

**Warwick Boat Club Ltd**  
**Proposed Articles revised for CASC to be put to AGM on 7<sup>th</sup> December 2022**

<b>PART 1</b> .....	<b>3</b>
<b>INTERPRETATION</b> .....	<b>3</b>
1. Defined Terms .....	3
2. Provisions of the Memorandum of Association.....	4
<b>PART 2</b> .....	<b>5</b>
<b>DIRECTORS</b> .....	<b>5</b>
DIRECTORS' POWERS AND RESPONSIBILITIES .....	5
3. Directors' general authority .....	5
4. The Board may delegate.....	5
5. Committees.....	5
DECISION-MAKING BY DIRECTORS .....	5
6. Directors to take decisions collectively.....	5
7. Unanimous decisions .....	5
8. Calling a meeting of the Board .....	6
9. Participation in meetings of the Board .....	6
10. Quorum for meetings of the Board .....	6
11. Chairing of meetings of the Board .....	6
12. Casting vote.....	6
13. Conflicts of interest.....	7
14. Records of decisions to be kept.....	7
15. Directors' discretion to make further rules.....	7
APPOINTMENT OF DIRECTORS .....	8
16. Methods of appointing directors .....	8
17. Termination of director's appointment .....	8
18. Directors' expenses .....	8
OFFICERS.....	8
19. Officers, President, Vice Presidents .....	8
20. Treasurer.....	9
COMMITTEE .....	10
21. General Management Committee .....	10
22. General Management Committee Responsibilities.....	10
23. Method of Election of the General Management Committee at a General Meeting.....	10
24. Casual Vacancy in General Management Committee.....	10
<b>PART 3</b> .....	<b>11</b>
<b>MEMBERS</b> .....	<b>11</b>
BECOMING AND CEASING TO BE A MEMBER.....	11
25. Applications for membership .....	11
26. Membership Sections .....	11
27. Entrance Fees and Subscriptions .....	11
28. Payment of subscriptions .....	13
29. Termination of membership .....	13
30. Complaints regarding conduct or behaviour .....	13
31. Non-admission of resigning or expelled members .....	13
32. Liability .....	13
ORGANISATION OF GENERAL MEETINGS .....	14
33. Attendance and speaking at general meetings .....	14
34. Quorum for general meetings.....	14
35. Chairing general meetings .....	14
36. Attendance and speaking by non-members.....	14
37. Adjournment.....	14

<b>38.</b>	<b>Annual General Meeting</b> .....	<b>15</b>
<b>39.</b>	<b>Proposals and Resolutions</b> .....	<b>15</b>
<b>40.</b>	<b>Extraordinary General Meeting</b> .....	<b>15</b>
	<b>VOTING AT GENERAL MEETINGS</b> .....	<b>16</b>
<b>41.</b>	<b>Voting: general</b> .....	<b>16</b>
<b>42.</b>	<b>Resolution by show of hands</b> .....	<b>16</b>
<b>43.</b>	<b>Errors and disputes</b> .....	<b>16</b>
<b>44.</b>	<b>Evidence of Passing of Resolution</b> .....	<b>16</b>
<b>45.</b>	<b>Poll votes</b> .....	<b>16</b>
<b>46.</b>	<b>Chairman’s casting vote</b> .....	<b>16</b>
<b>47.</b>	<b>Content of proxy notices</b> .....	<b>17</b>
<b>48.</b>	<b>Delivery of proxy notices</b> .....	<b>17</b>
<b>49.</b>	<b>Amendments to resolutions</b> .....	<b>17</b>
<b>PART 4</b> .....		<b>18</b>
<b>ADMINISTRATIVE ARRANGEMENTS</b> .....		<b>18</b>
<b>50.</b>	<b>Means of communication to be used</b> .....	<b>18</b>
<b>51.</b>	<b>Accounts</b> .....	<b>18</b>
<b>52.</b>	<b>Annual Report</b> .....	<b>18</b>
<b>53.</b>	<b>No right to inspect accounts and other records</b> .....	<b>18</b>
	<b>DIRECTORS’ INDEMNITY AND INSURANCE</b> .....	<b>18</b>
<b>54.</b>	<b>Indemnity</b> .....	<b>18</b>
<b>55.</b>	<b>Insurance</b> .....	<b>19</b>
	<b>DISSOLUTION</b> .....	<b>19</b>
<b>56.</b>	<b>Dissolution</b> .....	<b>19</b>

**PART 1**  
**INTERPRETATION**

1. Defined Terms

1.1. 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;
Board”	means the board of Directors of the Club established from time to time in accordance with Article 16, the members of which are the directors of the Club for the purposes of the Companies Act 2006;
“Chairman”	has the meaning given in article 11;
“Chairman of the Meeting”	has the meaning given in article 35;
“The Club”	means The Warwick Boat Club Limited;
“Club Captain”	means the Club Captain elected in accordance with Article 23 or Article 24;
“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;
“General Management Committee”	means the General Management Committee of The Warwick Boat Club Limited for the time being formed in accordance with Article 21;
“Member”	has the meaning given in section 112 of the Companies Act 2006;
“Officers”	has the meaning defined in article 20;
“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 9;
“President”	has the meaning defined in article 19;
“Proxy Notice”	has the meaning given in article 47;
“Special Resolution”	has the meaning given in section 283 of the Companies Act 2006;
“Secretary”	means the Secretary of The Club elected in accordance with Article 23 or Article 24;

“Sporting Section”	means one of the sections of the Club that undertakes the sports of Tennis, Squash, Rowing or Bowls;
“Sporting Captain”	means the captain of a sporting section;
“Subsidiary”	has the meaning given in section 1159 of the Companies Act 2006;
“Treasurer”	means the Treasurer elected in accordance with Article 23 or Article 24;
“Vice President”	has the meaning defined in article 19;
“Welfare & Membership Officer”	means the Welfare & Membership Officer elected in accordance with Article 23 or Article 24;
“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. Words importing the singular number include the plural number and words importing the plural number include the singular.
- 1.3. Words importing the masculine gender include the feminine.
- 1.4. 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. Provisions of the Memorandum of Association**

- 2.1. The provisions of the Memorandum of Association are provisions of these Articles and both should be considered collectively.
- 2.2. [The main purposes of the Club are to provide facilities for and to promote participation in the amateur sports of Tennis, Squash, Rowing and Bowls in Warwick.](#)

**PART 2**  
**DIRECTORS**

**DIRECTORS' POWERS AND RESPONSIBILITIES**

**3. Directors' general authority**

Subject to the articles, the Board is responsible for the management of the company's business, for which purpose it may exercise all the powers of the company.

**4. The Board may delegate**

4.1. Subject to the articles, the Board may delegate any of the powers which are conferred on it 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 it thinks fit.

4.2. If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

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

**5. Committees**

5.1. Committees to which the Board delegates 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 the Board.

5.2. The Board 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**

**6. Directors to take decisions collectively**

6.1. The general rule about decision-making by the Board is that any decision of the Board must be either a majority decision at a meeting or a decision taken in accordance with article 7.

6.2. If—

- a) the company only has one director, and
- b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

**7. Unanimous decisions**

7.1. 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.

7.2. 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.

7.3. 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 meeting of the Board.

7.4. 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.

## **8. Calling a meeting of the Board**

8.1. Any director may call a meeting of the Board by giving at least 7 days' notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

8.2. 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 that they should communicate with each other during the meeting.

8.3. Notice of a meeting of the Board must be given to each director, but need not be in writing.

8.4. Notice of a meeting of the Board 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.

## **9. Participation in meetings of the Board**

9.1. Subject to the articles, directors participate in a meeting of the Board, or part of a meeting of the Board, 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.

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

9.3. 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.

## **10. Quorum for meetings of the Board**

10.1. At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

10.2. The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

10.3. 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

## **11. Chairing of meetings of the Board**

11.1. The Club Captain, if available, will chair board meetings.

11.2. If the chairman is not participating in a meeting of the Board within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

## **12. Casting vote**

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

12.2. But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **13. Conflicts of interest**

13.1. 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.

13.2. But if paragraph (13.3) 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.

13.3. 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 permitted cause.

13.4. For the purposes of this article, the following are permitted causes—

- a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
- b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

13.5. For the purposes of this article, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.

13.6. Subject to paragraph (13.7), 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.

13.7. 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.

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

14.1. 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.

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

15.1. 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

### 16. Methods of appointing directors

- 16.1. The Board of Directors of the Club shall consist of not less than two nor more than nine members of the General Management Committee, shall include the duly elected Club Captain and Treasurer, and shall be appointed at the first meeting of the General Management Committee following the AGM. Subject to Article 17 each Director shall continue in office until the first meeting of the General Management Committee following the AGM next after his appointment, at which he shall be deemed to retire as a Director but shall be eligible to be reappointed. Any casual vacancy occurring in the number of Directors whether by resignation or otherwise may be filled by the General Management Committee, and the Director so appointed shall be subject to the same regulations as to retirement as the Director whose place he was appointed to fill.

### 17. Termination of director's appointment

- 17.1. Without prejudice to the provisions of Section 168 of the 2006 Act, 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.
  - f) that person shall without sufficient reason for more than four consecutive meetings of the Directors have been absent without permission of the Directors and all other Directors resolve that his office be vacated;
  - g) that person is requested to resign by a simple majority of the other members of the General Management Committee.
  - h) that person is a Sporting Captain and has been succeeded by a new Sporting Captain of that section.
  - i) that person ceases to be an Officer of the Club.

### 18. Directors' expenses

- 18.1. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—
- a) meetings of directors or committees of directors,
  - b) general meetings, or
  - c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

## OFFICERS

### 19. Officers, President, Vice Presidents

- 19.1. The Officers of the Club shall consist of the President, the Vice-Presidents, Club Captain, Secretary, Treasurer, Welfare & Membership Officer, Captains of Boats (also known as

Rowing), Tennis, Squash, Bowls, and any other members of the General Management Committee.

- 19.2. On retiring, the Club Captain will be appointed a Vice-President of the Club. This appointment will end if the individual ceases to be a member of the Club. The President and Vice-Presidents do not need to be re-elected at each AGM.
- 19.3. The President will be appointed from the Vice-Presidents by consensus from a group including at least a prior President, the retiring President and the Club Captain. The President will normally only serve one period of office, for which there is no fixed term. For continuity, it is best that the President and Club Captain do not both retire at the same AGM. On retiring, the President will again become a Vice-President.
- 19.4. The President and Vice-Presidents have no executive powers, all such powers being vested in the Board, as per these Articles.
- 19.5. The President and the Vice-Presidents give the Club continuity and corporate memory and may provide advice and feedback to the Club Captain and the General Management Committee as necessary. There is no obligation for any such advice to be accepted but it is good governance for the General Management Committee to consider it. If there are issues to be resolved, it is important that the President and Vice-Presidents keep in close contact with the Club Captain in order to keep their communications clear and transparent.

## **20. Treasurer**

- 20.1. It shall be the duty of the Treasurer to keep proper accounts and oversee the receipt of subscriptions and other money payable to the Club, and the issue of receipts, to ensure payments are made on behalf of the Club. The Treasurer shall ensure to the satisfaction of the General Management Committee that an appropriate approvals process is applied prior to any payment being made.

## **COMMITTEE**

### **21. General Management Committee**

- 21.1. The General Management Committee shall consist of not less than 9 nor more than 15 members, including the duly elected Officers, as defined in Article 19, (except the President and Vice-Presidents). The immediate past Club Captain shall be an ex-officio member of the General Management Committee for one year after his retirement.
- 21.2. General Management Committee meetings will usually be held monthly. At General Management Committee meetings, 5 shall form a quorum.

### **22. General Management Committee Responsibilities**

- 22.1. The General Management Committee is responsible for the day to day management of the Club.
- 22.2. On matters where the decision proposed by the General Management Committee would bind the Club legally the decision will take effect if ratified by the Directors participating in the meeting, provided that they constitute a quorum of the Board. If a quorum is not present, the decision will take effect if subsequently ratified by the Board.
- 22.3. If any casual vacancy occurs in the office of auditor/independent reviewer, the General Management Committee shall forthwith fill the same.

### **23. Method of Election of the General Management Committee at a General Meeting**

- 23.1. Nominations for the posts of Club Captain, Treasurer, Secretary and Welfare & Membership Officer, plus any other posts proposed from time to time by the General Management Committee shall be made in writing to the Secretary, shall be proposed and seconded and the nominee shall have signified his willingness to accept nomination. The latest date on which a nomination can be accepted shall be 14 days before the General Meeting.
- 23.2. Any two Members of the Club over the age of 18, who have been members of the Club for at least 12 months from the date of their [joining](#) shall be at liberty to nominate a member to serve on this committee.
- 23.3. All Members over the age of 18, who are eligible to be Directors of the Club, shall be eligible to serve on the General Management Committee if 12 months or more have elapsed since the date of [joining](#). Temporary Members are not eligible to serve on the General Management Committee.
- 23.4. A list of names in alphabetical order of persons properly nominated shall be affixed to the Notice Board of the Club at least 7 days before a General Meeting.
- 23.5. A Sporting Captain elected at a Sporting Section general meeting shall be adopted as a member of the General Management Committee without a further vote and replaces his predecessor at that time.
- 23.6. An elected member of the General Management Committee shall continue in office until replaced or re-elected at a subsequent General Meeting or Sporting Section General Meeting.

### **24. Casual Vacancy in General Management Committee**

- 24.1. If a member of the General Management Committee is absent from four consecutive meetings without acceptable reason the General Management Committee may expel him, and fill the vacancy thus caused. Any casual vacancy occurring in the number of Officers and General Management Committee whether by resignation or otherwise may be filled by the General Management Committee, and the Member so appointed shall be subject to the same regulations as to retirement as the Member whose place he was elected to fill.

**PART 3**  
**MEMBERS**

**BECOMING AND CEASING TO BE A MEMBER**

**25. Applications for membership**

- 25.1. Membership of the club shall be open to anyone interested in the sports on application, regardless of sex, age, disability, ethnicity nationality, sexual orientation, religion, or other beliefs, except as a necessary consequence of the requirements of Tennis, Squash, Rowing and Bowls.
- 25.2. The General Management Committee of the Club may refuse membership only for good cause. Appeal against refusal may be made to a general meeting of the Club.
- 25.3. 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 directors, and
  - b) the directors have approved the application.
- 25.4. The General Management Committee shall be informed at every meeting of all applications for membership received since the previous meeting. In the event of a candidate not being elected the candidate shall be notified accordingly.
- 25.5. On the successful application of a new Member his name and such other particulars concerning him as are required shall be entered on the Register of Members. The appropriate subscription and the appropriate portion of the entrance fee is payable immediately upon joining, and until his subscription be paid he shall not be entitled to use the Club Grounds or property.
- 25.6. For the purpose of the Register each Member shall furnish his address and optionally his email address from time to time to the Welfare & Membership Officer, and all notices or letters sent to such address shall be deemed to be duly delivered.

**26. Membership Sections**

- 26.1. The Club shall consist of Tennis, Squash, Bowls, Rowing and Social sections.
- 26.2. Sporting Sections are those sections carrying out the activities of tennis, squash, bowls and rowing.
- 26.3. In addition to full members, sections may also have temporary members and junior members.
- 26.4. Additions or removals of sections of the Club must be agreed by Members at a General Meeting.
- 26.5. The Board may create new classes of membership and define the appropriate subscriptions and rights attaching to that class of membership.

**27. Entrance Fees and Subscriptions**

- 27.1. The Club may have different classes of membership and subscriptions on a non-discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating.
- 27.2. Members shall pay an entrance fee and annual subscription applicable to the sections they have joined; the amount to be determined from time to time by Members in general meeting. Various payment terms, such as payment by monthly Direct Debits, may be agreed by the Board.
- 27.3. The annual subscription, or part thereof if agreed by the Board, (with the exception of the initial subscription), shall be paid before 1st April in each year.
- 27.4. The subscription year shall be from 1st April in a year to 31st March in the following year.

- 27.5. The General Management Committee has the power to reduce the initial subscription of any Member admitted after 1st April of any year. The rate of subscription of Temporary Members shall be decided by the General Management Committee.
- 27.6. The General Management Committee may at its discretion grant a reduction in subscription to any Member whose residence is outside a radius of 50 miles from the Club on application being made by that Member.
- 27.7. Any person may be **granted** a Life membership by resolution at a general meeting.

## **28. Payment of subscriptions**

- 28.1. Subject to Articles 25 and 27 all subscriptions shall be paid by 1st April in each year and if a Member shall not have paid the subscription by that date the Member shall not be entitled to participate in any sporting or social activities at or on behalf of the Club until the subscription for that year is paid. The General Management Committee shall be informed of subscriptions that are outstanding at 1st April, and the General Management Committee shall take such steps as it thinks fit. Any Member whose subscription remains unpaid at the end of April in any year may be deemed to have resigned though this does not affect his liability for the unpaid subscription or for any other liability.
- 28.2. Any Member wishing to transfer from one membership section to a membership section for which a higher subscription is payable may do so at any time giving notice to the Welfare & Membership Officer and upon making the appropriate payment, provided that the relevant section is not at its maximum membership level. **and the Member is able to meet the membership criteria of the section**
- 28.3. Any Member may be a member of more than one section upon paying the appropriate subscription, provided that the relevant section is not at its maximum level. **and the Member is able to meet the membership criteria of the section**

## **29. Termination of membership**

- 29.1. A member may withdraw from membership of the Club by giving the notice prescribed by the Club from time to time.
- 29.2. Membership is not transferable.
- 29.3. A person's membership terminates when that person dies or ceases to exist.

## **30. Complaints regarding conduct or behaviour**

- 30.1. If a complaint made in writing and signed by six Members of the Club is lodged with the Welfare & Membership Officer regarding the conduct or behaviour of any Member, a special meeting of the General Management Committee shall be called to consider such complaint. The General Management Committee shall have power to deal with the matter **if good cause is found**.
- 30.2. Any Member expelled from the Club under this article, shall be at liberty to appeal to a General Meeting of the Club, convened upon requisition in accordance with Article 40, and the decision of such meeting shall be final. Liability of any member so expelled shall continue as provided in and by the Memorandum and Articles of Association.

## **31. Non-admission of resigning or expelled members**

- 31.1. No person who has resigned in consequence of a recommendation from the General Management Committee including non-payment of subscriptions, or been expelled from the Club, shall be introduced as a visitor or again admitted to the grounds of the Club, or to any Club meeting unless re-elected.

## **32. Liability**

- 32.1. Any person who ceases to be a Member from whatever cause, shall at once forfeit and lose all interest in or claim upon the Club and its property, but shall nevertheless not be freed from his liability under the Memorandum and Articles of Association. The Club shall retain its power to sue for any subscription or other monies which at the time of his ceasing to be a Member may be due from him to the Club.

## **ORGANISATION OF GENERAL MEETINGS**

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

- 33.1. 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.
- 33.2. 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.
- 33.3. The Board may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 33.4. 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.
- 33.5. 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.

### **34. Quorum for general meetings**

- 34.1. 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.

### **35. Chairing general meetings**

- 35.1. At all General meetings the chair shall be occupied by the President if in attendance. In his absence the chair shall be taken by the Captain of the Club, failing which a Chairman shall be elected from among the members of the General Management Committee present.
- 35.2. The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

### **36. Attendance and speaking by non-members**

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

### **37. Adjournment**

- 37.1. 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.
- 37.2. 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.
- 37.3. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 37.4. 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.
- 37.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company 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 company's general meetings is required to be given, and
  - b) containing the same information which such notice is required to contain.
- 37.6. 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.

### **38. Annual General Meeting**

- 38.1. Notice of the AGM shall be sent to all members in accordance with the Companies Acts. The non-receipt of a notice by any member shall not invalidate the proceedings of a General Meeting. The following business will be conducted:
- a) The report of the General Management Committee and the Board shall be presented.
  - b) The accounts for the financial year with an Auditor or independent reviewer's report shall be submitted.
  - c) The Officers, as defined in Article 19, and the General Management Committee for the ensuing year, with the exception of the Sporting Captains, shall be elected.
  - d) An auditor or independent reviewer shall be elected to audit or inspect the accounts for the current year.
  - e) Any proposals or resolutions considered.
  - f) Any other business transacted.

### **39. Proposals and Resolutions**

- 39.1. Any proposal or resolution to be put forward by members at the AGM shall be made in writing to the Secretary, proposed and seconded, not later than 60 days before the AGM. Any matter which a member wishes to raise at an AGM under "any other business", other than a proposal or resolution, shall be notified to the Secretary 7 days before the AGM. At such meeting twenty members shall form a quorum.

### **40. Extraordinary General Meeting**

- 40.1. If at any time it shall appear expedient to adopt any new Article, or alter an old one, or to take any other proposition, or transact any business which may appear to require the sanction of a General Meeting, the Board, may call an Extraordinary General Meeting on giving the prescribed notice thereof, specifying in the form of resolutions the subjects intended to be submitted, and the discussions shall be confined to those subjects only. The Board shall also call an Extraordinary General Meeting at any time on receiving a written request to that effect signed by 5% of the eligible voting membership, under restrictions similar to the preceding. At such meetings thirty members shall form a quorum.

## VOTING AT GENERAL MEETINGS

### **41. Voting: general**

41.1. Every Member shall have a vote at a general meeting, except Social, Temporary and Junior Members who shall not be entitled to vote.

41.2. The sporting facilities of the Club shall not be altered or changed unless such alteration or change is approved by at least a 75% majority of the Members present and entitled to vote.

### **42. Resolution by show of hands**

42.1. 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 the articles.

### **43. Errors and disputes**

43.1. 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.

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

### **44. Evidence of Passing of Resolution**

44.1. At any general meeting a declaration by The Chairman that any resolution has been carried, and an entry to that effect in the book of the proceedings of the Club, shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour or against such resolution.

### **45. Poll votes**

45.1. 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.

45.2. A poll may be demanded by—

- a) the chairman of the meeting;
- b) the directors;
- c) two or more persons having the right to vote on the resolution; or
- d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

45.3. 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.

45.4. Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### **46. Chairman's casting vote**

46.1. The Chairman of the general meeting shall, in case of an equality on votes, have a casting vote, in addition to his own vote as a Member.

#### **47. Content of proxy notices**

- 47.1. 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 company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 47.2. The Board 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—
- 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.

#### **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 company by or on behalf of that person.
- 48.2. 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 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—
- a) notice of the proposed amendment is given to the company 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.
- 49.2. 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.
- 49.3. 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 4**

### **ADMINISTRATIVE ARRANGEMENTS**

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

- 50.1. Subject to the articles, anything sent or supplied by or to the company under the articles 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.
- 50.2. 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.
- 50.3. 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.

#### **51. Accounts**

- 51.1. The Board shall cause true accounts to be kept of the monies received and expended by the Club and of the matters in respect of which such receipt and expenditure take place, and of the assets, and liabilities of the Club.

#### **52. Annual Report**

- 52.1. At the Annual General Meeting the Board shall present a statement of accounts and a balance sheet, inspected as required by law, showing the financial position of the Club at the close of the financial year, together with a report on the state and condition of the Club, and copies of the balance sheet and of the report shall be sent to every Member at least 21 days before the meeting.

#### **53. No right to inspect accounts and other records**

- 53.1. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

### **DIRECTORS' INDEMNITY AND INSURANCE**

#### **54. Indemnity**

- 54.1. Subject to paragraph (55.2), a relevant director of the company or an associated 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 or an associated company,
  - b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - c) any other liability incurred by that director as an officer of the company or an associated company.
- 54.2. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 54.3. In this article—

- a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- b) a “relevant director” means any director or former director of the company or an associated company.

**55. Insurance**

55.1. 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.

55.2. In this article—

- a) a “relevant director” means any director or former director of the company or an associated company,
- b) 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, any associated company or any pension fund or employees’ share scheme of the company or associated company, and
- c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **DISSOLUTION**

**56. Dissolution**

56.1. On dissolution of the Club, any remaining assets shall be given or transferred to another registered Community Amateur Sports Club, a registered charity or the sports’ governing bodies for use by them in related community sports.