

## **PBTC Social Limited Constitution 2018**

1. The Company will be called PBTC Social Limited, Company Number 11094667
  - The purpose of the Company is to provide the trading activities of Purley Bury Tennis Club Charity No 1176144 that are not within the objects of the Charity
  - The Company is a wholly owned subsidiary of the Charity with one share owned by the Charity and therefore part of the Group.
  - All surplus income or profits will be donated annually to Purley Bury Tennis Club Charity No 1176144. No surpluses or assets will be distributed to Directors, Members, Associate Members or third parties.
  - Upon dissolution of PBTC Social Limited any remaining assets will be given or transferred to Purley Bury Tennis Club Charity No 1176144
2. Services will be provided to Members of the Charity and their guests, and to Associate Members of PBTC Social Limited who have been accepted by the Directors in accordance with paragraph 6.

### MANAGEMENT

3. The affairs of PBTC Social Limited will be managed by a Board of Directors appointed by the Charity in accordance with its articles of association.

<https://www.gov.uk/government/publications/model-articles-for-private-companies-limited-by-shares/model-articles-for-private-companies-limited-by-shares#liability>

There will be a minimum of 2 Directors and a maximum of 5 Directors at least one of whom will be a Trustee of the Charity, and at least one of whom will not be a Trustee of the Charity.

The Nominations Sub-Committee of the Charity will nominate Directors who must be Members of the Charity or Associate Members of PBTC Social and over the age of 18.

4. The Directors of PBTC Social Limited will meet regularly and minutes of the meeting will be produced. The minutes will be made available to the Trustees of the Charity within 14 days of meetings.
5. Half the Committee shall form a quorum which must include at least one Director who is a Trustee of the Charity and one Director who is not a Trustee of the Charity.

### MEMBERSHIP

6. All services of the Trading Company will be available to all members of the Charity subject to the conditions of the Club Premises Licence and Club Rules. Associate non-voting Membership

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of PBTC Social Limited will be available on a non-discriminatory and fair basis to those over the age of 18 regardless of sex, age, disability ethnicity, nationality, sexual orientation, religion or other beliefs. Subscriptions will be kept at levels that will not pose a significant obstacle to people joining. No Member or Associate Member may use the services of PBTC Social Limited for the first 2 days of their membership.

7. The Directors may refuse membership, or remove it, only for good causes such as conduct or character likely to bring PBTC Social Limited or Purley Bury Tennis Club, Charity No 1176144 into disrepute or other circumstances where it is demonstrably not in the interests of the club for someone to become or continue to be a member.

## GUESTS & VISITORS

8. Guests and visitors may be introduced by members, but no guest shall be admitted on more than 3 occasions in any one membership year unless otherwise permitted by the Directors. Members introducing guests must enter their names in the book provided.

## SUBSCRIPTIONS

9. The rates of subscription will be fixed from time to time by the Directors. Subscriptions will be payable annually by 1st May. Any members whose Subscriptions are outstanding after 1st May will be notified. Subsequent failure to pay the subscription will result in all access to all PBTC Social Limited services being withdrawn.

## RESIGNATION

10. Members may resign at any time. The Directors may enforce that any member resign or be suspended from membership after giving the member 14 days' notice in writing as to the reasons for the decision. Appeal against enforced resignation or suspension may be made to the Directors.
11. Directors may resign at any time subject to two Directors remaining in position. Directors may be removed by the Board of Trustees of the Charity. Appeals against enforced resignation may be made initially to the Board of Trustees and ultimately to an EGM of the Charity where supported by 20 voting members of the Charity

## GOVERNANCE

12. PBTC Social Limited will be run as a trading subsidiary of the Charity. Purley Bury Tennis Club Charity No 1176144 must not subsidise PBTC Social Limited in any way.
  - There will be a Framework agreement between the two which covers the financial arrangements for rent, facilities, shared costs, working capital, the Club Premises Licence and licence to use the Club Logo plus an annual budget to be agreed in time for the AGM of the Charity (there could be more, e.g. who is responsible for what in terms of equipment and maintenance).

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- The Trustee Director(s) or their appointed nominee will attend the Trustee Board Meetings of the Charity to provide updates on the Bar Trading and operation.
- Annual Accounts will be produced and incorporated into the accounts for the Group to be presented at the AGM of the Charity.

13. Amendments or alterations to this constitution may be made only by agreement between the Charity and PBTC Social Limited.

14. Should any question arise which is not provided for by this Constitution, the Board of Trustees shall have power to deal with such a question and its decision shall be ratified at the next General Meeting of the Charity.