

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

THE CURLEW ROWING CLUB LIMITED

ARTICLES OF ASSOCIATION

1. General

In the presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set out opposite to them respectively in the second column thereof, if not inconsistent with the subject or context. Headings have been inserted for convenience only and shall not affect the interpretation of the presents.

Words	Meanings
"the Act"	The Companies Act 2006 (including any statutory amendment modification consolidation or re-enactment thereof).
"these presents"	These Articles of Association and the regulations of the Club from time to time in force.
"the Club"	The above named Company
"the General Committee"	The Directors of the Company for the time being which shall include automatically the officers and such other Members who may be appointed to the General Committee as hereinafter provided.
"Members"	All Members of the Club as hereinafter defined for the time.

“the Officers”	The elected or appointed to the named posts of Officers as hereinafter defined.
“Month”	Calendar month.
“Year”	Calendar year.
“Secretary	The person appointed to perform the duties of the secretary of the club.

Words importing masculine gender only shall include female gender.

2. The name of the Company is “The Curlew Rowing Club”.
3. The Registered Office of the Company will be situated in England.
4. The objects for which the Company is established are:
 - 1) To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as “The Curlew Rowing Club”.
 - 2) To promote and encourage amateur competitive rowing and sculling and other athletic sports and pastimes and the organisation of social activities.
 - 3) To establish and maintain and conduct a rowing club a rowing club the accommodation of Members of the Company and their friends and generally to afford the Members all the usual privileges, advantages, and accommodation of a Club.
 - 4) To acquire by purchase lease transfer assignment gift or otherwise land or property including mooring rights and to sell demise mortgage or otherwise deal in and dispose of the same either together or in portions such considerations as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.

- 5) To build maintain or otherwise provide facilities for the accommodation or use of the Company on or over such land or property and to furnish equip and maintain the same and permit the same to be used by Members and employees of the Company and other either gratuitously or for payment.
- 6) To purchase hire make borrow maintain and to sell or otherwise dispose of all kinds of equipment and other things required or which may be conveniently used in connection with the sport of rowing, the club house and other premises of the Company by persons frequenting the same whether Members of the Company or not.
- 7) To buy hire sell and deal in all kinds of sporting equipment and all apparatus used in connection with the sport of rowing and other athletic sports and pastimes and all kinds of liquors, provisions and refreshments acquired or used by Members of the Company or other persons frequenting the same whether Members of the Company or not.
- 8) To hire and employ all classes of persons considered necessary for the purpose of the Company and to pay them and to other persons in return for services rendered to the Company salaries, wages and charges.
- 9) To promote and hold, either alone or jointly with any other associations, Club or persons, regattas races meetings and competitions for the purposes of rowing or any other athletic sports or pastimes, and to offer, give or contribute towards prizes, medals and awards therefore and to promote give or support all fund raising activities, dinners, dances and other entertainments.
- 10) To establish promote or assist in establishing or promoting and to subscribe to or become a Member of any other associations or clubs whose objects are similar to or in part similar to the objects of the Company or the establishment or promotion of which may be beneficial to the Company. Provided that no subscription may be paid to any such association or Club out of the funds of the Company except bona fide in furtherance of the objects of the Company.
- 11) To invest and deal in the money that the Company not immediately requires upon such securities and in such manner as may from time to time be determined.
- 12) To support and subscribe to charitable or public body and any institution society association or club which may be for the benefit of Company or its Members.
- 13) To borrow raise and give security for money by the issue of or upon bonds, debentures, debenture stock bills of exchange, promissory

notes or other obligations of securities of the Company or by mortgage or charge upon all or any part of the of the Company.

- 14) To pay the expenses of incorporating the Company

5. Liability of Members

The liability of the Members is limited. Every Member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up whilst he is still a Member or within one year afterwards full payment of the debts and liabilities of the Company contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding One Pound (£1.00).

6. Number of Members

The number of Members with which the Club proposes to be registered is 200 but the General Committee may from time to time register an increase of Members.

7. Membership

Membership of the club shall be open to anyone interested in the sport on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.

The club may have different classes of membership and subscription on a non-discriminatory and fair basis. The club will keep subscriptions at levels that will not pose a significant obstacle to people participating.

The General Committee may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the club or sport into disrepute. Appeal against refusal or removal may be made to the Members.

8. Registration of Membership

Any person who wishes to become a member must apply on the Membership Application Form and deliver it to the Club. Membership shall become effective upon an applicant's name being entered in the Membership Register.

The members of the Club from time to time shall be those persons listed in the register of members (the "Membership Register") which shall be maintained by the

Club Secretary. In the event of a member's resignation or expulsion, his or her name shall be removed from the Membership Register.

9. Subscription

The annual and other subscriptions and fees payable by Members and the period or periods to which they relate shall be such as the General Committee shall from time to time prescribe.

10. Rights of Members

Subject to these presents and to any rules from time to time being in force and made by the General Committee all Members shall be entitled to all times to use in common the premises facilities and property of and at the Club. All Members may be elected as a Member of the General Committee.

11. Forfeiture of membership

Any Member of the Club whose annual subscription remains unpaid for a period of 3 months from the date from which it became payable shall forfeit all rights and claims upon the Club and its property provided that the General Committee shall have power to extend the said period as it shall determine.

12. Expulsion of Members

The General Committee shall have the right to expel any Member of the Club (without being required to give and reasons) by resolution of the said General Committee. The General Committee may remove membership only for good cause such as conduct or character likely to bring the club or sport into disrepute. Any persons(s) so expelled shall have the right upon giving written notice of appeal to the Secretary within 14 days of being informed of the said resolution of the General Committee to require the Secretary to convene an Extraordinary General Meeting within 14 days, If the Meeting shall pass and Extraordinary Resolution rescinding the expulsion the that person shall be reinstated a from the date of such resolution as a Member. Any person expelled in accordance with these presents from membership or ceasing to be Member of the Club for whatever reason shall lose all right to or claim up on the Club, its property or funds. The rights of all Members shall be personal and non-transferable and shall cease upon the death or bankruptcy of the Member.

13. General Meetings

All general meetings other than the annual General Meeting shall be called

Extraordinary General Meetings.

14. Annual General Meeting

In each year the Club shall hold a general meeting as its Annual General Meeting in addition to any other Meetings which may be held in that year. The Annual General Meeting shall be specified as such in the notice calling it. Not more than 14 months shall elapse between the date of the one Annual General Meeting and another. The first Annual General Meeting shall be held within 14 months of the incorporation of the Club.

15. Extraordinary General Meeting

The General Committee shall convene an Extraordinary General Meeting whenever

- a) The General Committee shall think fit.
- b) Within 21 days of the deposit at the Registered Office of the Club or with the Secretary a requisition made in writing and signed by no less than five Members stating the object of the Meeting proposed to be called.

16. Proceedings at all General Meetings

All business transacted at Extraordinary General Meetings shall be special business as shall all business transacted at Annual General Meetings with the exception of, in the case of Annual General Meetings:

- a) Consideration of the various reports of the Officers of the General Committee and the Secretary.
- b) Consideration of the accounts and balance sheets of the club.
- c) Election and retirement of Officers of the General Committee and of the Secretary.

17. Notice of Annual General Meeting

Not less than 21 days prior notice shall be given of any Annual General Meeting.

18. Notice of Extraordinary General Meeting

In the Case of all Extraordinary General Meetings not less than 14 days' notice shall be given in the manner aforesaid. Such notice to be given to Members and posted on

the Club Notice Board.

19. Business at the Annual General Meeting

a. Elections

At the first Annual General Meeting and at all subsequent Annual General Meetings each of the Members of the General Committee shall retire from such membership such retirement to be effective from the conclusion of the Meeting save to the extent that the Member concerned has been re-elected in such capacity or capacities as an Officer during the course of that Meeting.

At every Annual General Meeting there shall take place an election of the various Officers and also membership of the General Committee. Nominations for the position of an Officer or for membership of the General Committee will only be voted upon provided that the nominee shall have been a Member of the Club for at least a year and is sponsored by two Members and further provided that the nomination is posted in the Club on the Club Notice Board not less than 10 days before the Meeting. A retiring Officer and Member of the General Committee shall be eligible for re-election (whether in his original capacity or not). All votes at Annual General Meetings for the purpose of the election of Officers and Members to the General Committee shall be by ballot.

In addition and without prejudice to provisions of Section 168 of the Act the Club may by Extraordinary Resolution remove and Member from being an Officer and/or from being a Member of the General Committee.

b. Other Business at Annual General Meetings

The Treasurer of the Club or in the absence of the Treasurer from the Meeting any other Officer shall lay before the Club in Annual General Meetings an account of income and expenditure for the period since the preceding account. A balance sheet shall be made out in every year laid before the Club in General Meetings made up to the date not less than 2 months before such Meeting and a copy thereof shall 7 days previously to the Meeting be sent to the secretary and shall be published on the Club Notice Board. Every such account and balance sheet shall be signed by the Treasurer and the Auditor of the Club and countersigned by the Secretary.

20. Quorum at All General Meetings

No business shall be transacted at any General Meeting at which less than Ten Members are present. If within 30 minutes of the time appointed at the start of the

Meeting a quorum is not present then if the Meeting was called at the request of Members it shall be dissolved. In any other case it shall stand adjourned to the same day the following week at the same time and place and if at the adjourned Meeting a quorum of Members is not present within half an hour of the time appointed for the Meeting the Members present shall be a quorum.

21. Chairman

At Meetings the Chairman and failing him the Captain shall preside as Chairman at every General Meeting. In the event of both the aforementioned not being present within 10 minutes of commencement of any such Meeting the Members shall choose any of their number to be Chairman of the Meeting. At any General Meeting, unless a poll is demanded by the Chairman or at least one third of the Members present a declaration by the Chairman as to the passing or rejection of a resolution and an entry to the effect in the books of the Club shall be conclusive evidence of the fact. If a poll is demanded it shall be taken in a manner that as the Chairman directs and the result of the poll shall be deemed to be a resolution of the Meeting.

22. Voting at General Meetings

Members shall be eligible to vote if all monies due from them to the Club have been paid. A Member of the Club shall have one vote except in the case of the Chairman who where there is an equality of votes (whether by show of hands or on a poll) shall have a casting or a second vote. Votes may be given on a poll personally or by proxy.

23. Proxies

Any poll votes may be given out personally or by proxy. A proxy shall be appointed in writing at the hand of the appointers. The instrument of appointing a proxy shall be deposited at the Registered Office of the Club or with the Secretary not less than 48 hours before the time of holding the meeting at which the person named in such instrument proposes to vote.

24. Form of Proxy

Any instrument appointing a proxy shall be signed and dated and name the Member appointed as proxy and further specify the date of the General Meeting or Meetings at which the proxy is to vote.

25. The Officers of the Club

The Officers of the Club shall consist of the Chairman, the Captain, the treasurer, the Secretary and the Social Secretary all of whom must be and remain Members.

26. Remuneration of Officers

No Officer of the Club shall receive any remuneration for its services in the capacity of an Officer but nothing herein shall be deemed to prohibit the payment by the Club of any sum to an Officer for expenses directly incurred by that Officer for expenses directly incurred by that Officer for duties required by the Club to be carried out by him.

27. Vacancies Amongst the General Committee and the Officers

The General Committee may from time to time and at any time appoint any Member to either fill a vacancy amongst the Officers or by increasing the membership of the General Committee provided that the prescribed maximum is not exceeded. Any Member so appointed shall retain his office or remain on the General Committee only until the next Annual General Meeting. Unless otherwise determined by the Club in General Meeting the general Committee shall not exceed 13 Members including the Officers.

28. Management Power of the General Committee

The business of the Club shall be managed by the General Committee who may authorise all such expenses of and preliminary and incidental to the promotion formation establishment and registration of the Club as they think fit. The General Committee may exercise all such powers of the Club and do on behalf of the Club all such acts as may be exercised and don by the Club as are not be statute or by these presents required to be exercised or done by the Club in General Meetings (subject nevertheless to any regulations of these presents to the provisions of the statutes for the time being in force and affecting the Club and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Club in General Meetings). No regulations made by the Club in General Meetings shall invalidate any prior act of the General Committee which would have been valid if such regulations had not been made. For the avoidance of doubt the General Committee may exercise all such powers of the Club as are not by the said statutes regulations required to be exercised and, subject as hereinbefore provided, the General Committee may exercise all the powers of the Club to borrow money and to mortgage or chare its undertaking or property and uncalled capital and to issue debentures and other securities without rights or give collateral security for any debt liability or obligation of the Club or so far as maybe done without contravening the provisions of these presents to any third party.

The General Committee may from time to time co-opt as a Member or Members of the General Committee such person or persons who are especially qualified to further the activities of the Club or otherwise have special knowledge or expertise but such co-opted Member shall not be entitled to vote at any Meetings of the General Committee.

The General Committee may from time to time and at any time by power of attorney appoint any company, firm or persons or body of persons whether nominated directly or indirectly by the General Committee to be the Attorney or Attorneys of the Club for such purpose and with such powers authorities and discretions (not exceeding those vested in or exercisable by the General Committee under these regulations and presents) and for such period and subject to such conditions as they may think fit and any such power of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the General Committee may think fit and may also authorise any such Attorney to delegate all or any of the powers authorities and discretions vested in him.

The General Committee may meet together for the despatch of business and otherwise regulate their Meetings as they think fit and may attribute from time to time and at any time delegate any of the powers to Committees consisting of such Members or such other persons if any as they may determine. Questions arising at any Meeting of the General Committee shall be decided by a majority of votes. In the case of equality of votes the Chairman shall have a second and casting vote. A General Committee Member may and the Secretary on the requisition of a General Committee Manager shall at any time summon a Meeting of the General Committee. It shall not be necessary to give notice of a Meeting of the General Committee to any Member of the General Committee for the time being absent from the United Kingdom.

29. Minutes of All General Meetings and of General Committee Meetings (Annual and Extraordinary)

The General Committee shall cause proper minutes to be made of all appointments of Officers and of the proceedings of all meetings of the General Committee and of General Meetings of the Club and of all Committees and all business transacted at such meetings.

30. Quorum for General Committee Meetings

The quorum necessary for the transaction of business of the General Committee shall be fixed by the General Committee and unless so fixed shall be three Members. A Meeting of the General Committee at which a quorum is present shall be competent

to exercise all the authorities powers and discretions be or under the regulations of the Club and for the time being vested in the General Committee generally.

A resolution in writing signed by all the Members of the General Committee for the time being entitled to receive notice of a Meeting of the General Committee and to vote at the same shall be as valid and effectual as if it had been passed at a Meeting of the General Committee duly convened and held.

31. Removal and Disqualification of Members of the General Committee

Membership of the General Committee shall be vacated in respect of a Member:

- a. If a receiving order is made against him or if he makes any arrangement or composition with his creditors
- b. If he becomes of unsound mind
- c. If by not less than one month's notice in writing to the Club he resigns his office
- d. If he becomes prohibited from holding such office by reason of any Court Order made under the Act
- e. If he is removed from office by resolution duly passed pursuant to Section 168 of the Act
- f. If he ceases to be Member
- g. Upon removal from office by a resolution of the General Committee
- h. Upon removal by resolution at an Extraordinary General Meeting

32. Books of Account

The General Committee of the Club shall cause proper books of account to be kept in respect of

a. All sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place

b. The books of Account shall be kept at the Registered Office of the Club or such other place or places as the Officers may think fit and shall be open to the inspection of all or any of the Officers or Members of the General Committee. The Officers shall from time to time determine whether and to what extent and to what time and places and to what and under what conditions and regulations the accounts and books of the Club or any of them shall be opened to the inspections of the Members of the Club not being Officers. No Member, not being an Officer shall have right of inspecting any account or book or document of the Club except as conferred

by statute or authorised by the Officers.

33. Non-distribution of profits to Members.

All surplus income or profits are to be reinvested in the club. No surpluses or assets will be distributed to Members or third parties.

34. Audit

An Auditor or Auditors shall be appointed and their duties regulated in accordance with the Act.

35. Club Seal

Officers shall provide for the said custody of the common seal of the Club. The seal of the Club shall be affixed to any instrument except by the authority of a resolution of the General Committee and in the presence of not less than 2 Officers and the Secretary or such other person as the Officers may appoint for the purpose and those Officers and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Club is so affixed in their presence.

36. 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.

37. Notices

A notice may be given by the Club to any Member either personally or sending it by post to him at his Registered Address as appears in the Register of Members. When notice is sent by post service of notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice and shall be deemed to have been effected provided the same is sent by 1st or 2nd class post within 3 days of posting.

38. Rules and Regulations of the Club

The General Committee shall have power from time to time to make alter and repeal all such rules and regulations as they deem necessary or expedient or convenient for

the proper conduct and management of the Club and in particular but not exclusively they may by the rules and regulations regulate:

- a. Terms and conditions upon which guests, Members, visitors or guests shall be permitted to use or come on to the premises and property of the Club
- b. The times of opening and closing the Club and the premises of the Club or any part thereof and the permitted hours for the supply of intoxicating liquor
- c. The conduct of Members of the Club in relation to one another
- d. The setting aside of the whole or any part or parts of the Clubs premises or any Members of any classes of Members at any particular time or times or for any particular purpose or purposes.

All such rules and regulations so long as they shall be in force shall be binding upon all Members of the Club provided nevertheless that no rules shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Club

and that any rules or regulations may be set aside or altered by special resolution of a General Meeting of the Club.