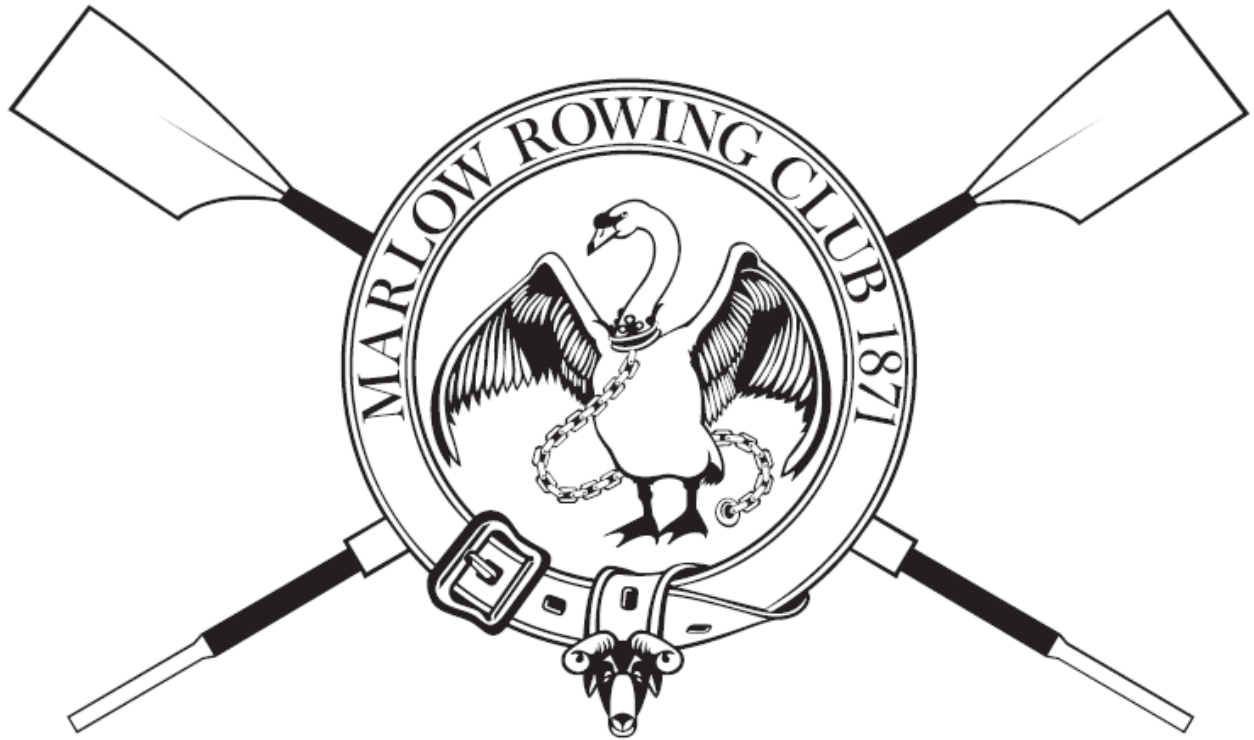


Company number: 07954383

Charity Registration Number: 1148327



Marlow Rowing Club

Founded 1871

Incorporated as a Company Limited by Guarantee (Registered in England No. 07954383) in 2012

(Affiliated to British Rowing)

THE COMPANIES ACT 2006
Company Limited By Guarantee
And Not Having A Share Capital
ARTICLES OF ASSOCIATION
MARLOW ROWING CLUB

(adopted by special resolution on 23rd June 2012,
amended by special resolution (Article 36.6 only) 24th July 2013
amended by special resolution (Articles 36 & 38) on 25th October 2017
amended by special resolution (Article 36.1) 17th July 2019
amended (Articles 32-36, 38, 41, 44 & 47) and consolidated by special resolution on
Thursday 9th June 2022.)

Incorporated 17 February 2012

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

of

MARLOW ROWING CLUB

1 The Name

The Company's name is Marlow Rowing Club (and in this document it is called the "Charity").

2. Interpretation

2.1 In these Articles, the following terms shall where the context so permits have the meanings given:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

"the articles" means the charity's articles of association;

"British Rowing" means British Rowing Limited, 6 Lower Mall, Hammersmith, London, W6 9DJ (registered in England company number 1706271), being the national governing body for the sports of rowing and sculling;

"the charity" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the charity;

"the directors" means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

"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;

"the memorandum" means the charity's memorandum of association;

"officers" includes the directors and the secretary (if any);

"the seal" means the common seal of the charity if it has one;
means any person appointed to perform the duties of the secretary

"secretary" of the charity;

"the United Kingdom" means Great Britain and Northern Ireland.

- 2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 2.3 Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.
- 2.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 2.5 Words importing persons shall include corporations.

Liability of Members

- 3 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member for:
 - 3.1 payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
 - 3.2 payment of the costs, charges and expenses of winding up; and
 - 3.3 adjustment of the rights of the contributories amongst themselves.

Objects

- 4 The charity's objects ("Objects") are specifically restricted to the following:
 - 4.1 the promotion of community participation in healthy recreation in particular by the provision of facilities for rowing, sculling and other sports ("facilities" means land, buildings, equipment and organising sporting activities);
 - 4.2 providing and assisting in providing facilities for sport, recreation or other leisure time occupation of such persons who have need for such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving their conditions of life; and
 - 4.3 advancing the education of children and young people through such means as the directors think fit in accordance with the Charities Act 2011.

5 Affiliation

Subject to the requirements of the Charity Act 2011 and the duties of the trustees as both trustees and directors the charity will affiliate to British Rowing. The charity will further comply with and uphold the bye-laws, rules and regulations of British Rowing as amended from time to time, including in particular British Rowing rules on the safeguarding of children and vulnerable adults, rules on water safety and equal opportunities.

Powers

- 6 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular the charity has power:
 - 6.1 to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - 6.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and any rights or privileges necessary for the promotion of its objects, and to construct, maintain, alter, furnish, fit up and equip any buildings or erections necessary for the work of the charity;
 - 6.3 to sell, lease, improve, manage, develop, exchange, mortgage or otherwise dispose of, turn to account or otherwise deal with all or any part of the property or rights belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
 - 6.4 to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The

charity must comply as appropriate with sections 124 – 126 of the Charities Act 2011 if it wishes to mortgage land;

- 6.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 6.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 6.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 6.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.9 to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 8 and provided it complies with the conditions in that article;
- 6.10 to:
 - 6.10.1 deposit or invest funds;
 - 6.10.2 employ a professional fund-manager; and
 - 6.10.3 arrange for the investments or other property of the charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 6.11 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 6.12 to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;
- 6.13 to invest the moneys of the charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Commission shall only be invested in such securities and with such sanction (if any) as may for the time being be permitted by law;
- 6.14 to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of any property;
- 6.15 to establish and support or aid in the establishment and support of any charities or charitable institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the charity or calculated to further its Objects;
- 6.16 to make any donations or subscribe or guarantee money or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any charity, other club registered as community amateur sports clubs, or related organisations;
- 6.17 to subscribe or guarantee money for its Objects;
- 6.18 to act as trustees or managers of any property, endowment, legacy, bequest or gift for education purposes only;
- 6.19 to accumulate funds for such periods as is allowed by law, and to receive any donations and subscriptions for any of the purposes of the charity;
- 6.20 to undertake and execute any trusts which may lawfully be undertaken by the charity and may be conducive to its Objects;
- 6.21 to acquire and undertake properties and liabilities and to carry out the powers, obligations, duties and general objects of unincorporated associations and to give any necessary indemnities to any officers or members of any of the unincorporated associations or their sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of an unincorporated association and in respect of all liabilities, obligations and commitments (whether legally binding or not) and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertakings;
- 6.22 to incorporate subsidiary companies to carry on any trade and/or any activity allowed to the charity itself;
- 6.23 to print and publish any newspapers, periodicals, books, articles or leaflets;

- 6.24 to organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise;
- 6.25 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 6.26 to do all such other lawful things as are incidental to the attainment of the above Objects or any of them.

Application of income and property

- 7 7.1 The income and property of the charity shall be applied solely towards the promotion of the Objects.
- 7.2 7.2.1 A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- 7.2.2 A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 7.2.3 A director may receive an indemnity from the charity in the circumstances specified in article 64.
- 7.2.4 A director may not receive any other benefit or payment unless it is authorised by article 8.
- 7.3 Subject to article 8 none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:
 - 7.3.1 a benefit from the charity in the capacity of a beneficiary of the charity;
 - 7.3.2 reasonable and proper remuneration for any goods or services supplied to the charity.

Benefits and payments to charity directors and connected persons

- 8 8.1 **General provisions**

No director or connected person may:

 - 8.1.1 buy any goods or services from the charity on terms preferential to those applicable to members of the public;
 - 8.1.2 sell goods, services, or any interest in land to the charity;
 - 8.1.3 be employed by, or receive any remuneration from, the charity;
 - 8.1.4 receive any other financial benefit from the charity;

unless the payment is permitted by article 8.2 of this article, or authorised by the court or the Charity Commission.

In this article a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors' or connected persons' benefits

- 8.2 8.2.1 Subject to Article 8.1 a director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity.
- 8.2.2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- 8.2.3 Subject to article 8.3 of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- 8.2.4 A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 8.2.5 A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

8.2.6 A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

8.3 The charity and its directors may only rely upon the authority provided by sub-clause 8.2.3 of this article if each of the following conditions is satisfied:

- 8.3.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the charity.
- 8.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 8.3.3 The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- 8.3.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- 8.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- 8.3.6 The reason for their decision is recorded by the directors in the minute book.
- 8.3.7 A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 8.

8.4 In sub-clauses 8.2 – 8.3 of this article 8:

- 8.4.1 "charity" includes any company in which the charity:
 - 8.4.1.1 holds more than 50% of the shares; or
 - 8.4.1.2 controls more than 50% of the voting rights attached to the shares; or
 - 8.4.1.3 has the right to appoint one or more directors to the board of the company;
- 8.4.2 "connected person" includes any person within the definition in article 68 'Interpretation'.

Declaration of directors' duties

9 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

- 10 10.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
 - 10.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 10.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - 10.1.3 the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- 10.2 In this article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Members

- 11 11.1 The subscribers to the memorandum are the first members of the charity.
- 11.2 Membership is open to other individuals or organisations who:

- 11.2.1 apply to the charity in the form required by the directors; and
- 11.2.2 are approved by the directors.
- 11.3 11.3.1 The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
- 11.3.2 The directors must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
- 11.3.3 The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 11.4 Membership is not transferable.
- 11.5 The directors must keep a register of names and addresses of the members.
- 11.6 The directors may from time to time fix the levels of entrance fees and subscriptions to be paid by the different categories of members provided that the directors shall ensure that the fees set by it do not preclude open membership of the charity.
- 11.7 The members shall pay any entrance fees and subscriptions set by the directors under article 11.6. Any member whose subscription fee is more than three months in arrears shall be deemed to have resigned as a member of the charity.
- 11.8 All members shall be subject to any rules made by the directors or the charity in accordance with these articles and shall respect the rules of rowing as recognised by British Rowing.

Classes of membership

- 12 12.1 The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 12.2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 12.3 The rights attached to a class of membership may only be varied if:
 - 12.3.1 three-quarters of the members of that class consent in writing to the variation; or
 - 12.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 12.4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of membership

- 13 Membership is terminated if:
 - 13.1 the member dies or, if it is an organisation, ceases to exist;
 - 13.2 the member fails to comply with or to continue to comply with any condition of membership set out in these articles or any rules made by the directors in accordance with these articles;
 - 13.3 the member resigns by written notice to the charity unless, after the resignation, there would be less than 2 members;
 - 13.4 any sum due from the member to the charity is not paid in full within 3 months of it falling due;
 - 13.5 the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - 13.5.1 the member has been given at least 21 days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - 13.5.2 the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.
 - 13.6 Any person ceasing to be a member forfeits all rights in relation to and claims upon the charity, its property and its funds and has no right to the return of any part of his subscription. The directors may refund an appropriate part of a resigning member's subscription if they consider it appropriate taking account of all the circumstances.

General meetings

- 14 14.1 The charity must hold its first annual general meeting within 18 months after the date of its incorporation.

- 14.2 An annual general meeting must be held in each subsequent year and not more than 15 months may elapse between successive annual general meetings.
- 14.3 The general meeting shall be held for the following purposes:
- 14.1.1 to receive from the directors the charity's accounts;
 - 14.1.2 to receive from the directors a report of the activities of the charity since the previous general meeting;
 - 14.1.3 to announce the election of the directors to be appointed in accordance with these articles; and
 - 14.1.4 to transact such other business as may be brought before it including without limitation the appointment of life members in recognition of outstanding contribution or long service to the charity.
- 14.4 The directors shall on the requisition of members pursuant to the Companies Act proceed to convene a general meeting for a date not later than 7 weeks after receipt of the requisition.
- 14.5 If there are not within the United Kingdom sufficient directors to call a general meeting any director or any two members of the charity may call a general meeting.
- 15 The directors may call a general meeting at any time.

Notice of general meetings

- 16 16.1 The minimum periods of notice required to hold a general meeting of the charity are:
- 16.1.1 21 clear days for a general meeting called for the passing of a special resolution;
 - 16.1.2 14 clear days for all other general meetings including annual general meetings.
- 16.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.
- 16.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 25.
- 16.4 The notice must be given to all the members and to the directors and auditors.
- 17 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

Proceedings at general meetings

- 18 18.1 No business shall be transacted at any general meeting unless a quorum is present.
- 18.2 A quorum is:
- 18.2.1 15 members present in person or by proxy and entitled to vote on the business to be conducted at the meeting; or
 - 18.2.2 one-twentieth of the total membership at the time; whichever is the greater.
- 18.3 The authorised representative of a member organisation shall be counted in the quorum.
- 18.4 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 if their circumstances are such that if they have a right to vote at that meeting, they are able to exercise such right and if they are 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.
- 19 19.1 If:
- 19.1.1 a quorum is not present within half an hour from the time appointed for the meeting; or
 - 19.1.2 during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the directors shall determine.
- 19.2 The directors must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 19.3 If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting 2 members present in person or by proxy at that time shall constitute the quorum for that meeting.

- 20 20.1 General meetings shall be chaired by the President.
- 20.2 If the President is not present within 15 minutes of the time appointed for the meeting the Chairman shall chair the meeting.
- 20.3 If there is no such person or he or she is not present within 15 minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- 20.4 If there is only one director present and willing to act, he or she shall chair the meeting.
- 20.5 If no director is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 21 21.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 21.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 21.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 21.4 If a meeting is adjourned by a resolution of the members for more than 7 days, at least 7 clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 22 The meeting shall be adjourned if it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
- 23 The chairman of the general meeting may permit other persons who are not members of the charity to attend and speak at a general meeting.
- 24 24.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 24.1.1 by the person chairing the meeting; or
- 24.1.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
- 24.1.3 by a majority of the directors; or
- 24.1.4 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 24.2 24.2.1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 24.2.2 The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
- 24.3 24.3.1 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 24.3.2 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 24.4 24.4.1 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 24.4.2 The results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 24.5 24.5.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 24.5.2 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 24.5.3 The poll must be taken within 30 days after it has been demanded.
- 24.5.4 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 24.5.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

- 25 25.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 25.1.1 states the name and address of the member appointing the proxy;
 - 25.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 25.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 25.1.4 is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 25.2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 25.3 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.
- 25.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 25.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 25.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 26 26.1 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 charity by or on behalf of that person.
- 26.2 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 26.3 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.
- 26.4 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.

Written resolutions

- 27 27.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote on it had it been proposed at a general meeting shall be effective provided that:
- 27.1.1 a copy of the proposed resolution has been sent to every eligible member;
 - 27.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - 27.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 27.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 27.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

- 28 Subject to article 12, every member, whether an individual or an organisation shall have one vote provided that his subscription for the month in which any general meeting falls has been paid.
- 29 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 30 30.1 Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- 30.2 The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.

- 30.3 Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

Amendments to Resolutions

- 31 31.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 31.1.1 Notice of the proposed amendment is given to the charity 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
 - 31.1.2 The proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 31.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 31.2.1 The chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 31.2.2 The amendment does not go beyond what is necessary to correct a grammatical or other nonsubstantive error in the resolution.
- 31.3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 31.4 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

President and Vice Presidents

- 32 32.1 The President is the senior officer of the charity and shall have such further rights and privileges as the directors shall from time to time prescribe. The appointment is personal and shall not be delegated and no alternate can be appointed.
- 32.2 The President shall be appointed annually by ordinary resolution in the same manner and process as directors, as set out in the "Appointment of Directors" articles in in article 40 *et seq.* Subject to article 32.5, the President is always subject to the same rules on age requirements, retirement, disqualification, conflicts of interest and renewal generally as apply to directors.
- 32.3 If;
- 32.3.1 so elected by the members;
 - 32.3.2 the candidate accepts; and
 - 32.3.3 subject to all the provisions in these articles (in particular, articles 33 to 45) relating to directors;
- the President may also be appointed a director of the Company by the same mechanism at the same time, but does not have to be.
- 32.4 No one may be appointed as President unless:
- 32.4.1 they have already held the role of President or Vice-President; or
 - 32.4.2 the person nominating them gives a statement describing at least one of the following in respect of the proposed President to the Secretary (as if it were an additional requirement under article 41.2): national or international standing as a rowing or coxing competitor, national or international standing as a rowing coach, or an extended record of voluntary support or service to Marlow Rowing Club (including its predecessor amateur sports club) and/or Marlow Regatta.
- 32.5 Where the President is appointed as a director, their rights, obligations and restrictions are as set out in these articles in relation to directors generally. Where the President is not appointed as a director, then:
- 32.5.1 the President has the right to be notified of, attend, and speak at meetings of directors but is not entitled to vote;
 - 32.5.2 articles 46.1 and 46.6 do not apply and the rest of article 46 applies as if references to a "director" were to the "President"; and
 - 32.5.3 there is no limit to the number of times that a person can be appointed as President. Where the Term Limit applies to prevent the President serving as a director, they may still be appointed to the role of, and serve as, President, but not as a director.
- 32.6 The role of "Vice-President" is a purely honorary title with no rights, privileges or obligations to be awarded to persons who have made an exceptional contribution to the charity (or its predecessor club). It may be granted or removed by ordinary resolution, and may be suspended at any time by the directors

until the next General Meeting. There is no limit to the number of Vice-Presidents that may exist at any one time.

Directors

- 33 33.1 A director must be a natural person aged 16 years or older.
- 33.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 46.
- 34 33.3 Prospective directors who are co-habiting with, or related by blood or marriage to any other proposed director shall declare that relationship to the Secretary for communication to the voting members before nominations close. The minimum number of directors shall be not less than three and (unless otherwise determined by ordinary resolution) the maximum number of directors shall be six or seven if the President is appointed a director. The first directors were those persons notified to Companies House as the first directors of the charity
- 35 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.
- 36 In addition to the President, if so elected under article 32.3, the directors shall be:
- 36.2 the Chairman - The Chairman shall deputise for the President in his absence, have particular responsibility for the relationship with British Rowing and the overall strategy and management of the charity;
- 36.3 the Secretary - The Secretary shall have particular responsibility for the records and correspondence of the charity and shall carry out the role of secretary set out in these Articles;
- 36.4 the Treasurer - The Treasurer shall have particular responsibility for maintaining the financial books and records of the charity;
- 36.5 the Captain - The Captain shall have particular responsibility for the selection of crews for regattas, race entries, training and coaching style and approach;
- 36.6 the Welfare Officer - The Welfare Officer shall have particular responsibility for ensuring that children and vulnerable adults are protected and liaising with British Rowing, local authorities, and Sport England about junior issues; and
- 36.7 one other person who shall have such focus within the scope of the Objects as the directors agree from time to time, for example: assisting other directors, safety, diversity, fundraising or specific projects of important to the Charity.

Powers of directors

- 37 37.1 The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Act, the articles or any special resolution.
- 37.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 37.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
- 37.4 The directors shall report on their activities to the members at the annual general meeting.

Retirement of directors

- 38 38.1 At each annual general meeting all of the directors must retire from office (including the office of secretary, as applicable) but subject to article 38.2, can be reappointed pursuant to Articles 40 to 45.
- 38.2 Subject to the rest of article 38, no director may be elected or serve as director of any type for more than 9 years ("Term Limit"). For the purposes of the Term Limit;
- i time served as company secretary counts as time served as a director, but is not double-counted with a concurrent director appointment; and
- ii time served as a President who is not also a director, is treated as not holding a director office.
- 38.3 The Term Limit is a cumulative total period as a director, except that a break of 4 full years from holding any director office means that previous service is no longer counted. Shorter breaks (of up to 3 years) in holding director office do not stop previous service counting to the Term Limit.

38.5 If a director has reached the Term Limit, and no candidate seeks election for the role at the general meeting, the other directors may co-opt a person to the office for no longer than 6 months in order to find time to locate and train a replacement.

39 If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of directors

40 The charity may by ordinary resolution appoint a person who is willing to act to be a director.

41 No person may be appointed a director at any general meeting unless:

41.1 that person is a member of the Charity; and

41.2 not less than 19 nor more than 35 clear days' before the date of the meeting, the charity is given a notice that:

41.2.1 is signed by two members entitled to vote at the meeting;

41.2.2 states the member's intention to propose the appointment of a person as a director;

41.2.3 contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and

41.2.4 is signed by the person who is to be proposed to show his or her willingness to be appointed

and for the purposes of this article the "notice" under article 41.2 may comprise multiple electronic communications operating as counterparts, and/or comprise in part a notice posted at the club signed physically with missing elements confirmed later in electronic communication and "signature" includes any basic electronic signature including typing of a name in an electronic communication.

42 In the event of there being more nominations than vacancies for a post, there shall be an election at the general meeting as directed by the President. The results of any such election must be announced by the Secretary as soon as reasonably possible after the election takes place.

43 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than 28 clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.

44 44.1 Subject to article 38.2, the directors may appoint a person who is willing to act to be a director to one of the director roles specified in that article (and as secretary, if applicable).

44.2 A director appointed by a resolution of the other directors must retire at the next annual general meeting, or within the period specified in article 38.2, if applicable.

45 The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors or article 38.

Disqualification and removal of directors

46 A director shall cease to hold office if he or she:

46.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

46.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

46.3 ceases to be a member of the charity;

46.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

46.5 resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect);

46.6 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated;

46.7 is requested to resign by all the other directors acting together; or

46.8 is subject to a disciplinary sanction by British Rowing which results in their suspension or expulsion from British Rowing.

Remuneration of directors and President

47 The directors and President must not be paid any remuneration unless it is authorised by article 8.

Proceedings of directors

- 48 48.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles and provided that there are at least four meetings of the directors held in each year.
- 48.2 Any director may call a meeting of the directors.
- 48.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 48.4 Notice of any meeting of the directors must indicate its proposed date and time, where it is to take place and 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.
- 48.5 Notice of a meeting of the directors must be given to each director, but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.
- 48.6 Questions arising at a meeting shall be decided by a majority of votes.
- 48.7 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 48.8 The Chairman (as defined in article 36.2) shall preside as chairman at all meetings of the directors at which he shall be present and if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting or he is not willing to preside, the directors present shall choose one of their number to be chairman of the meeting.
- 48.9 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 49 49.1 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- 49.2 The quorum shall be three or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- 49.3 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 49.4 In the event that there are fewer than three directors eligible to vote, such number of eligible directors shall be a quorum.
- 50 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 51 51.1 The directors shall appoint a director to chair their meeting and may at any time revoke such appointment.
- 51.2 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- 51.3 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 52 52.1 A resolution in writing or in electronic form agreed by all the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- 52.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

Delegation

- 53 53.1 The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- 53.2 The directors may impose conditions when delegating, including the conditions that:
- 53.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- 53.2.2 no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- 53.3 The directors may revoke or alter a delegation.
- 53.4 All acts and proceedings of any committees must be fully and promptly reported to the directors.

- 53.5 Unless the directors so specify, any such delegation may not authorise further delegation.
- 53.6 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions in these articles which govern the taking of decisions by the directors.
- 53.7 The quorum for meetings of any committee formed pursuant to the provisions of this article shall be three and any director or member shall be entitled to attend such meetings.

Validity of directors' decisions

- 54 54.1 Subject to article 54.2, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
 - 54.1.1 who was disqualified from holding office;
 - 54.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
 - 54.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if without:
 - 54.1.4 the vote of that director; and
 - 54.1.5 that director being counted in the quorum; the decision has been made by a majority of the directors at a quorate meeting.
- 54.2 Article 54.1 does not permit a director or a connected person to keep any benefit that may be conferred on him or her by a resolution of the directors or of a committee of directors if, but for article 54.1, the resolution would have been void, or if the director has not complied with article 9.

Seal

- 55 If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

Minutes

- 56 The directors must keep minutes of all:
 - 56.1 appointments of officers made by the directors;
 - 56.2 proceedings at meetings of the charity;
 - 56.3 meetings of the directors and committees of directors including:
 - 56.3.1 the names of the directors present at the meeting;
 - 56.3.2 the decisions made at the meetings; and
 - 56.3.3 where appropriate the reasons for the decisions.

Any such records shall be circulated to all directors.

Accounts

- 57 57.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 57.2 The directors must keep accounting records as required by the Companies Acts.

Annual report and return and register of charities

- 58 58.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:
 - 58.1.1 transmission of a copy of the statements of account to the Commission;
 - 58.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - 58.1.3 preparation of an Annual Return and its transmission to the Commission.
- 58.2 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Means of communication to be used

- 59 59.1 Subject to the articles, anything sent or supplied by or to the charity 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 charity.
- 59.2 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.
- 60 Any notice to be given to or by any person pursuant to the articles:
- 60.1 must be in writing; or
- 60.2 must be given in electronic form.
- 61 61.1 The charity may give any notice to a member either:
- 61.1.1 personally; or
- 61.1.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- 61.1.3 by leaving it at the address of the member; or
- 61.1.4 by giving it in electronic form to the member's address; or
- 61.1.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- 61.2 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- 62 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 63 63.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 63.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the Companies Act 2006.
- 63.3 In accordance with Section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 63.3.1 48 hours after the envelope containing it was posted; or
- 63.3.2 in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

- 64 64.1 The charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 64.2 In this article a 'relevant director' means any director or former director of the charity.

Rules

- 65 65.1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- 65.2 The bye laws may regulate the following matters but are not restricted to them:
- 65.2.1 the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- 65.2.2 the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
- 65.2.3 the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
- 65.2.4 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

- 65.2.5 the creation of regulations, standing orders and/or bye-laws for the better administration of the charity and to regulate the function, role and operation of committees to assist the directors in the better administration of the charity.
- 65.2.6 the setting or adopting of such other regulations or policies, including for example child protection and equity policies, as the directors think fit;
- 65.2.7 licensable activities of the charity;
- 65.2.8 generally, all such matters as are commonly the subject matter of company rules.
- 65.3 The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 65.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- 65.5 The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles and the Companies Act or prejudice the charity's status as a charity.

Disputes

- 66 If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Dissolution

- 67
 - 67.1 The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - 67.1.1 directly for the Objects; or
 - 67.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 67.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
 - 67.2 Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
 - 67.2.1 directly for the Objects; or
 - 67.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 67.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
 - 67.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 67.1 is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

Interpretation

- 68 In articles 8, 10.2 and 54.2, 'connected person' means:
 - 68.1 a child, parent, grandchild, grandparent, brother or sister of the director;
 - 68.2 the spouse or civil partner of the director or of any person falling within article 68.1 above;
 - 68.3 a person carrying on business in partnership with the director or with any person falling within articles 68.1 or 68.2 above;
 - 68.4 an institution which is controlled:
 - 68.4.1 by the director or any connected person falling within articles 68.1, 68.2 or 68.3 above; or
 - 68.4.2 68.4.2 by two or more persons falling within article 68.4.1, when taken together;
 - 68.5 a body corporate in which:
 - 68.5.1 the director or any connected person falling within articles 68.1 to 68.3 has a substantial interest; or
 - 68.5.2 two or more persons falling within article 68.5.1 who, when taken together, have a substantial interest.

68.5.3 Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.