

THE COMPANIES ACTS 1948 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF BRITISH ROWING LIMITED

Company Number 01706271

- 1 The name of the company is "BRITISH ROWING LIMITED".
- 2 The registered office of the company is situated in England at 6 Lower Mall, Hammersmith, London W6 9DJ.
- 3 The liability of the members is limited by guarantee.
- 4 The company is a private company.

ARTICLES OF ASSOCIATION

OF BRITISH ROWING 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:-

WORDS	DEFINITIONS
Act	The Companies Act 2006 and any subsequent statutory modification or re-enactment thereof for the time-being in force
Affiliated Member	A Club or Regatta which becomes affiliated to British Rowing upon being elected by a majority of two thirds of the Council.
Annual General Meeting	An annual meeting of the Members in accordance with Article 20.
Articles	These Articles of Association.
Associated Organisations	Organisations outside the governance structure of British Rowing that support the aims and objectives of British Rowing. Associated Organisations are approved annually by the Council and listed in the appropriate section of the British Rowing Almanack and on the British Rowing website. Associated Organisations do not have any voting rights or any other rights or obligations.
Athlete Director	A member or former member of the GB Rowing Team currently competing for the GB Rowing Team or who competed in the previous Olympiad, and elected as a Director by the GB Rowing Team for a 3 year period.
Audit and Risk Committee	A committee appointed by the Board and governed by the Audit and Risk Committee Terms of Reference.
Audit and Risk Committee Terms of Reference	The Terms of Reference of the Audit and Risk Committee approved by Council, as the same may be amended by Council from time to time.
Board	The Board of Directors for the time being of British Rowing.
British Rowing	British Rowing Limited.
Chairman	The chairman of British Rowing elected in accordance with Article 12 for the time being, who shall also act as chairman of the Board.
Chief Executive Officer	The Chief Executive officer of British Rowing for the time being.
Club	A club in the United Kingdom which is an Affiliated Member.
Company Secretary	The Company Secretary of British Rowing.
Council	The Council for the time being of British Rowing as defined in Article 15(a).

Council Member	A representative of the Affiliated Members who is elected or co-opted in the manner provided in these Articles as a member of Council.
Deputy Chairman	The deputy chairman of British Rowing elected in accordance with Article 12 for the time being.
Director	A director of British Rowing as defined in Article 14.
Disciplinary and Grievance Panel	A panel appointed by the Board and governed by the Disciplinary and Grievance Panel Terms of Reference.
Disciplinary and Grievance Panel Terms of Reference	The Terms of Reference of the Disciplinary and Grievance Panel approved by Council, as the same may be amended by Council from time to time.
Disciplinary and Grievance Procedure	The disciplinary and grievance procedures approved by Council from time to time.
Executive Officers	The Honorary Executive Officers and the Chief Executive
Extraordinary General Meeting	Any meeting of the Members other than the Annual General Meeting.
Finance Committee	A committee appointed by the Board from amongst its members and governed by the Finance Committee Terms of Reference.
Finance Committee Terms of Reference	The Terms of Reference of the Finance Committee approved by Council, as the same may be amended by Council from time to time.
FISA	Fédération Internationale des Sociétés d'Aviron.
GB Rowing Team	Together, the athletes who have represented Great Britain at the most recent FISA World Rowing Championships or, in an Olympic/Paralympic year, at the Olympic or Paralympic Games.
General Meeting	An Annual General Meeting or an Extraordinary General Meeting.
Home Nations Director	The Director appointed pursuant to Article 14(b)(iii).
Homes Nations Representative	The person appointed by Scottish Rowing to be a member of Council when the Home Nations Director has been appointed by Welsh Rowing, or the person appointed by Welsh Rowing to be a member of Council when the Home Nations Director has been appointed by Scottish Rowing. The Home Nations Representative shall be a member of the Audit and Risk Committee.
Honorary Executive Officers	The office holders referred to in Article 12.
Honorary President	A person appointed by Council as Honorary President of British Rowing in accordance with Article 15(k).
Honorary Rowing Safety Adviser	The person appointed as Honorary Rowing Safety Adviser in accordance with the Rules.
Honorary Vice President	A person appointed by Council as Honorary Vice President of British Rowing in accordance with Article 15(l).
Independent Director	A person appointed by Council as an independent director, who may neither serve as an Executive Officer nor be an employee of British Rowing.
Members	The Affiliated Members and the Council Members.
Month	Calendar Month.
Nominations Committee	A committee appointed by the Board and governed by the Nominations Committee Terms of Reference.
Nominations Committee Terms of Reference	The Terms of Reference of the Nominations Committee approved by Council, as the same may be amended by Council from time to time.
Office	The registered office of British Rowing.
Olympiad	The four year cycle, in which the first year is the calendar year in which the summer Olympic Games are due to take place.

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.
Regatta	An organised group of rowing races, sanctioned by British Rowing, in which the result of each race is determined by the order in which boats are placed at the finish, but which may also include a Processional Race or other rowing event.
Region	A geographical area as from time to time determined by the Council to be a region in accordance with Article 15(b).
Regional Chairman	The Chairman of a Regional Rowing Council.
Regional Rowing Council	A body created and established by the Council to represent all Affiliated Members within a Region and to carry out such functions as the Council may from time to time delegate to it.
Regional Rowing Council Terms of Reference	The standard Terms of Reference for Regional Rowing Councils approved by Council from time to time.
Regional Representative	A person elected to represent a Region on the Council who is not a Regional Chairman.
Register of Members	The register of members which shall be held by the Company Secretary.
Registered Individual	A person registered with British Rowing and paying the appropriate registration fee. For the avoidance of doubt, a Registered Individual is not a Member.
Reserved Matters	Those aspects of British Rowing's business which are to be carried out by the Board as set out in the schedule to these Articles.
Rowing	References to "rowing" shall apply also to sculling and coxing, and any activity in which a rowing action is used with any boat, machine, ergometer or other apparatus.
Rules	The rules of British Rowing made and authorised by Council from time to time in accordance with its powers set out in Article 17.
Scottish Rowing	The national governing body from time to time of Rowing in Scotland.
Senior Independent Director	The person nominated by the Board as the most senior Independent Director from time to time.
Sport Committee	A committee appointed by the Council for the purposes of Appendix 4 Rule 1.1 of the Rules.
Subscription Date	The date set for the payment of Affiliated Member and Registered Individual subscriptions pursuant to Article 9(b).
United Kingdom	The United Kingdom of Great Britain and Northern Ireland together with the Isle of Man and the Bailiwicks of Guernsey and Jersey and the British Overseas Territories.
Welsh Rowing	The national governing body from time to time of Rowing in Wales.
Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing persons except the word "individual" shall include Clubs, Regattas, corporations and other organisations whether incorporated or unincorporated.

A reference to one gender includes a reference to the other genders.

Subject as aforesaid, any words or expressions defined in the Act in force at the date on which these Articles become binding on British Rowing shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

LIABILITY OF MEMBERS

- 2 The liability of the Members is limited to a sum not exceeding £1 (one pound), being the amount that each Member undertakes to contribute to the assets of British Rowing in the event of it 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 British Rowing incurred 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.

OBJECTS

- 3 The objects for which British Rowing is established are:-
- (a) To act as the governing body for the sport of Rowing in England. British Rowing is responsible for the training and selection of individual rowers and crews representing Great Britain, and for participation in and the development of Rowing in England. Rowing in Scotland and Wales is governed and organised nationally by Scottish Rowing and Welsh Rowing respectively. British Rowing represents and manages the interests of international Rowing in Great Britain, in the context of relationships and work with both international and national sporting and non-sporting bodies, e.g. FISA and the British Olympic and Paralympic Associations.
- (b) To initiate, support and co-operate with others in proposals and activities calculated to assist in the promotion of British Rowing's objects.
- (c) To promote and organise, or assist in promoting and organising Regattas, and competitions, meetings, championships, trials, training sessions, and general development of participation in Rowing.
- (d) To enter into any agreements and make any arrangements which may be necessary or convenient in connection with such events referred to in Article 3 (c), including giving, and controlling the giving of prizes, medals and other awards thereat.
- (e) To promote international co-operation and friendship by participating with Rowing clubs and Rowing organisations in other countries in regattas, competitions and meetings 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.
- (f) 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.
- (g) 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.
- (h) To make and enforce rules and regulations, and to formulate and issue guidelines concerning all forms and aspects of Rowing, racing, 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, 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 and racing.
- (i) To protect and advance the interests of 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.

- (j) To create and promote by publicity and education an informed and interested public opinion on the value and importance of 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 in Great Britain or elsewhere, and promote the provision or development of additional facilities.
- (k) To foster the technical improvement and development of boats for racing, Rowing equipment and apparatus.
- (l) To undertake, or support or assist the undertaking of, investigations and research relevant to Rowing.
- (m) To arrange with any person, company, undertaking or organisation for the provision of services for members of British Rowing in respect of insurances, travel facilities, or the purchase of goods, equipment and appliances.
- (n) 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 activities.

POWERS

- 4 British Rowing 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 British Rowing.
- (c) To borrow or raise money for the objects of British Rowing 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 British Rowing.
- (e) To issue appeals and take such other steps as may be required for the purpose of procuring contributions to the funds of British Rowing 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 British Rowing 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 British Rowing 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 (or any other status) to supervise, organise, carry on the work of or advise British Rowing.
- (k) Subject to the provisions of Article 5 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 British Rowing (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 British Rowing.
 - (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 British Rowing or not.
 - (n) To pay out of funds of British Rowing the costs charges and expenses of and incidental to the formation and registration of British Rowing.
 - (o) To initiate support and co-operate with others in proposals and activities calculated to assist in the promotion of British Rowing'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 British Rowing.
 - (q) To do all such lawful things as will further or are conducive and incidental to the attainment of the objects of British Rowing 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 British Rowing may from time to time deem appropriate.
- (c) Any person on agreeing to become and having been accepted as a Council Member of British Rowing shall be deemed to have agreed to be bound by these Articles and the Rules whether or not a written statement shall have been signed to that effect.
 - (d) The Council shall not consider an application for affiliation from any club or Regatta previously refused until after the expiration of twelve calendar months from the date of such refusal.
 - (e) Every club or Regatta, 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 Rowing event to whom all communications are to be sent, and shall keep the Company Secretary 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 Rowing event.
 - (f) The racing colours of every Club shall be recorded by the Company Secretary at the time of its affiliation. Any subsequent changes shall be subject to approval by the Sport Committee.
 - (g) A Member shall be liable to suspension or expulsion from British Rowing on the passing of a resolution to that effect by the Council if they:
 - (i) refuse or neglect to comply with these Articles or the Rules;
 - (ii) fail to abide by the terms of any agreement relating to Members or the provision of facilities entered into by British Rowing;
 - (iii) are guilty of committing conduct considered by the Council in its absolute discretion to be disgraceful or opposed to the general interests of British Rowing or the sport of Rowing or likely to bring the same into disrepute; or
 - (iv) are requested to withdraw from membership in accordance with Article 19(d) and refuse to do so within one calendar month after the notice of such request is duly given.
 - (h) A Member suspended or expelled under these Articles shall forfeit all rights in, and claims upon, British Rowing or its property.

APPLICATION OF INCOME AND PROPERTY

- 5 The income and property of British Rowing shall be supplied solely towards the promotion of its objects as set forth in these Articles 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, PROVIDED that nothing herein shall prevent any payment in good faith by British Rowing-
- (a) of reasonable and proper remuneration to any Member, officer or servant of British Rowing for any services rendered to British Rowing and subject to the provisions of Rules governing expenses of legitimate out of pocket expenses incurred in carrying out the duties of any Member, officer or servant of British Rowing;
 - (b) of interest on money lent by a Member, officer or servant of British Rowing 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 Board) or 3% whichever is the greater; or
 - (c) of reasonable and proper rent for premises demised or let to British Rowing by any Member.

MEMBERSHIP

- 6 For the purposes of registration the number of Members is declared to be unlimited.
- 7 The provisions of Section 113 of the Act or any statutory modification or re-enactment thereof shall be observed by British Rowing, and every Member (not having subscribed to the Memorandum and Articles of Association) 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 Member. The Council may in its absolute discretion accept or reject any person or body applying for membership, but may delegate the operation of this power to the Board.
- 8
- (a) Each class of Member shall have such rights and obligations as are contained in these Articles and the Rules.
 - (b) The Company Secretary shall forthwith notify every candidate for membership that has been accepted by the Council that he has

- 10 An Affiliated Member shall pay an annual subscription fee and each Registered Individual shall pay an annual registration fee. The scale, rate and amounts of all such subscriptions shall be recommended to the Council by the Board annually and, subject to approval by the Council, then be published by the Board.
- (b) Subscriptions shall be due and payable by 1st April for the ensuing calendar year or such other date as Council may approve.
- (c) A Club in arrears of subscription 6 weeks after any Subscription Date shall thereupon automatically be suspended and shall not be permitted to compete in any Regatta or other event as defined under the Rules. Any such Club, of which the subscription remains unpaid 6 months after any Subscription Date, 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.
- (d) An Affiliated Member being a Regatta more than two months in arrears of subscription shall be liable to have permission to hold its event withdrawn by the Council.
- (e) No Affiliated Member suspended for being in arrears with the payment of the annual subscription shall be entitled to vote in the election of Council Members under Articles 16 (a) and (c).
- (f) The Board may from time to time call upon Clubs to provide certified accounts showing such details as to membership of the Club as the Board shall require.
- 10 An Affiliated Member may resign as a Member on giving written notice to the Company Secretary within 6 weeks after a

Subscription Date. 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.

- 11 The rights and liabilities of Members shall not be transferable.

HONORARY EXECUTIVE OFFICERS

12

- (a) The Honorary Executive Officers shall be the Chairman and the Deputy Chairman, each of whom shall be an ex officio voting member of the Council and of the Board. They shall have the right to attend meetings of all committees and other bodies appointed by the Council or the Board, but may vote only on committees to which they have been specifically appointed.
- (b) The Chairman shall be elected by the Council for a term of up to four years ending on 31st March in the second year of an Olympiad. He will act as chairman of the Board but may direct the Deputy Chairman or the Senior Independent Director to act in his place.
- (c) The Deputy Chairman shall be elected by the Council for a term of up to four years ending on 31st March in the first year of an Olympiad.
- (d) Nominations for the Honorary 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), and received by the Company Secretary at least 30 days before the date of the Council meeting at which the election is to be held.
- (e) Honorary Executive Officers shall be eligible to stand for re-election for a second and final term subject to Article 18.
- (f) Neither Honorary Executive Officer shall, during their periods of office, be eligible to represent any Club or Region.
- (g) 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 not exceeding the balance remaining of the term which would ordinarily have been served by the person being replaced.
- (h) On behalf of the Board, the Honorary 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 Rowing.

POWERS AND RESPONSIBILITIES OF THE BOARD

13

- (a) The Reserved Matters shall be managed solely by the Board who shall be appointed as provided in Article 14, and by committees appointed by the Board or by the Council as provided in these Articles and the Rules. The members of the Board shall be the Directors of British Rowing for the purposes of the Act.
- (b) The Board shall receive reports from all committees appointed by the Board or by Council as aforesaid and shall review all agendas and papers to be submitted to meetings of the Council and may make recommendations thereon. It shall be responsible for procuring that appropriate action is taken to implement all decisions of the Council.
- (c) The Council may delegate to the Board all or any of its powers hereunder save in respect of the powers of the Council set out in Articles 8(g), 12 and 19, provided that the powers so delegated are specified in each case.

COMPOSITION OF THE BOARD

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- (a) The number of Directors shall not be less than 7 and shall be subject to a maximum of 12.
- (b) Unless otherwise determined by Ordinary Resolution of British

Rowing in General Meeting, the Board shall consist of:

- (i) the Honorary Executive Officers (appointed by Council in accordance with Article 12);
- (ii) the Home Nations Director (appointed for a 3 year term and on an alternating basis by Scottish Rowing and Welsh Rowing, with the first Home Nations Director being appointed by Scottish Rowing);
- (iii) the Chief Executive Officer (appointed in accordance with Article 14(c));
- (iv) the Chairman of the Sport Committee (appointed by Council for a 3 year term in accordance with the Rules);
- (v) two Directors (elected for a 3 year term by Council) who may be Council Members. If a Council Member is elected to Board they shall, immediately stand down from their positions on Council. In any event those elected will be eligible for re-election to the Board at the end of their first 3 year term;
- (vi) the Athlete Director (elected for a 3 year term by the GB Rowing Team); and
- (vii) four Independent Directors (appointed in accordance with Article 14(d)), one of whom shall be the Senior Independent Director.
- (c) The Chief Executive Officer shall be appointed by the Board following an open selection process conducted in accordance with good market practice by the Board or a sub-committee appointed by the Board.
- (d) The Independent Directors shall each be appointed by Council for a 3 year term in accordance with the Nominations Committee Terms of Reference.
- (e) Seven members of the Board having the right to vote at Board meetings shall form a quorum at meetings of the Board.
- (f) The members for the time being of the Board may act notwithstanding any vacancy in their body.
- (g) The Board 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 Board to any member thereof for the time being absent from the United Kingdom.
- (h) The Directors shall be entitled to attend meetings of the Board by telephone or video-conference and shall be entitled to be counted in a quorum and to speak and vote at any such meeting to the same extent as if they were present in person. The Company Secretary shall take all reasonable steps to facilitate such arrangements when requested by a Director who is unable to attend in person.
- (i) The limits on the duration of terms of office for Directors described in Article 18 shall apply.
- (j) The Chief Executive Officer may from time to time appoint employees as technical, administrative or functional directors whose roles within British Rowing, unless specifically appointed as a Director in accordance with Article 14 (b), do not encompass being a Director within the meaning of the Act. For the avoidance of doubt such persons shall not be entitled to attend, speak or vote at Board meetings and the appointment of such persons shall not require the Company Secretary to inform Companies House of such appointments pursuant to the terms of the Act.

THE COUNCIL

15

- (a) The Council shall consist of:
- The Directors;
 - The Regional Chairmen;
 - The Regional Representatives;
 - The Home Nations Representative;
 - The Honorary Rowing Safety Adviser;
 - Any Honorary President and any Honorary Vice President/s; and
 - Any co-opted members from time to time in accordance with

Article 15(h).

- (b) The Regions and the number of Regional Chairmen and Regional Representatives to serve as members of Council from each Region shall be 23 in total distributed as follows:

North West	1 Chairman and 1 Regional Representative
North	1 Chairman and 1 Regional Representative
Yorkshire	1 Chairman
West Midlands	1 Chairman and 1 Regional Representative
Eastern	1 Chairman and 2 Regional Representatives
East Midlands	1 Chairman
West	1 Chairman
Wessex including South East Coastal	1 Chairman
WAGS	1 Chairman
Thames	1 Chairman and 8 Regional Representatives, the 8 Regional Representatives to be split 4 Upriver, 3 London and 1 South East.

- (c) One seat on the Council shall be held by each of the Regional Chairmen. Where a Region has more than one seat on the Council it shall fill them by election from within the Regional Council's membership. Elections to Council shall be held every year in accordance with the provisions of Article 16(a).

- (d) If a Regional Chairman or Regional Representative is unable to attend a Council Meeting or a General Meeting, he may nominate in writing a representative to attend the meeting in his place, who will be entitled to speak and to vote subject to the substantive Council Member he is replacing having voting rights.

- (e) The Council shall review the number of Council Members from each Region at least once every 3 years to ensure that both the size and shape of the representation on the Council is appropriate and shall make such adjustments as may be fair and equitable to each Region.

- (f) The Thames Regional Rowing Council shall keep under review its representation on the Council to provide an appropriate balance of representation between its Upriver, London and South East members, Teddington Weir and Wandsworth Bridge being the points of separation between these three sub-regions.

- (g) The Chief Executive Officer, the Honorary Rowing Safety Adviser, the Home Nations Representative, the Honorary President and Honorary Vice President/s, shall have a seat on the Council but will have no vote.

- (h) A person may be co-opted as a member of Council by the Council provided that the Board has first agreed that there is a specific need for such a person. That need shall be reviewed annually. Such co-opted persons will have no vote and will be supernumerary.

- (i) At least one-third of the Regional Chairmen and Regional Representatives shall be elected annually in the manner provided in Article 16. Each Council Member shall retire at the end of his third year in office, but shall be eligible to stand for re-election subject to Article 18. On the retirement of a Council Member at the end of his period of office or following his election to the Board in accordance with Article 14(b)(vi) his successor shall be duly elected by the Affiliated Members in the Region which the retiring Council Member represented. For the purposes of these elections a year shall be deemed to run from 1st January to 31st December.

- (j) Where the number of Regional Chairmen and Regional Representatives to be elected annually falls short of the one-third rule set out in Article 15(i) the number of elections shall be increased to meet the minimum number required by the one-third rule, by obliging such number of existing Regional Chairmen or Regional Representatives as would make good the shortfall to

stand for re-election. The selection of those required to stand in this way shall be based on the length of time that has passed since each Regional Chairman or Regional Representative was elected, with those who were elected earliest being the first to be required to seek re-election. In this process, where two or more members of Council were elected at the same time, and the inclusion of both or all of them would increase the number of elections above the minimum required by the one-third rule, names shall be drawn at random to determine which of them shall stand for re-election.

- (k) The Council may appoint an Honorary President for a term of 3 years with such term being capable of renewal by Council as many times as Council deems appropriate.

- (l) The Council may appoint any number of Honorary Vice Presidents either for terms of 3 years each (with such term being capable of renewal by Council as many times as Council deems appropriate) or for life (Honorary Life Vice President).

- (m) Any Honorary President or Honorary Vice Presidents shall be entitled to attend meetings of the Council but, unless otherwise qualified to do so, shall not vote.

- (n) There shall be no obligation for Council to appoint an Honorary President or any Honorary Vice Presidents.

- (o) Nominations for Honorary President or Honorary Vice President shall be presented to Council by the Chairman following consultation with the Board.

- (p) If, in the reasonable opinion of the Chairman, an Honorary President or Honorary Vice President is deemed to have brought British Rowing into disrepute or it is no longer considered desirable for any reason that the incumbent should continue in post, the Chairman shall report such matter to Council who will have discretion to remove such Honorary President or Vice President at any time.

- (q) If a Council Member 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 Council Member whose place is to be filled, and the new Council Member shall retire when the Council Member whom he replaces would have retired.

- (r) No business shall be transacted at any Council meeting unless a quorum is present when the meeting proceeds to business. Ten Council Members entitled to vote, of whom at least five shall not be Directors, present in person shall be a quorum.

- (s) 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.

- (t) The Chairman, or in his absence the Deputy Chairman or the Senior Independent Director, 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 another member of the Board, or if no such member thereof be present, or if all the members of the Board present decline to take the chair, the Council Members present shall choose another Council Member who shall be present to preside.

- (u) 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 Council Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

- (v) The limits on the duration of terms of office for Council Members described in Article 18 shall apply.

ELECTION OF REGIONAL CHAIRMEN AND REGIONAL REPRESENTATIVES

16

- (a) Each Regional Rowing Council must elect its Regional Chairman and shall determine how the election will be conducted, provided that each candidate for Regional Chairman must be both a member of a Club from the Region that the Regional Chairman is to represent and a Registered Individual.
- (b) Of the Regional Chairmen who were not required to retire or stand for re-election in 2013, one half of their number will be selected to retire or stand for re-election before 30 November 2014 (to be determined by the random drawing of names at a Council meeting). The remaining Regional Chairmen who have not faced re-election will be required to retire or stand for re-election before 30 November 2015.
- (c) Each Regional Rowing Council which is entitled to appoint a Regional Representative shall appoint a Regional Representative following an election by the Affiliated Members in that Region. The relevant Regional Rowing Council shall determine how the election of its Regional Representative will be conducted, provided that each candidate for Regional Representative must be both a member of a Club from the Region that the Regional Representative is to represent and a Registered Individual.
- (d) Of the Regional Representatives who were not required to retire or stand for re-election in 2013, one half of their number will be selected to retire or stand for re-election before 30 November 2014 (to be determined by the random drawing of names at a Council meeting). The remaining Regional Representatives who have not faced re-election will be required to retire or stand for re-election before 30 November 2015.
- (e) The names and addresses of the Regional Chairman, and if applicable any Regional Representatives, the name of a Club, of which he is a member, and the Region which he is elected to represent shall be delivered in writing to the Company Secretary by each Regional Rowing Council not later than 30th November in each year.
- (f) The Company Secretary shall report the results of elections of its Regional Chairman and any Regional Representatives to the next meeting of the Council, and shall also send them to the Affiliated Members of the Region concerned.

POWERS OF THE COUNCIL

17

- (a) The Council may exercise all such powers and do all such acts on behalf of British Rowing as are not by the Act or by these Articles or the Rules required to be done by the Board.
- (b) Except where it is expressly prohibited by the provisions of the Articles, the Council may delegate any of its powers to the Board 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.
- (c) The Council shall approve the Regional Rowing Council Terms of Reference from time to time. Any deviation from the Regional Rowing Council Terms of Reference by a Regional Rowing Council must be approved by Council.

TERMS OF OFFICE

18

- (a) The provisions in this Article 18 shall apply to all Council Members and Directors.
- (b) No Director shall be appointed for more than two consecutive

terms of office on the Board and no Council Member shall be appointed for more than two consecutive terms of office on Council unless one of the exclusions in Article 18 (c) applies. A term of office shall be considered consecutive if there is not a minimum of 12 months between terms.

- (c) Subject to Article 18 (e), a Director may serve more than two terms of office in the following circumstances only:
- (i) Where a Director other than the Chairman is elected to the position of Chairman in which case he may serve up to a further two terms, subject to (e) below.
- (ii) Where a Director other than the Chairman or Deputy Chairman is elected to the position of Deputy Chairman in which case he may serve up to two further terms in such office, subject to (e) below.
- (d) Subject to Article 18 (e), a Council Member may serve more than two terms of office in the following circumstances only:
- (i) Where a Regional Representative is elected to Regional Chairman, in which case he may serve up to two further terms in such office, subject to (e) below.
- (ii) Any Honorary President or Honorary Vice President may be appointed for any number of terms in accordance with the provisions of these Articles.
- (e) With the exception of any Honorary President or Honorary Vice President who may serve indefinitely in accordance with the provisions of these Articles, notwithstanding anything else herein contained, no Director or Council Member shall be entitled to serve for a consecutive period exceeding 12 years with the exception of the Chairman who shall be entitled to serve for such period in excess of 12 years as is required to complete his current term of office at the usual time in the Olympiad.
- (f) All limits in respect of terms of office shall be retrospective only to full terms of office served since 23rd September 2012.

COMPLAINTS, DISCIPLINARY AND GRIEVANCE

19

- (a) All Members, as a condition of membership of British Rowing, and all Registered Individuals, as a condition of registration, must agree to adhere to the Disciplinary and Grievance Procedure.
- (b) The Disciplinary and Grievance Panel shall have the powers set out in the Disciplinary and Grievance Panel Terms of Reference.
- (c) The Executive Officers shall have the power to refer a complaint, grievance or disciplinary matter regarding a Registered Individual to the Disciplinary and Grievance Panel for adjudication.
- (d) The Council may at any time, upon due cause being shown, by notice in writing sent by prepaid post to a Member's address notify the Member that the Council proposes to request that Member to withdraw from membership of British Rowing. No such notice shall be sent except on a vote of the majority of two-thirds of the Council Members present and voting. 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 and show cause why his resignation should not be required (the "Removal Hearing"). The Member shall not be required to withdraw from membership except on a vote of the majority of two-thirds of the Council 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.
- (e) The Council may on a simple majority vote of Council Members present and voting restore to membership of British Rowing any Member who ceased to be a Member in accordance with Article 19(d).

GENERAL MEETINGS OF BRITISH ROWING

20

- (a) British Rowing shall hold an Annual General Meeting in

every calendar year at such time and place as may be determined by the Board, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the past preceding Annual General Meeting. Subject to the foregoing, British Rowing 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.

21 (a) The Board may whenever it thinks fit convene an Extraordinary General Meeting which shall also be convened on such requisition as is provided by Section 303 of the Act or within two months of the receipt of a requisition by any 12 Council Members or any 10 or more Affiliated Members. Such requisition shall state the object of the Meeting and any resolution or motion to be proposed thereat.

(b) Any motions for discussion at an Extraordinary General Meeting not originating from the Board shall be signed on behalf of two Council Members entitled to vote in accordance with Article 32 and lodged with the Company Secretary before such date as may be specified by the Board being not more than two months and not less than one month before the date of such Meeting.

22 At least twenty-one days' notice in writing of every 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 the manner hereinafter mentioned to each Member and to such other persons (including the Auditors) as are under these Articles or the Rules entitled to receive such notices from British Rowing. Notice may be sent by post or by electronic means.

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

PROCEEDINGS AT GENERAL MEETINGS

24 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 -

- (a) Consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors;
- (b) The election of the elected members of the Board in the place of those retiring; and
- (c) 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.

25 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 Board present in person shall be a quorum.

26 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.

27 The Chairman, or in his absence the Deputy Chairman, 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 Board, or if no such member thereof be present, or if all the members of the Board present decline to take the chair, the Council Members present shall choose another Council Member who shall be present to preside.

28 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

29 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.

30 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.

31 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.

32 Each Council Member shall have one vote only at each General Meeting, unless that Member is the Honorary Rowing Safety Adviser, Honorary President, Honorary Vice President, Home Nations Representative or a co-opted member, in which case he shall not have a vote. One representative from each Affiliated Member shall be entitled to attend and speak, but not to vote, at each General Meeting.

33 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 British Rowing by him at the time has been paid.

REMOVAL AND DISQUALIFICATION OF DIRECTORS

34 The office of Director shall de facto 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 British Rowing he resigns his office.
- (d) If he becomes prohibited from holding office by reason of any court order.
- (e) If he is removed from office by a resolution duly passed pursuant to Section 168 of the Act.
- (f) In the case of the Chief Executive Officer, his employment is terminated for any reason.
- (g) In the case of an Honorary Executive Officer, he resigns or is

removed from his role as an Honorary Executive Officer for any reason.

CONFLICTS OF INTEREST

- 35 The Board may, in accordance with the requirements set out in these Articles 35 to 41, authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Act to avoid conflicts of interest (a "Conflict").
- 36 Any authorisation under these Articles 35 to 41 will be effective only if:
- the matter in question shall have been proposed by any Director for consideration at a meeting of the Board in the same way that any other matter may be proposed to the Board under the provisions of these articles or in such other manner as the Board may determine;
 - any requirement as to the quorum at the meeting of the Board at which the matter is considered is met without counting the Director in question; and
 - the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
- 37 Any authorisation of a matter under these Articles 35 to 41 may (whether at the time of giving the authority or subsequently):
- extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
 - be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine;
 - be terminated or varied by the Board at any time.
- This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.
- 38 In authorising a Conflict the Board may decide (whether at the time of giving the authority or subsequently) that if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director of British Rowing and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to:
- disclose such information to the Board or to any Director or other officer or employee of the company;
 - use or apply any such information in performing his duties as a Director;
- where to do so would amount to a breach of that confidence.
- 39 Where the Board authorises a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Director:
- is excluded from discussions (whether at meetings of the Board or otherwise) related to the Conflict;
 - is not given any documents or other information relating to the Conflict;
 - may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Board in relation to any resolution relating to the Conflict.
- 40 Where the Board authorises a Conflict:
- the Director will be obliged to conduct himself in accordance with any terms imposed by the Board in relation to the Conflict;
 - the Director will not infringe any duty he owes to British Rowing by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the Board impose in respect of its authorisation.
- 41 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to British Rowing for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the

Board, the Council or by British Rowing in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

DELEGATION TO COMMITTEES AND PROCEEDINGS OF COMMITTEES

- 42
- The Council or, if so delegated by the Council, the Board 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.
 - The Board shall cause proper minutes to be made of appointments of all Directors and of the proceedings of all meetings of the Council, of the Board and committees of British Rowing, and all business transacted at such meetings, and all such minutes of any meeting, if purporting to have been signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be deemed to be a true record of the meeting without any further proof of the facts therein stated.
 - A resolution in writing signed by all the members for the time being of the Board or of any other committee who are entitled to receive notice of a meeting of the Board or of such other committee shall be as valid and effectual as if it had been passed at a meeting of the Board or committee duly convened and constituted.
- 43 All bona fide acts done by any meeting of the Board or by any committee of British Rowing, or by any person acting as an Executive Officer 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 Board, or committee as the case may be.

ACCOUNTS

- 44 The Board shall cause accounting records of British Rowing to be kept in accordance with Section 386 of the Act (or as the same may be hereafter amended or altered).
- 45 Accounting records shall be kept at the office or, subject to Section 388 of the Act, at such other place or places as the Board shall think fit, and shall always be open to inspection by the Directors.
- 46 At the Annual General Meeting in every year the Board shall lay before the Members a proper income and expenditure account for the period since the last preceding account 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 Board 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 431 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.

AUDIT

- 47 Once at least in every year the accounts of British Rowing 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.

48 Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

- 49 A notice may be served by British Rowing upon any Member, either (i) personally or (ii) 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 8(e) or (iii) by electronic means.
- 50 Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give British Rowing an address within the United Kingdom at which notices may be served upon him or provide an address for electronic service of notices, 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 or who have provided an address for electronic service of notices shall be entitled to receive notices from British Rowing.
- 51 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. Any notice, if served by electronic means, shall be deemed to have been served on the day that the message is electronically transmitted.

DISSOLUTION

- 52 If upon the winding up or dissolution of British Rowing 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 but shall be given or transferred to some other institution or institutions having objects similar to the objects of British Rowing and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on British Rowing under or by virtue of these Articles, such institution or institutions to be determined by the Members at or before the time of dissolution and in so far as effect cannot be given to such provisions then to some charitable object.

INDEMNITY

- 53 Subject to the provisions of Section 232 of the Act and these Articles, every member of the Board, the Company Secretary and the holder of any office of British Rowing 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 British Rowing.

SCHEDULE OF MATTERS RESERVED TO THE BOARD

The Board shall have the powers and responsibilities set out in the Act and, for the sake of clarity, shall be solely responsible for:

- setting British Rowing's strategic aims, objectives and plans;
- the financial affairs of British Rowing, including the setting and approval of a budget and long-term financial plan and the keeping of appropriate books of account and financial systems and controls;
- setting British Rowing's values and standards and leading the dissemination of those values and standards within the sport of rowing;
- communicating with members for the purposes of engaging members and promoting the sport of rowing;
- ensuring the operation of British Rowing is conducted in an efficient and appropriate manner and in compliance with all relevant

- legislation and guidance;
- ensuring the necessary financial and human resources are in place for British Rowing to meet its objectives and review management performance;
- entering into agreements with funding bodies, such as UK Sport and Sport England, and managing the programmes agreed with those bodies;
- seeking, negotiating and approving commercial sponsorship and other related matters;
- determining the nature and extent of the principal risks it is willing to take in achieving its strategic aims, objectives and plans and maintaining sound risk management and internal control systems;
- the production of such appropriate guidance or other literature as may be expected to be produced by the governing body of a sport; and
- any other matters which would normally be or are in law the responsibility of the directors.

Duty to Inform the Council

Nothing in these Articles shall prevent the Board from discussing any Reserved Board Matters with the Council and the Board shall generally keep the Council well informed of developments within British Rowing and the wider sport on a timely basis and will take Council's views into account where appropriate when making decisions.

Delegation of Board Powers

With the exception of the Chief Executive Officer, the Board is comprised of non-executive directors. The Board shall therefore delegate the day to day running of the business of British Rowing to the Chief Executive Officer and the employees of British Rowing in an appropriate manner, keeping in mind (1) the need for clarity between the Board's and the employees' responsibilities and (2) the Board's responsibilities under the Act.