

ARTICLES OF ASSOCIATION

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BYE LAWS

1. INTERPRETATION

1.1 In these Articles unless the context so precludes:

"The Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"The Articles" means the Articles of Association of the Company.

"The Memorandum" means the Memorandum of Association of the Company.

"Clear Days" in relation to the period of a notice means that period excluding the day when the notice was given or deemed to be given and the day for which it is given or on which it is to take effect.

"Executed" includes any mode of execution.

"Office" means the registered office of the Company.

"The Seal" means the common seal of the Company.

"Secretary" means the Honorary General Secretary of the Company elected pursuant of Article 20 below or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

"Company Secretary" means the member of the Company appointed by the Finance and General Purposes Committee to be the Secretary of the Company in accordance with and for the purposes of section 283 of the Act.

"The United Kingdom" means Great Britain and Northern Ireland.

"Management Committee" means the committee established pursuant to Article 6 below.

"Bar and Catering Committee" means the committee elected in accordance with Article 24 below.

"Officers" means the President and Vice-Presidents, The Chairman, Vice-Chairman, and Honorary General Secretary.

"The President" means the Chief Constable for the time being of the Greater Manchester Police.

"The Vice-Presidents" means the Deputy and Assistant Chief Constables, and Director of Administration for the time being of the Greater Manchester Police.

"Directors" means those persons who are members of the Finance and General Purposes Committee.

"The Club" means the former Greater Manchester Police Sports and Social Club.

"The F & G P" means the Finance and General Purposes Committee appointed in accordance with Article 6.5 below.

"Divisional/Dept. Club" means a body recognised by the Management Committee in accordance with Article 6.6.1 below.

"Sectional Committee" means a committee recognised by the Management Committee in accordance with Article 6.6.2 below.

"The Club Premises" means any land or premises (and includes any facilities thereon) made available by the Company for the benefit of the members.

1.2 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

1.3 In these Articles where the context so requires the masculine gender shall include the feminine and vice versa and the singular shall include the plural and vice versa.

2. MEMBERS

2. Such persons as are admitted to membership in accordance with the Articles shall be members of the Company.

2.1 There shall be the following classes of members:

FULL MEMBERS

2.1.1 Full members who shall have, for the duration of their membership, full rights of using the Club premises and shall be contributing serving Police Officers of Greater Manchester Police, members of the Special Constabulary or Greater Manchester Police Support Staff employed by the Greater Manchester Police Authority, Traffic Wardens employed in the Greater Manchester Area and employees of the Company, plus former members of the above categories who have retired on pension and former members of those Police Forces and areas which constituted the Greater Manchester Police.

RETIRED MEMBERS

2.1.1.1 Retired Members continue to hold the title Full Member. Commencing 1st April 2009 the following will apply as agreed at the AGM on 21st January 2009:

2.1.1.2 Fully retired GMP staff that no longer work for GMP in ANY capacity will be required to pay subscriptions of £24 annually if they wish to continue using DIVISIONAL/DEPARTMENTAL SPORTS & SOCIAL CLUB discounts. This money is to be paid DIRECTLY to their chosen Divisional Sports & Social Club.

2.1.1.3 Fully retired GMP staff that no longer work for GMP in ANY capacity will have full use of all membership benefits from the Hough End Centre/Force Sports & Social Club with no subscriptions paid annually.

2.1.1.4 Retired members wishing to use the LEISURE FACILITIES at The Hough End Centre will be required to pay £24 annually on the 1st April. This fee is to go towards the maintenance and upkeep of the leisure complex only.

2.1.1.5 GMP staff that return to work for GMP upon completion of their 30 year service will be required to pay full, monthly, subscriptions to the Force Sports & Social Club whereupon it will be shared between their chosen Division and the Force Sports & Social Club in favour of the Divisional Club and as set out below in article 5 - subscriptions.

2.1.1.6 All retired GMP staff that wish to continue receiving financial support for recognised GMP Force Sporting Sections, both inter-force and national, will be required to pay £24 DIRECTLY to the Force Sports & Social Club. Financial support with regards to sport will not be available if this is not paid annually on the 1st April and before 30th April.

2.1.1.7 Fees payable by retired members taking part in independent DIVISIONAL sporting sections/clubs are at the discretion of the Divisional Sports & Social Club Committee but must be shown in any/all Divisional Club Rules. A copy of Divisional Club rules must be held at the Force Sports & Social Club.

2.1.1.8 If a FULLY RETIRED person joins both a DIVISIONAL Sports & Social Club and ALSO takes part in a recognised GMP Force Sporting Section they will be required to pay £24 to the DIVISIONAL Sports & Social Club AND a separate £24 to the Force Sports & Social Club.

2.1.1.9 There will be no charge whatsoever for retired staff to use the social facilities at The Hough End Centre.

HONORARY LIFE MEMBERS

2.1.2 Honorary Life Members who shall have, for the duration of their life, full rights of using the Club Premises. The Full Members shall have power to elect at an Annual General Meeting any person who so consents to Honorary Life Membership of the Company in recognition of long and active membership of the Company or of special service to the Company.

ASSOCIATE MEMBERS

2.1.3 Associate Members who shall have, for the duration of their membership, full rights of using the Club premises and who shall be:-

2.1.3.1 Former full members who, as members of the Greater Manchester Police, have resigned voluntarily from employment with the force before completing their pensionable service, or

2.1.3.2 Former members of any United Kingdom Police force (other than the Greater Manchester Police) who have retired on pension.

2.1.3.3 Children, who have attained the age of 16 years, of any full member.

2.1.3.4 any other person, properly proposed and seconded by a full member whom the F. & G.P. Committee approve as being a fit and proper applicant for Associate Membership. The F. & G.P. Committee shall not admit as 'associate members' in excess of five percent of the total club membership.

2.1.3.5 All 'Associate Members' will be required to pay an annual fee, such fee to be decided by the F. & G.P. Committee and to be payable on 1st April each year.

HONORARY MEMBERS

2.1.4 Honorary Members who shall have, for the duration of their membership, full rights of using the Club Premises and who shall be the spouses and partners of Full Members and the widowers or widows of former Full Members.

Any Honorary Member who wishes to utilise the facilities of Hough End Centre, unaccompanied by their spouse or partner, must register their personal details with the Club in order to obtain a valid membership and access key fob.

2.2 Existing Full, Associate and Honorary Members of the Club shall automatically upon adoption of these Articles become members of the Company in the same class as their former membership of the Club.

New Members

2.3.1 Every new candidate for membership (except for Honorary Life Membership) shall be proposed and seconded by Full Members of the Company on the application form prescribed by the Management Committee for that purpose.

2.3.2 A period of 48 hours shall elapse between nomination for and election to membership of any new candidate (whether provisional in accordance with Article 2.3.3 below or by the F & G.P in accordance with Article 2.3.5 below.

2.3.3 Subject to Article 2.3.4 below the Secretary shall have the power to admit to provisional membership of the appropriate class any eligible candidate whose application appears to the Secretary to be in order. A provisional member shall be entitled until and unless his membership is terminated in accordance with Article 2.3.4 below to enjoy all the rights and benefits (but be subject also to the liabilities) of the class of membership to which he has been provisionally admitted. If the Secretary is not satisfied as to the eligibility of the candidate or the correctness of the application he shall refer the question of admission to membership to the F & G.P. Committee.

2.3.4 The F & G.P. at its next meeting following the provisional admission to membership of a candidate shall have the right to terminate the provisional membership of such candidate. If the F & G.P. shall not exercise such right the candidate shall ipso facto cease to be provisional.

2.3.5 The F & G.P. shall have an absolute discretion whether or not to admit to membership a candidate whose application is referred to it by the Secretary.

2.3.6 The F & G.P. shall not be obliged to give any reason for a decision to terminate provisional membership in accordance with Article 2.3.4 above or to refuse membership in accordance with Article 2.3.5 above.

3. RESIGNATION

3. A member may at any time withdraw from the Company by giving at least 7 clear days' notice to the Secretary. Membership shall not be transferable and shall cease on death.

4. EXPULSION OR SUSPENSION

4. The F & G.P. may at its discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defense by the F & G.P. or a sub-committee of the F & G.P.

5. SUBSCRIPTIONS

5.1 All members shall pay a subscription, which will be notified to them by circulation throughout the Greater Manchester Police Force, but no subscription shall be payable by Honorary Life Members, Honorary Members and Full Members who have retired on pension.

5.1.2 Subscriptions shall be deducted from salary wherever appropriate. If any member does not pay his subscription by salary deduction then he shall make payment as directed by the Management Committee.

5.1.3 The weekly subscription shall be determined by the Annual General Meeting each year, and changes will be notified to members by way of Force circulations. 60% of such subscriptions will be credited to the Divisional or Departmental Club to which that member belongs and the remaining 40% shall be retained by the Company.

5.1.4 Any person ceasing to be a member of the Company shall forfeit all rights to and claim upon the Company, its property and funds and shall not be entitled to any refund of any part of a subscription paid.

5.2 LOTTERY

5.2.1 The Force Sports & Social Club lottery is for Full Members and Retired Members – please see articles 2.1.1 and 2.1.1.1 for explanations of types of membership. Lottery winnings will not be paid if a member is not paying into the lottery at the time that his/her numbers are drawn. Should this happen there would be a re-draw for the conflicting number ONLY. All other numbers drawn will remain with their relevant prize attached.

6. THE MANAGEMENT COMMITTEE

6.1 The Management Committee, which shall exercise a general supervisory role in regard to the affairs of the Company and in particular the specific powers and responsibilities set out in Article 6.3 below, shall comprise :-

6.1.1 The Officers of the Company;

6.1.2 Five representatives appointed by the Superintendents' Association;

6.1.3 A representative appointed by each of the Divisional or Departmental Clubs;

6.1.4 A representative appointed by each Sectional Committee;

6.1.5 A representative appointed by each branch of NARPO within the Greater Manchester Police;

6.2.1 At its first meeting following an Annual General Meeting of the Company the Management Committee shall appoint the Chairman and the Vice-Chairman who shall respectively remain in office until the first meeting of the Management Committee following the next Annual General Meeting of the Company.

6.2.2 The Representatives appointed in accordance with Articles 6.1.3 and 6.1.4 above shall be elected by the members of each of the respective bodies or branch therein referred to at the Annual General Meeting of the respective bodies, elections to be conducted in accordance with the procedure set out in Article 6.6 below. Representatives appointed to the Management Committee will take office at the first Annual General Meeting of the Company following their election at the Annual General Meeting of the relevant body or branch which they represent and shall serve on the Management Committee until the next following Annual General Meeting of the Company.

6.3 The Management Committee without prejudice to its general supervisory role shall have the following specific powers:-

6.3.1 The control of the allocation of funds in pursuance of the objects of the Company;

6.3.2 The responsibility for recognising and regulating the operation of Divisional or Departmental Clubs and Sectional Committees;

6.3.3 The control of the employment (and termination of employment) by the Company of employees;

6.3.4 The establishment and promulgation of bye-laws governing the conduct of members;

6.3.5 The right to appoint any member of any of the bodies referred to in Article 6.1 above to fill a vacancy arising on the Management Committee until the holding of the next annual general meeting of the relevant body at which a new representative is appointed.

6.4 The Management Committee may delegate any of its powers to an Officer or to any sub-committee appointed by it comprising members of the Management Committee or to any Committee of the Company.

6.5 The Management Committee shall, as soon as convenient after each Annual General Meeting, appoint the following Committee:-

6.5. FINANCE & GENERAL PURPOSES COMMITTEE

6.5.1 The F & G.P. which shall comprise :-

6.5.1.1 The Chairman;

6.5.1.2 The Vice Chairman;

6.5.1.3 The Secretary; and

6.5.1.5 Any other members elected by the Management Committee. Normally this number shall be ten, but may be exceeded if the Management Committee so decides.

Seven members of this Committee shall form a quorum which shall be responsible for the day to day running of the Company subject to policies laid down by the Management Committee and any decision of the Company in General Meeting. The Secretary shall be the Secretary of this Committee.

6.6. DIVISIONAL OR DEPARTMENTAL CLUBS

6.6.1 The Management Committee may recognise any Divisional or Departmental Club established by members of Divisions or Departments of the Greater Manchester Police provided that such club ;-

6.6.1.1 Operates in accordance with regulations laid down by the Management Committee; and

6.6.1.2 Maintains accounts in a manner approved by the Company Secretary and submits the same to audit as directed by the Company Secretary; and

6.6.1.3 Holds an annual general meeting at which (inter alia) members of the club elect officers and a representative to serve on the Management Committee; and

6.6.1.4 Permits the Secretary to attend and vote at all meetings of such club or any committee of its members.

6.6.2 SECTIONAL COMMITTEES

6.6.2 The Management Committee may recognise and permit the formation of Sectional Committees by members of the Company who wish to promote a particular sporting or recreational activity or interest within the Company provided that such section:-

- 6.6.2.1 Operates in accordance with regulations laid down by the Management Committee; and
- 6.6.2.2 Maintains accounts in a manner approved by the Company Secretary and submits the same to audit as directed by the Company Secretary; and
- 6.6.2.3 Holds an annual general meeting at which (inter alia) members of the club elect officers and a representative to serve on the Management Committee; and
- 6.6.2.4 Permits the Secretary to attend and vote at all meetings of the Sectional Committee.

7. PROCEEDINGS OF THE MANAGEMENT AND OTHER COMMITTEES

- 7.1 The Management Committee shall meet as often as necessary to conduct its business, and at least four times in each year. Additional meetings may be called at the request of any Officer or any ten members of the Management Committee. A quorum for Management Committee Meetings shall be seven.
- 7.2 Subject to the provisions of the Articles, the members of the Management Committee may regulate their proceedings as they think fit and in particular may co-opt to serve on the Committee any member of the Company who they believe will be of assistance to the Committee. It shall not be necessary to give notice of a meeting to a member of the Management Committee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 7.3 The continuing members of the Management Committee or a sole continuing member of the Management Committee may act notwithstanding any vacancies in their number, but, if the number of members of the Management Committee is less than the number fixed as the quorum, the continuing members or member of the Management Committee may act only for the purpose of filling vacancies or of calling a General Meeting of the Company.
- 7.4 All acts done by the Management Committee, or of a committee of members of the Management Committee, or by a person acting as a member of the Management Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any members of the Management Committee 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 member of the Management Committee and had been entitled to vote.
- 7.5 A resolution in writing signed by all members of the Management Committee entitled to receive notice of a meeting of members of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee or (as the case may be) a committee of members of the Management Committee duly convened and held and may consist of several documents in the like form each signed by one or more members of the Management Committee.
- 7.6 Save as otherwise provided by the Articles, a member of the Management Committee shall not vote at a meeting of the Management Committee or of a sub-committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs :

- 7.6.1 The resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company;

7.6.2 The resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

7.6.3 His interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or by virtue of his being, or intended to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;

7.6.4 The resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this Article 7.6, an interest of a person who is, for any purpose of the Act (excluding any statutory notification thereof not in force when this regulation becomes binding on the Company), connected with a member of the Management Committee shall be treated as an interest of the member of the Management Committee.

7.7 A member of the Management Committee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

8.1 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Management Committee from voting at a meeting of the Management Committee or of a sub-committee,

8.2 Where proposals are under consideration concerning the appointment of two or more members of the Management Committee to offices or employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (providing he is not for another reason precluded from voting) each of the members of the Management Committee concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

9. If a question arises at a meeting of members of the Management Committee or of a sub-committee as to the right of a member of the Management Committee to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member of the Management Committee other than himself shall be final and conclusive.

10. The provisions of Articles 7, 8 and 9 above (including the power to co-opt members to serve on the Management Committee) shall (subject always to any express provision of the Articles) apply mutatis mutandis to the procedure of the Finance and General Purposes Committee, the House Committee and the Bar and Catering Committee.

11. MINUTES

11. The members of the Management Committee or of any sub-committee or any committee of the Company shall cause minutes to be made in books kept for the purpose:

11.1 of all appointments of Officers and Directors made by the Management Committee; and

11.2 of all proceedings at meetings of the Company, and of the Management Committee, and of sub-committees or committees of the Company, including the names of the members of the relevant committee present at each such meeting.

12. THE SEAL

12. The Seal shall only be used by the authority of the F & G.P. or of a sub-committee of the F & G.P. The members of the F & G.P. may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by two members of the Management Committee.

13. DIRECTORS

13. The Directors of the Company shall be those persons nominated by the Management Committee from amongst its members to serve on the Finance and General Purposes Committee. Any Director who ceases to be a member of the Management Committee shall ipso facto cease to be a Director.

14. POWERS OF DIRECTORS

14.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by the Management Committee or by special resolution, the day to day business of the Company shall be managed by the F & G.P. who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no direction of the Management Committee shall invalidate any prior act of the F & G.P. which would have been valid if that alteration or that direction had not been given. The powers given by this Resolution shall not be limited by any special power given to the F & G.P. by the Articles and a meeting of F & G.P. at which a quorum is present may exercise all powers exercisable by the F & G.P.

14.2 The F & G.P. may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as it determines, including authority for the agent to delegate all or any of his powers.

14.3 The F & G.P. may from time to time make, vary and revoke bye-laws (not inconsistent with the Articles) for the regulation of internal affairs of the Company and the conduct of members, guests and visitors, and unless and until revoked, all such bye-laws shall be binding on members.

14.4 The F. & G.P. may delegate any of their powers to any committee consisting of one or more members of the F & G.P. or other persons. They may also delegate to any Director being an Officer such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the F & G.P. 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 any committee of the Company with two or more members shall be governed by the Articles regulating the proceedings of the F. & G.P. so far as they are capable of applying.

15. VACATION OF OFFICE OF DIRECTORS

15 The Office of Director shall be vacated if:-

15.1 He ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director: or

15.2 He becomes bankrupt or makes any arrangement or composition with his creditors generally: or

15.3 He is, or may be, suffering from mental disorder and either:

15.3.1 He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960: or

15.3.2 An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

15.4 He resigns his office by notice in writing to the Company; or

15.5 He shall for more than 6 consecutive months have been absent without permission of the Directors from meetings of the F. & G.P. held during that period and the Directors resolve that his office be vacated; or

15.6 He is removed from office in accordance with the provisions of the Act.

16. REMUNERATION OF MEMBERS OF THE MANAGEMENT COMMITTEE

16.1 The provisions of the Memorandum as to the remuneration of members shall apply.

17. APPOINTMENTS AND INTERESTS

17. Subject to the provisions of the Act and of the Memorandum, the Management Committee may appoint one or more of their number to any executive office of the Company and may enter into an agreement or arrangement with any member of the Management Committee for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a member of the Management Committee may be made upon such terms as the Management Committee determines and it may remunerate any such member of the Management Committee for his services as it thinks fit. Any appointment of a member of the Management Committee to an executive office shall terminate if he ceases to be a member of the Management Committee but without prejudice to any claim to damages for breach of the contract of service between the member of the Management Committee and the Company.

18. Subject to the provisions of the Act and the Memorandum and provided that he has disclosed to the Management Committee the nature and extent of any material interest of his, a member of the Management Committee notwithstanding his office:-

18.1 may be party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

18.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company or in which the Company is otherwise interested; and

18.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

19 For the purpose of Article 17:-

19.1 a general notice given to the Management Committee that a member of the Management Committee 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 persons is interested shall be deemed to be a disclosure that the member of the Management Committee has an interest in any such transaction of the nature and extent so specified; and

19.2 an interest of which a member of the Management Committee has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

20. ELECTIONS

20.1 The Secretary and members of the Bar and Catering Committee shall be elected at the Annual General Meeting of the Company.

20.1.1 Nominations for the office of Secretary shall be made by the Management Committee and shall be displayed in the Club Premises at least 10 days before the holding of the Annual General Meeting.

20.1.2 Any Full Member of the Company shall be eligible to stand for office as Secretary provided that a written nomination in the form prescribed by the Management Committee is submitted to the Secretary at least 10 days before the Annual General Meeting and that such nomination is supported by at least five Full Members of the Company.

20.1.3 In the event of there being more than one nomination for either office the election shall be conducted by a show of hands (unless the Chairman decides in his absolute discretion to hold a ballot) at the Annual General Meeting and the candidate obtaining the highest number of votes will be duly declared elected. The right to call for a poll of Full Members shall apply to such ballot and in the event of a poll being duly demanded the retiring Secretary shall remain in office until the result of the poll is duly declared.

20.1.4 The Secretary shall serve until the Annual General Meeting following their election but shall be eligible for re-election.

20.2.1 Nominations for service on the Bar and Catering Committee shall be made by the Management Committee and/or on the nomination of five Full Members of the Company.

20.2.2 The provisions of Articles 20.1.1 and 20.1.3 above shall apply mutatis mutandis to any election in the event of there being more than 4 nominations for service on the Bar and Catering Committee.

20.2.3 All persons elected to the Bar and Catering Committee shall serve until the Annual General Meeting following their election but shall be eligible for re-election.

20.3 (deleted by agreement at the AGM November 2002)

20.4.1 The above provisions of this Article shall apply to all elections to be made at the Annual General Meeting of the Club to be held in 1991 and all subsequent elections.

At the first meeting of the Company (to be held immediately following the adoption of these Articles by the former members of the Club at its Annual General Meeting in 1990) the Chairman may accept nominations to fill any office or to serve on any relevant committee at such meeting. Any person duly elected to office or to serve on a committee shall so serve until the Annual General Meeting of the Company to be held in 1991 subject always to the right of the Management Committee at its first meeting following that at which any person was elected to call for the holding of an Extraordinary General Meeting of the Company for the purpose of holding an interim election in respect of the relevant office or committee vacancy.

21. DUTIES OF THE SECRETARY AND THE COMPANY SECRETARY

21. The Company Secretary shall maintain such records and accounts as the auditors shall direct and shall, when required so to do, render to the Management Committee or to the general meeting of the Company an account of any monies received and expended by the Company.

21.1. The F & G.P. Committee will annually appoint a suitably qualified professional 'Financial Advisor' who will be responsible for assisting the Committee, Officers and Management on all financial aspects of the Company. Such appointed person will receive an allowance, to be determined by the F & G.P. Committee, in recompense for such duties.

22. SIGNATORIES FOR COMPANY CHEQUES

22 All cheques or other negotiable instruments drawn upon any account opened by direction of any committee shall be signed by any two of the following:-

22.1 The Chairman;

22.2 The Secretary;

22.3 A member of the Company designated by resolution of the Management Committee as an authorised signatory.

23. RECORDS OF MEMBERSHIP

23.1 The Secretary shall keep upon the Club Premises a register of the names and addresses of members. The registered address of a member who is a serving officer or employee of Greater Manchester Police shall be recorded as his place of employment.

23.2 The Company Secretary shall be responsible for ensuring compliance with the administrative and registration requirements of the Act.

24. THE BAR & CATERING COMMITTEE

24.1 The Bar and Catering Committee shall comprise:-

24.1.2 The Secretary;

24.1.3 Not less than 1 nor more than 4 Full Members of the Company elected pursuant to Article 20.2 above.

24.2 The purchase for and the supply or sale by the Company of intoxicating liquor shall be in the control of the Bar and Catering Committee.

24.3 Intoxicating liquor may be sold, supplied and/or consumed to and/or by persons aged 18 years and over in the Club during such hours as may be determined by the F. & G.P. and published on the

notice board in accordance with the hours permitted by the terms of any certificate or permit granted to the Company.

24.4 Persons admitted to the Club Premises as Guests or Visitors in accordance with Articles 25 or 26 below may purchase and/or consume intoxicating liquor in accordance with the provisions of Section 49 of the Licensing Act, 1964.

25. GUESTS

25.1 A member shall have the right to introduce not more than two guests to the Club Premises. The member shall be responsible for the conduct of guest whilst they are within the Club Premises. Any guest must leave the Club Premises at the same time as the introducing member.

25.2 The name of every guest shall be entered by the introducing member in a guest book kept for that purpose at the Club Premises.

25.3 The F & G.P. may restrict the right of members to introduce guests, or restrict the facilities which may be afforded to guests admitted to the Club Premises, for any specified period or periods, if in its discretion it considers the convenience and comfort of the membership as a whole warrants such limitations.

26. VISITORS

26. The following persons or groups may be admitted to the Club premises as Visitors:

26.1 serving members and retired members of any established Police Force during the period of a visit to the Greater Manchester Police.

26.2 persons attending at or participating in any sporting or recreational activity staged at the Club Premises and organised and promoted by or on behalf of the Company or any Divisional or Departmental Club or a Sectional Committee provided that the function has been approved by the Secretary.

26.3 persons attending a pre-arranged function at the Club Premises promoted by a member and approved by the General Manager, admission to which is afforded by private invitation obtained otherwise than by payment at the door of the Club Premises on the day of such function provided that a list of the names and addresses of all persons who may attend any such function is delivered to the General Manager not less than two clear days before such function is to take place.

26.4 persons attending other functions organised or approved by the F. & G.P. provided that the number of such functions does not exceed twelve in any one calendar year.

27 (deleted by agreement at the AGM November 2002)

28. GENERAL MEETINGS

28. The Company shall in each calendar 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 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting in each year shall be held at such time and place as the F & G.P. shall appoint.

All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

29. The F & G.P. may at any time call an Extraordinary General Meeting and, on the request of 50 members, the Secretary shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than 6 weeks after receipt of the requisition.

30. NOTICE OF GENERAL MEETINGS

30.1 An Annual General Meeting and an Extraordinary General Meeting called for the passing of special resolution shall be called by at least 28 clear days' notice.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting shall specify the meeting as such.

30.2 Any member of the Company entitled to vote at a general meeting who intends to propose a resolution to be put to the members at a general meeting shall not less than sixteen clear days before the holding of the meeting give written notice to the Secretary of his intention and shall submit therewith a written copy of the proposed resolution together with the name of the full member who will second the resolution. Upon receipt of any such proposal the Secretary will circulate a copy of the proposed resolution to members of the Management Committee and will display a copy within the Club Premises.

31. 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.

32. PROCEEDINGS AT GENERAL MEETINGS

32.1 No business shall be transacted at any general meeting unless a quorum is present. Twenty persons each being a Full member, shall be a quorum.

32.2 All Full Members attending a General Meeting shall sign an attendance sheet on entering the room.

32.3 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Directors may determine and at any such adjourned general meeting the number of Full Members attending shall constitute a quorum.

33.1 The Chairman, or in his absence some other Director nominated by the F. & G.P., shall preside as chairman of the meeting, but if neither Chairman nor such other Director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.

33.2 If no Director is willing to act as Chairman, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

34.1 The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have

been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 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. Otherwise it shall not be necessary to give such notice.

34.2 No business shall be transacted at a general meeting of the Company other than such as shall have been set out in the notice of the meeting or been advised to the Secretary in accordance with Article 30.1.

34.3 No resolution shall be put to a general meeting unless the same has been duly proposed and seconded. The Chairman shall have an absolute discretion as to whether any amendment to any proposed resolution shall be put to the meeting or whether the meeting should be adjourned in accordance with Article

34.1 to enable notice of the proposed amendment to be circulated to the Management Committee. No amendment to any resolution shall be put to the meeting unless the amendment is itself proposed and seconded by Full Members.

35. A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

35.1 By the Chairman; or

35.2 by a member or members representing not less than one-fifth of the total voting rights of all the members having the right to vote at a general meeting;

36. A poll shall be taken by ballot (to be conducted by post or otherwise at such time or place and in such manner as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. On any poll a member shall have the right to appoint a proxy. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

37.1 Unless a poll is duly demanded 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 in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

37.2 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

37.3 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

38. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

In any other case (save where a poll is taken forthwith) at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

39. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

40. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as

effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

41. VOTES OF MEMBERS

41.1 The right to attend or vote at a general meeting shall be confined to Full Members. On a show of hands every Full Member present in person and entitled to vote shall have one vote. On a poll every Full Member entitled to vote shall have one vote.

41.2 A Full Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by the court. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Club Premises not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote shall not be exercisable.

42. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

43. ACCOUNTS

43. The Company shall at each Annual General Meeting appoint a chartered accountant to audit the annual accounts for that particular year and to be auditors of the Company.

44. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.

45. NOTICES

45.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the members of any committee need not be in writing.

45.2 The Company may give notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

45.3 A member present at any 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.

45.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

46. WINDING UP

46. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to a non-profit making organisation or organisations having similar objects to those of the Company and/or some charitable organisation or organisations all or any of which organisations shall have been determined and approved by the members of the Company at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

47. INDEMNITY

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

48. ALTERATION OR AMENDMENT TO ARTICLES

48. These articles shall only be amended by special resolution requiring a majority of not less than three-fourths of such members (being entitled so to do) vote in person or, where proxies are allowed, by proxy, at a general meeting of the Company of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

GREATER MANCHESTER POLICE SPORTS and SOCIAL CLUB LIMITED.

BYE - LAWS approved by Management Committee.

COLOURS The colours of the Club shall be sky blue.

FORCE TEAMS Force Representative teams shall have first call on the services of any Divisional Club member for any representative match or competition.

TROPHIES All trophies, the property of the Club, shall be competed for subject to arrangement of the Section concerned. The President of a winning Division shall be responsible for the safe custody and return of any trophy on demand by the Management .

CHILDREN Persons Under 14 years of age, must at all times whilst in the Club use the 'Family Room', with the exception of children using the restaurant or attending any organised function. Persons under the age of 14 must vacate the premises by 9.00 p.m.(unless prior arrangement has been made, i.e. attending at a function).

SPORTS BAGS Sports Bags and Holdalls must not be left within the 'lounge' areas of the Club, and must be removed to the locker area, provided in the club premises.

GAMING MACHINES Play on the Gaming Machines is restricted to 10 minutes, if another member is waiting to play the machine.

SNOOKER ROOM Children under 14 are not permitted in the Snooker Room, and 'food' must not be taken into this area, at any time.

CHEQUES The cashing of Cheques by members is permitted on production of a valid Bank Card. A limit of £30.00 is enforced, subject to payment of a £1. transaction fee.

END
