

BYE LAWS
OF
COBRAS BASKETBALL CLUB LIMITED (THE "CLUB")

ADOPTED: 1st SEPTEMBER 2016

PART 1: INTERPRETATION

1. INTERPRETATION

1.1. These Bye Laws are made pursuant to Article [12.4.2]

1.2. In these Bye Laws, unless the context requires otherwise:

Articles means the articles of association of the Club from time to time and Article refers to a particular provision in them;

Associate Member means a member of the Club who is not a Club Member, and who therefore neither has voting rights at general meetings nor any other rights to which members of companies are entitled under the Articles or the Companies Acts, and Associate Membership shall be interpreted accordingly;

Bye Laws means these bye laws of the Club made pursuant to Article 12.4.2, and Bye Law refers to a particular provision in them;

CASC means a community amateur sports club, as that term is defined by s658 Corporation Tax Act 2010;

CEO shall mean the person who, if appointed, shall be responsible for managing the affairs of the club on a day to day basis, and who has powers regulated by these Articles and the Bye-Laws

Club Member means a company member of the Club, as that term is defined by section 112 of the Companies Act 2006, and Club Membership shall be interpreted accordingly;

Fees shall have the meaning given in Bye Law 5.1;

Finance Acts means the Corporation Tax Act 2010, the Finance Act 2012 and any other relevant legislation relating to CASCs;

Member means all members of the Club, whether Club Members or Associate members, and Membership shall be interpreted accordingly; and

Cobras Basketball Club means Cobras Basketball Club Limited, a company limited by guarantee registered in England and Wales with registered company number 10333649

1.3. These Bye Laws are supplemental to the Articles. Nothing in these Bye Laws is intended to contradict the Articles or the provisions of the Companies Acts and, in the event of any

inconsistency between any provision of these Bye Laws and any provision of the Articles, the Articles will prevail.

- 1.4. Unless the context otherwise requires words or expressions contained in this document bear the same meaning as in the Articles.
- 1.5. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it, and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

PART 2: MEMBERSHIP

2. MEMBERSHIP

- 2.1. Membership shall be open to anyone interested in the sport of Basketball on application, regardless of sex, age, disability, race, sexual orientation, gender reassignment, pregnancy or maternity, religion or belief. Membership may, however, be limited according to available facilities on a non-discriminatory basis.
- 2.2. Article 10.4 gives the directors the power to create different classes of Membership, and to decide who will be eligible for admission to them and what their rights and obligations will be. For the avoidance of doubt, Associate Membership conveys neither Club Membership nor any of the rights or privileges of Club Membership under the Articles or the Companies Acts.
- 2.3. There shall be the following classes of Club Membership:
 - 2.3.1. Full Members (lead adult only)
 - 2.3.2. Referee/Volunteer Members
- 2.4. There shall be the following classes of Associate Membership:
 - 2.4.1. Junior Members
 - 2.4.2. Referee/Volunteer Members;

3. ELIGIBILITY FOR MEMBERSHIP

- 3.1. Full Membership is open to any individual aged 18 or over who is interested in becoming a Member or in signing their child up to become an Associate Member of the Basketball Club. Once the membership form has been approved and the subscription fee for the Member or the Associate Member has been paid, the Member or the guardian of said Associate Member shall become a Full Member. Full Members are Club Members with the right to attend and vote at general meetings in accordance with the Articles and the Companies Acts.

- 3.2. Referee/Volunteer Membership is open to any individual aged 18 or over who is interested in officiating or volunteering at the Basketball Club. Referee/Volunteer Members are Club Members with the right to attend and vote at general meetings in accordance with the Articles and the Companies Acts.
- 3.3. Junior Membership is open to any individual under the age of 18 who is interested in the sport of Basketball. Junior Members are Associate Members, and as such have no right to attend or vote at general meetings.
- 3.4. For the avoidance of doubt, where the type of Membership available to, or subscription payable by, an individual is related to age it will be determined by the age of the individual on the date of registration of his Membership, or its renewal date.

4. BECOMING A MEMBER

- 4.1. An application for Membership shall be in the form from time to time prescribed by the directors, and shall include the name and address of the applicant.
- 4.2. The CEO shall have discretion to decide whether or not to accept an application for Membership in the normal course of running the Club.
- 4.3. The CEO, in consultation with the directors, may refuse applications for Membership only for good cause, such as conduct or character likely to bring the Club or the sport of Basketball into disrepute. Appeals against the CEO's decision to reject an application for Membership may be made to the Club Members in general meeting.
- 4.4. The Club shall inform each applicant in writing as to whether or not the applicant's application for Membership has been approved, and the Club can provide successful applicants with a copy of the Articles and these Bye Laws if requested. At the time the application is successful, the Club may request payment of any applicable fees.
- 4.5. Every successful applicant shall, upon becoming a Member, provide the Club with an up-to-date address which shall be recorded in the register of Members, and any notice sent to such address shall be deemed to have been duly delivered.

5. MEMBERSHIP SUBSCRIPTIONS AND FEES

- 5.1. The following fees (the Fees) may be payable by Members, as applicable in accordance with this Bye Law [5]:
 - 5.1.1. an annual subscription fee in respect of their Membership;
 - 5.1.2. Ongoing fees which are determined by how many sessions or matches the Member plans to attend
- 5.2. The Fee rates for each class of Membership shall be approved by the directors of the Club, in consultation with the CEO, and any proposed changes shall be communicated to the Club Members at the AGM each year, or before as necessary. Any proposed changes shall become effective one month after communication with Club Members.

- 5.3. The current Fee rates shall be prominently displayed on the Club's website.
- 5.4. Fees will be kept at levels that will not pose a significant obstacle to people participating.
- 5.5. The CEO will consider applications to cover the fees of those Members require support paying the Club's fees on an ad hoc basis. These fees will be covered by the Club's Hardship Fund. Directors will have the power to request information on the amount and use of any Hardship Funds from the CEO as and when they require, and must review the information at least annually.
- 5.6. The CEO will consider applications, and shall have discretion to exempt the fees of Referee and Volunteer Members. Directors will have the power to request information on the amount and use of any Hardship Funds from the CEO as and when they require, and must review the information at least annually.
- 5.7. Subject to Bye Laws 7.1, 7.2 and 7.3 all Members shall pay the applicable Fees promptly and in accordance with the payment schedule of these fees.

6. SUSPENSION OR TERMINATION OF MEMBERSHIP

- 6.1. If a Member fails to pay any applicable fees when due, and the delay has not been agreed with the CEO or Directors to be covered by the Hardship Fund, the Directors, or the CEO in consultation with the directors, may suspend their membership including the rights of Associated Members to attend club sessions and in the case of Club Members, the right to vote.
- 6.2. A Member wishing to cancel their Membership shall give 7 days notice in writing to the Club. A Member who retires in accordance with this Bye Law shall not be entitled to have any part of their Fees refunded.
- 6.3. The directors may cancel, without notice being given, the Membership of any Member whose Fees are more than three months in arrears (in whole or in part), provided that the directors may, at their sole discretion, re-instate any such Member upon payment of arrears.
- 6.4. Appeal against suspension, termination or non-renewal of Membership may be made to the Club Members by submitting a written notice to the Directors, who shall, upon receipt of such a notice, include the appeal on the agenda for the next general meeting.
- 6.5. Any person who has been expelled from Membership shall not be entitled to have any part of their Fees refunded and must immediately return any trophy or trophies held.

7. CONDUCT OF MEMBERS & DISCIPLINARY ACTION

- 7.1. Every Member is deemed to have notice of, and undertakes to comply with, the Articles and these Bye Laws and the Code of Conduct of the Club as applies to supporters and players.
- 7.2. Any breach of Bye Law 8.1 or any conduct which, in the opinion of the directors, is either unworthy of a Member or otherwise injurious to the interests of the Club, shall render a

Member liable to disciplinary action by the directors, which may include expulsion or non-renewal of Membership.

- 7.3. Before taking any disciplinary action against a Member, the directors shall give the Member the opportunity to explain their conduct to the directors or to voluntarily cancel their Membership.
- 7.4. The directors (or any person to whom the directors shall delegate this power) may temporarily suspend or exclude a Member from particular training sessions, games and/or wider Club activities, if they consider in their sole discretion that such action is in the best interests of the Club.
- 7.5. A Member shall not knowingly remove, injure, destroy or damage any property of the Club and shall make restitution for the same if called upon to do so by the Directors.
- 7.6. Complaints of any nature relating to the management of the Club shall be addressed in writing to the Directors.

8. LIMITATION OF CLUB LIABILITY

- 8.1. Members are responsible for any injury, damage or loss to the extent caused by their own actions or omissions.
- 8.2. Membership and acceptance of the Articles and these Bye Laws will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Act 1998 (as amended).
- 8.3. Bye Laws 9.1 and 9.2 shall be exhibited in a prominent place on the Club's website:

PART 3: MANAGEMENT

9. OFFICERS

- 9.1. The Directors shall nominate someone to:
 - 9.1.1. keep a register of Members' names and addresses, including the class of Membership for each Member;
 - 9.1.2. conduct the correspondence of the Club;
 - 9.1.3. keep custody of all Club documents;
 - 9.1.4. keep full minutes of all directors' meetings, general meetings (including AGMs), and meetings of any committees established by the directors from time to time, and all minutes shall be confirmed and signed by the appropriate chairman upon the agreement of the directors, Club Members, or relevant committee (as appropriate) at the next following directors' meeting, general meeting, or relevant committee meeting;

- 9.1.5. administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its Directors, Officers, and Members;
- 9.1.6. maintain contact with the Club's legal advisor, if necessary, to ensure that the Club's affairs are managed in accordance with all applicable laws; and
- 9.1.7. maintain any such certificates or registrations, and complete any such non-financial returns as may be required by law.

9.2. The Treasurer shall:

- 9.2.1. cause such books of account to be kept as are necessary to give a true and fair view of the state of finances of the Club, in compliance with all legal requirements applicable to companies;
- 9.2.2. cause all returns as may be required by law in relation to the accounts of the Club to be rendered at the due time; and
- 9.2.3. prepare annual report and accounts at the end of each financial period and cause such report and accounts to be audited or inspected at least once annually (if required by law) and shall then cause the same to be placed on the Club's website for at least fourteen days before the date of the next AGM.

10. DIRECTORS

- 10.1. The directors shall meet at least four times per year making such arrangements as the conduct, place of assembly and holding of such meetings as they wish, in accordance with the provisions of the Articles.
- 10.2. The quorum for meetings of directors shall be two directors.

PART 4: MISCELLANEOUS

11. MISCELLANEOUS

- 11.1. The Members acknowledge that these Bye Laws constitute a legally binding contract to regulate the relationship of the Members with each other and the Club.
- 11.2. These Bye Laws may be amended by the directors from time to time, provided that no amendments shall be made that would jeopardise the Club's status as a CASC.