

WEDNESDAY



A16

A8XPIONM





29/01/2020

#187

COMPANIES HOUSE

Held at The Boathouse, Trentham

Held on 7th July 2019 at 19:30 pm

PRESENT:	Chris Haigh (Chair) Nick Aldridge (Director) Those nominated to vote on behalf of the members :- On behalf of Trentham Boat Club (TBC) Mr Dean Batty On behalf of the Trentham Canoe Club (TCC) Mr Hadrian Smith
	
	

Chris Haigh was appointed Chair of the Meeting. The Chair reported that due notice of the Meeting had been given in accordance with the Association's articles of association (**Articles**) and that a quorum was present. Accordingly, the Chair declared the Meeting open.

The Chair reported that the purpose of the Meeting was to vote upon 4 motions as set out below & that, as these motions included substantive changes to the Association and its articles the meeting had been deemed to be an Extraordinary General Meeting & that, because of the membership structure of the Charity it is necessary that the two Corporate members (TBC & TCC) be represented at the meeting by an individual from each member who has been authorised by their charitable member to vote on its behalf.

Mr Batty & Mr Smith confirmed to the chair that they were able to vote on behalf of their respective clubs & the chairs of the two clubs (Mr G Haigh & Mr A Gath) confirmed this.

The purpose of the votes is to adopt a new set of articles for the Association, to elect new directors, accept the resignation of the two standing directors & to set off the process of holding general & Directors meetings in accordance with the new articles.

3 Declaration of interests

Each of the directors present declared the nature and extent of their interests in the transactions and other arrangements to be considered at the Meeting in so far as required by the Articles, to the extent that these had not previously been duly declared in accordance with the relevant provisions:

NAME OF DIRECTOR	NATURE AND EXTENT OF INTEREST
Mr Christopher Haigh	Member of Trentham Canoe Club]
Dr Nick Aldridge	Member of Trentham Boat Club

- 3.1 The Chair noted that the Articles provide that, subject to certain approvals being obtained, a director is entitled to vote and be counted in the quorum on a matter in which they are interested and that none of the directors present were otherwise prevented from doing so. The Chair further noted that the approvals required by the Articles had been obtained and, taking this into account, there was a quorum present for each matter to be considered at the Meeting.

4



5 Resolutions

Having carefully considered their obligations pursuant to section 172 of the CA 2006, IT WAS RESOLVED that

Motion 1. That TWA should submit for Charities Commission approval the new agreed articles of Association as circulated and that the articles be adopted with immediate effect for the ongoing operation of the TWA board of directors.



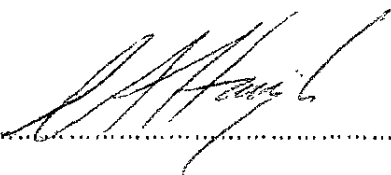
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Following unanimous acceptance of each motion – by show of hands by Mr Batty & Smith],
IT WAS RESOLVED that Mr Chris Haigh be instructed to contact Grindeys solicitors to
enquire as to the position of the company books & to ensure the appropriate filing of following
documents with Companies House:

- 5.1 Change of directors, Change of membership of charity.
- 5.2 Any required Companies House filing fee - the amount of which is to be notified by email to the directors.

6 Close

There being no further business the Chair declared the Meeting closed.


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Mr Chris Haigh

Chair

Articles of Association for a Charitable Company

C.H. 8/12/19

THE COMPANIES ACT 2006

COMPANY NOT HAVING A SHARE CAPITAL

Articles of Association of Trentham Watersports Association

1. The Company's name is

Trentham Watersports Association

(and in this document it is called the 'charity')

Interpretation

2. In the articles:-

'address' means a postal address or for the purposes of electronic communication an e-mail address in each case registered with the charity;

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

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

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

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

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

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

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

'document' includes any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'the Facilities' means the boathouse building, all its fixed internals, except boat storage racks and the external fenced boat storage compound

'the Lease' means the Lease held between Trentham Leisure Ltd and

Trentham Watersports Association for the land under the Facilities

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

'officers' includes the directors, treasurer and the secretary;

'secretary' means any person appointed to perform the duties of the secretary of the charity;

'the United Kingdom' means Great Britain and Northern Ireland;

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when these articles become binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of Members

3. The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while it is a member or within one year after it ceases to be a member, for:
 - (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) adjustment of the rights of the contributories among themselves.

Objects

4. The charity's objects ('Objects') are specifically restricted to the following:

To advance amateur sport for the public benefit, and in particular water sports, including rowing and canoeing, by managing and assisting in the provision of facilities for community participants at Trentham Lake, Staffordshire.

Powers

5. The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to so doing. In particular, the charity has power:-

- (1) to raise funds. In so doing, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124-126 of the Charities Act 2011, if it wishes to mortgage land;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity where to do so does not breach any conditions of the Lease;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund manager; and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;
 in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

Application of income and property

6. (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2) (a) a director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the charity;

- (b) a director may benefit from trustee indemnity insurance cover purchased at the charity's expenses in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - (c) a director may receive an indemnity from the charity in the circumstances specified in article 57.
 - (d) A director may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:
- (a) a benefit from the charity in the capacity of a beneficiary of the charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

Benefits and payments to charity directors and connected persons

7 (1) General Provisions

No director or connected person may:-

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the Charity Commission.

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

Scope and powers permitting directors' or connected persons' benefits

- (2) (a) A director or connected person may receive a benefit from the charity as a beneficiary provided that it is available generally to the beneficiaries of the charity.'

- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

- (3) The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
 - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
 - (f) The reason for their decision is recorded by the directors in the minute book.
 - (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7. (5) (a) in sub-clauses (2) –
- (4) In sub-clauses (2) and (3) of this article:
- (a) 'charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.
 - (b) 'connected person' includes any person within the definition in article 61 'Interpretation'.

Declaration of directors' interests

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

Conflicts of interests and conflicts of loyalties

- 9 (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - (c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person. A Director must take no part in discussion of or voting upon any conflict of interest or loyalty which involves a direct or indirect interest of any nature to that director

Members

- 10 (1) The subscribers to the memorandum are the first members of the charity.
- (2) Membership is open to other organisations who:
- (a) apply to the charity in the form required by the directors; and
 - (b) are approved by the directors.
- (3) (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
- (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- d) The directors may only accept full members whose national governing body is recognised by Sport England and should only accept one member from each sport. For the avoidance of doubt this clause recognises the financial contribution of Sport England in the building of the Boathouse.
- (4) Membership is not transferable.
- (5) The directors must keep a register of names and addresses of the members.

Classes of membership

- 11 (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members. Any new class of membership shall only be operational once confirmed by a special resolution passed at a General Meeting.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
- (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.
- (5) The Directors shall maintain a schedule of agreed Membership classes in the form of a Bye Law detailing rights & responsibilities of each class

11.1 2 classes of membership are available :-

11.1.1 "Full" membership . The Full members will share the remaining costs after contributions from Associate members have been recovered, space & other resources. The Full member will have unfettered use of facilities except where all Full members agree controlled use. The Full members will each have a single vote at General meetings of TWA.

11.1.2 "Associate" membership – a restricted membership with no Voting

rights & only able to use the facilities at pre-agreed times. Any access of Associate member to boat store space should be by reaching agreement with one of the Full members to 'rent' space as required. Associate members shall pay a fixed amount set at 1/7th of operating costs of TWA.

Associate members can present motions to General meetings & can attend in the same way that full members can

Any new member shall operate as an associate member for the first 3 years in order to assure TWA of their ability to fulfil requirements of TWA.

All members must be an organised club, with suitable constitution, operating processes, insurance and compliant with national governing bodies of their sport.

Termination of membership

12 Membership is terminated if:

- (1) the organisation ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) The board of directors has established prima facie evidence of unacceptable behaviour or condition(s) which are of a significant risk to other Members or the continuation of the Lease: and
 - (b) The board of directors have undertaken discussions with the Member outlining the unacceptable behaviour or condition, that the Member has been given suitable time to address the situation: and
 - (c) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed; and
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

General meetings

- 13 (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.

14 (a) The directors may call a general meeting at any time.

- (b) In accordance with section 303 (2) of the Companies Act 2006 the directors must call a General Meeting if asked to do so by 10% of the Members.

- (c) If a period greater than 12 months has elapsed since any previous General Meeting the threshold to request the Directors to call a general meeting is 5% of members.
- (d) If, having received a request in accordance with article 14 (b) or 14(c) the Directors fail to call a General Meeting the members have the right in accordance with section 305 of the Companies Act 2006 to call the meeting themselves at the expense of the company.

Notice of general meetings

- 15 (1) The minimum periods of notice required to hold a general meeting of the charity are:
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22.
- (4) The notice must be given to all the members and to the directors and auditors.
- 16 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

Proceedings at general meetings

- 17 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
- (a) All members, present in person and entitled to vote upon the business to be conducted at the meeting; or
- (3) The authorised representative of a member organisation shall be counted in the quorum.

- 18 (1) If:

- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;

The meeting shall be adjourned to such time and place as the directors shall determine.

- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
 - (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 19 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
 - (3) If there is only one director present and willing to act, he or she shall chair the meeting.
 - (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 20 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 21 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

- (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

22. Not Used

Written resolutions

- 23 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible member at least 7 days prior to the date of the General Meeting;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) A Member's authorised representative must signify its agreement.

Votes of members

24 Subject to article 11, every member shall have one vote.

- 25 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 26 (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- (2) The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.
- (3) Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

Directors

- 27 (1) A director must be a natural person aged 16 years or older.
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 39.
- 28 The minimum number of Directors shall be 3 and the maximum number of Directors shall be 9
- 29 The first directors shall be those persons notified to Companies House as the first directors of the charity.
- 30 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of directors

- 31 (1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
- (4) The Directors shall appoint:
- (a) an individual to be the Responsible person under the requirements of the Lease.

- (b) A Treasurer
- (c) A Secretary of the Charity
- (d) A minutes secretary (if required to assist the Secretary of the Charity)

These holders of these posts can only act as Directors if duly elected at a general meeting.

Retirement of directors

- 32. Directors will retire annually and seek the renomination of the other directors prior to standing for election at a general meeting.
- 33 Directors must stand down after 3 consecutive years in post & may not be re-elected as a Director until a period of 12 months has elapsed

Appointment of directors

- 34 Directors who meet the requirements of article 27 shall be appointed at a General Meeting by resolution of the Meeting
- 35 No person may be appointed a director at any general meeting unless:
 - (1) he or she is recommended for re-election by one of the Members; or
 - (2) not less than Ten clear days before the date of the meeting, the charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a director;
 - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 36 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.
- 37 In the event of a vacancy arising between the normal dates for Annual General meetings.
 - (1) The directors may appoint a person who is willing to act to be a director.
 - (2) A director appointed by a resolution of the other directors must retire at the next general meeting; and
 - (3) No other business shall be transacted by the Directors, other than the payment of ongoing operational costs of the Charity, until such time as a replacement Director has been appointed by general meeting.

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

Disqualification and removal of directors

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

- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- (3) The organisation, which nominated the Director, ceases to be a member of the charity;
- (4) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (5) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.
- (7) Fails to receive a majority vote in favour of remaining as a director at any general Meeting of TWA.

Remuneration of directors

- 40 The directors must not be paid any remuneration unless it is authorised by article 7.

Proceedings of directors

- 41 (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles
- (2) Any director may call a meeting of the directors.
 - (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) Directors meetings shall be open to any Committee member of the Members and associate groups to attend, having given 7 days prior notice.
 - (7) Any substantive issues to be discussed at Meetings of Directors shall be the subject of a written discussion paper tabled & circulated at least 7 days prior to the meeting
 - (7) No Meeting of Directors shall take place unless minutes of the previous meeting & an agenda for the meeting have been copied to all directors and Members at least 7 days in advance of the date of the meeting.

- (8) The meeting agenda shall contain the wording of any substantive resolutions to be put to the meeting and any discussion papers to be tabled.
- 42 (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be at least three Directors or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 43 If the number of directors falls below 3 for any reason, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 44 (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- (4) The person who is chairing a meeting will not have a second or casting vote in the event of an equality of votes.
- 45 (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

Delegation

- 46 (1) The directors may delegate any of their powers or functions to a committee comprising two or more directors along with others drawn from the Members but the terms of reference of any delegation must be recorded in the minute book.
- (2) The directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- (b) *no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.*
- (3) The directors may revoke or alter a delegation.

- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors and circulated to the nominated representatives of the members.

Validity of directors' decisions

- 47 (1) Subject to article 47(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that director; and
- (e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

- (2) Article 47(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 47(1), the resolution would have been void, or if the director has not complied with article 8.

Minutes

- 48 All minutes of Directors and Committee meetings must be circulated to members and Directors

- 49 The directors must keep minutes of all:
- (1) appointments of officers made by the directors;
 - (2) proceedings at meetings of the charity;
 - (3) meetings of the directors and committees of directors including:
 - (a) the names of the directors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

- 50 (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the

Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

- (2) The directors must keep accounting records as required by the Companies Act.
- (3) The Directors must prepare a financial summary of the Charities financial position, incomings and outgoings for each Meeting of Directors, such summary to be included in the Minutes of the Directors meetings.

Annual Report and Return and Register of Charities

- 51 (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
 - (b) *preparation of an Annual Report and the transmission of a copy of it to the Commission;*
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Means of communication to be used

- 52 (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 53 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given in electronic form.
- 54 (1) The charity may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a *company meeting and must specify the place date and time of the meeting.*

- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- 55 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 56 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

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

Rules

- 58 (1) The directors may from time to time propose such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity. These bye laws shall only be brought into force by resolution of a General Meeting of the Charity
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members & Directors of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

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

Dissolution

- 60 (1) The full members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in the following way:
- (a) directly for the Objects
- (2) Subject to any such resolution of the full members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
- (a) directly for the Objects

For The Avoidance of Doubt: It is envisaged that the net assets of the charity will be distributed evenly amongst the full member clubs at the time of dissolution.

Interpretation

61. In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 47 'connected person' means:
- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
 - (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
 - (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;
 - (4) an institution which is controlled –
 - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause 4(a), when taken together
 - (5) a body corporate in which –

- (a) the director or any connected person falling within sub clauses (1) to (3) has a substantial interest; or
- (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

(These articles are based on the March 2012 Model Document provided by the Charities Commission – but have been amended in line with the Charities requirements)

Date of Resolution adopting these Articles 7TH JULY 2019