

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

-of

**CITY OF OXFORD SWIMMING CLUB
THE COMPANIES ACT 2006**

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

CITY OF OXFORD SWIMMING CLUB

PART 1

INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires

2006 Act: means the Companies Act 2006;

Articles: means the Club's articles of association for the time being in force;

Swim England: means The Amateur Swimming Association (Swim England) Limited, a company limited by Guarantee (Company Number: 10931571), with its registered office at SportPark, 3 Oakwood Drive, Loughborough, Leicestershire LE11 3QF, the governing body of

swimming in England and its successors and assigns;

bankruptcy: includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Board: means the board of directors of the Club established from time to time in accordance with Article 21, the members of which are the Directors of the Company for the purposes of the 2006 Act;

British Swimming: the governing body for Swimming, Diving, Synchronised Swimming, Water Polo and Open Water in Great Britain, comprised of the three national governing bodies of England (Swim England), Scotland (Scottish Swimming) and Wales (Swim Wales) and their successors and assigns;

1

Chairman: means the person elected from time to time in accordance with these Articles as the chairman of the Club;

Circulation Date: in relation to a written resolution has the meaning given to it in the 2006 Act;

Club: means City of Oxford Swimming Club;

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Club;

Constituent Body: means the Constituent Body of Swim England to which the Club is from time to time affiliated and which at the date of incorporation is Swim England South East Region;

Director: means a director of the Club, and includes any person occupying the position of director by whatever name called;

Document: includes, unless otherwise specified, any document sent or supplied in electronic form;

Elected Director means a director elected in accordance with Article 21;

Electronic form: has the meaning given in section 1168 of the 2006 Act;

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 17, any director whose vote is not to be counted in respect of the particular matter);

Executive Officer: each of the Chairman, Treasurer and Secretary of the Club;

FINA (*Fédération internationale de natation*): is the international federation recognised by the International Olympic Committee (IOC) for administering international competition in Aquatics of which British Swimming is a member;

Member: means the persons admitted to the membership of the Club in accordance with Article 32 and any Rules from time to time in force;

Objects: means the objects of the Club as stated in Article 2;

Ordinary resolution: has the meaning given in section 282 of the 2006 Act;

Rules: means the rules and regulations of the Club made by the Board, or its delegate(s), or by the Club in general meeting, in accordance with these Articles (as amended from time to time);

Secretary: means the means the secretary of the Club appointed from time to time in accordance with these Articles;

2

Treasurer: means the treasurer of the Club appointed from time to time in accordance with these Articles;

Special resolution: has the meaning given in section 283 of the 2006 Act;

Subsidiary: has the meaning given in section 1159 of the 2006 Act;

Voting Members: means the members of the Club who are at least 18 years of age and who, under these Articles, are entitled to receive notice of, and attend and vote at general meetings for the purposes of the 2006 Act; and

Writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, words and expressions in these Articles have the same meanings as in the 2006 Act.

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

1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.

1.6 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2. OBJECTS

The objects for which the Club is established are the teaching, development and practice of swimming, for its members and, where appropriate, competition.

3. AFFILIATION

Subject to the requirements of the 2006 Act, the Club will affiliate to Swim England and to the Constituent Body designated by Swim England. The Club will further comply with and uphold the bye-laws, rules and regulations of the Constituent Body, Swim England, British Swimming, and FINA as amended from time to time and the rules and regulation of any body to which Swim England is affiliated.

4. POWERS

In pursuance of the objects set out in article 2, the Club has the power to:

- (a) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Club;
- (b) without limitation to 4(a), to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as the City of Oxford Swimming Club and to indemnify the City of Oxford Swimming Club its officers, members and any members of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertakings of City of Oxford Swimming Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of the City of Oxford Swimming Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertakings.
- (c) borrow and raise money in such a manner as the directors deem appropriate and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Club's property and assets;
- (d) invest and deal with the funds of the Club not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- (e) subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- (f) lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity

and suretyships of all kinds to receive money on deposit or loan upon such terms as the Club may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any Club, firm or person including any holding Club or subsidiary;

- (g) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist

4

any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;

- (h) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Club and to contract with any person, firm or Club to pay the same;
- (i) enter into contracts to provide services to or on behalf of other bodies;
- (j) provide and assist in the provision of money, materials or other help;
- (k) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (l) incorporate subsidiary companies to carry on any trade; and
- (m) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in article 2.

5. APPLICATION OF INCOME AND PROPERTY

5.1 The income and property of the Club from wherever derived shall be applied solely in promoting the Club's Objects.

5.2 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise.

5.3 Nothing in these Articles shall prevent any payment by the Club in good faith, and in accordance with Swim England rules of:

- (a) reasonable and proper remuneration to any Member, officer or servant of the Club for any services rendered to the Club;
- (b) any interest on money lent by any Member or any director at a reasonable and proper rate;
- (c) reasonable and proper rent for premises demised or let by any Member or director; or
- (d) reasonable out-of-pocket expenses properly incurred by any director when acting on behalf of the Club.
- (e) Payment under an indemnity from the Club in the circumstances set out in Article 50.

6. WINDING UP

On the winding-up or dissolution of the Club, after provision has been made for all its debts and liabilities, any assets or property that remain shall not be paid or distributed to the Members (except to a Member that qualifies under these Articles) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Club. Such body is to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to

5

any such resolution of the Members, may be made by resolution of the directors at or before the time of winding up or dissolution.

7. GUARANTEE

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

- (a) payment of the Club's debts and liabilities contracted before he ceases to be a Member, (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8. DIRECTORS' GENERAL AUTHORITY

8.1 Subject to these Articles, the Rules made pursuant to them, and the 2006 Act, the Board is responsible for the management of the Club's business in accordance with its objects, for which purpose it may exercise all the powers of the Club.

8.2 No alteration of the Articles or any special resolution shall invalidate any prior act of the Directors.

9. DIRECTORS MAY DELEGATE

9.1 Subject to the articles, the Board may delegate any of the powers which are conferred on them under the articles:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions;

6

as it deems appropriate.

9.2 If the directors so specify, any such delegation may authorise further delegation of the Boards' powers by any person to whom they are delegated.

9.3 All acts and proceedings delegated under this Clause 9 shall be reported to the Board in due course.

9.4 The Board may revoke any delegation in whole or part or alter its terms and conditions.

10. COMMITTEES

10.1 The Board may make rules of procedure for all or any committees.

The quorum for meetings of any committee of sub-committee formed pursuant to the provisions of the Articles shall be 2.

DECISION-MAKING BY DIRECTORS

11. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 12.

12. UNANIMOUS DECISION

12.1 A decision of the Board is taken in accordance with this Article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.

12.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.

12.3 A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at such a meeting.

13. CALLING A MEETING OF THE BOARD

13.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they deem appropriate, provided that meetings are held not less than once a month (save where the Board itself shall by a simple majority resolve not to meet).

7

13.2 The Chairman and the Secretary shall have discretion to call further meetings of the Board by giving notice of the meeting to the Directors.

13.3 Notice of any meeting of the Board must indicate:

- (a) Its proposed date and time
- (b) Where it is to take place; and
- (c) If it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed they should communicate with each other during the meeting, the form and manner of proposed communication being unrestricted, as provided in 14.1(b).

13.4 Notice of a meeting of the Board must be given to each Director but need not be in writing. A Director who is absent from the United Kingdom shall be entitled to notice only if he has provided to the Board a valid email address at which to be notified.

14. PARTICIPATION IN MEETINGS OF THE BOARD

14.1 Subject to the articles, directors participate in a meeting of the Board, or part of it when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

14.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

15. COMPOSITION OF THE BOARD AND QUORUM

15.1 The quorum for meetings of the Board shall be such number as shall represent not less than a simple majority of the Board members, and must include one Executive Officer.

15.2 the total number of Directors for the time being is less than the quorum required,

the Directors must not take any decision other than a decision to:

- (a) to fill a casual vacancy arising among the Directors in accordance with Article 28; or (b) call a general meeting to enable members to appoint directors; or

8

- (c) admit members of the Club

- (d) In the event that a quorum is not present within 30 minutes of the published start time, a meeting shall stand adjourned to the time and date falling seven days after the date of the meeting, or such other date and time as may be determined by the Chairman. If a quorum is not present at the adjourned meeting then those Committee members attending may act for the purpose of calling a Special General Meeting of the members, to which the provisions as to minimum notice shall not apply.

15.3 For the purposes of any meeting (or part of a meeting) held pursuant to article 17 to authorise a Conflict, if there is only one Eligible Director in office other than the Directors with a Conflict, the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

16. CASTING VOTE

16.1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting has a casting vote.

16.2 Article 16.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director is not an Eligible Director for the purposes of that meeting (or part of a meeting).

17. DIRECTORS' CONFLICTS OF INTEREST

17.1 Whenever a Director finds themselves in a situation that is reasonably likely to give rise to a Conflict, they must declare their interest to the other Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

17.2 If any question arises as to whether a Director has a Conflict, the question shall be decided by a majority decision by the other Directors

17.3 Whenever a Director has a Conflict, either in relation to a matter to be discussed at a meeting or a decision to be made in accordance with Article 17.1:

- (a) if the Conflict relates to a benefit permitted under Article 5, then the Director must comply with Article 17.4;
- (b) for all other Conflicts, either the Director must comply with Article 17.4. or authorisation must be given by the non-conflicted Directors under Article 18.1.

17.4 If a Director with a Conflict is required to comply with Article 17.3 they must:

9

- (a) remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;
- (b) not be counted in the quorum for that part of the meeting; and
- (c) withdraw during the vote and have no vote on the matter.

17.5 When a Director has a Conflict which they have declared to the Directors, they shall not be in breach of their duties to the Club by withholding confidential information from the Club if to disclose it would result in a breach of any other duty or obligation of confidence owed by them.

18. DIRECTORS' POWER TO AUTHORISE A CONFLICT OF INTEREST

18.1 The Directors have power to authorise a Director to be in a position of Conflict provided:

- (a) this power cannot be used to authorise a Conflict arising from a benefit permitted under Article 5;
- (b) in relation to the decision to authorise a Conflict, the conflicted Director must comply with Article 17.4;
- (c) in authorising a Conflict, the Directors can decide the manner in which the Conflict may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict can participate in a vote on the matter and can be counted in the quorum;
- (d) the decision to authorise a Conflict can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation; and
- (e) nothing in this Article 18 shall have the effect of allowing the Directors to authorise a benefit that is not permitted in accordance with Article 5.

18.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 18.1 then, even if they have been authorised to remain at the meeting by the other Directors, the Director may absent themselves from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

18.3 A Director shall not be accountable to the Club for any benefit which they derive from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 18.1 (subject to any limits or conditions to which such approval was subject).

19. RECORDS OF DECISIONS TO BE KEPT

19.1 The directors must ensure that the Club keeps a record, in writing, for at least 6 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

19.2 The directors must ensure that the Club retains their financial records for a minimum of six years.

20. DIRECTORS’ DISCRETION TO MAKE FURTHER RULES

Subject to these Articles, the directors may make any rule which they deem appropriate about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

21. METHODS OF APPOINTING DIRECTORS

21.1 Subject to 21.3, the Number of Directors shall be not less than five and shall be subject to a maximum of 10.

21.2 The members of the Board shall be:

- (a) The Chairman,
- (b) The Secretary,
- (c) The Treasurer; and
- (d) Up to 7 Elected Directors.

21.3 The first Director, who shall hold office on incorporation, shall be:

	Office	Name
21.3 (a)	Chairman	James Smith

21.4 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- (a) by ordinary resolution of Voting Members in an election conducted in accordance Article 27, or
- (b) in the case of a Causal Vacancy under Article 28, by a decision of the directors.

22. ELECTION AT AGM

22.1 At the annual general meeting held on or about June each year any vacancy in the Board may be filled by election. The election shall be conducted in accordance with Article 27. Subject to earlier termination of a Director's appointment in accordance with Article 23, each director shall be proposed, seconded and elected at the AGM each year and shall remain in office until successors are elected at the next AGM. Retiring directors shall be eligible for re-election.

23. TERMINATION OF DIRECTOR'S APPOINTMENT

23.1 A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) 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 director and may remain so for more than three months;
- (e) notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (f) the person is suspended from holding office or from taking part in any activity relating to the administration or management of the Club by a decision of Swim England;
- (g) the person is absent without sufficient reason for more than three consecutive Board meetings and all other members of the Board resolve his office be vacated;
- (h) the person ceases to be a Member.

23.2 A Chairman, Treasurer, Secretary or Elected Director who is removed from office as a Director of the Board for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.

PART 3

APPOINTMENTS AND ELECTED POSITIONS

24. CHAIRMAN

Subject to 21.3, the election for the office of Chairman shall be conducted in accordance with Article 27. The Chairman shall be a Director by virtue of her/his office and shall have such rights and privileges as the Voting Members shall from time to time prescribe.

25. SECRETARY

The election for the office of Secretary shall be conducted in accordance with Article 27. The Secretary shall be a Director by virtue of her/his office and shall have such rights and privileges as the Voting Members shall from time to time prescribe.

26. TREASURER

The election for the office of Treasurer shall be conducted in accordance with Article 27. The Treasurer shall be a Director by virtue of her/his office and shall have such rights and privileges as the Voting Members shall from time to time prescribe.

27. ELECTIONS

27.1 Any Voting member may nominate another Member to be a Chairman, Secretary, Treasurer or an Elected Director of the Club.

27.2 Any person nominated must be a Voting Member.

27.3 Any nomination must be in the forms prescribed from time to time by the Board and received 21 days prior to the AGM at which the election for the position will occur.

27.4 Elections of those nominated will occur at the AGM.

27.5 The Chairman, Secretary and Treasurer shall each be Directors by virtue of their office.

28. CASUAL VACANCIES

28.1 A casual vacancy arising among the offices of Chairman, Secretary, Treasurer or the Elected Directors, shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until the next AGM but shall be eligible for election in accordance with these Articles. An

board members, one of who must be an Executive board member.

29. DIRECTORS' REMUNERATION

29.1 Directors may undertake any services for the Club that the directors decide.

29.2 Directors are entitled to such remuneration as the directors determine— (a) for their services to the Club as directors, and

(b) for any other service which they undertake for the Club.

29.3 Subject to the articles, a director's remuneration may—

(a) take any form, and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

29.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

29.5 Unless the directors decide otherwise, directors are not accountable to the Club for any remuneration which they receive as directors or other officers or employees of the Club's subsidiaries or of any other body corporate in which the Club is interested.

30. DIRECTORS' EXPENSES

30.1 The Club may pay any reasonable expenses which the directors properly incur in connection with their attendance at

(a) meetings of directors or committees of directors,

(c) general meetings, or

(d) separate meetings of the holders of debentures of the Club,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

31. CHANGE OF CLUB NAME

31.1 The name of the Club may be changed by:

(a) a decision of the directors; or

(b) a special resolution of the Members,

or otherwise in accordance with the 2006 Act.

31.2 The Club name will not be a name similar to or capable of being confused with another Swim England Club.

31.3 The Club Name will be approved by the Constituent Body.

PART 4

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

32. BECOMING A MEMBER

The subscribers to the Memorandum of Association of the Club, the members of the unincorporated association known as City of Oxford Swimming Club as at the date of incorporation and such other persons as are admitted to membership by the board in accordance with these articles, shall be the members of the club.

33. APPLICATIONS FOR MEMBERSHIP

33.1 No person shall become a member of the Club unless—

- (a) that person has completed an application for membership in a form approved by the Board,
and
- (b) the Membership Officer on behalf of the Board has approved the application.

33.2 Membership is open to all without discrimination and no person shall be denied membership on the grounds of race, ethnic origin, creed, colour, age, disability, gender, occupation, sexual orientation, religion, political or other beliefs.

33.3 For the purposes of registration, the number of members is declared to be unlimited.

33.4 The Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members.

34. CONDITIONS OF MEMBERSHIP

34.1 In accordance with Article 51, the Board may, from time to time, make rules in

relation to the conditions of membership including rules and processes in relation to:

- (a) refusal of applications for membership
- (b) resignation or termination of membership
- (c) expulsion and other disciplinary action.

34.2 In relation to any expulsion, or other disciplinary action in relation to a Member, The Club will comply with Swim England's relevant Judicial Regulations for handling Club Disputes if appropriate.

ORGANISATION OF GENERAL MEETINGS

35. TIMING AND PURPOSE

35.1 The club shall hold a general meeting in every calendar year (AGM) at such time and place as may be determined by the Board (month of June). The Club Secretary shall be responsible for sending to each member at his/her last known postal or electronic address a written agenda giving notice of the date, time and venue of the General Meeting no later than **28** days prior to the published date.

35.2 The AGM shall be held for the following purposes:

- (a) to receive from the Board the Club's examined accounts, and the treasurer's report as to the financial position of the Club;
- (b) to receive from the Board a report of the activities of the Club since the previous AGM;
- (c) to appoint the Club's auditor of independent examiner;
- (d) to elect/announce the election (as appropriate) of the Chairman, Secretary, Treasurer and the Elected Directors to be appointed in accordance with these Articles; and
- (e) to transact any other business as may be brought before it.

35.3 Nominations for election, and proposals for any Rule changes, must be received from the proposer and seconder in writing by the Secretary at least 21 days before the AGM is held.

35.4 A General Meeting may be called for a special purpose at any other time either by the Board or by notice in writing from 10% of the Voting Members and held within **28** days of receipt by the Club Secretary of a requisition in writing.

35.5 Any Rule change agreed at an AGM or special general meeting must be agreed by the region to which the Club is affiliated or other designated person before it becomes effective.

36. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

36.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

36.2 A person is able to exercise the right to vote at a general meeting when—

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (c) For persons aged over 18 years, any parent member does not hold voting rights when voting on resolutions.
- (d) Parents do not exercise votes on behalf of children who are members below the age of 18. If a parent wishes to vote they must join the Club as a member in their own right.

36.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

36.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

36.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

37. QUORUM FOR GENERAL MEETINGS

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. Subject to Article 40.6, seven (7) Voting Members or one-tenth of the voting membership of the Club (whichever is the greater number) present in person shall be a quorum.

38. CHAIRING GENERAL MEETINGS

38.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

38.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting,

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

38.3 The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

39. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

39.1 Directors may attend and speak at general meetings.

39.2 The chairman of the meeting may permit other persons who are not members of the Club to attend and speak at a general meeting.

40. ADJOURNMENT

40.1 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.

40.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

18

(a) the meeting consents to an adjournment, or

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

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

40.4 When adjourning a general meeting, the chairman of the meeting must—

- (a) 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 directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

40.5 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 (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- (a) to the same persons to whom notice of the Club's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

40.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting not less than two 10 Voting Members shall be a quorum.

41. VOTING

41.1 Every Voting Member shall be entitled to receive notice of annual general meetings and cast one vote.

41.2 A resolution put to the vote of a general meeting must be decided on a show of hands.

41.3 Subject to any requirement of the 2006 Act, a vote to elect a Director or on any other proposal will require an ordinary resolution.

42. ERRORS AND DISPUTES

42.1 No objection may be raised 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.

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

PROXIES

43. CONTENT OF PROXY NOTICES

43.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the Club in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

43.2 The Club may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

43.3 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

43.4 Unless a proxy notice indicates otherwise, it must be treated as—

- (a) 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
- (b) 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.

44. DELIVERY OF PROXY NOTICES

20

44.1 A person who is entitled to attend, speak or vote 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.

44.2 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.

44.3 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.

44.4 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.

45. WRITTEN RESOLUTIONS

45.1 Subject to Article 45.4, a written resolution of the members passed in accordance with Article 45 shall have effect as if passed by the members in a general meeting. A written resolution is passed:

- (a) as an ordinary resolution if it is passed by a simple majority of the Voting Members; or
- (b) as a special resolution if it is passed by members representing not less than 75% of the Voting Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

45.2 Where a resolution is proposed as a written resolution of the Club, the Voting Members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

45.3 Any resolution of the members for which the 2006 Act does not specify whether it is to be passed as an ordinary resolution or as a special resolution shall be passed as an ordinary resolution.

45.4 A members' resolution under the 2006 Act removing a Director before the expiration of his term of office may not be passed as a written resolution.

45.5 A copy of the written resolution must be sent to every Voting Member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.

21

45.6 A member signifies their agreement to a proposed written resolution when the Club receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the member's agreement to the resolution. A member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:

- (a) if the document is sent to the Club in hard copy form, it is authenticated if it bears the signature of the person sending it;
- (b) if the document is sent to the Club in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Club or, where no such manner has

been specified by the Club, if it is accompanied by a statement of the identity of the sender and the Club has no reason to doubt the truth of that statement.

45.7 A written resolution is passed when the required majority of Voting Members have signified their agreement to it.

45.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.

45.9 The members may require the Club to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the 2006 Act

46. AMENDMENTS TO RESOLUTIONS

46.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- (a) 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
- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

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

- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

22

46.3 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.

46.4 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 5

Administrative arrangements

47. MEANS OF COMMUNICATION TO BE USED

47.1 Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied in any way in which the 2006 Act provides for such documents or information to be sent or supplied by or to the Club.

47.2 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

47.3 A Director may agree with the Club that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

48. MINUTES

48.1 The directors shall comply with the requirements of the 2006 Act in the preparation and maintenance of records of proceedings of board and general meetings of the Club.

49. RECORDS AND ACCOUNTS

49.1 The Directors shall comply with the requirements of the 2006 Act as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

- (a) annual reports;
- (b) annual returns; and

23

- (c) annual statements of account.

Part 6 INDEMNITY, INSURANCE AND RULES

50. INDEMNITY

50.1 Subject to Article 50.2, but without prejudice to any indemnity to which they may otherwise be entitled:

- (a) every Director or former director of the Club shall be indemnified out of the assets of the Club in relation to any liability they incur in that capacity; and
- (b) every other officer or former officer of the Club may be indemnified out of the assets of the Club in relation to any liability they incur in that capacity.

50.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law and any such indemnity is limited accordingly.

50.3 The directors may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant officer in respect of any relevant loss.

51. RULES

51.1 The Directors may from time to time establish such rules as they consider necessary for or conducive to the effective operation of the Club. In particular, but without prejudice to the generality of the above, the rules may regulate:

- (a) the admission of members of the Club, their rights and privileges and other conditions of membership;
- (b) the conduct of members in relation to one another and to the Club's employees and volunteers; and
- (c) the procedure at general meetings and meetings of the Directors, the Board and committees to the extent that such procedure is not regulated by the 2006 Act or by the Articles.

51.2 The Club in general meeting may alter, add to or repeal the rules by ordinary resolution.

24

51.3 The rules shall be binding on all members and no rule shall be inconsistent with or shall affect or repeal anything contained in the Articles. In the event of any inconsistency, the Articles will prevail.

