

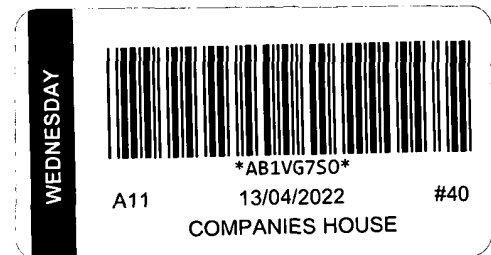
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Articles of Association

of

Trentham Golf Club Limited
(Company no. 07187790)

Incorporated on the 12th day of March 2010



Adopted by special resolution 26th March 2022

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

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PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms

In the articles, unless the context requires otherwise:

- | | |
|----------------------------------|---|
| "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; |
| "Board" | means the board of Directors of the Club; |
| "Chairman" | means a director of the Company as defined below, having been elected Chairman at a general meeting; |
| "Chairman of the meeting" | has the meaning given in Article 18; |
| "Club" | means Trentham Golf Club Limited; |

“Club House”	means the property owned by the Club and used by its Members and visitors including changing rooms, squash courts, bars and restaurant areas;
“Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Club;
“Director”	means a director of the Board, 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 Companies Act 2006;
“General Manager”	means the general manager/secretary of the Club as appointed from time to time by the Board;
“Member”	means a member of the Club as specified in Article 30 and “Members” shall be construed accordingly;
“Protocol and Policies”	means the Club’s protocol and policies as varied from time to time; and
“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.

2 Interpretation of Articles

- 2.1 The Articles shall be available to every Member on request from the office of the General Manager for the convenience of the Members. Every Member shall be deemed to be conversant with the Articles, Protocol and Policies. A decision of the Directors as to the interpretation of any Article, Protocol or Policy shall be final and conclusive. In the event of a discrepancy between the Articles, Protocols or the Policies, the Articles will prevail.

- 2.2 Any Club rules (excluding the Protocols and Policies) so far as they apply from the date of incorporation of the Club are incorporated herein and shall cease to apply or have effect from the date of adoption of these Articles.
- 2.3 In these Articles where the context so admits words in the masculine gender shall include the feminine gender.
- 2.4 Unless the context otherwise requires, words in the singular shall include the plural and in the plural include the singular.

3 Objects

- 3.1 The name of the Club is Trentham Golf Club Limited. The objects of the Club are to provide golfing and ancillary facilities for the benefit of its Members. The Club is a non-profit making organisation. The income and property of the Club shall be applied solely towards the promotion of its objects as set forth in the memorandum and Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Club and no Director of the Club shall be paid by salary or fees or receive remuneration or other benefit in money or moneys worth from the Club for discharging his duties as such.
- 3.2 If upon winding up or dissolution of the Club 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 Club, but shall be given or transferred to some other institution or institutions having objects similar to those of the Club.

4 Liability of Members

- 4.1 The liability of each Member is limited to £10 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:
- 4.1.1 the payment of the Club's debts and liabilities contracted before he ceased to be a Member; and
- 4.1.2 the payment of the costs, charges and expenses of winding up.

PART 2 - DIRECTORS' POWERS AND RESPONSIBILITIES

5 Directors' general authority

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

6 Members' reserve power

- 6.1 The Members may, by special resolution, instruct the Directors to take, or refrain from taking, specified action.
- 6.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

7 Delegation

- 7.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles to any sub-committee by such means (including by power of attorney) and to such an extent in relation to such matters or territories and on such terms and conditions, as they think fit.
- 7.2 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 7.3 Any sub-committee 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.
- 7.4 The Directors may make rules of procedure for all or any committee which prevail over rules derived from the Articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

8 Protocols and Policies

The Board is empowered to make such Protocols and Policies (not inconsistent with the Articles) as they may consider desirable for the well-being of the Club. Notice of all Protocols and Policies so made shall be forthwith posted and remain on the Club notice board for a period of three months prior to the Protocol or Policy being implemented.

9 Meetings of the Board

- 9.1 The Board shall meet at least eight times per annum upon at least four days' notice being given by the General Manager either upon his own authority or upon a requisition signed by at least two Directors. Any such notice shall state the nature of the business to be transacted. Five Directors present shall form a quorum.
- 9.2 At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

10 Participation in Directors' meetings

10.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

10.1.1 the meeting has been called and takes place in accordance with the Articles; and

10.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

10.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

10.3 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.

11 Chairing of Board meetings

11.1. The Chairman shall chair Directors' Meetings

11.2 If the Chairman is not participating in a Board meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

12 Conflicts of interest

12.1 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.

12.2 Notwithstanding Article 12.1, 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 if:

12.2.1 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; or

12.2.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

12.2.3 the Director's conflict of interest arises from a permitted cause.

- 12.3 For the purposes of Article 12.2, the following are permitted causes:
- 12.3.1 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;
 - 12.3.2 subscription, or an agreement to subscribe, for securities of the Club, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 12.3.3 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Club which do not provide special benefits for Directors or former Directors.
- 12.4 For the purposes of this Article 12, references to proposed decisions and decision-making processes include any Board meeting or part of a Board meeting.
- 12.5 Subject to Article 12.6, if a question arises at a Board meeting or of a committee 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.
- 12.6 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.

13 Records of decisions to be kept

- 13.1 The Directors must ensure that the Club keeps a record, in writing, for at least seven years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.
- 13.2 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 in accordance with Article 13.3.
- 13.3 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.
- 13.4 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.

APPOINTMENT OF DIRECTORS

14 Methods of appointing Directors

14.1 Subject to the provisions of these Articles, any person who has been a full member for at least five continuous years on the date of nomination and who is willing to be a director and is permitted by law to do so, either to fill a vacancy or as an additional director, may be appointed by:

- (a) the Club by ordinary resolution; or
- (b) the Board.

Unless otherwise agreed by the Board, the appointment of a person to fill a vacancy or as an additional director shall take effect from the end of the meeting.

14.2. There shall be a minimum of five directors and a maximum of nine directors.

14.3. No person (other than a director retiring for any reason) shall be appointed or re-appointed a director at any general meeting unless:

- (a) he or she is recommended by the Board; or
- (b) not less than 7 nor more than 28 days before the date appointed for the meeting there has been given to the Company by two members (other than the person to be proposed) entitled to vote at the meeting notice of his or her intention to propose and second a resolution for the appointment of that person stating the particulars which would, if he or she were so appointed, be required to be included in the Company's Register of Directors and a notice executed by that person of his or her willingness to be appointed.

14.4. At each annual general meeting of the Company, any director then in office:

- (a) who has been appointed by the Board since the previous annual general meeting in accordance with Article 14.1 b; or
- (b) for whom it is the third annual general meeting following the annual general meeting at which he or she was elected or last re-elected

shall retire from office but shall be eligible for re-appointment.

15 Termination of Director's appointment

15.1 A Member ceases to be a Director as soon as:

- 15.1.1 that Member ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

- 15.1.2 a bankruptcy order is made against that Director;
- 15.1.3 a composition is made with that Director's creditors generally in satisfaction of that Member's debts;
- 15.1.4 a registered medical practitioner who is treating that Director gives a written opinion to the Club stating that that Member has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 15.1.5 by reason of that Director's mental health, a court makes an order which wholly or partly prevents that Director from personally exercising any powers or rights which that Director would otherwise have; or
- 15.1.6 notification is received by the Club from the Director that the Director is resigning from office or membership of the Club and such resignation has taken effect in accordance with its terms.
- 15.1.7 that Director ceases to be a Full Member.
- 15.1.8 an extraordinary resolution is passed at a general meeting of the Club to remove that Member as a director
- 15.1.9 he or she takes up the position of President or Captain or Lady Captain of the Club but nothing in this provision shall prevent such person from being an ex-officio officer without voting rights.

16 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.

**PART 3 - MEMBERS
ORGANISATION OF GENERAL MEETINGS**

17 Attendance and speaking at general meetings

- 17.1 A Member can exercise the right to speak at a general meeting when that Member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member has on the business of the meeting.
- 17.2 A Member is able to exercise the right to vote at a general meeting when:

17.2.1 that Member is able to vote in accordance with Article 19, during the meeting, on resolutions put to the vote at the meeting; and

17.2.2 that Member'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 Members attending the meeting.

17.3 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.

18 Chairing of General Meetings

18.1. The Chairman shall chair general meetings if present and willing to do so.

18.2. 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.

18.3. The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

19 Adjournment

19.1 Twenty-five Members present shall form a quorum for a general meeting. If the Members 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.

19.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

19.2.1 the meeting consents to an adjournment; or

19.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any Members attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- 19.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 19.4 When adjourning a general meeting, the chairman of the meeting must:
- 19.4.1 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
 - 19.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 19.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Directors must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 19.5.1 to the same Members to whom notice of the Club's general meetings is required to be given; and
 - 19.5.2 containing the same information which such notice is required to contain.
- 19.6 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

20 Votes of Members

- 20.1 Every full member who has been a full member under Article 30.1.1 for a minimum of two continuous years on the date of a general meeting shall be entitled to vote on all resolutions considered at such a meeting of the Club. Such Members entitled to vote shall be entitled to one vote only.
- 20.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

21 Errors and disputes

- 21.1 No objection may be raised to the qualification of any Member 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.

21.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

22 Poll votes

22.1 A poll on a resolution may be demanded:

22.1.1 in advance of the general meeting where it is to be put to the vote; or

22.1.2 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.

22.2 A poll may be demanded by:

22.2.1 the chairman of the meeting;

22.2.2 the Directors;

22.2.3 at least 15 of the Members present at a general meeting who are entitled to vote.

22.3 A demand for a poll may be withdrawn if:

22.3.1 the poll has not yet been taken; and

22.3.2 the chairman of the meeting consents to the withdrawal.

22.4 The chairman of the meeting shall decide and announce the date on which such poll shall take place. The General Manager shall send to each Member entitled to vote at such meeting a voting paper at least 14 days before the date appointed for such poll on which a copy of the proposed resolution shall appear. All voting papers returned by Members before the poll is taken shall be opened by the General Manager or his/her deputy in the presence of the Board and examined and reported on by two Members, entitled to vote and not being Directors, duly appointed by the Board.

22.5 Notice of the result of the poll shall be given in writing to every Member entitled to vote at general meetings.

23 Amendments to resolutions

23.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

23.1.1 notice of the proposed amendment is given to the Club in writing by a member 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

23.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

23.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

23.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

23.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

23.3 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.

24 Alteration of Articles

No Article of the Club shall be repealed or altered save by 75 per cent of the Members present and entitled to vote on a resolution agreeing to that effect at a general meeting. A draft of the proposed alteration shall remain posted on the Club notice board during the 14 days preceding the date of such meeting and the notice convening such meeting shall contain a statement to that effect and indicate the nature of the proposed alteration.

25 Annual General Meeting

A general meeting of the Club shall be held once in every year at such time and place as the Board may decide. Fifteen months shall not elapse without such a meeting.

26 Extraordinary general meeting

Extraordinary general meetings of the Club may be convened pursuant to a resolution of the Board to that effect. Such meetings shall also be convened by the Board upon delivery to the General Manager of a requisition in writing setting out the resolution or resolutions to be considered, signed by at least 10 per cent of the Members entitled to vote on such resolution or resolutions at the date of the delivery of such requisitions and the Board shall procure that such extraordinary general meeting shall be convened for a date no later than three calendar months after the meeting of the Board immediately following the delivery of such requisition, duly completed and signed.

27 Notices

Notice of general meetings shall be placed on the Club notice board and posted to the last known address of each Member at least 21 days prior to the date of such meeting. Notices of annual general meetings shall be accompanied by a copy of the accounts made up to the proceeding 31 December. Notice of any meeting of the Club shall be deemed to be validly served on a Member notwithstanding such notice posted to such Member has not been received by him. The accidental omission to give notice of a meeting to any person entitled to receive notice shall not invalidate the proceedings at that meeting.

28 Directors' expenses

The Club may pay any reasonable expenses which the Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

BECOMING AND CEASING TO BE A MEMBER

29 Applications for membership

Every candidate for admission to membership of the Club shall be approved by the Board.

30 Classes of membership

30.1 Classes of membership, in respect of which there are payable such entrance fees and subscriptions as are from time to time prescribed by the Board, are as follows:

30.1.1 full membership (which shall include honorary membership);

30.1.2 intermediate and junior memberships

30.1.3 house membership;

30.1.4 squash and house membership; and

30.1.5 special membership for Members restricted by distance.

30.2 Any alteration in subscriptions shall take effect on the first day of January next following the day of notification in writing thereof to Members.

30.3 All subscriptions and entrance fees shall be payable forthwith on election and thereafter on 1 January in each year.

30.4 If so decided by the Board, a list of all Members who have failed to pay subscriptions when due shall be posted on the Club notice board at any time after 28 February.

30.5 The Board may waive payment of all or any part of an entrance fee or subscription if, owing to the absence of a Member from the district or for any other reason, the Board consider such waiver to be justified.

31 Honorary Members

Any person may, on the recommendation of the Board, be elected an honorary member of the Club by a resolution passed at a general meeting.

32 Non-Payment of entrance fees and subscriptions

If any Member fails to pay all or any part of any entrance fee or subscription due from such Member on or before 31 January in the calendar year in which such entrance fee or subscription or part thereof falls due or within 28 days after he has first become a Member whichever shall be the later, he shall cease to be a Member unless either:

32.1 the Board has waived payment thereof pursuant to Article 29.6 hereof; or

32.2 the Board is satisfied in its absolute discretion that sufficient cause for the non-payment has been shown.

33 Resignation of Members

Any Member may resign his membership by giving seven days' notice in writing to the General Manager. If such notice is given at any time when an entrance fee or subscription remains unpaid the entrance fee or subscription shall remain payable unless the Board have waived all or part thereof.

34 Re-joining

Any Member who, having previously resigned his membership wishes to re-join the Club may be re-elected to membership by the Board on such terms as to payment of entrance fee or otherwise as the Board may decide provided always that no such person shall be admitted to membership or to any of the privileges of membership without an interval of at least two days between his application for membership and his admission and his name and address shall for not less than two days before the election be prominently displayed on the Club notice board.

35 Conduct of a Member

35.1 Subject as hereinafter provided the Board shall have power to expel any Member who has in the opinion of the Board been guilty of conduct detrimental to the Club. Such expulsion shall be effective by a resolution passed at a meeting of the Board and notice of such expulsion shall be served on the Member within seven days after the passing of such resolution. Any Member so expelled shall be entitled to appeal against his expulsion by serving written notice of appeal upon the General Manager within 14 days after the service upon him of the notice of expulsion. The Board shall, within 28 days after the service of a notice of appeal convene an extraordinary general meeting of the Club at which the Member shall be entitled to be heard and at which a resolution confirming the expulsion shall be considered. Failing the passing of such resolution by not less than 60 per cent of the Members present and entitled to vote the Member so expelled shall be reinstated. Any such votes shall be recorded by ballot.

35.2 The Board shall have discretion to suspend any Member, for such period as determined by the Board, who has in the opinion of the Board been guilty of conduct detrimental to the Club but which in the opinion of the Board does not merit expulsion in accordance with Article 34.1. Such suspension shall be effective by a resolution passed at a meeting of the Board and notice of such suspension shall be served on the Member within seven days after the passing of such resolution. Any Member so suspended shall not be entitled to appeal against his suspension.

36 Dispute and complaints

The decision of the Board shall be final in regard to any dispute arising between Members. Any complaint made by a Member shall be made in writing to the General Manager and the decision of the Board thereon shall be final.

PART 4 ADMINISTRATIVE ARRANGEMENTS

37 Means of communication to be used

37.1 Anything sent or supplied by or to the Club under the Articles may be sent or supplied in any way in which the Companies Act 2006 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.

37.2 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.

37.3 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 no less than 48 hours.

38 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.

DIRECTORS' INDEMNITY AND INSURANCE

39 Indemnity

39.1 A Director of the Club may be indemnified out of the Club's assets against:

39.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club; and

39.1.2 any other liability incurred by that Director as an officer of the Club.

39.2 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.

40 Insurance

40.1 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.

40.2 In this Article:

40.2.1 a "relevant Director" means any director or former Director of the Club;

40.2.2 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.