



**THE COMPANIES ACTS 1948 TO 1989**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**BRITISH ROWING LIMITED**

1. The name of the company (hereinafter called "the Association") is "BRITISH ROWING LIMITED".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are: -
  - a) To acquire the assets and undertaking of the unincorporated association called British Rowing and with a view thereto to enter into any agreement or agreements for that purpose.
  - b) To promote and control the interests of rowing and boat-racing generally in Great Britain, including simulated rowing using rowing machines, ergometers or other apparatus for recreation, training or competition, and to provide headquarters and other related facilities for rowing and boat racing and simulated rowing activities generally in Great Britain.
  - c) To initiate, support and co-operate with others in proposals and activities calculated to assist in the promotion of the Association's objects.
  - d) To promote and organise, or assist in promoting and organising regattas, simulated rowing events and competitions, meetings, championships, trials, training sessions, tours, demonstrations, festivals, and other competitive and recreational events; and to select, prepare, train and administer competitors to represent the Association in England, Great Britain or the United Kingdom.
  - e) To enter into any agreements and make any arrangements which may be necessary or convenient in connection with such events, including giving and controls of the giving of prizes, medals and other awards thereat.
  - f) To promote international co-operation and friendship by participating with rowing clubs and rowing organisations in other countries in regattas, competitions and meetings, including simulated rowing events and competitions; and by encouraging the arrangement of such events in the United Kingdom in which rowing clubs and rowing organisations from other countries may take part.
  - g) To be a member of or affiliated to the Fédération Internationale des Sociétés d'Aviron and to co-operate with all such bodies belonging or affiliated to the said Fédération and in particular to represent British rowing in the Fédération and such bodies, organisations or associations, and to present their views and interests to any appropriate authorities in other countries.
  - h) To arrange and provide for, or join in arranging and providing for, the holding of courses of education, instruction and exposition in rowing skills and techniques, the testing of skills and techniques, the establishment and conduct of a system of qualification for persons involved in such courses and testing, the establishment of standards of proficiency, the award of certificates or badges of attainment, and the promotion of safety in rowing.
  - i) To make and enforce rules and regulations, and to formulate and issue guidelines concerning all forms and aspects of rowing and racing, and simulated rowing events and competitions, including the conduct and management of any of the events referred to above; to encourage a code of conduct for rowing and racing, including simulated rowing activities, and promote the observance of the code by its members and others; and to impose controls on, provide medical advice and medical tests for and concerning the use and misuse of drugs in connection with participation in sport particularly in respect to rowing, racing and simulated rowing.
  - j) To protect and advance the interests of rowing, including simulated rowing activities, both in Great Britain and abroad, and to work for improved facilities for rowing in Great Britain, by all such means as may seem appropriate including by representation upon local, regional, national and international organisations.



k) To create and promote by publicity and education an informed and interested public opinion on the value and importance of rowing, including simulated rowing activities; to provide by meetings, publications, exhibitions, lectures and addresses, displays of pictures, films, models, or by any other means, the collection and dissemination of knowledge about rowing and simulated rowing in Great Britain or elsewhere, and promote the provision or development of additional facilities.

l) To foster the technical improvement and development of boats for racing, rowing equipment, simulated rowing equipment and apparatus, and other appliances and gear associated with rowing and simulated rowing.

m) To undertake, or support or assist the undertaking of, investigations and research relevant to rowing and simulated rowing.

n) To arrange with any person, company, undertaking or organisation for the provision of services for members of the Association in respect of insurances, travel facilities, or the purchase of goods, equipment and appliances.

o) To act as secretaries, managers and registrars and to provide services of any sort whatsoever, for any association, society, club, committee, body or person interested in or associated with the sport and recreation of rowing including simulated rowing activities.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

A) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or facilities for rowing.

B) To sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Association.

C) To borrow or raise money for the objects of the Association on such terms and on such security as may be thought fit.

D) To take and accept any gift of money, property or other assets whether subject to any special trust or not for any one or more of the objects of the Association.

E) To issue appeals and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscriptions or otherwise.

F) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.

G) To invest monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

H) To make any donations in cash or assets or establish or support or aid in the establishment or support of or guarantee constitute or lend money (with or without security) to or for any charitable associations or institutions (including the Rowing Foundation) in any way connected with the purposes of the Association or calculated to further its objects.

I) To undertake and execute charitable trusts.

J) To engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work or advise the Association.

K) Subject to the provisions of Clause 4 hereof to make any reasonable and necessary provision and to support any scheme established for the payment of pensions and superannuation to or on behalf of employees or former employees of the Association (or the unincorporated association known as British Rowing) and their spouses and other dependents.

L) To enter into partnerships and to amalgamate with any companies, institutions, societies or associations which shall have objects altogether or substantially similar to those of the Association.



M) To subscribe, invest in, purchase or otherwise acquire shares in any company and to establish or otherwise acquire subsidiary companies whether wholly owned by the Association or not.

N) To pay out of funds of the Association the costs charges and expenses of and incidental to the formation and registration of the Association.

O) To initiate support and co-operate with others in proposals and activities calculated to assist in the promotion of the Association's objects.

P) To collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and to accept and receive gifts of property of any description for or towards all or any of the objects of the Association.

Q) To do all such lawful things as will further or are conducive and incidental to the attainment of the objects of the Association or any of them.

R) To create and establish Regional Rowing Councils covering defined geographic areas of the country and to delegate to such Regional Rowing Councils whatever powers, duties, responsibilities and resources as the Association may from time to time deem appropriate.

In this Clause references to "rowing" shall apply also to sculling and coxing.

4. The income and property of the Association shall be supplied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association -

1) Of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association and subject to the provisions of Rules of the Association governing expenses of legitimate out of pocket expenses incurred in carrying out the duties of any member, officer or servant of the Association.

2) Of interest on money lent by a member of the Association at a rate per annum not exceeding the base lending rate prescribed for the time being by National Westminster Bank PLC (or, if none, another appropriate rate substituted therefore by the Executive Committee of the Association) or 3% whichever is the greater.

3) Of reasonable and proper rent for premises demised or let by any member of the Association.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (One pound).

7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by members of the Association at or before the time of dissolution and in so far as effect cannot be given to such provisions then to some charitable object.