

**THE COMPANIES ACTS 1985 and 1989**

**A Company Limited by Guarantee and not having a Share Capital**

**MEMORANDUM and ARTICLES**

**of ASSOCIATION of**

**CRAIGHELEN LAWN TENNIS AND SQUASH CLUB**

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(Ref. ALL/RGH/C709/MS)**

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**MEMORANDUM OF ASSOCIATION OF**

**CRAIGHELEN LAWN TENNIS AND SQUASH CLUB**

1. The name of the Company shall be Craighelen Lawn Tennis and Squash Club.
2. The Registered Office of the Company will be situated in Scotland.
3. The objects for which the Company is established are:-
  - 3.1 to take over the assets and liabilities of Craighelen Lawn Tennis and Squash Club, 215 East Clyde Street, Helensburgh, Dunbartonshire, G84 7AP and to carry on the entire activities of that said Club, including the provision of facilities for Lawn Tennis and Squash and such other forms of physical exercise, recreation and leisure time occupations, all as may be decided upon by the Board of Directors from time to time.
  - 3.2 To carry on at any place or places within or outside the United Kingdom, including the heritable property at 215 East Clyde Street, Helensburgh, foresaid (hereinafter in this Memorandum and in the Articles of Association of the Company called "the Club") any one or more of the businesses of the promotion of and the making available facilities for physical exercise, recreation and leisure time occupations; to promote equal opportunities among members of the Company and other permitted users of the facilities of the Club and not to discriminate in any manner of way whatsoever among such persons on the grounds of gender, sexual orientation, ability or disability, race, class or creed or on any other ground whatsoever; to carry on any or all of the business of organisers, managers, promoters or agents for the advertising of sporting and cultural events, exhibitions and entertainment of all kinds; to buy, sell and generally deal in goods and merchandise used in sporting, recreation and leisure activities; planning, creating and implementing programmes including marketing and public relations activities, exhibitions and conferences, media relations, event management, sponsorships and internal communication development; to act as Trustees for funds for individuals or groups of individuals for any purpose; and to enter into contractual agreements and arrangements of all and any kinds with any person, corporation, partnership, firm or association for the foregoing purposes.
  - 3.3 To apply for, promote, and obtain such affiliations, Acts of Parliament, orders or licences from government departments or other authorities enabling the Company to carry any of its objects into effect, or for effecting any modification of the Memorandum and Articles of the Company or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
  - 3.4 To carry on any other trade or business whatever which can, in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

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- 3.5 To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on, or proposing to carry on, any of the businesses which the Company is authorised to carry on and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- 3.6 To purchase, take on lease, or by any other means acquire and take options over, any property whatever, and any rights or privileges of any kind over, or in respect of any property.
- 3.7 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.8 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 3.9 To invest and deal with the moneys of the Company, not immediately required, in such manner as may from time to time be determined and to hold, or otherwise deal with, any investments made.
- 3.10 To lend and advance money or give credit on any terms and, with or without security, to any person, firm or company (including without prejudice to the generality of the foregoing any subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee, in any manner and upon any terms, the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such subsidiary or associated company as aforesaid).
- 3.11 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole, or any part of, the Company's property or assets (whether present or future), and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.12 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.13/

- 3.13 To enter into any arrangements with any government or authority (national, regional, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges, and concessions.
- 3.14 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- 3.15 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property, or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire, all, or any part of, the shares or securities of any such company as aforesaid.
- 3.16 To sell, or otherwise dispose of, the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- 3.17 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 3.18 To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary company and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- 3.19 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.
- 3.20/

- 3.20 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business.
- 3.21 Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (hereinafter called "the Act") (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151 (1) and/or Section 151 (2) of the Act.
- 3.22 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- 3.23 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

**AND SO THAT:-**

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and everyone of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company.
- (3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.
5. Every Ordinary Member of the Company undertakes to contribute such amount as may be required (not exceeding One Pound (£1) to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member and of the costs, charges and expenses of winding up.

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