

**ARTICLES OF ASSOCIATION OF  
THE AMATEUR ROWING ASSOCIATION LIMITED**

**GENERAL**

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<b>WORDS</b>	<b>MEANINGS</b>
The Act	The Companies Act 1948 as amended by the Companies Acts 1967, 1976, 1980, 1981, 1985 and 1989.
These Articles	These Articles of Association.
The Association	The above-named Company.
Rules	Rules of the Association made and authorised by the Council in accordance with Article 17(b).
The Council	The Council for the time being of the Association.
Executive Committee	The Executive Committee for the time being of the Association.
Executive Committee Chairman	Chairman of the Executive Committee for the time being.
Executive Officer	The office holders referred to in Article 11(a).
Company Secretary	Company Secretary ARA Ltd.
Honorary Treasurer	The Honorary Treasurer of the Association.
Council Member	A member of the Association as defined in Article 5(1) (a).
Affiliated Member	A member of the Association as defined in Article 5(1) (b).
Corresponding Member	A member of the Association as defined in Article 5(1) (c).
Registered Member	A person registered with the Association and paying the appropriate registration fee, either as a Registered Competition Member or a Registered Associate Member (as defined in the Rules of the Amateur Rowing Association). A Registered Member is not a Member of the Association as defined in Article 5(1).
Club	A club which is an Affiliated Member of the Association within the provisions of Article 5(1)(b).
Division	The grouping or combinations of Affiliated Members from time to time determined by the Council.
Region	A grouping of one or more Divisions in a defined Geographic area as from time to time determined by the Council.
Regional Rowing Council	A body created and established by the Council to represent the ARA within a defined geographic area and to carry out such functions as the Council may from time to time delegate to it.
The Office	The registered office of the Association.

Regatta	An organised group of events in which the result of each race is determined by the order in which boats are placed at the finish, including a Processional Race.
Processional Race	A race in which boats are started at intervals of time or distance and of which the result is determined by means other than the order of arrival at the finish.
The Seal	The Common Seal of the Association.
The United Kingdom	Great Britain and Northern Ireland together with the Isle of Man and the Channel Islands.
Month	Calendar Month.
The Statutes	The Companies Acts 1948 to 1989 and every statutory modification or re-enactment thereof for the time being in force.
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
Simulated rowing	Any activity in which a rowing action is used with any machine, ergometer or other apparatus.
Masculine	Shall be deemed to include the feminine and vice-versa, except where the contrary appears, in these articles and all other documentation from the ARA.

Words importing the singular number only shall include the plural number, and vice versa; and references to "rowing" shall apply also to sculling and coxing; and

words importing persons except the word "individual" shall include clubs, regattas, corporations and other organisations whether incorporated or unincorporated.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

## **OBJECTS**

2. The Association is established for the purposes expressed in the Memorandum of Association.

## **MEMBERSHIP**

3. For the purposes of registration the number of Members of the Association is declared to be unlimited.

4. The provisions of Section 110 of the Act or any statutory modification or re-enactment thereof shall be observed by the Association, and every Council Member of the Association (not having subscribed the Memorandum and Articles of Association) and every Affiliated Member shall sign a written application for membership in such form and containing such particulars as the Council may from time to time determine, and the Council may determine different particulars for each class of members. The Council may in its absolute discretion accept or reject any person or body applying for membership.

5. (1) The membership of the Association (hereinafter referred to as "the Members") shall consist of -

(a) *Council Members*: being representatives of Affiliated Members who are appointed, elected or co-opted in the manner provided in these Articles as members of the Council. Council Members shall be entitled to exercise all these rights and shall be subject to the liabilities conferred by the Statutes or these Articles or the Memorandum of Association of the Association or specified in the Rules.

(b) *Affiliated Members*: being any Club or Regatta or Simulated Rowing Event in Great Britain which becomes affiliated to the Association upon being elected by a majority of two-thirds of the Council.

(c) *Affiliated Organisation members*: Being any organisation that supports the aims and objectives of the Association, and which is nominated by two-thirds of the Council. Affiliated Organisations will be entitled to receive services and information from the Association, at an agreed fee, both to be determined by the Council on an annual basis. Affiliated Organisations will not have voting rights or any other rights or obligations other than those determined through the annual agreement.

(2) Each class of Members shall have such rights and obligations as are contained in the Memorandum of Association, these Articles and the Rules.

(3) The Company Secretary shall forthwith notify every candidate for membership that has been accepted by the Council that he has been admitted as a Member of the Association.

(4) Any person on agreeing to become and having been accepted as a Member of the Association shall be deemed to have agreed to be bound by these Articles, the Memorandum of Association of the Association and the Rules whether or not a written statement shall have been signed to that effect.

(5) The Council shall not consider an application for affiliation from any Club, Regatta or Simulated Rowing event previously refused until after the expiration of twelve calendar months from the date of such refusal.

(6) Every Club, Regatta or Simulated Rowing Event, on becoming an Affiliated Member, shall send to the Company Secretary the name and address of the secretary or other officer of the Club, Regatta, or Simulated Rowing event to whom all communications are to be sent, and shall keep him informed both of any change in the name and/or address of such officer and of any change in the rules or constitution of such Club, Regatta, or Simulated Rowing event.

(7) The racing colours of every Club which becomes an Affiliated Member shall be recorded by the Company Secretary at the time of its affiliation and such colours and any subsequent changes in them shall be subject to approval by the Executive Committee.

#### **FIRST MEMBERS AND TRANSITIONAL ARRANGEMENTS**

6. (1) The first Council Members of the Association shall be -

i. The subscribers to the Memorandum of Association; and

ii. Every person who at the date of incorporation of the Association was a member of the Council of the unincorporated association known as The Amateur Rowing Association and who shall have consented to become a Council Member of the Association and who shall if required have signed and delivered to the Executive Secretary the form of membership prescribed by the Council.

(2) The first Affiliated Members of the Association shall be every person who at the date of incorporation of the Association was a member affiliated to the unincorporated association known as The Amateur Rowing Association and who shall have consented to become an Affiliated Member of the Association and who shall if required have signed and delivered to the Executive Secretary the form of membership prescribed by the Council.

(3) Every Member of the Association who shall prior to his becoming a Member of the Association have paid his current subscription due as a member of the said unincorporated association in respect of his then class of membership for the period covered by his subscription to the said unincorporated association. The Executive Committee may make such adjustments in any particular case or cases as it may deem appropriate.

#### **SUBSCRIPTIONS**

7. (1) Each Affiliated Member or Corresponding Member shall pay an annual subscription towards the expenses of the Association. Each Registered Member, whether Competition or Associate, shall pay an annual registration fee by way of subscription towards the expenses of the Association. The scale, rate and amounts of all such subscriptions shall be fixed and published annually by the Council.

(2) Subscriptions shall be due and payable by the 1st January for the ensuing calendar year.

(3) An Affiliated Member being a Club in arrears of subscription on 15th February of any year shall thereupon automatically be suspended and shall not be permitted to compete in any event as defined under the Rules. Any such Affiliated Member, of which the subscription remains unpaid by 30th June of that year, shall thereupon automatically be removed from the list of Affiliated Members provided

that it shall be in the discretion of the Council to restore such Affiliated Member's name and membership rights on payment of the arrears due.

(4) An Affiliated Member being a Regatta or a Simulated Rowing Event more than two months in arrears of subscription shall be liable to have permission to hold its event withdrawn by the Council.

(5) No Affiliated Member suspended for being in arrears with the payment of the annual subscription shall be entitled to vote in the election of members of the Council under Article 16, and while an Affiliated Member being a Club entitled to appoint annually a member of the Council is so in arrears such Affiliated Member shall be debarred from attending meetings of the Council.

(6) The Council may from time to time call upon Clubs to provide certified accounts showing such details as to membership as the Council shall require.

8. An Affiliated Member may resign as a Member on giving written notice to the Company Secretary before 15th February (or such other date as may be determined by the Council) in any year. Failure by an Affiliated Member to give such notice shall render such Affiliated Member liable to pay the whole of his subscription due in respect of the class of membership concerned for the following year.

9. (a) Any refusal or neglect by any Member to comply with these Articles or the Rules or who fails to abide by the terms of any agreement relating to members or the provision of facilities entered into by the Association or is guilty of committing conduct considered by the Council in its absolute discretion to be disgraceful or opposed to the general interests of the Association or the sport of rowing shall render the member concerned liable to suspension or expulsion from the Association on the passing of a resolution to that effect by the Council.

(b) A member suspended or expelled under these Articles shall forfeit all rights in, and claims upon, the Association or its property.

10. The rights and liabilities of Members shall not be transferable.

#### **EXECUTIVE OFFICERS**

11. (a) The Executive Officers of the Association shall be the Chairman of The Amateur Rowing Association, two Deputy Chairmen and the Honorary Treasurer, each of whom shall be members of the Council and of the Executive Committee. They shall have the right to attend meetings of all committees and other bodies appointed by the Council, but may vote only on committees to which they have been specifically appointed. No person in receipt of a salary or wages from the Association may vote at any meeting of the Council, the Executive Committee or of any other committee of the Association.

(b) The Chairman of The Amateur Rowing Association shall be elected by the Council for a term of up to four years ending on the 31<sup>st</sup> March in the first year of an Olympiad. He will act as Chairman of the Executive Committee but may direct another Executive Officer to act in his place.

(c) The two Deputy Chairmen shall be elected annually by the Council at a meeting to be held not later than 31<sup>st</sup> March and shall hold office from 1<sup>st</sup> April in that year to 31<sup>st</sup> March in the next.

(d) The Honorary Treasurer shall be elected by the Council for a term of up to four years ending on 31<sup>st</sup> March in the third year of an Olympiad.

(e) Nominations for any of the Executive Officer positions shall be made in writing, proposed and seconded by members of the Council (or, in the case of the Chairman, by an affiliated member of the Association), and received by the Company Secretary at least 30 days before the date of the Council meeting at which the selection is to be held. All Executive Officers shall be eligible for re-election except that the Chairman may not serve more than two consecutive terms. They shall not, during their periods of office, be eligible to represent any Club or Division.

(f) In the event of a casual vacancy in respect of such offices, the Council may appoint another eligible person to act for an appropriate period.

(g) On behalf of the Executive Committee the Executive Officers shall have the authority to administer and exercise any disciplinary codes or procedures that have been approved by the Council including the imposition of temporary suspension on an individual from participation in any activities within or associated with the sport.

## **THE EXECUTIVE COMMITTEE**

12. (a) The business of the Association shall be managed by an Executive Committee who shall be appointed by the Council as provided in Article 13, and by other committees appointed by the Council as provided in these Articles and the Rules.

(b) The members of the Executive Committee shall be the Directors of the Association for the purposes of the Act.

(c) The Executive Committee shall receive reports of such other committees appointed by the Council as aforesaid and review all agenda to be submitted to meetings of the Council and may make recommendations thereon. It shall be responsible for procuring that proper action in the name of the Association is taken on all decisions of the Council.

(d) The Executive Committee may exercise all such powers and do all such acts on behalf of the Association as are not by the Statutes or by these Articles or the Rules required to be done by the Council or by the Association, and notwithstanding the foregoing, the Council may delegate to the Executive Committee all or any of its powers hereunder save in respect of the powers of the Council set out in Articles 7(1), 15, 16, 18, and the appointment of the Executive Officers and the suspension, disqualification and reinstatement of Members of the Association under Article 17(a), provided that the powers so delegated are specified in each case.

(e) In accordance with the provisions and requirements of any disciplinary codes or procedures approved by Council the Executive Committee shall have the authority to direct that any temporary suspension imposed on an individual by the Executive Officers under paragraph 11 (g), may be either a suspension for a specified period or a permanent suspension.

13. (a) Unless otherwise determined by Ordinary Resolution of the Association in General Meeting, the Executive Committee shall consist of the Executive Officers and the following 10 members to be appointed by the Council at its first meeting in each year, to be held not later than 31st March.

The Chairman of the National Development Committee; The Chairman of the National Coaching Committee; The Chairman of the National Competition Committee; The Water Safety Adviser and six other members elected by the Council.

(b) Seven members of the Executive Committee having the right to vote at Executive Committee meetings shall form a quorum at meetings of the Executive Committee.

(c) The members for the time being of the Executive Committee may act notwithstanding any vacancy in their body.

(d) The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate by standing orders or in any other way their meetings as they think fit, provided that at least four such meetings shall be held in each year. It shall not be necessary to give notice of a meeting of the Executive Committee to any member thereof for the time being absent from the United Kingdom.

14. The first members of the Executive Committee and the Executive Committee Chairman shall be those persons who at the date of incorporation of the Association held the same positions respectively in the unincorporated body known as The Amateur Rowing Association and shall remain members of the Executive Committee for such time as they would otherwise have remained members of the Executive Committee of the said unincorporated body known as The Amateur Rowing Association under the rules of that body.

## **THE COUNCIL**

15. (a) The Council shall consist of appointed, elected and co-opted members, who shall assume office in accordance with Article 11(a) above or in the manner hereinafter provided.

(b) The following clubs for so long as they are Affiliated Members of the Association may each appoint annually one member of the Council -

Leander Club; London Rowing Club; Thames Rowing Club.

(c) The Cambridge University Combined Boat Club and the Council for Oxford University Rowing shall each elect one representative to the Council.

(d) For the purposes of representation on the Council by elected members, Affiliated Members shall be grouped in Divisions, and each Division shall elect one or more members as determined by the Council.

(e) One-third of the elected members of the Council shall be elected annually in the manner provided in Article 16. Each of the elected members shall retire at the end of his third year in office, but shall be eligible for re-election. On the retirement of a member at the end of his period of office his successor shall be duly elected by the Affiliated Members in the Division which the retiring member represented. For the purposes of these elections a year shall be deemed to run from 1st January to 31st December.

(f) The representatives for the time being of the Scottish Amateur Rowing Association and the Welsh Amateur Rowing Association shall be ex officio members of the Council. The Scottish Amateur Rowing Association may appoint 3 representatives and the Welsh Amateur Rowing Association 2 representatives who shall represent those Associations on the Council. In the event that any of the said representatives may be unable to attend any meeting of the Council their respective Association may nominate one other person to represent them for such meeting. Representatives of the Scottish Amateur Rowing Association and the Welsh Amateur Rowing Association shall have full power to speak and vote on matters relating to British rowing or specifically affecting or referring to the sport of rowing in Scotland or Wales as the case may be but shall take no part in such business of the Council as relates solely and exclusively to the sport of rowing in England.

(g) The Council may appoint an Honorary President for a term of one year, and he shall be eligible for reappointment. In addition, the Council may appoint Honorary Vice Presidents for such terms (including life) as it may determine. Such Honorary President and Honorary Vice-Presidents shall be entitled to attend meetings of the Council but, unless otherwise qualified to do so, shall not vote.

(h) The Council may co-opt by ballot up to five members, each of whom shall hold office for three years. Such members shall be eligible to be co-opted for a further period. At least fourteen days' notice shall be given of each proposal to co-opt a member of Council.

(i) If appointed or elected members of Council are unable to attend a Council Meeting or a General Meeting, they may nominate in writing a representative to attend the meeting, who will be entitled to speak and to vote subject to the substantive Member having voting rights.

(j) If the Chairman of the National Coaching Committee, National Competition Committee or National Development Committee is not already a member of the Council, the Council shall appoint such Chairman a member of the Council for the period during which he continues in such Chairmanship.

(k) If the Chairman of the Junior Rowing Commission, or of the National Championships Committee is not already a member of the Council, the Council shall appoint such Chairman a member of the Council for the period during which he continues in such Chairmanship.

(l) If the Water Safety Adviser is not already a member of Council, he shall be co-opted onto Council.

(m) If a member of the Council should die or retire before the expiration of his period of office, or if a casual vacancy shall arise for any other reason, the vacancy shall be filled by that method which applied to the member whose place is to be filled, and the new member shall retire when the member whom he replaces would have retired.

(n) No business shall be transacted at any Council Meeting unless a quorum is present when the meeting proceeds to business. Ten Council Members of whom at least five shall not be members of the Executive Committee present in person shall be a quorum.

(o) If within half an hour from the time appointed for the holding of a Council Meeting a quorum is not present, the meeting shall stand adjourned until a time and place to be fixed by the Council.

(p) The Chairman of The Amateur Rowing Association, or in his absence another Executive Officer, shall preside as Chairman at every Council Meeting, but if there be no such person present within ten minutes after the time appointed for holding the same, or if such person present shall be unwilling to preside, the Council Members present shall choose some member of the Executive Committee, or if no such member thereof be present, or if all the members of the Executive Committee present decline to take the chair, the Council Members present shall choose some Council Member who shall be present to preside.

(q) The Chairman of a Council meeting may, with the consent of any such meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and

from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

#### **ELECTION OF THE COUNCIL**

16. (a) Each candidate for election to the Council must be a member of a Club which is an Affiliated Member. The Committee of one of the Affiliated Members which it is proposed that the candidate should represent must nominate the candidate and another such Affiliated Member must second the nomination.

(b) The names and addresses of candidates, the name of a Club, being an Affiliated Member of which they are a member, and the Division which it is proposed that they should represent shall be delivered in writing to the Company Secretary not later than 30th November in each year and the proposal form shall be signed by the Captain or Chairman and the Secretary of the proposing and seconding Affiliated Member.

(c) If on 1st December the number of candidates duly proposed and seconded to represent any of the Divisions has not exceeded the number to be duly elected, then in such cases the candidates proposed shall be deemed to be duly elected, but if the number of candidates for any of the divisions exceeds the number to be elected for that Division, the Company Secretary shall send a voting paper to each Affiliated Member in that Division.

(d) For the election of a member of the Council, Leander Club, London Rowing Club and Thames Rowing Club shall each have one vote in their respective Divisions. Of the remaining Affiliated Members, each shall have one vote and in addition each Club shall have an additional vote for every 40 or part of 40 members in excess of 40, subject to a maximum of 12 votes. The number of members of an Affiliated Member shall be determined in accordance with the provisions of these Articles regarding subscriptions and the Rules.

(e) Each voting paper shall specify -

- i. The name, address and Club of each candidate.
- ii. The names of the Affiliated Members by which they are proposed and seconded.
- iii. The number of members to be elected for that Division.
- iv. The name of the Affiliated Member to which it is sent.
- v. The number of votes to which the Affiliated Member is entitled.
- vi. The latest date by which the voting paper must be returned to the Company Secretary.

(f) Voting papers shall be returned within twenty-one days after their dispatch.

At the expiration of that period the Company Secretary shall count the votes recorded on the voting papers received by him, and the candidates declared by him to have received the greatest number of votes shall be deemed to be duly elected. If the Company Secretary shall declare the number of votes received by any two or more candidates to be equal, he shall so report to the Council, who shall have the power to decide the election by drawing lots or by ordering a further election to be held.

(g) The Company Secretary shall be the sole judge of the number and validity of votes recorded, but may refer any question to the Council for its decision.

(h) The Company Secretary shall report the results of elections to the next meeting of the Council, and shall also send them to the Affiliated Members of the Division concerned.

#### **POWERS OF THE COUNCIL**

17. a) The Council shall have the power to affiliate Clubs, Regattas and Simulated Rowing Events, to the Association as Affiliated Members, to appoint the Executive Directors, to suspend, disqualify and reinstate Members of the Association, and generally to determine and settle all questions and disputes relating to rowing, boat racing and simulated rowing activities which may be referred to it for decision, and to approve both the formation of Regional or Area Rowing Councils and their constitutions.

b) The Council shall have the power from time to time to adopt, make, alter, add to, and revoke the Rules of the Association for the carrying out of the objects and purposes of the Association and

for the administration of the Association: provided that such regulations are not inconsistent with the Memorandum of Association of the Association or these Articles.

- c) The Council shall also have the power to appoint on such terms as it shall think fit:
  - i. Any person as an associate of the Association; and
  - ii. Any club, which is not a Club as defined in these Articles, as a corresponding club of the Association.

d) Except where it is expressly prohibited by the provisions of Article 12(d), the Council may delegate any of its powers to the Executive Committee or other committees or other bodies, including Regional Rowing Councils, or to individuals, provided that the powers so delegated are specified in each case and recorded in the minutes of the Council meeting at which such delegation is made.

#### **COUNCIL'S POWER OF SUSPENSION AND REMOVAL**

18. a) The Council may at any time upon due cause being shown by notice in writing sent by prepaid post to a Council Member's or Affiliated Member's address request that member to withdraw from membership of the Association, and the individual, body or organisation requested to withdraw shall, subject to the provisions hereinafter contained, cease to be a Member. No such notice shall be sent except on a vote of the majority of two-thirds of the members of the Council present and voting. Provided that the said notice shall specify a properly convened and constituted meeting of the Council at which the Member concerned in person or by representative may attend and be heard in his defence. Provided also that the Member shall not be required to withdraw from membership unless a like vote of the Council is taken at the meeting at which he or such representative is entitled to attend after the Council has heard the Member or such representative if either or both of them attend or in their absence if without sufficient reason being given neither attend.

b) If any such Member shall be requested to withdraw from membership and shall not sign within one calendar month after notice of such request duly given, then and in any such case such Member shall cease to be a member and his name shall be erased from the Register of Members.

c) The Council may on a vote of majority of its voting members present and voting restore to membership of the Association any Member who ceased to be Member in accordance with sub-classes (a) and (b) of this Article.

#### **GENERAL MEETINGS**

19. a) The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the past preceding Annual General Meeting and that so long as the Association holds its first Annual General Meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year. Subject to the foregoing, the Association shall hold its Annual General Meetings between 1st August and 31st December inclusive in each year.

b) All General Meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.

20. a) The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition as is provided by Section 132 of the Act or within two months of the receipt of a requisition by any 12 members of the Council or any 10 or more Affiliated Members entitled together to 30 or more votes in accordance with Article 16(d). Such requisition shall state the object of the Meeting and any resolution or motion to be proposed thereat.

b) Any motions for discussion at the Annual General Meeting not originating from the Executive Committee shall be signed on behalf of two Council Members entitled to vote in accordance with Articles 29 and 31 and lodged with the Company Secretary before such date as may be specified by the Executive Committee being not more than two months and not less than one month before the date of such Meeting.

21. At least twenty-one days' notice in writing of every Annual General Meeting and of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to

such persons (including the Auditors) as are under these Articles or the Rules of the Association or under the Statutes entitled to receive such notices from the Association.

22. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had, at any meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

23. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the following, which shall be deemed ordinary business -

i) Consideration of the income and expenditure account and balance sheet, and the reports of the Executive Committee and of the Auditors;

ii) The election of the elected members of the Executive Committee in the place of those retiring; and

iii) The appointment of, and the fixing of the remuneration of, the Auditors.

At all General Meetings, only the business notified in the agenda accompanying the notice shall be transacted. Amendments must be kept within the terms of the motion and the Chairman of the Meeting shall have power to refuse any amendment which substantially alters the intention of the motion.

24. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten Council Members of whom at least five shall not be members of the Executive Committee present in person shall be a quorum.

25. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Council Members, shall be dissolved. In any other case it shall stand adjourned until a time and place to be fixed by the Council.

26. The Chairman of The Amateur Rowing Association, or in his absence another Executive Officer, shall preside as Chairman at every General Meeting, but if there be no such person present within ten minutes after the time appointed for holding the same, or if all such persons present shall be unwilling to preside, the Council Members present shall choose some member of the Executive Committee, or if no such member thereof be present, or if all the members of the Executive Committee present decline to take the chair, the Council Members present shall choose some Council Member who shall be present to preside.

27. The Chairman of the Meeting may, with the consent of any such meetings at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

#### **VOTING AT GENERAL MEETINGS**

28. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded. Unless a poll is taken, the declaration of the result of a show of hands by the Chairman of the Meeting shall be final. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall be entitled to a second and casting vote.

29. A poll may be demanded by the Chairman of the Meeting or by at least three Council Members present by representative or by proxy. A demand for a poll may be withdrawn.

30. A poll on the election of the Chairman of the Meeting or on a question of adjournment or any other question must be taken forthwith. Any other business on the agenda may be proceeded with whilst awaiting the result of a poll, provided that the business does not bear any relation to the subject of the poll. The procedure for taking a poll shall be decided by the Chairman of the Meeting at which the poll is demanded.

31. Each Council Member shall have one vote only at each General Meeting of the Association. One representative from each Affiliated Member shall be entitled to attend and speak at each General Meeting but not to vote thereat.

32. No Member shall be entitled to vote in a poll, or to speak or vote in person at a General Meeting unless all money due to the Association by him at the time has been paid.

#### **SEAL**

33. The Company Secretary shall provide for the safe custody of the Seal and the Seal shall not be affixed to any deed or document except by the authority of a resolution of the Executive Committee and in the presence of one Executive Officer and the Company Secretary or two Executive Officers. Every instrument to which the Seal shall be so affixed shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

#### **DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

34. 1) The office of a member of the Executive Committee shall be vacated: -

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If by notice in writing to the Association he resigns his office.

(D) If he becomes prohibited from holding office by reason of any court order made under the statutes.

(E) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

2) Section 185 of the Act shall not apply.

#### **DELEGATION TO COMMITTEES AND PROCEEDINGS OF COMMITTEES**

35. a) The Council or, if so delegated by the Council, the Executive Committee on the Council's behalf may from time to time constitute, establish or appoint such committees as it may deem necessary and may delegate to any such committee such of the powers and duties of the Council as it may think fit. The powers, duties and administration of such committees shall be as set out in the Rules or as may be otherwise delegated by the Council provided that the powers so delegated are specified and minuted in each case.

b) The committees established and appointed in accordance with the Rules of the unincorporated body known as The Amateur Rowing Association and in existence at the date of incorporation of the Association shall be committees of the Association as if they were established or appointed under these Articles, and the powers and duties assigned to them by the Rules of the said unincorporated body or delegated to them by the Council of that body and the conditions applicable thereto shall apply as if specified in accordance with these Articles. Notwithstanding the foregoing changes to the aforesaid committees may be made by the Council or the Executive Committee on behalf of the Council from time to time.

c) The Executive Committee shall cause proper minutes to be made of appointments of the Executive Officers of the Association and of the proceedings of all meetings of the Council of the Association, of the Executive Committee and of other committees of the Association, and all business transacted at such meetings, and all such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

d) A resolution in writing signed by all the members for the time being of the Executive Committee or of any other committee who are entitled to receive notice of a meeting of the Executive Committee or of such other committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such other committee duly convened and constituted.

36. All acts bona fide done by any meeting of the Executive Committee or by any other committee of the Association, or by any person acting as a member of the Executive or any such other committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Committee, or other committee as the case may be.

#### **ACCOUNTS**

37. The Executive Committee shall cause accounting records of the Association to be kept in accordance with Section 12 of the Companies Act 1976 (or as the same may be hereafter amended or altered).

38. Accounting records shall be kept at the office or, subject to Section 222 of the Companies Act 1985, at such other place or places as the Executive Committee shall think fit, and shall always be open to inspection by the Officers of the Association.

39. At the Annual General Meeting in every year the Executive Committee shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association made up to date not more than seven months before such meeting) together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

#### **AUDIT**

40. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

41. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976.

#### **NOTICES**

42. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members or, in the case of an Affiliated Member, to the secretary or other officer notified to the Company Secretary under Article 5(b).

43. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.

44. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### **DISSOLUTION**

45. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

#### **INDEMNITY**

46. Subject to the provisions of Section 205 of the Act, these Articles and the Memorandum of Association of the Association, every member of the Executive Committee, the Company Secretary and the holder of any officer of the Association shall be entitled to be indemnified against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his responsibilities relating to the Association.