more members of the Committee who have been in office an equal length of time since their last appointment or re-appointment, the member or members to retire shall be determined by lot.

8. Occasional vacancies on the Committee

If, for any reason, the number of members of the Committee is reduced to nine or less, the Committee shall have power to fill such vacancies by co-option so that the number of the members of the Committee shall be 10 but no more, and the members so appointed shall retire at the Annual General Meeting next following after their election, being, however, eligible for re-election. Save as aforesaid, vacancies on the Committee shall only be filled on the proposal of the Committee under Article 10 or of a Full Member under Article 11 at the Annual General Meeting or at a Special General Meeting convened for the purpose.

9. Attendances of members of the Committee

If a member of the Committee shall attend less than half the Committee meetings to which he or she shall have been summoned during the 12 months preceding the Annual General Meeting, he or she shall retire at the Annual General Meeting, being, however, eligible for re-election upon being proposed by a Full Member under Article 11.

10. Notice of AGM and retiring members of the Committee

Notice of the Annual General Meeting shall be given by circular posted at least 21 days prior to the meeting to the address of each Full and Honorary Member of the Club resident in the United Kingdom and shall be accompanied by a copy of the Annual Report and Financial Statements and a list of the names of the members of the Committee retiring under Articles 7, 8 and 9, with a record of the attendances of members of the Committee at meetings since the last Annual General Meeting, together with the names of the Full Members proposed by the Committee for election or re-election to the Committee. The business of the Annual General Meeting shall include the election of Full Members to the Committee.

11. Additional candidates for the Committee

- 11.1 15 days' notice, prior to the date of the Annual General Meeting, must be given in writing to the Chief Executive of the name of any Full Member proposed for election as a member of the Committee in addition to those proposed by the Committee under Article 10.
- 11.2 Any such nomination must be proposed and seconded by letters in writing by two Full Members and be supported by similar letters of recommendation by four other Full Members.
- 11.3 If any additional nomination is made under this Article, the Chief Executive shall, at least 10 days before the Annual General Meeting, notify in writing to each Full Member of the Club the name of any such Member proposed for election to the Committee.

12. Powers of the Committee

- 12.1 The Committee may do anything necessary or expedient for the management and control of the property, funds and affairs of the Club in accordance with Article 5, for which purpose they may exercise all the powers of the Club.

- 12 2 Without prejudice to the generality of the preceding Article, the Committee may exercise all the powers of the Club to borrow money, to give guarantees and to charge or otherwise grant security over the undertaking or assets of the Club, for the purposes of the Club in such form and manner as shall be specified in the resolution of the Committee authorising such action, such resolution to be passed at a meeting of the Committee at which not less than seven members of the Committee were present and voted
- 12 3 The Committee shall regulate their mode of procedure and shall meet at such times as they may consider necessary and convenient for the transaction of business. The quorum shall be seven for all matters. All matters (except the election of Members under Article 3 5) not unanimously agreed upon by the Committee shall be decided by a simple majority vote, and if the votes are equally divided, the Chairman shall have a second or casting vote. If the number of members of the Committee is less than the number fixed as the quorum, the continuing members or member of the Committee may act only for the purpose of filling vacancies or of calling a General Meeting
- 12 4 The Committee shall be entitled at any time to appoint sub-committees comprising such members of the Committee and having such terms of reference, as they consider necessary or appropriate. The Committee may also co-opt other Members of the Club as they feel appropriate to be members of such sub-committees. All sub-committees shall periodically report their proceedings to the Committee and shall conduct their business in accordance with any directions of the Committee

13. Resolution in writing

A resolution in writing signed by all the members of the Committee (or sub-committee) entitled to receive notice of a meeting of the Committee (or sub-committee) shall be valid and effectual as if it had been passed at a meeting of the Committee (or, as the case may be, sub-committee) duly convened and held and may consist of several documents in like or similar form each signed by one or more members of the Committee (or sub-committee)

14. Participation at meetings by telephone

- 14 1 Any member or other person may participate at a meeting of the Committee (or sub-committee) of which he or she is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is
- 14 2 In determining whether the quorum requirements fixed by or in accordance with these Articles are fulfilled, all members of the Committee (or sub-committee) participating in the meeting in accordance with this Article shall be counted in the quorum

EXECUTIVES

15. Executives

The Committee shall appoint a Chief Executive, a Club Director and such other Executives as they may from time to time consider necessary. Such Executives shall not be members of the Committee

BYE-LAWS

16. Bye-Laws

The Committee shall be empowered to make and rescind Bye-Laws (not inconsistent with the Articles of the Club), such Bye-Laws to be printed and placed on the notice board in the Clubhouse

AUDITORS

17. Auditors

The Financial Statements of the Club shall be audited by a firm of Chartered Accountants appointed annually at the Annual General Meeting

GENERAL MEETINGS

18. Annual General Meetings

- 18 1 An Annual General Meeting of the Full and Honorary Members of the Club shall be held at such place and hour, and on such day, in the months of November or December as the Committee may appoint Particulars of resolutions to be brought forward at the Annual General Meeting (otherwise than by the Committee) must be sent by the proposer of the resolution in writing to the Chief Executive on or before the 15th October in each year The proposed resolution must be proposed and seconded by letters in writing by two Full Members and be supported by four other Full Members each of whom shall notify the Chief Executive of his or her support by letter in writing before 15th October in the year in question The quorum for the Annual General Meeting shall be 50
- 18 2 Voting on resolutions shall be by show of hands (unless a poll is demanded in accordance with the Act) save that, if there are more nominations than vacancies, voting on nominations to the Committee shall be by secret ballot
- 18 3 A Member (and any proxy) shall keep confidential any information disclosed at or for the purposes of any Annual General Meeting unless it is or becomes in the public domain (otherwise than through the act or omission of that Member or proxy)

19. Annual Report and Financial Statements

The Committee shall submit to the Annual General Meeting the Annual Report and Financial Statements of the Club for the preceding year, terminating on the 31st July, containing the signature of the Auditor appointed under Article 17 together with the Annual Report

20. Special General Meetings

- 20 1 The Committee may at any time call a Special General Meeting for the purpose of considering any question affecting the welfare or constitution of the Club and (without prejudice to the rights of the Members under the Statutes) they shall be bound to do so on receipt of a requisition in writing, proposed and seconded by two Full Members and supported by letters in writing by 12 other Full Members of the Club and specifying the

object of such Meeting, at which the discussion shall be confined to that object The quorum for a Special General Meeting shall be 50

20 2 Voting on resolutions shall be by show of hands (unless a poll is demanded in accordance with the Statutes) save that resolutions on nominations to the Committee shall, if there are more nominations than vacancies, be by secret ballot

20 3 A Member (and any proxy) shall keep confidential any information disclosed at or for the purposes of any Special General Meeting unless it is or becomes in the public domain (otherwise than through the act or omission of that Member or proxy)

21. Proxies

21 1 A proxy may only be validly appointed by a notice in hard copy form, in any usual format or any other format that the Committee may approve, executed under the signature of the appointing Full Member (or of his attorney authorised in writing) which

- (a) states the name and address of the Full Member appointing the proxy,
- (b) identifies the person appointed to be that Full Member's proxy and the General Meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the Full Member appointing the proxy, or is authenticated in such manner as the Committee may determine,
- (d) is delivered to the Club Director's office not less than 48 hours before the time appointed for holding the relevant meeting or adjourned meeting (together with any power of attorney under which it is executed, or a copy of such power or authority certified notarially or in some other way approved by the Committee), and
- (e) complies with any other instructions set in the notice of the General Meeting to which it relates

21 2 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 and may relate to more than one meeting

ENTRANCE FEES AND SUBSCRIPTIONS

22. Entrance Fees and Subscriptions

22 1 With the exception of Honorary and Life Members, each Full Member shall pay an Entrance Fee on election and, together with Temporary and Junior Temporary Members, shall pay an Annual Subscription on the 1st January of each year The amount of all such Members' contributions shall be decided from time to time by ordinary resolution at an Annual General Meeting In the absence of any such resolution at an Annual General Meeting the rates of contribution previously in operation shall continue

22 2 Any Member whose current year's Subscription shall be unpaid on the 1st February shall receive notice thereof from the Committee If such Subscription is not paid by 1st April, he

or she shall cease from that date to be a Member of the Club, unless he or she can justify the delay to the satisfaction of the Committee

SUSPENSION AND CESSATION OF MEMBERSHIP

23. Expulsion of Members

23 1 If the conduct or suspected conduct of a Full or Life Member either upon the Club premises or elsewhere shall, in the opinion of the Committee or of 15 Full Members of the Club who shall certify the same in writing to the Committee, be injurious to the character or interests of the Club, the Committee shall invite the Member in question to be heard or make representations in explanation of his or her conduct. If the Member fails to offer any explanation or if the Committee is not satisfied with such explanation, the Committee shall be empowered to

- (a) suspend the Membership of that Member, or withdraw any particular privileges of his or her Membership, for such period up to one year as they shall decide and/or
- (b) (whether following a period of suspension or otherwise) recommend, in writing, such Member to resign

23 2 If a Member so recommended to resign under Article 23 1 shall not comply within 14 days from the date of such recommendation, the Committee shall refer the matter to a Membership Review Panel (the “**Review Panel**”) For this purpose

- (a) the Review Panel shall comprise the Trustees and the Vice-Presidents (one of those Vice-Presidents being nominated by the Trustees to act as its chairman),
- (b) the Member shall have an opportunity to be heard by or make representations to the Review Panel, and
- (c) the procedures for calling and conducting the meeting of the Review Panel shall be determined by its chairman, provided that (i) no fewer than 7 days’ notice shall be given of the meeting and (ii) a quorum for the meeting shall be five members of the Review Panel (to include at least one of the Trustees)

The Review Panel shall, by a majority vote of its members present at the meeting, be empowered to suspend the Membership of the relevant Member, or withdraw any particular privileges of her or her Membership, for such period as the Review Panel may decide or, by an affirmative vote of at least three-fourths of the members of the Review Panel present at the meeting, to determine that the Member be expelled from Membership. If it is determined that the Member be expelled, he or she shall cease to be a Member, his or her name shall be erased from the Register of Members and he or she shall forfeit all Subscriptions and ticket privileges

24. Resignation of Members

Any Member desiring to resign shall signify his or her intention to the Club Director in writing

25. Bankruptcy of Members

If any Member shall be declared a bankrupt or shall make any composition or arrangement with creditors, his or her Membership shall be reviewed by the Committee who shall enquire into the cause of such bankruptcy, composition or arrangement and, unless thought otherwise by the Committee, the Member shall automatically cease to be a Member of the Club at the end of the calendar year following such inquiry. Following such inquiry, the Committee may, in their discretion, confirm the Member's Membership on such terms as the Committee shall think fit.

26. No entitlement on cessation of membership

No Member shall upon ceasing to be a Member (whether upon death, resignation, bankruptcy, expulsion or otherwise) have any entitlement to a share of any of the funds, property or assets of the Club or to any claim against such funds, property or assets except as expressly set out in these Articles.

INDEMNITY AND INSURANCE

27. Indemnity

Subject to the provisions of the Statutes but without prejudice to any indemnity to which the person concerned may otherwise be entitled, any person who is or was at any time a member of the Committee (or sub-committee of the Club), or a Member or Executive carrying out duties or activities on behalf of the Club, shall be indemnified out of the assets of the Club against any liability or expense incurred or suffered by him or her as a result of any claim by any third party (including, but not limited to, claims of negligence, default, breach of contract, breach of duty and/or breach of trust) instituted in any jurisdiction in relation to the affairs of the Club (or any company, board or committee associated with the Club). This Article shall not, however, entitle any such person to indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Statutes.

28. Insurance

28.1 Without prejudice to the provisions of Article 27, the Committee may exercise all the powers of the Club to purchase and maintain insurance for or for the benefit of any person who is or was

- (a) a member of the Committee (or sub-committee of the Club) or a Member or Executive carrying out duties or activities on behalf of the Club, any subsidiary of the Club or any body or committee with which the Club (or any subsidiary) is associated, or
- (b) a trustee of any pension fund in which employees of the Club or any body referred to in sub-paragraph (a) of this Article 28.1 is or has been interested,

including (without limitation) insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution of his or her duties or otherwise in connection with his or her activities in relation to the relevant body or fund.

COMMUNICATIONS

29. Members' addresses

Every Member shall furnish his or her address to the Club Director. Notices or letters sent by post to such address (or placed, in default of such address having been given, on the notice board in the Clubhouse) shall be deemed to have been duly delivered.

30. Notices

- 30 1 Any notice to be given to a Member under these Articles shall, if sent by first class post, be deemed to have been received on the second day after posting. Failure to give notice to a Member who has not given an address in the United Kingdom for the receipt of notices, or the accidental omission to give any such notice to a Member or its non-receipt by a Member, shall not invalidate the proceedings of any Annual General Meeting or Special General Meeting.
- 30 2 Any notice by or on behalf of the Club to a Member under these Articles may be sent or supplied in any way (including by making it available on a website) in which documents or information may be sent or supplied in accordance with the Statutes, provided that an electronic form of delivery may only be used if the recipient has consented to such form of delivery.
- 30 3 The Club shall not be obliged to accept any notice, document or other information sent or supplied to the Club in electronic form and the Club shall be entitled to require any such notice, document or information to be sent or supplied in hard copy form instead.

RESTRICTIONS

31. Restrictions

- 31 1 No part of the funds, property or assets of the Club (whether representing the Members' Fund, the Club Contingency Reserve Fund or otherwise) shall be distributed by way of dividend, as a return of capital or otherwise among the Members prior to any dissolution or winding up of the Club.
- 31 2 In the event of a dissolution or winding up of the Club, the funds, property and assets of the Club shall (subject to any claims of creditors) be applied or paid as follows:
- (a) the shares in The All England Lawn Tennis Ground plc and The All England Lawn Tennis Club (Championships) Limited (and the funds, property and assets of those companies) and the funds, property and assets then representing the Club Contingency Reserve Fund shall be applied or paid for the benefit of lawn tennis in the United Kingdom, including towards any reconstruction of the Club, in such manner as the Committee shall determine subject to and in accordance with the terms of any agreements then in effect between the Club and the Lawn Tennis Association, and
 - (b) any remaining funds or assets then representing the Members' Fund shall be applied or paid in such manner as shall, after a recommendation from the Committee, be resolved at a Special General Meeting by a majority of the Full Members then present in person or by proxy and voting.

- 31 3 The Club shall not, and shall procure that each subsidiary of the Club shall not, without the prior approval of the Full Members given by a resolution passed in accordance with Article 32
- (a) sell, transfer or dispose of all or any of the shares (or any interests therein) owned by the Club in The All England Lawn Tennis Ground plc, The All England Lawn Tennis Club (Championships) Limited or other material subsidiary of the Club to any person other than the Club or a wholly-owned subsidiary of the Club,
 - (b) allow the issue of any new shares of The All England Lawn Tennis Ground plc, The All England Lawn Tennis Club (Championships) Limited or other material subsidiary of the Club (including options or other securities convertible into shares) to any person other than the Club or a wholly-owned subsidiary of the Club, or
 - (c) allow the sale, transfer or disposal to any person (other than the Club or a wholly-owned subsidiary of the Club) of the whole or any substantial part of the assets of the Club, The All England Lawn Tennis Ground plc, The All England Lawn Tennis Club (Championships) Limited or other material subsidiary of the Club being a sale, transfer or disposal which is likely to have a fundamental effect on the nature, conduct or value of the Club or The Championships

ALTERATION OF ARTICLES

32. Alteration of Articles

Articles 31 1, 31 2 and 31 3 may only be altered (and, in the case of Article 31 3, any approval under that Article may only be given) if approved by a resolution passed by not less than ninety per cent (90%) of the Full Members voting in person or by proxy at a Special General Meeting. The remaining provisions of these Articles may only be altered by a special resolution of the Full Members passed in accordance with the Statutes.

MODEL ARTICLES

33. Model Articles

None of the regulations contained in the model articles of association in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) or any other of the statutes (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and affecting the Club (the “Statutes”) shall apply as regulations or articles of the Club.
