

Amendments to be proposed at the annual general meeting to be held on 20 October 2019 highlighted by strikings through (deletions) and underlinings (additions)

Company Number 5404107

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

MADOC YACHT CLUB LIMITED

(Adopted by special resolution passed on 20 April 2013 as amended by a special resolution passed on 24 April 2016, which became effective on 22 October 2017 [and as further amended by a special resolution passed on 20 October 2019](#))

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MADOC YACHT CLUB LIMITED

PART 1

PRELIMINARY, INTERPRETATION, OBJECTS, POWERS AND LIMITATION OF LIABILITY

1. Preliminary

The regulations contained in Table C in the Schedule to the Companies (Tables A-F Regulations) 1985 shall not apply to the Club but the regulations contained in the following clauses (as originally adopted or from time to time altered by special resolution) shall be the Articles.

2. Defined terms

2.1 In these Articles, unless the context requires otherwise:

"the 2006 Act"	means the Companies Act 2006;
"Articles"	means these articles of association, as they may be amended from time to time by special resolution;
"clear days"	means a period of days exclusive of the day on which the notice is served and of the day for which it is given;
"chairman"	has the meaning given in Article 25.3;
"chairman of the meeting"	has the meaning given in Article 40.2;
"Club"	means Madoc Yacht Club Limited, a private company limited by guarantee, company number 5404107;
"Clubhouse"	means the Club's clubhouse located at Pen-y-Cei, Porthmadog, Gwynedd LL49 9AY, or such other premises as shall be used by the Club as its principal clubhouse from time to time;
"Committee"	means the Committee of the Club constituted from time to time in accordance with Article 31, the members of which are the directors of the Club for the purposes of the Companies Acts;
"Commodore"	means the person from time to time holding office in accordance with these Articles as the Commodore of the Club;
"Committee Member"	means a member of the Committee from time to time, who is a director of the Club for the purposes of the Companies Acts, and "Committee Members" shall be construed accordingly;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Club;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"Elected Committee Members"	has the meaning given in Article 31.1.7;
"electronic form"	has the meaning given in section 1168 of the 2006 Act;

"Flag Officers"	means the Commodore, the Vice Commodore, the Rear Commodore and the Rear Commodore Rowing;
"Full Voting Members"	means those persons (including Life Members) who have been admitted as, and remain, full members of the Club in accordance with the articles of association of the Club from time to time and who are members of the Club for the purposes of the Companies Acts and "Full Voting Membership" shall be construed accordingly;
"general meeting"	means an annual general meeting or other general meeting of the Club;
"hard copy form"	has the meaning as in section 1168 of the 2006 Act;
"Honorary Members"	has the meaning given in Article 8.1;
"Honorary Secretary"	means the person from time to time holding office in accordance with these Articles as the honorary secretary of the Club;
"Honorary Treasurer"	means the person from time to time holding office in accordance with these Articles as the honorary treasurer of the Club;
"in Good Standing"	means, in relation to a member, that all monies then due from him to the Club have been paid and that he is not subject to any termination proceedings under Article 13 or any disciplinary proceedings under the Rules;
"Life Member"	means any member accepted to that category of membership of the Club on or prior to the date of adoption of these Articles;
"members"	means those persons who have been admitted as, and remain, members of the Club in accordance with the articles of association of the Club from time to time and the Rules;
"Non Voting Members"	means all members of the Club other than the Full Voting Members and who shall not be members of the Club for the purposes of the Companies Acts and "Non Voting Membership" shall be construed accordingly;
"Officers"	means the officers of the Club, being the Flag Officers, the Honorary Treasurer and the Honorary Secretary;
"ordinary resolution"	has the meaning given in section 282 of the 2006 Act, namely a resolution of members passed by: <ul style="list-style-type: none"> • on a show of hands at a general meeting, a simple majority of members who, being entitled to vote, do so in person or by proxy; • on a poll at a general meeting, members representing a simple majority of the total voting rights of members who, being entitled to vote, do so in person or by proxy; • on a written resolution, a simple majority of the total voting rights of all eligible members;
"participate"	in relation to a Committee meeting, has the meaning given in Article 23;
"proxy notice"	has the meaning given in Article 47.1;
"Rear Commodore"	means the person from time to time holding office in accordance with these Articles as the Rear Commodore of the Club;
"Rear Commodore Rowing"	means the person from time to time holding office in accordance with these Articles as the Rear Commodore Rowing of the Club;
"Rules"	means the rules and regulations of the Club (including any bye laws of the Club) made by the Committee, as amended and in force from time to time and "Rule" shall be construed accordingly;
"special resolution"	has the meaning given in section 283 of the 2006 Act; namely a resolution of members passed: <ul style="list-style-type: none"> • on a show of hands at a general meeting, by a

majority of at least 75% of members who, being entitled to vote, do so in person or by proxy; or

- on a poll at a general meeting, by members representing at least 75% of the total voting rights of members who, being entitled to vote, do so in person or by proxy; or
- on a written resolution, members representing at least 75% of the total voting rights of all eligible members;

"Vice Commodore"

means the person from time to time holding office in accordance with these Articles as the Vice Commodore of the Club;

"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.

2.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.

2.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender.

2.4 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:-

2.4.1 any subordinate legislation from time to time made under it; and

2.4.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

2.5 Any words following the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.

2.6 Any reference in these Articles to a "**Committee Member**" shall be construed as one with the expression "director" in section 250 of the 2006 Act, and the expression "**Committee**" shall be construed accordingly. Only Committee Members shall be directors of the Club.

2.7 If at any time there is no Honorary Secretary in office, then anything:-

2.7.1 that is required to be sent to the Honorary Secretary can be sent to the Club and anything addressed to the Honorary Secretary is treated as if addressed to the Club;

2.7.2 that is required to be authorised or done by the Honorary Secretary may be authorised or done by a Committee Member or someone authorised by the Committee.

2.8 Headings are used for convenience only and shall not affect the construction or interpretation of these Articles.

2.9 For the avoidance of doubt, references to "**Full Voting Members**" shall include each full member of the Club who, for the purpose of the subscriptions payable, is designated as a single member or a family member, and each of the full members within a family membership (which shall, for the avoidance of doubt, not include junior members) shall be entitled to all the rights and privileges of a Full Voting Member, including the right to exercise one vote at general meetings and on written resolutions of the Club.

2.10 Where a provision of these Articles requires a resolution of the Club or of the members and does not specify what kind of resolution is required, what is required is an ordinary resolution.

3. Objects

The objects for which the Club is established ("**Objects**") are to promote and encourage the sports of yachting, sailing and rowing and other boating activities and activities associated therewith and to

maintain a clubhouse and provide facilities with a view to the promotion of those sports and activities and of social interaction between members and their visitors.

4. Powers

4.1 The Club has the following powers which may only be exercised in furthering its Objects:-

- 4.1.1 to raise funds;
- 4.1.2 to borrow money and to secure the repayment of any monies borrowed or raised or owing by way of mortgage, charge, lien or other security interest over the whole or any part of the property and assets of the Club;
- 4.1.3 to employ and remunerate such staff as necessary for carrying out the work of the Club;
- 4.1.4 to take any action required to be a recognised member club of any appropriate organisation involved in yachting, sailing, rowing, boating or similar activities;
- 4.1.5 to purchase, take on lease, hire or exchange or otherwise acquire and deal with any real or personal property and any rights or privileges over or in respect of any real or personal property and to improve, maintain, develop, construct, repair and alter buildings or other property;
- 4.1.6 to sell, manage, lease, mortgage, charge, surrender, dispose of or turn to account or insure all or any of the property or assets of the Club, subject to such consents as may be required by law;
- 4.1.7 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of its Objects.

4.2 The income and property of the Club shall be applied solely towards the promotion of its Objects and no part of it shall be paid or transferred directly or indirectly, by way of distribution, bonus or otherwise by way of profit to the members of the Club.

4.3 Nothing in Article 4.2 shall prevent the payment in good faith by the Club:-

- 4.3.1 of remuneration to any Committee Member in accordance with Article 35 or of reasonable and proper remuneration to any other member;
- 4.3.2 to any member (including a Committee Member) of reasonable and proper out-of-pocket expenses;
- 4.3.3 of interest on money lent by a member (including a Committee Member) at a commercial rate of interest;
- 4.3.4 of reasonable and proper rent for premises demised or let by any member (including a Committee Member);
- 4.3.5 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Committee Members (or any of them) in relation to the Club; or
- 4.3.6 other payments as are expressly permitted by these Articles, including indemnity payments pursuant to Article 52, in respect of any liability provided for in that Article.

5. Liability of members

5.1 The liability of the Full Voting Members is limited to £1, being the amount that each Full Voting Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Full Voting Member or within one year after he ceases to be a Full Voting Member, for:-

- 5.1.1 payment of the Club's debts and liabilities contracted before he ceases to be a member;
- 5.1.2 payment of the costs, charges and expenses of winding up; and
- 5.1.3 adjustment of the rights of the contributories amongst themselves.

5.2 For the purposes of the Companies Acts, membership of the Club shall be limited to Full Voting Members. Non Voting Members shall not be subject to liability pursuant to Article 5.1.

PART 2

MEMBERSHIP

6. Eligibility for membership and registered numbers

- 6.1 Any individual, whether or not the owner of a yacht or boat, who has an interest in sailing, yachting, rowing, boating or similar activities is eligible to be considered as a candidate for membership of the Club.
- 6.2 The number of Full Voting Members with which the Club proposes to be registered is 350 but the Committee may, whenever the business of the Club requires it, authorise and register an increase of Full Voting Members.

7. Categories of membership

- 7.1 The Full Voting Members are the only members of the Club for the purposes of the Companies Acts.
- 7.2 Persons may be admitted to additional categories of membership, other than Full Voting Membership, and such members shall be Non Voting Members. Subject to these Articles, the criteria for membership and the rights and privileges of the members of each category of Non Voting Membership shall be as the Committee shall from time to time determine and set out in the Rules.
- 7.3 The Committee may from time to time establish new categories of Non Voting Membership or abolish existing categories of Non Voting Membership, provided that no new category of membership conferring voting rights at general meetings may be established other than by special resolution of the members, which resolution shall also make any amendments to these Articles necessary to incorporate the rights, privileges and restrictions attaching to such new category of voting membership.
- 7.4 A Non Voting Member shall not be eligible:-
- 7.4.1 for election as an Officer or other Committee Member (but may be appointed to a sub-committee of the Committee unless the terms of reference of that sub-committee preclude this); or
 - 7.4.2 to propose or second a candidate for election as an Officer or Elected Committee Member; or
 - 7.4.3 to propose or second any person for election as a member; or
 - 7.4.4 to receive notice of or vote at any general meeting, but shall be entitled to attend and speak at general meetings in accordance with Article 41.1.
- 7.5 Subject to the provisions of these Articles and to the Rules, all members are entitled to use the premises and facilities of the Club in common when the Club is open.

8. Honorary Members

- 8.1 The Committee may appoint or re-appoint such persons as they may determine as honorary members of the Club from time to time ("**Honorary Members**") in recognition of services or support given to the Club or to the local or wider community or the promotion of sporting activities furthered by the Club. Any such appointment shall be for such period as the Committee may determine, including by reference to the period during which the person concerned holds a particular office or for his life.
- 8.2 The rights and privileges of the Honorary Members shall be set out in the Rules but an Honorary Member will not be required to pay an entrance fee or annual or other subscriptions and shall not be entitled to vote at general meetings or to propose other members for election. The appointment or re-appointment of an Honorary Member shall be ratified by the members at the annual general meeting next following such appointment or re-appointment.

9. Subscriptions

- 9.1 The Committee may from time to time fix the levels of entrance fees and annual and other subscriptions and fees to be paid by the different categories of members, other than Life Members and Honorary Members who shall not be required to pay subscriptions.

- 9.2 The Committee may (at its discretion) provide either generally or as respects any particular member or members for the payment of annual subscriptions by instalments.

10. Elections of members

- 10.1 Save as provided in these Articles or the Rules, every candidate for membership of the Club shall be proposed by one member of the Club and seconded by another member of the Club, each of whom shall be a Full Voting Member in Good Standing. The application for membership of every such candidate shall be made in writing, signed by the candidate and, if required by the Committee, by his proposer and seconder and shall be in such form as the Committee may from time to time prescribe. Whilst personal knowledge of the candidate on the part of the proposer and seconder is desirable, this will not bar eligibility provided that reasonable enquiries as to the suitability for membership of the candidate have been made. Every application for membership shall be submitted to the Honorary Secretary accompanied by a remittance to cover the entrance fee (if any) and the appropriate subscription. In the event of the non election of the candidate, the remittance will be returned to the candidate.
- 10.2 If a proposer and/or seconder ceases to be a Full Voting Member in Good Standing before the candidate's application for membership is considered by the Committee or a membership sub-committee, another proposer or seconder (as the case may be) may, at any time not later than 14 days before the date when the candidate is to be considered for election, be substituted on the application form.
- 10.3 The name of every candidate and the names of his proposer and seconder shall be posted on the noticeboard in the Clubhouse for a period of at least 14 days before the candidate is to be considered for election for membership. Every candidate for election shall be admitted to membership upon a two-thirds majority vote of the Committee Members present at a Committee meeting or by the unanimous decision of all members of a membership sub-committee appointed by the Committee.

11. Conditions of membership

- 11.1 All members shall be subject to these Articles and the Rules.
- 11.2 The members shall pay any joining fee and annual subscription set by the Committee under Article 9.

12. Non-payment of subscriptions

Any member whose annual subscription is unpaid by 1st March (or such other date as the Committee shall determine, either generally or as regards any specific member) in any year shall cease to be a member of the Club unless the Committee suspends the operation of this provision either generally or as regards any specific member on such terms as it thinks fit. If, in accordance with Article 9.2, the Committee has permitted a member to pay by instalments then this Article shall apply to non payment of any such instalment within 7 days of its due date for payment.

13. Termination of membership

- 13.1 If, in the reasonable opinion of the Committee Members, a member (including a Full Voting member):-
- 13.1.1 is guilty of conduct which has or is likely to have a serious adverse effect on the Club or has brought or is likely to bring the Club or all or any of its members or Committee Members into disrepute (including if he is convicted of any criminal offence); or
 - 13.1.2 has acted or threatened to act in a manner which is contrary to the interests of the Club; or
 - 13.1.3 has failed to observe the terms of any of these Articles or the Rules,

and the Committee Members consider that the interests of the Club so require, they shall by notice in hard copy form (a "**Request Notice**") sent by prepaid post to that member's address, request that member to withdraw from membership of the Club within a time specified in the Request Notice, which shall not be less than 14 days after the date of service of such notice. If, within such time, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if within such time the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Committee or any sub-committee to which it has delegated its powers. The Committee or sub-committee and the member whose expulsion

is under consideration shall be given at least 14 clear days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Committee members or sub-committee members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting and present a defence without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting and present a defence without sufficient reason being given, he shall thereupon cease to be a member. The Committee shall confirm the expulsion to the member concerned by notice in writing in hard copy form ("the **Expulsion Notice**"). The Committee may exclude the member from the Clubhouse and from the use of the Club's assets and facilities from the date on which the Request Notice is given until the meeting considering his expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Clubhouse to attend that meeting (if it is held at the Clubhouse) for the purpose of making his representations.

- 13.2 A person may appeal against his expulsion by giving notice of appeal to the Committee in hard copy form within 14 days of the service on him of the Expulsion Notice. The Committee shall, within 14 days of receipt of a notice of appeal, convene a general meeting on not less than 14 clear days' notice to consider the expulsion. If at that meeting the members pass a special resolution rescinding the expulsion then the member must be reinstated as from the date of the resolution. If no such special resolution is passed, the member's expulsion will stand.
- 13.3 A member may withdraw from membership of the Club by giving seven days' notice to the Club in writing.
- 13.4 A membership terminates automatically when that person dies.
- 13.5 Membership is not transferable.
- 13.6 Any person ceasing to be a member for whatever reason forfeits all rights in relation to and claims upon the Club, its property and its funds and has no right to the return of any part of his subscriptions or fees and remains liable for any outstanding fees, subscriptions or charges due from him on the date he ceases to be a member, including, if he has been permitted to pay his annual subscription by instalments, all unpaid instalments. The Committee may (at its discretion) refund an appropriate part of a resigning member's subscription, or waive payment of any outstanding amounts, if it considers it appropriate taking account of all the circumstances.

PART 3

PRESIDENT AND OFFICERS

14. President

- 14.1 The Committee may appoint any Full Voting Member or Honorary Member in Good Standing to be the President of the Club to hold office for such period, not exceeding three years, as the Committee may decide, provided that there shall not be more than one President of the Club at any time. A President may resign from office as President at any time.
- 14.2 The position of President is an honorary position reflecting service to the Club, or to the local or wider community or the promotion of sporting activities furthered by the Club. The role of the President may be determined by the Committee from time to time and may differ according to the person holding the position. The President shall not, by virtue of that office, be deemed a Committee Member (or a director for the purposes of the 2006 Act), be entitled to any remuneration or be entitled to attend meetings of the Committee save on the invitation of the Committee Members. This will not, however, preclude the individual holding the office of President (provided that he is a Full Voting Member) from being elected or appointed as an Officer or other Committee Member in accordance with the provisions of these Articles.
- 14.3 The appointment of a President shall be ratified by the Full Voting Members at the annual general meeting next following his appointment. Any President who has been in office for three years is eligible for re-appointment.

15. Officers

- 15.1 There may be the following Flag Officers of the Club:-

- 15.1.1 a Commodore;
- 15.1.2 a Vice Commodore;
- 15.1.3 a Rear Commodore;
- 15.1.4 a Rear Commodore Rowing,

the roles and responsibilities of which shall be determined by the Committee from time to time.

- 15.2 There may be an Honorary Treasurer and an Honorary Secretary, each of whom shall be an Officer of the Club. The roles and responsibilities of the Honorary Treasurer and the Honorary Secretary shall be set out in the Rules.
- 15.3 The Officers shall be elected by the Full Voting Members from amongst their number at ~~the annual general meetings. Each Officer's term of office shall take effect from the conclusion of the annual general meeting at which he was elected and shall end at the conclusion of the next following annual general meeting, unless he is re-elected at that meeting.~~ The election of the Officers shall be conducted in accordance with Article 33.
- 15.4 There shall be no limit on the number of times that a Full Voting Member may stand for election as an Officer or on the number of consecutive occasions that he may hold office.

15.5 Officers elected at the annual general meeting held in 2019 shall hold office for the period commencing at the conclusion of that annual general meeting and ending at the conclusion of the annual general meeting held in 2020.

- 15.6 Officers elected at the annual general meeting held in 2020 shall hold office for the following periods:
- 15.6.1 Commodore and Honorary Secretary, the period commencing at the conclusion of that annual general meeting and ending at the conclusion of the third annual general meeting following that meeting;
 - 15.6.2 Vice Commodore and Honorary Treasurer, the period commencing at the conclusion of that annual general meeting and ending at the conclusion of the second annual general meeting following that meeting;

15.6.3 Rear Commodore and Rear Commodore Rowing, the period commencing at the conclusion of that annual general meeting and ending at the conclusion of the following annual general meeting.

15.7 Officers elected at annual general meetings held following the 2020 annual general meeting shall hold office for the following periods:

15.7.1 all Officers other than the Rear Commodore Rowing, the period commencing at the conclusion of the annual general meeting at which they were elected and ending at the conclusion of the third annual general meeting following that meeting or, in any particular case, such earlier annual general meeting as shall be agreed by the Full Voting Members at the time of their election;

15.7.2 the Rear Commodore Rowing, the period commencing at the conclusion of the annual general meeting at which they were elected and ending at the conclusion of the following annual general meeting.

~~15.5~~15.8 If, for whatever reason, an Officer position is not filled at an annual, or other, general meeting, or if for whatever reason a casual vacancy shall occur, then the Committee shall be entitled (but not obliged) to appoint a Committee Member to that office. In exceptional circumstances, a Full Voting Member in Good Standing who is not a Committee Member may be appointed. Such person shall hold that office until the conclusion of the next following annual general meeting, at which he shall be eligible for election as an Officer or Elected Committee Member in accordance with Article 33.

15.9 If no-one is willing to hold any Officer position, or if no one is elected or appointed to any such office in accordance with these Articles, then that office shall remain vacant.

~~15.6~~

PART 4

COMMITTEE MEMBERS

COMMITTEE MEMBERS' POWERS AND RESPONSIBILITIES

16. Committee Members' general authority

- 16.1 The business of the Club will be managed by the Committee, which may exercise all the powers of the Club, whether relating to the management of the business or not, as are not required by the Companies Acts or these Articles to be exercised by the members.
- 16.2 The Club in general meeting may, by special resolution, direct the Committee Members to take, or refrain from taking, specified action.
- 16.3 No special resolution made by the Club in general meeting shall invalidate any prior act of the Committee which would have been valid if such special resolution had not been passed.

17. Committee Members may delegate

- 17.1 Subject to these Articles, the Committee may delegate any of the powers which are conferred on it under these Articles:-
- 17.1.1 to such person or sub-committee;
 - 17.1.2 by such means (including by power of attorney);
 - 17.1.3 to such an extent;
 - 17.1.4 in relation to such matters; and
 - 17.1.5 on such terms and conditions,

as it shall think fit.

- 17.2 If the Committee so specifies, any such delegation may authorise further delegation of the Committee's powers by any person to whom they are delegated.
- 17.3 The Committee may revoke any delegation in whole or part, or alter its terms and conditions.

18. Sub-committees

- 18.1 Any sub-committee to which the Committee delegates any of its powers may consist of any one or more members of the Club (who need not be Full Voting Members unless the terms of reference of the relevant sub-committee so specify) provided that at least one member of such sub-committee must be a Committee Member.
- 18.2 Subject to Article 18.3, sub-committees to which the Committee delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Committee.
- 18.3 The Committee may make rules of procedure for all or any sub-committees, which prevail over rules derived from these Articles if they are not consistent with them.

19. Borrowing powers

- 19.1 Subject to Article 19.2, the Committee may exercise all the powers of the Club to:-
- 19.1.1 borrow and raise money;
 - 19.1.2 mortgage or charge all or any part of the undertaking, property and assets (present and future) of the Club;
 - 19.1.3 create and issue debentures and other securities; and
 - 19.1.4 give security for any debt, liability or obligation of the Club.

19.2 The Committee shall ensure that the total sum or sums of money borrowed by the Club and remaining outstanding at any time shall not, without the previous sanction of an ordinary resolution in general meeting, exceed £50,000.

20. Committee Members' responsibility for accounts and accounting records

20.1 The Committee shall cause accounting records of the Club to be kept in accordance with the Companies Acts.

20.2 Accounting records shall be kept at the Clubhouse or, subject to the 2006 Act, at such other place or places as the Committee shall think fit and shall be available for inspection at all reasonable times by the Committee Members.

20.3 The Club shall cause annual accounts to be prepared in respect of each of its financial years in accordance with the 2006 Act and shall ensure that the same are either audited (if required by law or by the members in accordance with the 2006 Act) or reported upon by a reputable firm of accountants. At the annual general meeting each year, the Committee shall lay before the members the annual accounts of the Club for the preceding financial year.

20.4 Copies of the annual accounts shall be sent to all members entitled to receive notice of general meetings and to the Club's auditors or reporting accountants, in accordance with the 2006 Act. A copy shall also be posted on the noticeboard in the Clubhouse for a period of not less than 14 days before the date of the annual general meeting.

DECISION-MAKING BY COMMITTEE MEMBERS

21. Committee Members to take decisions collectively

Decisions of the Committee Members must be either a decision at a Committee meeting or in the form of a Committee Members' written resolution in accordance with Article 27.

22. Calling a meeting of the Committee

22.1 The Committee Members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least six such meetings shall be held in each year.

22.2 Any Committee Member may call a meeting of the Committee by giving not less than 5 clear days notice of the meeting to the Committee Members or such shorter notice as all the Committee Members may agree or by directing the Honorary Secretary to give such notice.

22.3 Notice of any meeting of the Committee must indicate:-

22.3.1 its proposed date and time;

22.3.2 where it is to take place; and

22.3.3 if it is anticipated that Committee Members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

22.4 Notice of a meeting of the Committee must be given to each Committee Member in writing.

22.5 Notice of a Committee Meeting need not be given to Committee Members who waive their entitlement to notice of that meeting, by giving notice to that effect to the Club. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

23. Participation in meetings of the Committee

23.1 Subject to these Articles, Committee Members **participate** in a meeting of the Committee, or part of a meeting of the Committee, when:-

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

- 23.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 23.2 In determining whether Committee Members are participating in a meeting of the Committee, it is irrelevant where any Committee Member is or how they communicate with each other.
- 23.3 If all the Committee Members participating in a meeting of the Committee are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 24. Quorum for Committee Meetings**
- 24.1 At a meeting of the Committee, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. This Article is subject to Article 24.3 where the total number of Committee Members in office for the time being is less than the quorum for Committee meetings.
- 24.2 The quorum for the transaction of business at meetings of the Committee is any six Committee Members.
- 24.3 If the total number of Committee Members in office for the time being is less than the quorum for Committee meetings, the Committee Members must not take any decision other than a decision:
- 24.2.1 to appoint Officers (if there is a vacancy in any Officer position) or other Committee Members in accordance with Articles 15.85 and 31.2; or
- 24.2.2 to call a general meeting.
- 25. Chairing of meetings of the Committee**
- 25.1 The Commodore shall preside as chairman at all meetings of the Committee at which he is present.
- 25.2 If at any meeting the Commodore is not present within fifteen minutes after the time appointed for holding the meeting or he is not willing to preside, then the Vice-Commodore and, failing him, the Rear Commodore and, in turn the Rear Commodore Rowing shall chair that meeting. If none of the Flag Officers is present or willing to preside within such 15 minutes' period then the members of the Committee present shall choose one of their number to be chairman of that meeting.
- 25.3 The person chairing a meeting in accordance with this Article is referred to as “**the chairman**”.
- 26. Votes and casting vote**
- 26.1 In the absence of any express provision to the contrary in these Articles, a matter shall be carried if supported by a simple majority of the Committee Members present and voting. If the numbers of votes for and against a proposal are equal, the chairman has a casting vote.
- 26.2 Article 26.1 shall not apply in respect of a particular meeting (or part of it) if, in accordance with these Articles, the chairman is not to be counted as participating in the decision-making process for quorum or voting purposes or in respect of any matter that, in accordance with these Articles, requires more than a simple majority vote.
- 27. Written resolutions**
- 27.1 A resolution in writing signed or confirmed electronically by all the Committee Members for the time being entitled to receive notice of a Committee meeting and to vote on the resolution and not being less than a quorum, shall be as valid and effective for all purposes as a resolution duly passed at a meeting of the Committee.
- 27.2 Such a resolution may consist of several documents or electronic communications in the same form each signed or authenticated by one or more of the Committee Members.
- 27.3 Any Flag Officer or any three other Committee Members may propose a Committee Members' written resolution.

- 27.4 The Honorary Secretary must propose a Committee Members' written resolution if a Flag Officer or any 3 other Committee Members so request.
- 27.5 A Committee Members' written resolution, duly passed, shall be treated as if it had been a decision taken at a Committee Members' meeting in accordance with these Articles.
- 27.6 The Committee must ensure that the Club keeps a record, in writing, of all Committee Members' written resolutions for at least ten years from the date of their adoption.
- 28. Committee Members' conflicts of interest**
- 28.1 Subject to Article 28.2, if a proposed decision of the Committee is concerned with an actual or proposed transaction or arrangement with the Club in which a Committee Member is interested, that Committee Member is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 28.2 The prohibition under Article 28.1 shall not apply when:-
- 28.2.1 the Committee approves the Committee Member counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest;
- 28.2.2 the Committee Member's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- 28.2.3 the Committee Member's conflict of interest arises from a permitted cause.
- 28.3 For the purposes of Article 28.2, the following are "**permitted causes**":-
- 28.3.1 a guarantee, security or indemnity given, or to be given, by or to a Committee Member in respect of an obligation incurred by or on behalf of the Club;
- 28.3.2 subscription, or an agreement to subscribe, for securities of the Club or to underwrite, sub-underwrite, or guarantee subscription for any such securities;
- 28.3.3 arrangements pursuant to which benefits are made available to employees and Committee Members or former employees and Committee Members of the Club which do not provide special benefits for Committee Members or former Committee Members; and
- 28.3.4 a contract relating to insurance which the Club can buy or renew for the benefit of Committee Members or a group of people which includes Committee Members.
- 28.4 For the purposes of this Article 28, references to proposed decisions and decision-making processes include any meeting of the Committee or part of a meeting of the Committee.
- 28.5 Subject to Article 28.6, if a question arises at a meeting of the Committee or of a sub-committee of the Committee as to whether a Committee Member has an interest which is likely to give rise to a conflict of interest or as to the right of a Committee Member 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 Committee Member other than himself is to be final and conclusive, unless the nature and extent of the Committee Member's interests have not been fairly disclosed to the Committee.
- 28.6 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 Committee Members 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. The Committee Members' decision about the chairman is final and conclusive, unless the nature and extent of the chairman's interests have not been fairly disclosed to the Committee Members.
- 28.7 The Committee Members may, on such terms and conditions as they think fit, authorise any matter or situation proposed to them by any Committee Member which would, if not authorised, involve a Committee Member (an "**Interested Committee Member**") breaching his duty under section 175 of the 2006 Act to avoid conflicts of interest ("**Conflict**").
- 28.8 Any authorisation under Article 28.7 will be effective only if:

- 28.8.1 the matter in question shall have been proposed for consideration by the Committee Members in the same way that any other matter may be proposed to the Committee Members under the provisions of these Articles;
 - 28.8.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Committee Member or any other interested Committee Member; and
 - 28.8.3 the matter was agreed to without the Interested Committee Member voting, or would have been agreed to if the Interested Committee Member and any other interested Committee Member's vote had not been counted.
- 28.9 Where the Committee Members authorise a Conflict, the Interested Committee Member will be obliged to conduct himself in accordance with any terms and conditions imposed by the Committee Members in relation to the Conflict.
- 28.10 The Committee Members may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Committee Member, prior to such revocation or variation, in accordance with the terms of such authorisation.
- 28.11 A Committee Member is not required, by reason of being a Committee Member (or because of the fiduciary relationship established by reason of being a Committee Member), to account to the Club for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Committee Members or by the Club in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 28.12 For the purposes of this Article 28:-
- 28.12.1 an interest of a person who is connected (which word shall have the meaning given to it by section 252 of the 2006 Act)) with a Committee Member shall be treated as an interest of the Committee Member;
 - 28.12.2 subject to the Companies Acts, the Club may by ordinary resolution suspend or relax any of the provisions of this Article 28 to any extent or ratify any contract not properly authorised by reason of a contravention of any of the provisions of such Article.

29. Records of decisions to be kept

- 29.1 The Committee must ensure that the Club keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the Committee at meetings of the Committee.
- 29.2 Any such records, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 29.3 Any such records shall be circulated to all Committee Members.

30. Committee Members' power to make Rules

- 30.1 The Committee shall have the power to make, vary and revoke the Rules including, but not limited to, rules:
 - 30.1.1 setting out the different categories of Non Voting Membership of the Club;
 - 30.1.2 setting the criteria for admission to membership of the Club for the different categories of Non Voting Members;
 - 30.1.3 setting the levels of entrance fees, subscription or affiliation or other fees to be paid by each category of members (including Full Voting members);
 - 30.1.4 subject to Article 30.2, setting out the rights and privileges of, and the restrictions relating to, each category of member;
 - 30.1.5 creating regulations, standing orders and/or bye-laws for the better administration of the Club;
 - 30.1.6 setting or adopting such other regulations or policies, including child protection, equality and language policies, as the Committee thinks fit;
 - 30.1.7 regulating the terms and conditions upon which members, their children and guests and visitors shall be permitted to use the premises, property and facilities of the Club;

- 30.1.8 fixing the times of opening and closing the facilities, Clubhouse, and premises of the Club or any part of them and the permitted hours for supply of intoxicating liquor;
 - 30.1.9 prohibiting particular games on the premises of the Club entirely or at a particular time or times;
 - 30.1.10 regulating the conduct of members of the Club in relation to one another and the Club's staff;
 - 30.1.11 setting aside the whole or any part or parts of the Club's premises at any particular time or times, or for any particular purpose or purposes;
 - 30.1.12 imposing fines or other sanctions (including suspension of membership on such terms as the Committee shall think fit) for breach of any Rule or any article of association of the Club;
 - 30.1.13 regulating generally such matters as are commonly the subject of Club rules.
- 30.2 The rights, privileges and obligations of the Full Voting Members as set out in these Articles may only be amended by special resolution of the members.
- 30.3 The Committee shall take whatever steps they consider reasonable to bring the Rules and any alterations and repeals to the notice of the members.
- 30.4 In order to be valid, Rules must not be inconsistent with, or repeal anything contained in, these Articles or be in breach of any of the provisions of the Companies Acts. If there is a conflict between the terms of these Articles and the Rules, the terms of these Articles shall prevail.
- 30.5 Any Rule or Rule amendment may be set aside by special resolution of the members.

CONSTITUTION OF COMMITTEE, BECOMING AND CEASING TO BE A COMMITTEE MEMBER, REMUNERATION AND EXPENSES

31. Constitution of Committee

31.1 The members of the Committee shall be:-

- 31.1.1 the Commodore;
- 31.1.2 the Vice Commodore;
- 31.1.3 the Rear Commodore;
- 31.1.4 the Rear Commodore Rowing;
- 31.1.5 the Honorary Treasurer;
- 31.1.6 the Honorary Secretary;
- 31.1.7 up to 8 Full Voting Members elected by the Club in general meeting in accordance with Article 33 ("**Elected Committee Members**"); and
- 31.1.8 such other Full Voting Members (if any) as the Committee may from time to time appoint in accordance with Article 31.2.

An outgoing Commodore may serve as an ex officio member of the Committee until the conclusion of the annual general meeting next following the end of his term of office.

- 31.2 The Committee shall have power at any time to appoint any Full Voting Member in Good Standing who is willing to act as a Committee Member, either to fill a vacancy or as an addition to the existing Committee but the total number of Committee Members shall not exceed any maximum number fixed in accordance with these Articles. Any person so appointed shall hold office until the conclusion of the next annual general meeting following such appointment but shall be eligible to stand for election at that meeting as an Officer or Elected Committee Member.
- 31.3 The number of Committee Members shall be not less than 8 and shall be subject to a maximum of 14 plus the previous Commodore if serving in accordance with the final sentence of Article 31.1. If the number of Committee Members in office is less than the minimum number, the continuing Committee Member(s) may only act for the purpose of appointing Officers (if there is a vacancy in an Officer position) or other Committee Members or of calling a general meeting.
- 31.4 All acts carried out in good faith at any meeting of the Committee or of any sub-committee, or by any person acting as a Committee Member or member of any sub-committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

32. Elected Committee Members

- 32.1 The election of the Elected Committee Members shall be conducted in accordance with Article 33. An Elected Committee Member so elected shall hold office from the conclusion of the annual general meeting at which he was elected, until the conclusion of the next following annual general meeting.
- 32.2 There shall be no limit on the number of times that a Full Voting Member may stand for election as an Elected Committee Member or on the number of consecutive occasions that he may hold office.

33. Elections

33.1 Each year, not later than 50 days prior to the annual general meeting for that year, the Honorary Secretary shall post a notice in a prominent position on the noticeboard in the Clubhouse and on the Club's website, inviting nominations for the election of ~~Commodore, Vice Commodore, Rear Commodore, Honorary Treasurer, Honorary Secretary~~those Officers that are subject to election at that annual general meeting and up to 8 Elected Committee Members, ~~not later than 50 days prior to the annual general meeting for that year.~~

33.2 Any Full Voting Member in Good Standing may nominate another Full Voting Member in Good Standing to be the Commodore, Vice Commodore, Rear Commodore, Honorary Secretary, Honorary Treasurer (as relevant) or an Elected Committee Member. Any nomination must be seconded by another Full Voting Member in Good Standing. Full Voting Members may only nominate or second one candidate for each post and the nomination form must be completed and returned to the Honorary Secretary, signed by the proposer, seconder and candidate, not later than 30 days prior to the annual general meeting at which the candidate is to be proposed for election. A list of candidates' names in alphabetical order, with the names of those proposing and seconding them, shall be posted in a conspicuous place on the notice board in the Clubhouse for at least 21 days prior to the annual general meeting.

33.3 ~~The first Rear Commodore Rowing to hold office following the adoption of these Articles shall be elected by the Full Voting Members upon the recommendation of the Committee. Thereafter, t~~The rowing sub-committee appointed by the Committee (or, if there is no rowing sub-committee in place at the relevant time, the Committee) may nominate any Full Voting Member in Good Standing to be Rear Commodore Rowing and in so doing shall give due consideration to the recommendations of those members who have demonstrated an interest in the Club's rowing activities. Such nomination shall be notified to the Committee not later than 30 days prior to the date of the annual general meeting at which such nomination is to be voted upon and shall be posted in a conspicuous place on the noticeboard in the Clubhouse for at least 21 days prior to the annual general meeting.

33.4 All candidates nominated in accordance with Articles 33.2 and 33.3 shall be proposed for election at the annual general meeting. If there is the same number of candidates as there are vacancies for a post, those candidates shall not be deemed to be elected by virtue of there being no competition for positions. If there are more nominations than vacancies, elections shall be made by ballot which shall be conducted at the annual general meeting as directed by the Committee provided that the ballot forms shall contain the names of the candidates only in alphabetical order and the procedure for the ballot must permit each Full Voting Member entitled to vote at the meeting to vote for any number of candidates not exceeding the number of vacancies. Save in exceptional circumstances, the results of any such ballot shall be announced at the annual general meeting by the chairman of the meeting.

33.5 If any candidate, after being elected as an Officer or other Committee Member, informs the chairman of the meeting before the end of the meeting at which he was elected that he does not wish to serve then, if such candidate was elected by ballot, the candidate who has the next largest number of votes shall be deemed to have been elected.

33.6 If two or more candidates obtain an equal number of votes, the Committee shall select by lot from such candidates the candidate or candidates who are to be elected.

34. Termination of Committee Member's appointment

34.1 In addition and without prejudice to the provisions of section 168 of the 2006 Act, the Full Voting members may by ordinary resolution (of which special notice has been given in accordance with

section 312 of the 2006 Act) remove any Committee Member before the expiration of his period of office and by ordinary resolution appoint another Full Voting Member in Good Standing in his place. Any person so appointed shall hold office until the conclusion of the next annual general meeting following such appointment but he shall be eligible to stand for election at that meeting as an Officer or Elected Committee Member.

34.2 Without prejudice to the provisions of section 168 of the 2006 Act, a person shall cease to be a Committee Member as soon as:-

34.2.1 that person ceases to be a Committee Member by virtue of any provision of the 2006 Act or is prohibited by law from being a company director;

34.2.2 a bankruptcy order is made against that person;

34.2.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

34.2.4 a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a Committee Member and may remain so for more than three months;

34.2.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

34.2.6 that person shall without sufficient reason for more than four consecutive Committee meetings have been absent without permission of the Committee and all other Committee Members resolve that his office be vacated;

34.2.7 that person is requested to resign by all the other members of the Committee acting together;

34.2.8 being an Officer, that person ceases to be an Officer;

34.2.9 that person ceases to be a Full Voting Member; or

34.2.10 notification is received by the Club from the Committee Member that the Committee Member is resigning from office, and such resignation has taken effect in accordance with its terms.

34.3 An Officer who ceases to be a Committee Member for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.

35. Committee Members' remuneration

35.1 Save for the Honorary Secretary, the Club shall not pay any Officer or other Committee Member any remuneration in relation to his services in his capacity as an Officer or Committee Member. The Committee may, at its absolute discretion, make payment to the Honorary Secretary for his services to the Club in his capacity as company secretary. Such remuneration may take any form provided that it does not exceed the general market rate for the secretary of a corporate or unincorporated body similar to that of the Club providing comparable services.

35.2 Subject to the provisions of the Companies Acts, the Committee may enter into an agreement or arrangement with any Committee Member for his employment by the Club or for the provision by him of any services outside the scope of the ordinary duties of a Committee Member provided that the remuneration paid to that Committee Member does not exceed the general market rate for persons providing comparable services.

36. Committee Members' expenses

Without prejudice to Article 35, the Club may pay any reasonable expenses which the Committee Members properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

PART 5

DECISION MAKING BY MEMBERS

ORGANISATION OF GENERAL MEETINGS

37. Annual general meetings and general meetings

37.1 The Club shall hold a general meeting in every calendar year as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such time and place as may be determined by the Committee.

37.2 The annual general meeting shall be held for the following purposes:-

37.2.1 to receive from the Committee the Club's accounts;

37.2.2 to receive from the Committee a report of the activities of the Club since the previous annual general meeting;

37.2.3 to appoint the Club's auditors or, if the Club is not required and does not elect to appoint auditors, to appoint its reporting accountants;

37.2.4 to elect the Officers that are subject to election at that meeting;

37.2.5 to elect the Elected Committee Members;

37.2.6 to ratify the appointment or re-appointment by the Committee of any Honorary Member;

37.2.7 to ratify the appointment or re-appointment by the Committee of any President;

37.2.8 to transact such other business as may be brought before it.

37.3 All general meetings, other than annual general meetings, shall be called general meetings.

37.4 The Committee may, whenever it thinks fit, convene a general meeting and must, on the requisition in writing, given in accordance with section 303 of the 2006 Act, of Full Voting Members representing not less than 5% of the total voting rights of all the Full Voting Members having at the date of deposit of the requisition a right to vote at general meetings, proceed to convene a general meeting in accordance with the 2006 Act.

37.5 A general meeting, including an annual general meeting (other than an adjourned meeting) must be called by notice of at least 14 clear days. The notice shall be given to all Full Voting Members in Good Standing and to the Club's auditors or reporting accountants. It shall also be posted in a conspicuous position on the noticeboard at the Clubhouse and on the Club's website.

37.6 Every notice calling a general meeting shall specify the place, date and time of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a Full Voting Member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, speak and vote. The notice shall specify the general nature of the business to be transacted at the meeting and if any resolution is to be proposed as a special resolution.

37.7 The accidental omission to give notice of any meeting or to send an instrument of proxy (where this is intended to be sent with the notice) to, or the non-receipt of either by, any member shall not invalidate the proceedings at that meeting.

37.8 Full Voting Members present at any general meeting shall be deemed to have received notice of that meeting and, where requisite, of the purposes for which it was called.

38. Attendance and speaking at general meetings

The Committee may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

39. Quorum for general meetings

39.1 No business, other than the appointment of the chairman of the meeting, is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

39.2 Subject to Article 42.5, 50 Full Voting Members or Full Voting Members comprising 15% of the Full Voting Members (whichever is the lesser) shall be a quorum.

40. Chairing general meetings

40.1 The Commodore shall chair general meetings if present and willing to do so. If the Commodore is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to preside, the Vice Commodore and, failing him, the Rear Commodore and, in turn, the Rear Commodore Rowing shall preside. If none of the Flag Officers is present, or willing to preside, within fifteen minutes of the time at which a meeting was due to start:-

40.1.1 the Committee Members present; or

40.1.2 (if no Committee Members are present), the meeting,

must appoint a Committee Member or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

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

41. Attendance and speaking by Non Voting Members and by non-members

41.1 Non Voting Members may attend and speak at general meetings. The Club shall not be required to give notice of any general meeting to any Non Voting Member but shall observe the requirements of the third sentence of Article 37.5.

41.2 The chairman of the meeting may (at his discretion) allow other persons who are not members of the Club to attend and speak at a general meeting.

42. Adjournment

42.1 If the persons 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, unless the meeting was convened on the requisition of Full Voting Members when the meeting shall be dissolved.

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

42.2.1 the meeting consents to an adjournment; or

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

42.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

42.4 When adjourning a general meeting, the chairman of the meeting must:-

42.4.1 either 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 Committee; and

42.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least 7 clear days' notice of it to the same persons to whom notice of general meetings is required to be given, and containing the same information which such notice is required to contain. Otherwise, it shall not be necessary to give notice of an adjourned meeting.

42.5 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, provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting 25 Full Voting Members shall be a quorum.

VOTING AT GENERAL MEETINGS

43. Voting: general

- 43.1 Every Full Voting Member in Good Standing shall be entitled to receive notice of, attend and speak at general meetings and cast one vote on each decision to be made by the meeting. No member shall be entitled to cast more than one vote, except that, in the case of an equality of votes, the chairman of the meeting may have a second or casting vote.
- 43.2 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 these Articles.
- 43.3 Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect contained in the minutes of the meeting, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

44. Errors and disputes

- 44.1 No objection may be raised as to the qualification of any person 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.
- 44.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

45. Poll votes

- 45.1 A poll on a resolution may be demanded:-
- 45.1.1 in advance of the general meeting where it is to be put to the vote; or
 - 45.1.2 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.
- 45.2 A poll may be demanded by:-
- 45.2.1 the chairman of the meeting; or
 - 45.2.2 the Committee; or
 - 45.2.3 five or more Full Voting Members present in person or by proxy having the right to vote on the resolution; or
 - 45.2.4 Full Voting Members, present in person or by proxy, representing not less than one tenth of the total voting rights of all the Full Voting Members having the right to vote at the meeting.
- 45.3 A demand for a poll may be withdrawn if:-
- 45.3.1 the poll has not yet been taken; and
 - 45.3.2 the chairman of the meeting consents to the withdrawal.
- 45.4 Polls shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 45.5 A poll demanded on the election of a chairman for the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

45.6 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

46. Proxies

46.1 Only Full Voting Members may appoint proxies. A Full Voting Member may appoint a proxy to exercise all or any of the member's rights to attend, speak and vote at general meetings.

46.2 Any person (whether a member or not) may be appointed to act as a proxy.

47. Content of proxy notices

47.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:-

47.1.1 states the name and address of the member appointing the proxy;

47.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

47.1.3 is signed by the member appointing the proxy or his attorney duly authorised in writing, or is authenticated in such manner as the Committee Members may determine; and

47.1.4 is delivered to the Club in accordance with these Articles and any instructions contained in the notice of the general meeting, and/or in any proxy notice sent by the Club in relation to the general meeting, to which they relate.

47.2 The Committee may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

47.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

47.4 Unless a proxy notice indicates otherwise, it must be treated as:-

47.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

47.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

48. Delivery of proxy notices

48.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person.

48.2 An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

48.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

48.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

49. Amendments to resolutions

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

49.1.1 notice of the proposed amendment is given to the Club in writing by a person 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

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

- 49.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:-
- 49.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 49.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 49.3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 49.4 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.

PART 6

ADMINISTRATIVE ARRANGEMENTS

50. Means of communication to be used

- 50.1 Subject to these Articles, anything sent or supplied by or to the Club may be sent or supplied in any way which the 2006 Act 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. In particular, the Club may validly send or supply any document (including any notice) or information to a Full Voting Member in hard copy form, electronic form or by making it available on its website in accordance with and subject to the 2006 Act, but this Article does not affect any other provision in any relevant legislation or these Articles requiring notices or documents to be delivered or supplied in a particular way.
- 50.2 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 50.2.1 if properly addressed and sent by prepaid United Kingdom post to an address in the United Kingdom, 24 hours after it was posted if first class post was used or 48 hours after posting if first class post was not used;
 - 50.2.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 50.2.3 if properly addressed and sent or supplied in electronic form, one hour after the document or information was sent or supplied; and
 - 50.2.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.
- 50.3 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the 2006 Act.
- 50.4 Subject to these Articles, any notice or document to be sent or supplied to a Committee Member in connection with the taking of decisions by the Committee may also be sent or supplied by any means by which that Committee Member has asked to be sent or supplied with such notices or documents for the time being.
- 50.5 A Committee Member may agree with the Club that notices or documents sent to that Committee Member 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 less than the relevant time specified in Article 50.2.
- 50.6 Where two Full Voting Members are, for the purpose of the annual subscriptions payable, treated as family members, any notice, document or other information may be sent or supplied to any one of them and will be treated as having been sent to both of them. In addition, anything which needs to be agreed or specified in relation to any notice, document or other information to be sent or supplied to them may be agreed or specified by any one of them and, if there is more than one such agreement or specification, the later such agreement or specification will be accepted to the exclusion of the earlier.

51. No right to inspect accounting or other records

The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions the accounts and books of the Club or any of them shall be open to the inspection of the members, not being Committee Members, and no member, including a Full Voting Member (not being a Committee Member) shall have any right to inspect any accounting or other books, records or documents of the Club except as provided by law or authorised by the Committee or by an ordinary resolution of the Club, merely by virtue of being a member.

COMMITTEE MEMBERS' INDEMNITY AND INSURANCE

52. Indemnity

52.1 Subject to Article 52.2, but without prejudice to any indemnity to which a Committee Member or former Committee Member is otherwise entitled:-

52.1.1 a Committee Member or former Committee Member may be indemnified out of the Club's assets against all costs, charges, losses, expenses and liabilities incurred by him as a Committee Member or former Committee Member in the actual or purported execution and/or discharge of his duties, or in relation to them, including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part, or in connection with any application in which the court grants him, in his capacity as a Committee Member or former Committee Member, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Club's affairs; and

52.1.2 the Club may provide any Committee Member or former Committee Member with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 52.1.1 and otherwise may take any action to enable any such Committee Member or former Committee Member to avoid incurring such expenditure.

52.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly.

53. Insurance

The Committee may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any Committee Member or former Committee Member in respect of any loss or liability which has been or may be incurred by a Committee Member or former Committee Member in connection with that Committee Member's or former Committee Member's duties or powers in relation to the Club.

PART 7

DISSOLUTION

54. Dissolution

54.1 The Members may vote to wind up the Club by special resolution passed at a general meeting. At that meeting, the Club shall appoint a committee with responsibility for ensuring the orderly winding up of the Club's affairs and the distribution of its surplus assets in accordance with Article 54.2. If no such committee is appointed, then the Committee will act in this regard. The relevant Committee shall, for the purposes of this Article 54, be referred to as the "**Winding Up Committee**".

54.2 After settling all liabilities of the Club, the Winding Up Committee shall pay or otherwise distribute the surplus assets remaining to:-

54.2.1 another club or clubs (whether or not incorporated) with similar sports objects to that of the Club; or

54.2.2 a registered charity,

provided that any assets that have been acquired by the Club using grant funding shall be disposed of to another club or club (whether or not incorporated) having similar sports objects to that of the Club.

54.3 The Winding Up Committee shall have discretion as to which club or clubs or registered charity the surplus assets of the Club shall be paid or distributed, provided that it will take account of any recommendations and suggestions made by members at the general meeting referred to in Article 54.1.