



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 8608160

The Registrar of Companies for England and Wales, hereby certifies that

THE PARK TENNIS CLUB (2012) LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **12th July 2013**



N08608160G



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company



ouse

A fee is payable with this form
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register a
private or public company

☐ **What this form is for**
You cannot use this form to register a
limited liability partnership. If you want to
register this, please use form



A2CD6V15

A08 11/07/2013 #36

COMPANIES HOUSE

A2BNM7L6

A15 01/07/2013 #14

COMPANIES HOUSE

THURSDAY

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

The Park Tennis Club (2012) Limited ✓

For official use

8608160

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted.
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2 Company name restrictions ①

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ①

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4 Company type ①

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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A5 Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☒ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6 Registered office address ②

Please give the registered office address of your company

Building name/number The Park Tennis Club

Street Tattershall Drive

The Park

Post town Nottingham

County/Region Nottinghamshire

Postcode N G 7 1 B X

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7 Articles of association ③

Please choose one option only and tick one box only

Option 1 I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2 I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3 ☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8 Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles
 Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1. For a corporate secretary, go to Section C1. For a director who is an individual, go to Section D1. For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	Jonathan Richard
Surname	Duncan ✓
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ③**

Building name/number	The Park Tennis Club
Street	Tattershall Drive
	The Park
Post town	Nottingham ✓
County/Region	Nottinghamshire
Postcode	N G 7 1 B X
Country	United Kingdom

③ Service address


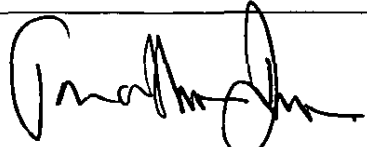
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature ④**

I consent to act as secretary of the proposed company named in Section A1.

Signature	Signature	
	X 	X

④ Signature

The person named above consents to act as secretary of the proposed company.

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
	Please use this section to list all the corporate secretary appointments taken on formation		
Name of corporate body/firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
C2	Location of the registry of the corporate body or firm		
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③			
Registration number			
C4	Non-EEA companies		
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
Registration number			
C5	Signature ⑤		
	I consent to act as secretary of the proposed company named in Section A1		
Signature	Signature <div style="display: flex; justify-content: space-between;"> X X </div>		
	⑤ Signature The person named above consents to act as corporate secretary of the proposed company		

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Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	
Full forename(s)	Robert
✓ Surname	Cullen
Former name(s) ②	
✓ Country/State of residence ③	United Kingdom
✓ Nationality	British
*Date of birth	d 1 d 7 m 0 m 5 y 1 y 9 y 3 y 3
Business occupation (if any) ④	NONE

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office
Street	
Post town	
✓ County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature ✓	Signature X  X
-------------	---

⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	
Full forename(s)	Barrie Howard
✓ Surname	Shay
Former name(s) ②	
✓ Country/State of residence ③	United Kingdom
✓ Nationality	British
✓ Date of birth	<div> <div>d0</div> <div>d7</div> <div>m0</div> <div>m8</div> <div>y1</div> <div>y9</div> <div>y5</div> <div>y1</div> </div>
Business occupation (if any) ④	NONE

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office
Street	
Post town	
✓ County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature	<div> <div>✓</div> <div>X</div> <div>B. H Shay</div> <div>X</div> </div>
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⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director

E1	Corporate director appointments ①	
	Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)?	
	→ Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
E5	Signature ⑤	
	I consent to act as director of the proposed company named in Section A1	
Signature	Signature  	
	⑤ Signature The person named above consents to act as corporate director of the proposed company	

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Part 3**Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1**Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate nominal value ❹

❹ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation page if necessary

❸ Total number of issued shares in this class

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Class of share		
Prescribed particulars ❶		<p>❶ Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none">a particulars of any voting rights, including rights that arise only in certain circumstances,b particulars of any rights, as respects dividends, to participate in a distribution,c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), andd whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) 1	Jonathan Richard
Surname 1	Duncan
Address 2	The Park Tennis Club, Tattershall Drive, The Park, Nottingham
Postcode	N G 7 1 B X
Amount guaranteed 3	£1

Subscriber's details

Forename(s) 1	Robert
Surname 1	Cullen
Address 2	The Park Tennis Club, Tattershall Drive, The Park, Nottingham
Postcode	N G 7 1 B X
Amount guaranteed 3	£1

Subscriber's details

Forename(s) 1	Barrie Howard
Surname 1	Shay
Address 2	The Park Tennis Club, Tattershall Drive, The Park, Nottingham
Postcode	N G 7 1 B X
Amount guaranteed 3	£1

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Application to register a company

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

❶ Name

Please use capital letters

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to Section H1 (Statement of compliance delivered by the subscribers)
- Yes Go to Section H2 (Statement of compliance delivered by an agent)

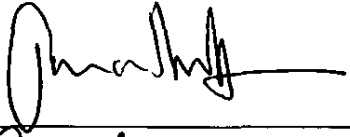
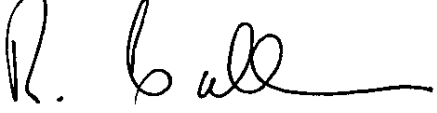
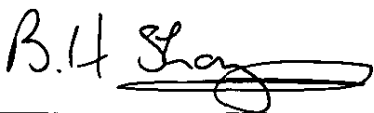
H1

Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X  / X
Subscriber's signature	Signature X  / X
Subscriber's signature	Signature X  / X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2		Statement of compliance delivered by an agent	
		Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
		I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X	

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Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Jonathan Duncan

Company name

Address The Park Tennis Club

Tattershall Drive

The Park

Post town Nottingham

County/Region Nottinghamshire

Postcode N G 7 1 B X

Country United Kingdom

DX

Telephone

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☐ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☒ You have used the correct appointment sections
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☒ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☒ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

**How to pay**

A fee is payable on this form

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

**Further information**

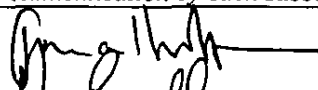
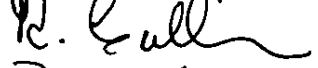
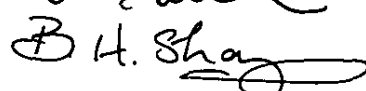
For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of The Park Tennis Club (2012) Limited ✓

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
Jonathan Richard Duncan ✓	
Robert Cullen ✓	
Barrie Howard Shay ✓	

✓ Dated 12th June 2013

THE COMPANIES ACTS 1985, 1989 and 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE PARK TENNIS CLUB (2012) LIMITED ✓

PRELIMINARY

1. The name of the Company is "THE PARK TENNIS CLUB (2012) LIMITED".
2. The registered office of the Company will be situate in England and Wales
- 3 The objects for which the Company is established are:
 - a) to provide facilities for members to play lawn tennis and for fitness training and to provide opportunity for social intercourse amongst the members and for games, recreation and refreshments; and
 - b) to do all such things as, in the opinion of the board of directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them
4. Without prejudice to the generality of the object of the Company and the powers derived from section 3A of the Companies Act 1985 the Company has power to do all or any of the following:
 - a) to acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company
 - b) to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery;
 - c) to provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind,
 - d) to advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind,

- e) to provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision,
- f) to lend money, and grant or provide credit and financial accommodation, to any person and to deposit money with any person and to carry on the business of a banking, finance or insurance company;
- g) to invest the money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company;
- h) to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company;
- i) to enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same;
- j) to borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) of the Company,
- k) to enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is of the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company;
- l) to amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with or to take over or assume any obligation of, or to assist or subsidise any person,
- m) to accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise,
- n) to apply for and take out, purchase, sell or otherwise acquire, licence or dispose of any trade and service marks and names, designs, patents, patent rights,

copyrights, topography rights, utility models, inventions and secret processes and to carry on the business of an inventor, designer or research organisation;

- o) to sell, exchange, mortgage, charge, let, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment;
- p) to give any remuneration or other compensation or reward for services rendered or to be rendered in or about the formation of the Company or the conduct or course of its business including the giving of any such remuneration, compensation or reward to any executive director of the Company and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund or business promoters or managers and of underwriters or dealers in securities, and to act as director of and secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust and any trust business (including the business of acting as trustee under wills and settlements and as executor and administrator);
- q) to pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England and Wales,
- r) to grant or procure the grant of donations, gratuities, pensions, annuities, allowances, or other benefits, including benefits on death to any of directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the directors of the Company consider have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interest of the Company or of its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its members or for any national, charitable, benevolent, educational, social, public, general or useful object;
- s) to cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory;

- t) to distribute any of the property of the Company among its creditors and members in specie or kind,
 - u) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others,
 - v) to carry on any other business or activity and do anything of any nature which in the opinion of the directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely, directly or indirectly, to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its member; and
 - w) to do all such things as in the opinion of the directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them, and it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed her incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person; "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits; "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of the business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company
5. The income of the Company, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or otherwise
 - 6 The liability of the members is limited
 - 7 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is still a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceased to be a member, and of costs, charges and expenses of winding up, and for the adjustment of rights of the contributories among themselves, such amount as may be required not exceeding one pound
 8. If on the winding up of the Company there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Company, but shall be given or transferred to some other body (whether or not it is a

member of the Company) having objects similar to those of the Company or to another body the objects of which are charitable.

- 9 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000 shall not apply to the Company.

10. (1) In these articles, unless the contrary intention appears:

- (a) the “Statutes” means the Companies Act 1985 (as amended), the Companies Act 2006 (to the extent that it is in force and as amended and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Acts;
- (b) “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications;
- (c) “articles” means the articles of association of the Company;
- (d) “clear days” in relation to the period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is deemed to take effect,
- (e) “Club Rules” means the rules adopted in accordance with article 53;
- (f) “Club Year” means the period 1 April to 31 March;
- (g) “Committee” means the board of directors of the Company from time to time or a properly constituted committee thereof;
- (h) “Committee Member” means a director of the Company from time to time,
- (i) “Company” means The Park Tennis Club (2012) Limited;
- (j) “member” means member of the Company from time to time,
- (k) “office” means the registered office of the Company from time to time,
- (l) “secretary” means the secretary of the Company from time to time or other person appointed to perform the duties of secretary,
- (m) “executed” includes any mode of execution
- (n) a reference to “electronic form” means that the notice in question is either (i) sent by electronic means (such as e-mail or fax); or (ii) is sent by any other means while in electronic form (such as sending a disk by post), and

- (o) words importing the singular number include the plural and vice-versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations
- (2) Headings to these articles are inserted for convenience only and shall not affect construction

MEMBERS

- 11 The subscribers to the memorandum of association of the Company and such other persons as the Committee shall admit to membership pursuant to these articles shall be members of the Company
- 12 No person shall be admitted as a member of the Company unless he/she is approved by the Committee. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Committee require executed by him/her
- 13 A subscription payment shall be due on becoming a member of the Company. If payment is not made within one month from the date of the notice of acceptance, the application shall lapse until sufficient cause be shown to the satisfaction of the Committee
- 14 Annual subscriptions shall be payable on a day fixed in each year by the Committee. The amount of the subscription shall be determined from time to time in annual general meeting. If, after a reminder has been given, a subscription has not been paid within three calendar months of the date it fell due for payment, the defaulter shall cease to be a member of the Company. Re-admittance to membership on payment of all arrears may be made at the discretion of the Committee subject to the prospective member complying with the provisions of those articles relating to the admission of new members
- 15 A member may retire upon giving written notice on or before the end of the Club Year to the Secretary.
- 16. Membership of the Company shall not be transferable.
- 17 The Committee shall have the power to expel any member who shall offend against the Club Rules or whose conduct shall in the opinion of the Committee render him or her unfit for membership of the Company. Before any such member is expelled, the Secretary shall give him or her seven days written notice to attend a meeting of the Committee and shall inform him or her of the complaints made against him or her. No member shall be expelled without first having an option of appearing before the Committee and answering complaints made against him or her, nor unless at least two thirds of the Committee the present vote in favour of his or her expulsion. No member whose membership has been terminated under this article or who owes money to the Company shall be introduced by any members as a visitor or guest to any part of the Company's premises. An expelled member shall not be entitled to a refund of any subscription paid prior to his/her expulsion

- 18 In the event of the death or dissolution of a member, his/her membership shall cease forthwith.
19. Subject to the provisions of the Act and the Company's memorandum of association, the Company, by the Club Rules, or the Committee may create different classes of membership with such rights and obligations attaching thereto as they in their discretion, think fit and may create categories of persons entitled to the use of the facilities who, although called "members" shall not be members of the Company entitled to vote and obliged to contribute to the assets of the Company on a winding up.

GENERAL MEETINGS

- 20 The company shall each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall, subject as aforesaid, be held at such time and place as the Committee shall appoint. All general meetings shall be called extraordinary general meetings.
21. The Committee may, whenever it thinks fit, convene a general meeting. General meetings may also be convened by way of a members' requisition of not less than six members as provided by the Act. If at any time there are not sufficient members of the Committee to form a quorum for the purposes of convening a meeting, any Committee Member or any two Committee Members may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

NOTICE OF GENERAL MEETINGS

22. An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice in writing. Other meetings shall be called by at least 14 clear days' notice in writing. The notice shall specify the place, the day and the time of the meeting and the general nature of the business to be transacted and shall be given in the manner mentioned below or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to attend provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed
 - a) in the case of the annual general meeting, by all the members entitled to attend and vote thereat; and
 - b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent of the total voting rights at a meeting of all the members
- 23 Notice of general meetings shall be sent in accordance with articles 59 to 62 below. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

24. The business to be transacted at an annual general meeting shall be
- a) The consideration of the accounts of the Company and the reports of the Committee and the auditors in respect of the accounting reference period ending in the year immediately preceding the annual general meeting;
 - b) The appointment and fixing of the remuneration of the auditors, and
 - c) The appointment of the Committee;
 - d) The determination of the categories of membership and subscriptions,
 - e) The consideration of any resolution submitted in accordance with the Club Rules
25. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; twenty persons entitled to vote upon the business to be transacted, each being a member or duly authorised representative of a corporation which is a member, shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other time and place as the Chairman may determine in accordance with article 20
- 26 Every general meeting of the Company shall be chaired by the chairman of the Committee or, if he/she is not present by any Committee Member selected by those Committee Members present. If no Committee Member is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall choose one of their number to be chairman
- 27 A Committee Member shall, notwithstanding that he/she is not a member of the Company be entitled to attend and speak at any general meeting
- 28 The Chairman may, with the consent of the meeting at which a quorum is present (and shall, if directed by the meeting do so), adjourn the meeting either indefinitely or to another time or place. When a meeting is adjourned, at least five clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place
- 29 A resolution put to the vote of a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- a) by the Chairman, or
 - b) by any five members having the right to vote at the meeting,

and a demand by a person as authorised representative of a corporation which is a member shall be the same as a demand by the member.

30. Unless a poll is duly demanded and the demand is not withdrawn before the poll is taken, a declaration by the chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect shall, in the absence of manifest error, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
31. If a poll is duly demanded, it shall be taken in such manner as the chairman directs (including the use of ballot or voting papers or tickets). The poll shall be taken immediately and the result of the poll shall be declared at the meeting at which the poll is taken
32. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. A demand which is withdrawn will not invalidate the result of a show of hands declared before the demand was made.
33. A resolution in writing signed or approved by notice, letter, fax or in electronic form by or on behalf of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting or a meeting of any class of members at which they were present shall be as valid and effectual as if it had been passed at a general meeting duly convened and held. Any such resolution or approval may consist of several documents each signed or approved by or on behalf of one or more of the members.
34. At a general meeting, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote, and on a poll every member who is present in person, by a duly authorised representative, shall have one vote for every share of which he/she is the holder. Regulation 54 in Table A shall not apply to the Company.
35. A member in respect of whom an order has been made by a court having jurisdiction in matters concerning mental disorder may vote, either on a show of hands or on a poll, by the person authorised in that behalf by the court. Evidence to the satisfaction of the Committee of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or such other place as is specified in accordance with these articles, not less than forty-eight hours before the time appointed for holding the meeting at which the right to vote is exercised and in default the right to vote shall not be exercisable,
36. An objection to the qualification of a voter may be raised only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Every vote not disallowed at the meeting is valid. Any objection made in good time shall be referred to the chairman of the meeting and his/her decision shall be conclusive.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

37. Any corporation which is a member of the Company may authorise such person as it thinks fit to act as its representative at any meeting of the Company or to sign any document, instrument or notice which may be signed by a member, and any person so

authorised shall be entitled to exercise the same powers on behalf of the corporation which he/she represents as he/she could exercise if he/she were a member of the Company in his/her personal capacity

- 38 The Committee may require evidence of the authority of the person claiming to act as a representative of a corporation which is a member of the Company and such person shall not be entitled to attend and vote at a meeting of the Company, and the Company may decline to accept any document, instrument or notice signed by such person, if that person or the corporation which he/she claims to represent fails to comply with any such request
- 39 A vote given or a document, instrument or notice signed by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Company at the office at least three hours before the commencement of the meeting at which the vote is given or (as the case may be) before the document, instrument or notice takes effect.

APPOINTMENT AND RETIREMENT OF COMMITTEE MEMBERS

40. Maximum number of Committee Members holding office at any time shall be twenty. The minimum number of Committee Members holding office at any time shall be eight. At all times the Committee must include the Chairman, Secretary, Treasurer and Membership Secretary. Committee Members must be members of the Company
- 41 No Committee Member shall be required to retire or vacate his/her office, and no person shall be ineligible for appointment as a Committee Member, by reason of his/her having attained any particular age. No notice of any resolution appointing or approving the appointment of any Committee Member shall be required to state the age of the person to whom such resolution relates
- 42 At each annual general meeting of the Company all Committee Members shall retire from office. If the meeting does not fill the vacancy left by a retiring Committee Member, that Committee Member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Committee Member is put to the meeting and lost
- 43 Not less than 35 days before the issue of the notice of an annual general meeting the Committee shall display a notice in a prominent position on the Company's premises advising members of the forthcoming annual general meeting and giving members not less than 28 days in which to propose themselves for a role on the Committee. A member may propose himself or herself for a maximum of three roles. The notice of annual general meeting shall identify any persons who have been proposed as Committee Members in accordance with this article
- 44 Committee Members will be elected on a simple majority of the votes cast. If this is not achieved in the first ballot, the person with the lowest number of votes cast will drop out. Further votes will be taken, with the person with the lowest number of votes cast dropping out each time, until one person does have a simple majority of the votes cast. The first position to be elected will be the Chairman, followed by the Secretary and the

Treasurer Other positions will be voted for in the order determined by the drawing of lots

45. Subject to the aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Committee Member either to fill a vacancy or as an additional Committee Member

POWERS OF THE COMMITTEE

46. Subject to the Provisions of the Act, the memorandum and articles and to any directions in writing which may be given by special resolution, the business of the Company shall be managed by the Committee who may exercise all the powers of the Company No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Committee by the articles and a meeting of the Committee at which a quorum is present may exercise all powers exercisable by the Committee
47. The Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such condition as they determine, including authority for the agent to delegate all or any of his/her powers.

DELEGATION OF THE POWERS OF THE COMMITTEE

- 48 The Committee may delegate any of its powers (with power to sub-delegate) to any committee consisting of such person or persons (whether Committee Members or not) as they think fit. Any such delegation may be made subject to any conditions the Committee may impose and either collaterally with, or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of the Committee so far as they are capable of applying.

DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS

49. The office of a Committee Member shall be vacated if
- (a) he/she ceases to be a Committee Member by virtue of any provision of the Act or pursuant to these articles or he/she becomes prohibited by law from being a Committee Member; or
 - (b) he/she becomes bankrupt or makes arrangement or composition with his/her creditors generally or applies to the court for an interim order under s 253 of the Insolvency Act 1986 in connection with a voluntary arrangement, or
 - (c) he/she becomes incapable by reason of illness or injury of managing and administering his/her property and affairs or
 - (d) he/she resigns his/her office by notice sent to or left at the office; or

- (e) he/she is absent from meetings of the Committee for three consecutive meetings without the permission of the Committee and the Committee resolves that his/her office be vacated

REMUNERATION OF COMMITTEE MEMBERS

- 50 Committee Members shall not be entitled to any remuneration or fee but shall be entitled to the reimbursement of such reasonable expenses incurred in connection with his/her office or the performance of his/her duties as the Committee may approve

COMMITTEE MEMBERS' APPOINTMENTS AND INTERESTS

- 51. Subject to the Provisions of the Act and provided that he/she has disclosed the nature and extent of his/her interest, a Committee Member, notwithstanding his/her office
 - (a) may enter into or otherwise be interested in a contract with the Company or in which the Company is otherwise interested,
 - (b) may continue to be or become a Committee Member or other officer, employee or member of or otherwise interested in, or be party to a contract with, a company promoted by the Company or in which the Company is interested;
 - (c) shall not be liable to account to the Company for any profit, remuneration or other benefit he/she derives from the contract, office or employment;

and a contract shall not be avoided on the grounds of his/her interest or benefit For the purpose of this article, 'contract' includes any arrangement, transaction or proposal

- 52 A general notice given to the Committee that a Committee Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of person is interested shall be deemed to be a disclosure that the Committee Member has an interest in any such transaction of the nature and extent so specified and an interest of which a Committee Member has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers

PROCEEDINGS OF THE COMMITTEE

- 53. Subject to the provisions of the articles, the Committee may regulate its proceedings as it thinks fit. A Committee Meeting shall be held not less than once every three months Seven days written notice of Committee Meetings shall be given Notice of every Committee Meeting shall be given to each Committee Member or his/her alternative, including those who may be for the time being absent from the United Kingdom and have given the Company their address outside the United Kingdom.
- 54 The Committee may invite persons who are not members of the Company to attend and speak at Committee Meetings, but such persons shall not be Committee Members and shall not be entitled to vote

- 55 Each Committee Meeting shall be chaired by the chairman of the Committee. If the chairman of the Committee is not present at any meeting thereof, the meeting shall be chaired by any Committee Member (or his/her alternate) present at the meeting, as determined by the meeting.
56. Questions arising at a meeting shall be decided by a simple majority of votes cast by those Committee Members present and eligible to vote. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition any other vote he/she may have. A Committee Member who is also an alternate shall be entitled in the absence of his/her appointor to a separate vote on behalf of his/her appointor in addition to his/her own vote.
57. The quorum for any Committee Meeting shall be seven Committee Members (or their alternates). If within half an hour from the time appointed for any meeting a quorum is not present, the meeting shall stand adjourned and the meeting shall reconvene at the same time and place in the following week. If at such an adjourned meeting a quorum is not present within half an hour of the time appointed, any two Committee Members (or their alternates) entitled to vote upon the business to be transacted shall form a quorum.
- 58 All or any Committee Members may participate in a meeting thereof by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and count in a quorum accordingly. 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 then is.
59. All acts done by the Committee Meeting or by a person acting as a Committee Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Committee Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Committee Member and had been entitled to vote.
- 60 A resolution in writing signed or approved by notice, letter, telex, fax, telemesssage, e-mail or cable by all Committee Members entitled to receive notice of a Committee Meeting and entitled to vote in respect of such resolution shall be as valid and effectual as if it had been passed at a Committee Meeting duly convened and held and may consist of several documents each signed by one or more persons. A resolution of the Committee may be passed by accepting the vote of any Committee Member who is absent from the relevant meeting but who has communicated his/her vote by means of a resolution or approval in writing in accordance with this article and any such absent Committee Member shall be deemed to be present at the meeting and shall be counted in ascertaining whether a quorum is present. A resolution or approval signed pursuant to this article by an alternate need not also be signed by his/her appointor and, if it is signed by a Committee Member who has appointed an alternate, it need not be signed by the alternate in that capacity.

RULES AND BYLAWS

- 61 The members of the Company may from time to time adopt rules for the purposes of regulating the membership, management and operation of the Company. Any such rules shall be adopted, varied, amended or added to by ordinary resolution. Rules, when adopted, shall bind the members of the Company and Committee Members to the same extent as if they had been signed by each member of the Company and Committee Member and contained covenants to observe and be bound by all the rules. No rules may conflict with these Articles.
- 62 The Committee may from time to time adopt bylaws for the purposes of regulating the management of the Company and its premises. Bylaws shall be adopted, varied, amended and added to by a resolution of the Committee. All members of the Company and Committee Members shall be obliged to comply with any such bylaws. No bylaw may conflict with these Articles or with any rules adopted pursuant to article 61.

SECRETARY

63. Subject to the Provisions of the Act, the Secretary shall be appointed by the Committee for such term and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

MINUTES

- 64 The Committee shall cause the minutes to be made in books kept for the purpose
- a) of all appointments of officers made by the Committee
 - b) of all proceedings at meetings of the Company and of the Committee, and of other committees including the names of the Committee Members present at each such meeting.

THE SEAL

- 65 The Company may (but shall not be required to) adopt a common seal. The seal (if any) shall only be used by the authority of the Committee. The Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Committee Member and by the Secretary or by a second Committee Member.

DIVIDENDS

66. The Company shall not declare nor pay any dividends to members nor make any such distribution of its assets to members of the Company.

NOTICES

- 67 Except as provided otherwise in the Articles, notices to be given to or by a person shall be in writing.

- 68 A notice or other document may be given or delivered to a member by the Company either personally or by sending it through the post by first class mail or airmail, in a prepaid envelope or cover, addressed to the member at his/her address as appearing in the register of members, or by leaving it at that address, addressed to the member, or by sending it to the e-mail address of the member previously notified in writing by the member to the Secretary or by any other means authorised in writing by the member. In the case of joint members, the giving or delivery of a notice or other document to one of the joint holders shall be deemed to be giving or delivering to all the joint holders
- 69 A member present, either in person or in the case, at a meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
70. Proof that the envelope or cover containing a notice or document was properly addressed, prepaid and posted, or that the e-mail was correctly addressed and is sent is conclusive evidence that the notice or document was given or delivered. A notice or other document which is given by post is deemed to be given at the expiration of 48 hours after the envelope or cover containing it was posted. A notice or other document which is given by e-mail is deemed to be given at the end of the expiration of 24 hours after the e-mail was sent

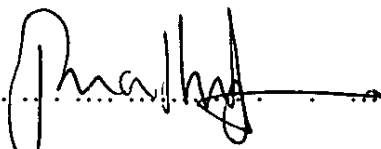
DOCUMENTS RELATING TO THE COMPANY

71. Save as maybe required by law, the Committee may at its discretion accept, authorise or approve a faxed or other machine made copy or an e-mail of any application, instrument, authority, consent, notice or other document produced to or served on the Company, the Committee or the members

INDEMNITY

- 72 The Committee Members, auditors, Secretary and other officers for the time being of the Company acting in relation to the affairs of the Company and their respective executors or administrators shall, to the extent permitted by law, be indemnified and secured harmless out of the assets of the Company from and against any liability incurred by them. Further the Committee Members may purchase and maintain insurance at the expense of the Company for the benefit of any such Committee Member, officer, auditor or trustee to the extent permitted by law

Dated: 12th June 2013

A handwritten signature in black ink, appearing to read 'P. Marshall', is written over a horizontal dotted line.

Authorised Signatory
For and on behalf of

The Park Tennis Club (2012) Limited
Tattershall Drive
The Park
Nottingham
NG7 1BX