

The Companies Act 2006
CAMBRIDGE CANGAROOS TRAMPOLINE CLUB LIMITED
Limited By Guarantee

MEMORANDUM AND ARTICLES OF ASSOCIATION

Company Number: 11909018
Incorporated on 27/03/2019

COMPANY NOT HAVING A SHARE CAPITAL MEMORANDUM OF ASSOCIATION OF CAMBRIDGE CANGAROOS TRAMPOLINE CLUB 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/Club.

Name of each subscriber

Antony Fagelman

Scott Kinnley

Louise Dexter

Kerry Learmouth

Authentication by each subscriber

Date 30th October 2019

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
Of
CAMBRIDGE CANGAROOS TRAMPOLINE CLUB LIMITED
PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms

(1) The regulations contained in the Model Articles for Private Companies Limited by Guarantee set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008), shall not apply to the Company.

(2) In the articles, unless the context requires otherwise:

"the 2006 Act"	means the Companies Act 2006;
"articles"	means the Company's articles of association;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"chairman"	has the meaning given in article 12;
"chairman of the meeting"	has the meaning given in article 25;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006, in so far as they apply to the Company/Club;
"director"	means a director of the Club, and includes any person occupying the position of director, by whatever name called;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form"	has the meaning given in section 1168 of the 2006 Act;
"member"	has the meaning given in section 112 of the 2006 Act;
"ordinary resolution"	has the meaning given in section 282 of the 2006 Act;
"participate"	in relation to a directors' meeting, has the meaning given in article 10;
"proxy notice"	has the meaning given in article 31;
"special resolution"	has the meaning given in section 283 of the 2006 Act;
"subsidiary"	has the meaning given in section 1159 of the 2006 Act;
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the 2006 Act as in force on the date when these articles become binding on the Club.

2 Liability of members

The liability of each member is limited to £1.00, being the amount that each member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- (a) payment of the Club's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up,
- (c) and adjustment of the rights of the contributories among themselves.

PART 2

Purpose of the Club

3 Purpose

The main purpose of the club is to provide facilities for and to promote participation in the amateur sport of Trampoline Gymnastics, and offering additional disciplines that may include Double Mini-Tramp, Cheer-leading and Freestyle Gymnastics in Whittlesford, Cambridgeshire.

PART 3
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

4 Directors' general authority

Subject to the articles, the directors are responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club.

5 Members' reserve power

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

6 Directors may delegate

- (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions; as they think fit.
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

7 Committees

- (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

8 Directors to take decisions collectively

- (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.
- (2) If:
 - (a) The Club only has one director, and
 - (b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may, subject to articles 8(3) and 16 take decisions without regard to any other of the provisions of the articles relating to directors' decision-making.

9 Unanimous decisions

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

10 Calling a directors' meeting

- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice.
- (2) Notice of any directors' meeting must indicate:
 - (a) Its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Club not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

11 Participation in directors' meetings

- (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - (a) The meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

12 Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - (a) To appoint further directors, or;
 - (b) to call a general meeting so as to enable the members to appoint further directors.

13 Chairing of directors' meetings

- (1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

14 Casting vote

- (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15 Conflicts of interest

- (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Club in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the Club is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when:
 - (a) The Club by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes:

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Club or any of its subsidiaries;
- (b) subscription, or an agreement to subscribe, for shares or other securities of any of the Club's subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
- (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Club or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

(8) Where the number of non-conflicted directors is less than the quorum for the purposes of approving a resolution authorising any situation or transaction constituting a conflict as anticipated by the Companies Acts, the quorum shall be all the disinterested directors.

(9) When all the directors of the Club are conflicted, the Club shall pass the conflict to the Club's members for approval by ordinary resolution.

16 Records of decisions to be kept

The directors must ensure that the Club keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

17 Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

18 Methods of appointing directors

(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

- (a) By ordinary resolution, or
- (b) by a decision of the directors.

(2) In any case where, as a result of death, the Club has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

19 Termination of director's appointment

A person ceases to be a director as soon as:

- (a) That person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

- (d) a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

20 Directors' remuneration

- (1) Directors may undertake any services for the Club that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine:
 - (a) For their services to the Club as directors,
 - (b) And for any other service which they undertake for the Club.
- (3) Subject to the articles, a director's remuneration may:
 - (a) Take any form, and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) Unless the directors decide otherwise, directors are not accountable to the Club for any remuneration which they receive as directors or other officers or employees of the Club's subsidiaries or of any other body corporate in which the Club is interested.

21 Directors' expenses

The Club may pay any reasonable expenses which the directors properly incur in connection with their attendance at-

- (a) meetings of directors or committees of directors;
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the Club;

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

PART 4
MEMBERS
BECOMING AND CEASING TO BE A MEMBER

22 Club membership

Membership of the club shall be open to anyone interested in the sport on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs, except as a necessary consequence of the requirements of Trampoline and British Gymnastics. The club may have different classes of membership and subscription on a non-discriminatory and fair basis. The club will keep subscriptions at levels that will not pose a significant obstacle to people participating. The club committee may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the club or sport into disrepute. Appeal against refusal or removal may be made to the members.

23 Termination of membership

- (1) A member may withdraw from membership of the Club by giving 7 days' notice to the Club in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

24 Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when:
 - (a) That person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

25 Quorum for general meetings

The quorum for a general meeting shall be determined according to section 318 of the 2006 Act and no business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

26 Chairing general meetings

- (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
 - (a) The directors present, or
 - (b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

27 Attendance and speaking by directors and non-members

- (1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chairman of the meeting may permit other persons who are not members of the Club to attend and

speak at a general meeting.

28. Adjournment

- (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - (a) The meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must:
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - (a) to the same persons to whom notice of the Club's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

29 Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded and acted upon in accordance with these articles and sections 321 and 322 of the 2006 Act.

30 Errors and disputes

- (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

31 Poll votes

- (1) A poll on a resolution may be demanded:
 - (a) In advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by:
 - (a) The chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if:
 - (a) The poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

32 Content of proxy notices

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - (a) States the name and address of the member appointing the proxy;

- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Club in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
- (a) Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

33 Delivery of proxy notices

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

34 Amendments to resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the Club in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

35 Means of communication to be used

(1) Anything sent or supplied by or to the Club under the articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Club.

(2) Every notice convening a general meeting shall comply with the provisions of section 307 and 325 of the 2006 Act as to the length of notice required for the meeting and the giving of information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditor for the time being of the Club.

(3) Any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(4) A director may agree with the Club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

36 Company seals

(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is:

- (a) Any director of the Company/Club;
- (b) the Company secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

37 No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a member. All accounts shall be published at Companies House at the appropriate times and will be made available to the members at any AGM

38 Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Club or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Club or that subsidiary.

39 Rules

(1) The directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (a) The admission and classification of members of the Club (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Club in relation to one another, and to the Club's servants;
- (c) the setting aside of the whole or any part or parts of the Club's premises at any particular time or times or for any particular purpose or purposes;

- (d) the procedure at general meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by the Articles;
 - (e) generally, all such matters as are commonly the subject matter of Club rules.
- (2) The Club in general meeting shall have power to alter, add to or repeal the rules or bye laws and the directors shall adopt such means as they think sufficient to bring to the notice of members of the Club all such rules or bye laws, which shall be binding on all members of the Club. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

40 Profits not to be distributed

(1) The income and property of the Club shall be applied solely towards the promotion of the Club's objects and activities and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Club, and no Director shall be appointed to any office of the Club paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Club: Provided that nothing in this document shall prevent any payment in good faith by the Club:

- (a) Of the usual professional charges for business done by any Director or member of the Club who is a solicitor, accountant or other person engaged in a profession when instructed by the Club to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration is under discussion;
- (b) of reasonable remuneration to any person holding office as an event or fund-raising organiser or manager for work undertaken whilst holding that office, notwithstanding that he/she is a Director or member of the Club: Provided that any Director withdraws from any meeting whilst his/her remuneration is being discussed;
- (c) of reasonable and proper remuneration for any services rendered to the Club by any member, officer or servant of the Club who is not a Director;
- (d) of interest on money lent by any member of the Club or director at a reasonable and proper rate per annum not above the published base lending rate of a clearing bank to be selected by the Directors;
- (e) of fees, remuneration or other benefit in money or money's worth to any Club of which a Director may also be a member holding not more than 1/100th part of the issued capital of that Club;
- (f) of reasonable and proper rent for premises demised or let by any member of the Club or a Director;
- (g) to any Director of reasonable out-of-pocket expenses. Provided that no payment to a member or Director shall be effective unless passed at a quorate meeting of the Directors.

(2) All surplus income or profits are to be reinvested in the club. No surpluses or assets will be distributed to members or third parties.

41 Dissolution

If the Club is wound up or upon dissolution of the club any remaining assets shall be given or transferred to another registered CASC, a registered charity or the sport's governing body or their representative for use by them in related community sports.

DIRECTORS' INDEMNITY AND INSURANCE

42 Indemnity

(1) Subject to paragraph (2), a relevant director of the Club or an associated Club may be indemnified out of the Club's assets against:

- (a) Any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or an associated Club,
- (b) any liability incurred by that director in connection with the activities of the Club or an associated Club in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act),
- (c) any other liability incurred by that director as an officer of the Club or an associated Club.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article:

- (a) Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the Club or an associated Club.

43 Insurance

(1) The directors may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article:

- (a) A "relevant director" means any director or former director of the Club or an associated Club,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Club, any associated Club or any pension fund or employees' share scheme of the Club or associated Club, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.