

## THE COMPANIES ACT 1948 TO 2006

### COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

# MEMORANDUM OF ASSOCIATION

## OF BRITISH ROWING LIMITED

- 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

### DEFINITIONS

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>WORD(S)</b>	<b>DEFINITION</b>
<b>Act</b>	The Companies Act 2006 and any subsequent statutory modification or re-enactment thereof for the time being.
<b>Affiliated Member</b>	A Club or Competition that becomes affiliated to British Rowing affiliation being subject to payment of all relevant fees.
<b>Annual General Meeting</b>	An annual meeting of Members as provided for in these Articles.
<b>Articles</b>	These Articles of Association.
<b>Athlete Director</b>	A member or former member of the GB Rowing Team who is currently competing for the GB Rowing Team or competed for the GB Rowing Team in the most recent Olympiad (being the four-year cycle, in which the first year is the calendar year in which the summer Olympic Games are due to take place) and elected as a Director by the GB Rowing Team.
<b>Board</b>	The Board of Directors for the time being of British Rowing that has overall responsibility for governing British Rowing.
<b>British Rowing</b>	British Rowing Limited.
<b>Chair</b>	The Chair of the Board.
<b>Chief Executive Officer</b>	The Chief Executive Officer for the time being of British Rowing.
<b>Club</b>	A club in the United Kingdom whose members take part in Rowing.
<b>Competition</b>	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, or a processional race, being 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 but may also include other rowing events sanctioned by British Rowing.
<b>Deputy Chair</b>	The deputy chair of the Board elected to the Board by the Members.
<b>Director</b>	A Director of British Rowing.
<b>First Named Club</b>	The Club stated by a Registered Individual when registering with British Rowing to be the primary Club that the Registered Individual participates in as a matter of course.
<b>GB Rowing Team</b>	The athletes who have represented Great Britain and Northern Ireland at the most recent FISA (Fédération Internationale des Societe d'Aviron) World Championships or Olympic or Paralympic Games.

<b>General Meeting</b>	An Annual General Meeting or meeting of Members other than an Annual General Meeting.
<b>Home Nations Director</b>	The Director appointed by Scottish Rowing and Welsh Rowing.
<b>Independent Director</b>	A Director appointed pursuant to the Articles to be an independent Director.
<b>Member</b>	A Regional Representative elected by the Affiliated Members within a Region.
<b>Poll</b>	The term 'poll' refers to any procedure used at a General Meeting where it is not possible to obtain a clear result as to a resolution by a show of hands.
<b>Nominated Director</b>	A Director elected to the Board by the Members.
<b>Region</b>	A geographical area as from time to time determined by British Rowing to be a region.
<b>Regional Representative</b>	A Registered Individual elected to represent the Affiliated Members within a Region.
<b>Regional Rowing Council</b>	A body created and established by British Rowing to represent all Affiliated Members within a Region and to carry out such functions as the Board may from time to time delegate to it.
<b>Register of Members</b>	The register of members held by British Rowing.
<b>Registered Individual</b>	A person registered with British Rowing and paying the relevant fees.
<b>Rowing</b>	The sport of propelling a boat by oars, including sculling and coxing, and also any activity in which a rowing action is used with any boat, machine, ergometer or other apparatus, including the sport of Para Rowing.
<b>Scottish Rowing</b>	The national governing body for the sport of Rowing in Scotland.
<b>Sport Committee</b>	A Committee established by the Board to co-ordinate and advise as to policies, activities and initiatives relating to Rowing.
<b>United Kingdom</b>	The United Kingdom of Great Britain and Northern Ireland together with the Crown Dependencies and Overseas Territories.
<b>Welsh Rowing</b>	The national governing body for the sport of Rowing in Wales.

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

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

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 and Affiliated Members is limited to a sum not exceeding £1 (one pound), being the amount that each Member and Affiliated Member undertakes to contribute to the assets of British Rowing in the event of it being wound up while they are a Member or Affiliated Member, or within one year after that Member or Affiliated Member ceases to be a Member or Affiliated Member, for payment of the debts and liabilities of British Rowing incurred before they cease to be a Member or Affiliated 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 England, 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.

- b) To represent and manage the interests of international Rowing in Great Britain and work with both international and national sporting and non-sporting bodies, including the Fédération Internationale des Sociétés d'Aviron (FISA) and the British Olympic and Paralympic Associations.
- c) To initiate, support and co-operate with others in proposals and activities calculated to assist in the promotion of British Rowing's objects.
- d) To promote and organise, or assist in promoting and organising Competitions, meetings, championships, trials, training sessions, and general development of participation in Rowing.
- e) To enter into any agreements and make any arrangements which may be necessary or convenient in connection with such events including giving, and controlling 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, 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.
  - 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, 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 or Affiliated 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.
  - j) 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.
  - k) 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.
  - l) To foster the technical improvement and development of boats for racing, Rowing equipment and apparatus.
  - m) To undertake, or support or assist the undertaking of, investigations and research relevant to Rowing.
  - n) 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.
  - 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 activities.
- 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 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 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.
  - r) 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.

#### 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

#### 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 or Affiliated Members, PROVIDED that nothing herein shall prevent any payment in good faith by British Rowing:-

- a) of reasonable and proper remuneration to any Member or Affiliated Member, officer or servant of British Rowing for any services rendered to British Rowing and subject to the provisions of any rules or policies governing expenses of legitimate out of pocket expenses incurred in carrying out the duties of any Member or Affiliated Member, officer or servant of British Rowing;
  - b) of interest on money lent by a Member or Affiliated 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 or Affiliated Member.
- 19. 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.

#### CHIEF EXECUTIVE OFFICER

- 20. 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.
- 21. The same individual shall not exercise the role of Chair and Chief Executive.
- 22. 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 these Articles, 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.

#### THE BOARD

- 6. Subject to the Articles the Board is:
  - a) the ultimate decision-making body responsible for the management of British Rowing's business, for which purpose it may exercise all the Powers of British Rowing;
  - b) responsible for setting British Rowing's strategy; and
  - c) responsible for overseeing the executive's operational activities.

#### BOARD MEMBERSHIP AND COMPOSITION

- 7. The members of the Board shall be the Directors of British Rowing.
- 8. The Board shall consist of:
  - a) the Chair (who shall be responsible for the leadership of the Board)
  - b) the Deputy Chair (who shall deputise for the Chair when necessary)
  - c) the Chief Executive Officer
  - d) the Chair of the Sport Committee
  - e) the Home Nations Director
  - f) the Athlete Director
  - g) Two Nominated Directors
  - h) Four Independent Directors

#### APPOINTMENT OF DIRECTORS

- 9. The Chair shall be appointed by the Board pursuant to an open, publicly advertised recruitment process for a term of up to four years.
- 10. The Deputy Chair will be appointed pursuant to election by the Members for a term of up to four years.
- 11. The Chief Executive Officer shall be appointed by the Board pursuant to Article 20.
- 12. The Chair of the Sport Committee shall be appointed pursuant to election by the Members for up to a four-year term.
- 13. The Home Nations Director shall be appointed by the Board pursuant to nomination on an alternating basis by Scottish Rowing and Welsh Rowing for a three-year term.
- 14. The Athlete Director shall be appointed pursuant to election by the GB Rowing Team for up to a three-year term.
- 15. The Nominated Directors shall be appointed pursuant to election by the Members each for up to a four-year term.
- 16. The four Independent Directors shall be appointed by the Board pursuant to an open, publicly advertised recruitment process each for up to a three-year term.
- 17. In respect of a casual vacancy (being a vacancy that arises as a result of a Director ceasing to be a Director before the expiry of the relevant term) arising the Board may appoint another eligible person to act for an appropriate period not exceeding the balance remaining of the term which ordinarily would have been served by the Director being replaced.
- 18. The Board shall have the power to revoke the appointment of any Director to the Board if that appointment would result in a breach of the Articles or otherwise be contrary to law.

#### TERMS OF OFFICE

- 23. Subject to the exceptions set out at Article 24 below no Director shall be appointed for more than two consecutive terms of office.
- 24. The exceptions to Article 23 are:
  - a) Where a Director other than the Chair is appointed to the position of Chair in which case that Director may serve up to a further two terms subject to a maximum of twelve years;
  - b) the Chief Executive Officer may serve on the Board for the duration of the holding of that office;
  - c) in exceptional circumstances (which shall be determined by a majority vote of the Board) a Director may hold office for a year more than the prescribed limits.
- 25. If a Director has completed the maximum term of office permitted by these Articles at least four years must elapse before that Director may be appointed again as a Director for British Rowing.

#### BOARD MEETINGS, QUORUM AND DECISIONS

- 26. The Board shall meet and deal with its business as follows:
  - a) 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. The Board shall maintain a proper record of its meetings and decisions.
  - b) The Directors shall be entitled to attend meetings of the Board by any reasonable means 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.
  - c) The quorum for Board meetings may be fixed from time to time by a decision of the Directors, but it must never be less than seven, and unless otherwise fixed it is seven. Unless a quorum is participating, no proposal may be voted on, except a proposal to call another meeting.
  - d) Any decision of the Directors must be by a majority. If the numbers of votes for and against a proposal are equal, the Chair or other Director chairing the meeting has a casting vote.

## CONFLICTS OF INTEREST

27. The Board may authorise any matter (which shall include but not be limited to proposed decisions and involvement at Board meetings) that would, if not authorised, involve any Director breaching that Director's duty under section 175 of the Act to avoid conflicts of interest (a 'Conflict').
28. No authorisation may be given in respect of any matter in which any Director has a material conflict of interest. The Chair shall decide if a Conflict involves such a material conflict of interest.
29. Any authorisation will be effective only if:
  - a) 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;
  - b) the 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
  - c) the matter was agreed to without the Director in question voting or would have been agreed to if that Director's vote had not been counted.
30. Any authorisation may (whether at the time of giving the authority or subsequently):
  - (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
  - (b) be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine;
  - (c) 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.
31. 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 any involvement in the Conflict otherwise than as a Director of British Rowing and in respect of which a duty of confidentiality is owed 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 any duties as a Director; where to do so would amount to a breach of that confidence.
32. Where the Board authorises a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Director:
  - a) is excluded from discussions (whether at meetings of the Board or otherwise) related to the Conflict;
  - b) is not given any documents or other information relating to the Conflict;
  - c) 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.
33. Where the Board authorises a Conflict the Director will be obliged to act in accordance with any terms imposed by the Board in relation to the Conflict; and the Director will not infringe any duty owed to British Rowing by virtue of sections 171 to 177 of the Act provided that the Director acts in accordance with such terms, limits and conditions (if any) as the Board impose in respect of its authorisation.
34. 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 derived from or in connection with a relationship involving a Conflict which has been authorised by the Board 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 BY BOARD

35. The Board 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 Board as it may think fit. Such Committees shall have clear terms of reference that identify their responsibilities and the powers delegated to them by the Board.
36. 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.

## TERMINATION OF DIRECTOR APPOINTMENT

37. The office of Director shall de facto be vacated –
  - a) If a receiving order is made against a Director or that Director makes any arrangement or composition with any creditors.
  - b) If the Director becomes of unsound mind.
  - c) If by notice in writing to British Rowing the Director resigns from the Board.
  - d) If the Director becomes prohibited from holding office by reason of any court order.
  - e) If the Director is removed from office by a resolution duly passed pursuant to Section 168 of the Act.
  - f) If the Director is found to have brought British Rowing into disrepute
  - g) In the case of the Chief Executive Officer, the Chief Executive Officer's contract of employment is terminated for any reason.

## MEMBERSHIP

38. For the purposes of registration the number of Members and Affiliated Members is declared to be unlimited.
39. 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 and Affiliated 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 Board may from time to time determine. The Board may in its absolute discretion accept or reject any person or body applying to be a Member or an Affiliated Member.

## CONDITIONS OF MEMBERSHIP

40. The Members and Affiliated Members shall have such rights and obligations as are contained in these Articles and any rules or regulations established by British Rowing.
41. Any person on agreeing to become and having been accepted as a Member or Affiliated Member shall be deemed to have agreed to be bound by these Articles and any rules or regulations established by the Board whether or not a written statement shall have been signed to that effect.
42. A Member or Affiliated Member shall be liable to suspension or expulsion from British Rowing on the passing of a resolution to that effect by the Board if they refuse or neglect to comply with these Articles or any rules or regulations established by the Board.
43. A Member or Affiliated Member may resign from membership by giving written notice to British Rowing, subject to any rules or regulations established by the Board.
44. Membership or Affiliated Membership is not transferable.

**PROVISIONS REGARDING MEMBERS**

- 45. The Members of British Rowing are the Regional Representatives elected by the Affiliated Members within a Region. The relevant Regional Rowing Council shall conduct these elections.
- 46. British Rowing shall establish regulations in respect of the conduct of elections of Regional Representatives and the terms of office to be served by Regional Representatives.
- 47. Each Region shall have an unlimited number of Regional Representatives such number being based on the number of Registered Individuals resident within each Region.
- 48. A Registered Individual shall be deemed to be resident within a Region by reference to the address of the First Named Club.
- 49. Each Region shall be allocated one Regional Representative for each one thousand five hundred (1,500) or part thereof Registered Individuals resident within each Region as illustrated in the below example:

Number of Registered Individuals	Number of Regional Representatives
0 - 1,500	1
1,501 - 3,000	2
3,001 - 4,500	3
4,501 - 6,000	4
6,001 - 7,500	5
7,501 - 9,000	6
9,001 - 10,500	7
10,501 - 12,000	8
12,001 - 13,500	9

- 50. British Rowing shall review the number of Regional Representatives resident within each Region periodically but in any event not less than once every three years and make such changes to the number of Regional Representatives as may be necessary from time to time to be fair and equitable to each Region.

**GENERAL MEETINGS OF BRITISH ROWING**

- 51. British Rowing shall hold an Annual General Meeting and may hold General Meetings.
  - 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 General Meetings.
- 52. The Board may whenever it thinks fit convene a General Meeting. A General Meeting shall also be convened within two months of the receipt of a requisition by at least fifty per cent (50%) of the Members. Such requisition shall state the object of the Meeting and any resolution or motion to be proposed thereat.
- 53. Any motions for discussion at a General Meeting not originating from the Board shall be signed on behalf of at least fifty per cent (50%) of the Members entitled to vote and lodged with British Rowing 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.
- 54. At least fourteen 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

to each Member and Affiliated Member and to such other persons (including the Auditors) entitled to receive such notices from British Rowing. Notice may be sent by post or by electronic means.

- 55. 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**

- 56. All Members and Affiliated Members shall be entitled to attend a General Meeting. A Member will have the right to vote, an Affiliated Member may speak but not vote.
- 57. Directors may attend and speak at General Meetings.
- 58. All business shall be deemed special that is transacted at a 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 Deputy Chair, the Chair of the Sport Committee and the Nominated Directors; and
  - c) The appointment of, and the fixing of, the remuneration of the Auditors.
- 59. At all General Meetings, only the business notified in the agenda accompanying the notice shall be transacted.
- 60. A Member will have the right to speak at a General Meeting if that Member is able to communicate information or opinions that the Member has on the business of the meeting.
- 61. The chair of a General Meeting may permit other persons who are not Members or Affiliated Members to attend and speak at a General Meeting.
- 62. 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 fifty per cent (50%) of the Members in person shall be a quorum.
- 63. 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 Members, shall be dissolved. In any other case it shall stand adjourned until a time and place to be fixed by the Board.
- 64. The Chair, or in the Chair's absence the Deputy Chair, shall preside as chair 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 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 Members present shall choose another Member who shall be present to preside.
- 65. The chair 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

66. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands (which for the avoidance of doubt shall be any vote conducted by the raising of hands or other unambiguous expression of support) 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 chair 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 chair of the Meeting shall be entitled to a casting vote.
67. British Rowing may make whatever arrangements it considers appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
68. A poll may be demanded by the chair of the Meeting or by at least two Members present by representative or by proxy. A demand for a poll may be withdrawn.
69. A poll on the election of the chair 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 chair of the Meeting at which the poll is demanded.
70. Each Member shall have one vote only at each General Meeting
71. 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 that Member at the time has been paid. No Affiliated Member shall be entitled to speak in person at a General Meeting unless all money due to British Rowing by that Affiliated Member at the time has been paid

## PROXY ATTENDANCE AND VOTING

72. Proxies may validly be appointed by a notice in writing (a "proxy notice") that:
- states the name and address of the Member appointing the proxy;
  - identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
  - is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as British Rowing may determine; and
  - is delivered to British Rowing in accordance with the Articles and any instructions contained in the notice of the General Meeting to which it relates.
73. British Rowing may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
74. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
75. Unless a proxy notice indicates otherwise, it must be treated as:
- allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

## DELIVERY OF PROXY NOTICES

76. A Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that Meeting or any adjournment of it, even though a valid proxy notice has been delivered to British Rowing by or on behalf of that Member.

77. An appointment under a proxy notice may be revoked by delivering to British Rowing a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.
78. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the Meeting or adjourned Meeting to which it relates.

## AMENDMENTS TO RESOLUTIONS

79. An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
- notice of the proposed amendment is given to British Rowing in writing by a Member entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the Meeting is to take place (or such later time as the chair of the Meeting may determine), and
  - the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
80. A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:
- the chair of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and
  - the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
81. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

## NOTICES

82. A notice may be served by British Rowing upon any Member or Affiliated Member, either (i) personally or (ii) by sending it through the post in a prepaid letter, addressed to such Member or Affiliated Member at the registered address as appearing in the Register of Members or (iii) by electronic means.
83. Any Member or Affiliated 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 or provide an address for electronic service of notices, shall be entitled to have notices served at such address, but, save as aforesaid and as provided by the Act, only those Members or Affiliated 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.
84. 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.

## ACCOUNTS AND AUDIT

85. 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).
86. 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.
87. 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 fourteen 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.

88. 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.
89. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### **MISCELLANEOUS MATTERS**

90. 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 or Affiliated 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 or Affiliated 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.
91. 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 in the execution and discharge of any responsibilities relating to British Rowing.