



WALLS CLUB LIMITED

RULES OF THE CLUB

(Made by the Directors under Article 25 of the Articles of Association of the Walls Club Limited)

1.0 DEFINITIONS

“The Club” - WALLS CLUB LIMITED with Company Number 6775931, Clubhouse and Registered Office at Hammond Way, Gloucester, GL4 3HG.

“The Company” - such part of the Unilever Group of companies or its associated companies or successor companies as own and control the premises known locally as Wall's at Barnwood Gloucester and / or the land on which the Club premises are located.

“The Directors” – The First Directors of Walls Club Limited and such other Directors of the Club who may from time to time be elected or appointed under these Rules.

2.0 OBJECT

The Club is formed with the object of providing social and recreational facilities among its Members.

3.0 MANAGEMENT OF THE CLUB

3.1 The Club shall be managed by the Directors, who will be fully responsible for the Management of the Club. The Board of Directors shall consist of: -

3.1.1 The Chairman of the Club who shall be elected at an Annual General Meeting of the Club. If the Chairman resigns, or is removed by a General Meeting of the Club, or ceases to be a member of the Club, then the Directors shall appoint a Chairman from among their number to serve in that office until the next Annual General meeting. The Chairman shall be a current or previous employee of the Company. Nominations for the post of chairman shall be sent to the Secretary not later than 14 days before any general meeting at which the election or re-election is to take place. Nominations shall be in writing and proposed and seconded by a member who is entitled to vote at a general meeting and shall be accompanied by a written indication signed by the nominee that he is willing to stand for election or re election. Nominations for chairman shall be made only in respect of the Directors existing at the time of nomination.

3.1.2 The Secretary (Appointed by the Board of Directors from among their number).

3.1.3 The Treasurer of the Club (Appointed by the Directors from among their number).



- 3.1.4 The remaining Directors who shall be elected at an Annual General Meeting of the Club. Such members shall have been full members of the Club for a minimum of six months prior to their election. One third of the total number of Directors are to retire each year and the retiring Directors will be eligible for re-election. In the event that a Director resigns, or is removed by a General Meeting of the Club, or fails to attend at THREE consecutive meetings without a satisfactory explanation, then a qualified member of the Club may be nominated by the Board of Directors to fill the vacancy until the Next Annual General Meeting of the Club. At this Annual Meeting an election will take place to fill the vacancy for the duration of the original term.
- 3.1.5 In addition there shall be one representative appointed from each recognised affiliated Club as defined in Rule 4.9. Such representatives shall have the right to vote at all General Meetings and shall represent the voting rights of the members within that affiliated Club counting as one vote only.
- 3.2 A quorum for a meeting of the Board of Directors shall consist of not less than two members in addition to the Chairman (or Vice-Chairman in his absence.)
- 3.3 The Directors shall make rules to regulate their Proceedings and will elect a Director to hold the office of Vice-Chairman. The position shall be renewed annually and the election of Vice-Chairman shall take place at the first Directors meeting following the annual general meeting.
- 3.4 The Chairman may summon a meeting of the Directors at any time and shall do so if called upon by three or more Directors. The Directors shall meet not less than once per calendar month to transact the business of the Club.

4.0 MEMBERSHIP

The first members of the Club are the signatories to the memorandum and articles of association and every person who at the date of incorporation of the Club had paid a membership fee (if any be due) and was a full, life or honorary member of the unincorporated club known as Wall's Sports and Social Club and who on or before 30 April 2009 or during such extended period as the Directors may determine signs and delivers to the Secretary of the Club the form of membership prescribed by the Directors.

Thereafter future membership of the Club shall be confined to the following persons and no others.

4.1 Company Members

- 4.1.1 All employees of the Company will be eligible for full membership of the Club upon application.



4.1.2 If a Company member is dismissed from the service of the Company, membership of the Club shall cease immediately, together with any Family membership (as defined in Rule 4.2) sponsored by that member.

4.2 Family Members

4.2.1 The close relative of a Company member (Parent, Spouse/Partner or Child) shall also be eligible for membership upon application, always provided that such membership is sponsored by the appropriate Company member and always provided that the sponsoring Company member remains as a Company, Life or Honorary Member. If for any reason whatsoever the membership of the sponsoring member shall cease, then the membership of the Family member shall cease accordingly.

4.2.2 The Directors may, at their sole discretion, invite Family members denied membership by this rule to make application as Associate Members.

4.2.3 Family members may not vote at any general meeting of the Club, nor shall they be eligible as a Director.

4.2.4 Family members shall pay such annual fee as the Directors shall from time to time determine.

4.3 Life Members

4.3.1 If a member resigns or retires from the service of the Company, membership will remain valid until the Annual General Meeting following his resignation or retirement. In the event that the period of Company service is greater than fifteen years and the age of the person is greater than fifty years, Life Membership will be considered for the member upon their application to the Secretary or notification of retirement by the Company personnel department. Such membership shall be free from subscription. Family members of Life Members shall be eligible to remain as members but will continue to pay such subscriptions as the Directors may from time to time decide.

4.3.2 Life members are entitled to the full privileges of membership and may be elected as a Director and are entitled to attend and vote at any General Meeting.

4.4 Honorary Members

4.4.1 The Directors may invite members who have given distinguished service to the Club, to be honorary members, provided that there may not be more than 10 Honorary Members at any one time.

4.4.2 Members may send to the Secretary the names of other members suggested for



invitation together with their reasons for nomination.

4.4.3 Honorary members do not pay any entrance fee or subscription and may not vote at any General Meeting, neither shall they be eligible for election as a Director.

4.5 Associate members

4.5.1 The Directors may elect "Associate Members" at such subscription as they may decide for any period. A motion at a meeting of the Directors for the election of such persons shall be proposed and seconded by full members and the names of the proposer and seconder shall be recorded. Associate members may be elected from among any persons who not being eligible as Company of Family members, are desirous of becoming members of the Club. Such members shall not exceed 40% of the full member base at any one time.

4.5.2 Associate members are not full members of the Club and may not vote at any General Meeting, neither shall they be eligible for election as a Director.

4.5.3 The Directors may terminate the associate membership of any individual member for any reason and without recourse to explanation or appeal.

4.6 Temporary members

4.6.1 The Directors may elect temporary members of the club on such terms and at such subscriptions as it decides by resolution

4.6.2 No temporary member may be elected or re-elected for a period that exceeds in all one month in any period of 12 months.

4.6.3 Rule 4.7 applies to the election of temporary members, save as to temporary members admitted under Rule 4.6.6 below

4.6.4 The number of temporary members must not at any time exceed one-tenth of the membership of the club (excluding the temporary members) save as to temporary members admitted under Rule 4.6.6 below

4.6.5 No one may be elected to temporary membership unless he is precluded by distance or other circumstances from making full use of the privileges of membership, save as to temporary members admitted under Rule 4.6.6 below

4.6.6 Sporting teams and their officials and supporters engaged in sporting fixtures in which a representative team from the Club is playing, will be considered to be temporary members for the duration of their visit and no longer, PROVIDED that at least two days notice of the fixture has been given to the Honorary Secretary.



4.6.7 Such temporary members admitted under Rule 4.6.6 shall inscribe their names and the date, nature and purpose of their visit in a register maintained by the Secretary for that purpose and kept on the Club premises

4.7 Terms of Membership

4.7.1 No person shall be elected to any class of membership unless he has attained the full age of 18 years.

4.7.2 Candidates for membership may be elected by the Directors at their sole discretion.

4.7.3 No person may be admitted to membership of the Club until TWO clear days have elapsed after the Directors have approved their application for membership.

4.7.4 Membership Cards shall be issued to all members and members shall produce such membership cards when required to do so by Directors or by Stewards appointed by the Directors or the Designated Premises Supervisor. Any member failing to produce his membership card on demand may be refused admission or ejected from the Club and refused further admission until he shall produce proof of membership. Company members will not be issued membership cards but will be asked to produce their staff ID card.

4.7.5 The Secretary shall cause a Register of all Members to be kept and this shall be open for inspection by any Director.

4.7.6 Until a candidate is elected as a member, he is not entitled to any of the privileges of the club.

4.8 Cessation of Membership

Membership of the Club shall cease under the following circumstances: -

4.8.1 Death of the member.

4.8.2 Resignation of the member.

4.8.3 Dismissal as a Company employee (Rule 4.1.2).

4.8.4 Non payment of subscription (Rule 6).

4.8.5 Expulsion (Rule 22).

4.8.6 Family member(s) ceasing to have sponsoring member (Rule 4.2.1).



4.9 Affiliate Clubs

- 4.9.1 The Directors shall have the power at any time to affiliate to the Club any private members club satisfying the Conditions 1, 2 and 3 of section 62 of the Licensing Act 2003 PROVIDED that in each case: -
- 4.9.2 The affiliated club provides all such information relating to its members as may be requested by the Club.
- 4.9.3 The affiliated club pays such affiliation fees (if any) as may be determined by the Directors from time to time.
- 4.9.4 The members of the affiliated club appoint (from time to time) a representative Director of the Club who shall be the only person entitled to attend and to vote on behalf of the members of the affiliated club at meetings of the Club; no other member of the affiliated club shall be entitled to vote.
- 4.9.5 The members of the affiliated club comply with the Rules of the Club and any Regulations or Byelaws made from time to time thereunder.
- 4.9.6 The affiliation of any club may be terminated at any time by the Directors, (whereupon all the members of that affiliated club lose membership of the Club), in the event of any breach of, or non-compliance with the Rules of the Club by any member of the affiliated club, or for any other reasonable purpose, and in no circumstances will the affiliated club be entitled to any refund of affiliation fees.
- 4.9.7 The Directors may also terminate the affiliate membership of any individual member of an affiliated club for any reason and without recourse to explanation or appeal.

5.0 SUBSCRIPTIONS

- 5.1 The subscription for all Company Members will be determined by the Directors annually, but such fees shall not be introduced unless agreed by the Company.
- 5.2 The subscription for all other Members shall be as the Directors may from time to time determine and shall be ratified by a General Meeting of the Club.

6.0 SUBSCRIPTIONS IN ARREAR

- 6.1 If any member fails to pay his subscription within 30 days after it becomes due and the Club Treasurer or Secretary sends notice in writing to his address as recorded in the books of the club calling on him to pay the subscription within fourteen days, then the Directors may terminate his membership without further notice if he still fails to pay.



7.0 FINANCIAL ACCOUNTS

- 7.1 The Treasurer shall keep proper books and records of all property and income and expenditure of the Club, and shall make up and submit for audit a Balance Sheet and Revenue account for each period of one year ending 31st March. A true copy of the Accounts shall be displayed on the Club premises at least EIGHT clear days before the Annual General Meeting.

8.0 FORMATION OF SECTIONS

- 8.1 Should TEN or more Members, not being affiliate or temporary members of the Club, wish to form a Section, they shall submit to the Secretary a written request giving full details of the Section they wish to form, including the names of each Member.
- 8.2 No Section shall be formed without the consent of the Directors.
- 8.3 The Directors may wind up a Section, which, in their opinion, is insufficiently supported.
- 8.4 The Directors shall make bylaws for the good governance of Sections formed under this rule.

9.0 CLUB PROPERTY

- 9.1 No property of the Club shall be removed from the Club Premises or from any sports ground or pavilion without the consent of a supervising Director or any other person who shall have been appointed by the Directors for such purpose. Any Member or Visitor breaking or damaging any Club property shall make good the same to the satisfaction of the Directors.

10. ANNUAL GENERAL MEETING

- 10.1 An ordinary Annual General Meeting of the members shall be held annually not later than two calendar months after the anniversary of the previous annual meeting. There shall be present for adoption at such meeting a balance sheet and revenue account for the year, made up to a date not more than SIX months prior to the date of the meeting.
- 10.2 The ordinary General Meeting shall be convened by the Secretary by not less than EIGHT clear days' notice in writing to the Directors, and by a similar notice of publication on the Notice Boards of the Company and the Club. Such Notice may be supplied by the Club by



means of being made available on an internet website and shall include information regarding the right of a member to appoint a proxy on his behalf.

- 10.3 The ordinary business of the meeting shall be the adoption of the accounts and the election of the Directors.
- 10.4 Any other business shall be regarded as special and of such not less than EIGHT clear days' notice by means described in Rule 10.2 shall be given, specifying the nature of the Special Business.
- 10.5 A quorum for a general meeting of the Club shall be 9 members or proxies present and entitled to vote for members.

11.0 EXTRAORDINARY GENERAL MEETING

- 11.1 An Extraordinary General Meeting of the Club shall be called at any time by the Secretary on the request, in writing, of not less than NINE Voting Members, or by order of the Directors. EIGHT clear days' notice by means described in Rule 10.2 shall be given of such a meeting, and the request and notice shall specify the business covered by the request or order.

12.0 RESOLUTIONS

- 12.1 The majority necessary for the passing of a resolution at any general meeting shall be a simple majority of those present in person who are authorised to vote being a member or a proxy for a member, and shall be taken by a written ballot. Ballot papers shall only be issued to those members who have voting rights.

13.0 EXPENDITURE

- 13.1 At Meetings of the Directors, no resolutions authorising the incurring of a liability to a greater extent than £300 shall be passed without the consent of a majority of the Directors present, including the Chairman (or in his absence the Vice-Chairman).

14.0 MINUTES

- 14.1 The Secretary shall keep minutes of the proceedings of the General Meetings of the Club, and any of meetings of the Directors. In the absence of the Secretary a deputy elected at the Meeting in question may record the Minutes of the meeting. At any Directors Meeting the Minutes of the earlier meetings shall be open for inspection.



15.0 AUDITORS

15.1 The Directors shall keep an account of all purchases and receipts and shall, at every Annual General Meeting, present a report and financial statement for the preceding year. External auditors shall audit the Club accounts at the end of each financial year. A copy of the balance sheet and profit / loss account shall be posted on the Club notice board EIGHT DAYS prior to the Annual General Meeting.

16.0 GUESTS

16.1 Any Member, other than a Temporary Member may introduce and entertain guests on Club Premises. No persons shall be introduced as a guest more than TWELVE times in any calendar year, and no Member shall introduce more than TWO guests at any one time. Notwithstanding, the Directors may make such arrangements as are necessary to introduce guests for specific functions as they require.

16.2 The following shall not be admitted as guests:

16.2.1 Former Members who have been expelled.

16.2.2 Members who are under suspension.

16.2.3 Employees of the Company eligible for Membership.

16.3 On entry to the Club Premises, Guests shall fill in the particulars required in the visitors' book and these shall be countersigned by the introducing Member, who shall remain on the premises and be responsible for those Guests as long as they are on the premises. The Directors may, at their discretion, make a charge for admission of a guest to the Club, payable by the Member.

16.4 Notwithstanding the above the Directors may make such arrangements as considered necessary for the introduction of Guests at specific functions.

17.0 BETTING, GAMING & LOTTERIES

17.1 Gaming

17.1.1 The Directors may at their sole discretion permit "exempt gaming" (as defined in section 279 of the Gambling Act 2005) on Club premises. Any gaming shall be supervised by a "Gaming Supervisor" nominated in writing by the Directors.

17.1.2 Such gaming shall comply with the following conditions:



- 17.1.2.1 All gaming must comply with the regulations that limit the stakes and prizes as set by the Secretary of State.
 - 17.1.2.2 There must not be any levy on the sums staked or won.
 - 17.1.2.3 There should be no entry or participation fees.
 - 17.1.2.4 The gaming offered must not be linked to other premises.
 - 17.1.2.5 No person under 18 may participate.
 - 17.1.2.6 The gaming complies with the Gambling Commission's Code of Practice on equal chance gaming.
 - 17.1.3 Participation in all exempt gaming shall be limited to members and their bona fide guests.
- 17.2 Betting
- 17.2.1 Betting for reasonable stakes on the outcome of any game of skill (darts, pool, snooker and the like) played on the Club premises between the participants is allowed. Betting by non-participants is strictly prohibited.
 - 17.2.2 Other than the betting allowed by 17.2.1 above, members are strictly prohibited from making betting transactions on the Club premises with someone present who is acting as a Bookmaker, whether licensed or not.
- 17.3 Lotteries
- 17.3.1 The Directors may in their discretion allow exempt lotteries (as defined in the Gambling Act 2005) to be held on the Club premises for the benefit of the Club or other charitable purpose.
- 18.0 SALE OF INTOXICATING LIQUOR**
- 18.1 The club may be open for the supply of intoxicating liquor on Christmas Day at the discretion of the Directors.
 - 18.2 The hours during which the Club may supply intoxicants in accordance with these rules shall be as set out in the Premises Operating Schedule as approved by the relevant Local Authority or during such hours as may be permitted by a Temporary Event Notice granted by the relevant Local Authority, application for which shall be at the sole discretion of the Directors.
 - 18.3 Intoxicating liquor shall not be sold or supplied on Club premises to any person under the



age of 18 years.

- 18.4 No person under the age of 18 years is permitted to consume intoxicating liquor on Club premises.
- 18.5 Within the approved hours (Rule 18.2), the Directors or Designated Premises Supervisor shall have the power to vary bar hours.

19.0 COMMISSION

- 19.1 No one may, at any time, receive at the expense of the club any commission percentage or similar payment on or with reference to purchases of intoxicating liquor by the club.
- 19.2 No one may directly or indirectly derive any pecuniary benefit from the supply of intoxicating liquor by or on behalf of the club to members or guests apart from any benefit accruing to the club as a whole and apart also from any benefit which a person derives indirectly by reason of the supply giving rise to or contributing to a general gain from the carrying on of the club.

20.0 SALE OF INTOXICATING LIQUOR TO STRANGERS

- 20.1 There may be admitted to the Club premises, persons other than members or affiliate members and their guests, and intoxicating liquor may be sold to such persons by, or on behalf of, the Club for consumption on the premises and not elsewhere, in the following instances:
- 20.1.1 Members and officials of visiting teams and their supporters when attending at the Club premises engaged in bona fide fixtures and events arranged by the Club or any authorised section or affiliate club for the duration of their visit and no longer.
- 20.1.2 Attendance at any private function authorised by the Directors and promoted by and under the responsibility of, a Club member who is present at such a function.
- 20.1.3 Attendance at a function to which members of the public have a general right of admission whether by payment or otherwise, providing that:
- 20.1.3.1 The function is authorised by the Directors: and
- 20.1.3.2 Persons attending such functions observe such conditions as may be made by the Directors, whether generally or in respect to the particular function; and
- 20.1.3.3 A Director or a Personal Licence Holder is present throughout.



- 20.2 Such public functions shall be limited to the Main Hall and the Skittle alley alone.
- 20.3 Any person hiring any part of the Club premises for public or private members' use shall pay such fee and be bound by such conditions as the Directors shall from time to time determine.
- 20.4 The Directors may at their sole discretion permit non members to use the Lounge Bar and Dining Room facilities of the Club on such days and during such hours as they may from time to time determine, and persons admitted under this Rule may be supplied with alcohol.

21.0 FINANCE

- 21.1 The Directors shall, in full liaison with the Club Treasurer, keep an account of all purchases and receipts and shall, at every Annual General Meeting, present a report and financial statement for the preceding year.
- 21.2 In addition to this, the Directors shall, in full liaison with the Club Treasurer and Club Manager, monitor the supply to the Club of intoxicating liquor, non-intoxicating drinks and tobacco, making recommendations to the Directors regarding the pricing of all saleable items for full Directors approval.

22.0 MISCONDUCT

- 22.1 If, in the opinion of a Director, the conduct of any Member is contrary to the aims and objects of the Club, or is likely to embarrass the Club, or to bring the Club or its Members into disrepute, or cause damage to Club property or equipment, then the offending Member shall be required to leave the Club premises forthwith and shall automatically be suspended from the Club until the matter has been dealt with by the Directors.
- 22.2 Such Members shall have the right to attend a Board meeting to offer an explanation.
- 22.3 In the event of the explanation not being acceptable to the Directors, the Member may be called upon to resign, or may be expelled or suspended for a specified period by a resolution passed by a majority vote at a meeting at which at least TWO THIRDS of the Directors (excluding those referred to in Rule 3.1.5) are present.
- 22.4 The Directors must attend to such disciplinary matters within 10 working days of the incident being brought to its attention. Directors shall be treated in the same way as other Members.
- 22.5 A Director who is a relative or close associate of a member subject to disciplinary process shall not be involved in the determination of the matter.



23.0 BYE-LAWS

23.1 The Directors may, from time to time, make, vary, or revoke byelaws, not inconsistent with these rules, for the regulation of the internal affairs of the Club and conduct of its Members. The byelaws for the time being in force shall be binding on all Members, Visitors and Guests and shall be displayed on the Club Notice Board.

24.0 RULES OF THE CLUB

24.1 In cases of doubt or dispute, the interpretation of these Rules shall be referred to the Directors whose decision shall be final.

24.2 No amendments or additions to these Rules shall be made save at a General Meeting of the Club, and there considered to be Special Business provided always that no Rule or Bylaw shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Club.

25.0 APPLICATION OF PROFIT

25.1 No money or property of the club or any gain arising from the carrying on of the club may be applied otherwise than for the benefit of the club as a whole or for some charitable, benevolent or political purpose or purposes chosen by resolution of a General Meeting.

26.0 EXCLUSION OF LIABILITY

26.1 Neither the Club nor any officer thereof shall be liable to any member or guest of a member or other persons admitted under these Rules for any loss of or damage to any property occurring, from whatever cause, in or about the Club premises; nor for any injury sustained by any member or guest or other person admitted under these rules whilst on or entering or leaving the Club premises; and a notice to this effect shall at all times be displayed in a prominent position on the Club premises.

27.0 DISSOLUTION

27.1 If at any General or Special General Meeting a resolution for the dissolution of the Club is passed by a majority of the members present and entitled to vote, and at a Special General Meeting held not less than six weeks later (of which not less than four weeks written notice has been given to each member) and at which not less than one-half of the members are present that resolution is confirmed by a resolution passed by a majority of two-thirds of the members entitled to vote, the Directors must immediately, or at such future date as is specified in the resolution, proceed to realise the property of the Club



and after the discharge of all liabilities, must divide such property in accordance with the Memorandum of Association.

27.2 No individual member shall be entitled to gain any personal benefit from the dissolution of the Club.

28.0 HEADINGS

28.1 The headings to these rules are for ease of reference only and are not to be taken into account in their interpretation.

28.2 In these rules, unless the contrary intention appears, words denoting the masculine gender shall be deemed to include the feminine and the neuter and the singular to include the plural and vice versa.

These Rules were adopted by the Club at the First General Meeting held at The Clubhouse, Hammond Way, Gloucester on.....day the.....th day of..... 2009 .

Signed

Chair

Signed

Secretary