

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY GUARANTEE  
ARTICLES OF ASSOCIATION OF  
WEYFARERS ROWING CLUB LIMITED**

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**PART 1**  
**INTERPRETATION AND LIMITATION OF LIABILITY**

**1. Defined terms**

In the articles, unless the context requires otherwise—

“**Articles**” means the Company’s articles of association;

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

“**British Rowing**” means British Rowing, the governing body to the sport of rowing within Great Britain or any successor body

“**Chairman**” has the meaning given in Article 13;

“**Chairman of the Committee**” has the meaning given in Article 18;

“**Chairman of the meeting**” has the meaning given in Article 28;

“**CASC**” means Community Amateur Sports Club

“**Club**” means Weyfarers Rowing Club Limited

“**Committee**” has the meaning given in Article 7

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

“**Director**” means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;

“**Document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**Electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**Member**” has the meaning given in section 112 of the Companies Act 2006 and

“**Membership**” shall be construed accordingly

“**Ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**Participate**” in relation to a Directors’ meeting, has the meaning given in Article 11

“**Proxy notice**” has the meaning given in Article 35

“**Relevant Director**” means any Director or former Director of the Company

“**Rules**” means the Company rules and bye-laws

“**Special resolution**” has the meaning given in section 283 of the Companies Act 2006

“**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

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

## **2. Liability of members**

The liability of each Member is limited to £1.00, being the amount that each of them undertakes to contribute to the assets of the Company 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 Company’s debts and liabilities contracted before he ceases to be a Member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **PART 2 OBJECTS**

**3.** The main purposes of the Club are:

- a) to provide facilities to the Community to teach and to promote participation in the amateur sports of rowing and sculling for fitness and healthy recreation;
- b) to provide opportunities to participate in recreational rowing, sculling and other boating activities by provision of courses and facilities, organising tours and events;
- c) to foster relations with other clubs both in the UK and abroad; and
- d) through rowing, sculling and other boating activities develop appreciation and understanding of the river environment.

## **PART 3 DIRECTORS**

### **DIRECTORS’ POWERS AND RESPONSIBILITIES**

#### **4. Directors’ general authority.**

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

#### **5. Members’ reserve power**

(1) The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

#### **6. Directors may delegate**

(1) Subject to the Articles, the Directors 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;

as they think fit.

(2) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

(3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

#### **7. Committees**

(1) The Directors may form a Committee to whom they may delegate the management of all or part of the affairs of the Company.

(2) Any Committee to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

(3) The Directors may make rules of procedure for all or any Committees, which prevail over rules derived from the Articles if they are not consistent with them.

### **DECISION-MAKING BY DIRECTORS**

#### **8. Directors to take decisions collectively**

The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 9.

#### **9. Unanimous decisions**

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

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

(3) References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

(4) A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

#### **10. Calling a Directors' meeting**

(1) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors.

- (2) Notice of any Directors' meeting 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 that they should communicate with each other during the meeting.
- (3) Notice of a Directors' meeting must be given to each Director, but need not be in writing.
- (4) Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. 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.

### **11. Participation in Directors' meetings**

- (1) Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, 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.
- (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.
- (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.

### **12. Quorum for Directors' meetings**

- (1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two.
- (3) If 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—
  - (a) to appoint further Directors, or
  - (b) to call a general meeting so as to enable the members to appoint further Directors.

### **13. Chairing of Directors' meetings**

- (1) The Directors may appoint a Director to chair their meetings.
- (2) The person so appointed for the time being is known as the Chairman.
- (3) The Directors may terminate the Chairman's appointment at any time.
- (4) If the Chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

### **14. Casting vote**

If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting has a casting vote.

### **15. Conflicts of interest**

- (1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that



Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the Company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;

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

(c) the Director's conflict of interest arises from a guarantee given, or to be given, by or to a Director in respect of any obligation incurred by or on behalf of the Company

(4) For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

(5) Subject to paragraph (6), if a question arises at a meeting of Directors or of a Committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.

(6) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

#### **16. Records of decisions to be kept**

The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

#### **17. Directors' discretion to make further rules**

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

### **APPOINTMENT OF DIRECTORS**

#### **18. Methods of appointing Directors**

1) The Chairman, Captain, Treasurer and Secretary of any Committee having powers delegated in accordance with 7(1) shall be ex-officio Directors throughout their term of office.

2) 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, or

(b) by a decision of the Directors.

3) Any person appointed a Director may offer himself for re-election at the Annual General Meeting next following the date of his appointment.

4) Subject to 18(3) a Director's appointment (save ex-officio) is for a term of one year.

5) The maximum number of Directors shall be 6.

### **19. Termination of Director's appointment**

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 Companies Act 2006 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 Company 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 Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

### **20. Directors' remuneration**

A Director shall not receive any remuneration for his services in the capacity of a Director.

### **21. Directors' expenses**

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

## **PART 3 MEMBERS**

### **CATEGORIES OF MEMBERSHIP**

### **22. Categories of Membership**

The Club shall have the following categories of Membership:

- (1) Full Members – who are entitled to use all the equipment and facilities of the Club and are able to exercise the right to vote at a general meeting on resolutions put to the vote at the meeting.
- (2) Affiliate Members (who may make use of Club facilities at the discretion of the Committee but have no voting rights)
- (3) Associate Members (being the Clubs' non-rowing supporters and volunteers who shall not be permitted to use the Club's boats or training equipment and have no voting rights). Such members shall not exceed 50% of the Club's overall membership
- (4) Honorary Members (being proposed by the Committee and elected by a general meeting as having made a significant contribution or service to the activities of the Club), who are entitled to use all the club facilities and have the right to vote at a general meeting.
- (5) Junior Members (being under eighteen years of age and have no voting rights)
- (6) Temporary Members (those persons requiring Membership for a specific event or time period as approved by the Directors and have no voting rights)



## **BECOMING AND CEASING TO BE A MEMBER**

### **23. Applications for membership**

- (1) No person shall become a Member of the Company unless—
  - (a) that person has completed an application for membership in a form approved by the Directors, and
  - (b) the Directors or the Committee have approved the application.
- (2) Membership of the Club shall be open to anyone on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.
- (3) Members are obliged to follow all Company Rules and bye-laws which are determined and maintained by the Directors in response to changing obligations and perceptions applied to the Club
- (4) All Members (apart from Honorary Members) must pay to the Company on becoming a Member an annual subscription fee in an amount to be decided by the Directors and approved by the Members at the Annual General Meeting. Such subscriptions shall be set at an affordable level as determined from time to time by HMRC
- (5) If any Member shall make default of the subscription fee or of any other money due to the Club for two months after such payment becomes due, the Member shall be suspended as a Member until payment is made in full. If payment is not made within six months then the Company may terminate the membership of that person.

### **24. Termination of membership**

- (1) A Member may withdraw from membership of the Company by giving one calendar month's notice to the Company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies.

## **ORGANISATION OF GENERAL MEETINGS**

### **25. Convening a general meeting**

The Company shall hold an Annual General Meeting not later than 3 months from the end of each financial year and shall give not less than three weeks' notice of such meeting to all Members entitled to attend.

### **26. Attendance and speaking at general meetings**

- (1) Any Member is able to exercise the right to speak at a general meeting.
- (2) A Member entitled to vote is able to exercise that right at a general meeting.
- (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.

### **27. Quorum for general meetings**

The quorum for a general meeting shall be 10 members entitled to vote.

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.

### **28. Chairing general meetings**

- (1) If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so.
- (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 Member to chair the meeting, and the appointment of the Chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this Article is referred to as “the Chairman of the meeting”.

### **29. Attendance and speaking by Directors and non-members**

- (1) Directors may attend and speak at general meetings, whether or not they are Members.
- (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.

### **30. Business at Annual General Meetings**

At each Annual General Meeting the Company shall, inter alia, receive and approve the accounts of the Company for the preceding year and shall elect or re-elect such Directors as shall be required to be re-elected.

### **31. Adjournment**

- (1) If the Members attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it.
- (2) The Chairman of the meeting may adjourn a general meeting at which a quorum is present if
  - (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.
- (3) The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (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.
- (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
  - (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.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **32. Voting: general**

- (1) Every Member entitled to vote who is present in person (or by proxy) shall on a show of hands have one vote, and
- (2) Every Member entitled to vote present in person (or by proxy) shall on a poll have one vote.

### **33. Errors and disputes**

- (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.
- (2) Any such objection must be referred to the Chairman of the meeting whose decision is final.

### **34. Poll votes**

- (1) A poll on a resolution may be demanded
  - (a) in advance of the general meeting where it is to be put to the vote, or
  - (b) 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.
- (2) A poll may be demanded by
  - (a) the Chairman of the meeting;
  - (b) the Directors;
  - (c) two or more Members having the right to vote on the resolution
- (3) A demand for a poll may be withdrawn if
  - (a) the poll has not yet been taken, and
  - (b) the Chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the Chairman of the meeting directs.

### **35. Content of proxy notices**

- (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.
- (2) 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.
- (3) 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.

### **36. Delivery of proxy notices**

- (1) 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.
- (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.

## **PART 5 ADMINISTRATIVE ARRANGEMENTS**

### **37. Means of communication to be used**

(1) Subject to the Articles, anything sent or supplied by or to the Company may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

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

(3) A Director may agree with the Company 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.

### **38. Non-distribution to Members**

All surplus income or profits are to be re-invested in the Club. No surpluses or assets will be distributed to Members or third parties.

### **39. Application of assets on dissolution**

Upon dissolution of the Club any remaining assets shall be given or transferred to another registered CASC, a registered charity or the sport's governing body for use by them in related community sports.

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **Indemnity**

**40.** (1) Subject to paragraph (2), a Relevant Director of the Company may be indemnified out of the Company's assets against—

- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company,
- (b) any other liability incurred by that Director as an officer of the Company,

(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 Act or by any other provision of law.

### **41. Insurance**

(1) The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Relevant Director in respect of any relevant loss.

(2) In this Article—

- (a) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company.