

THE COMPANIES ACT 2006

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A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

OF

THE PIRATE CASTLE

(the "Company")

**NAME AND REGISTERED OFFICE**

1. The Company's name is **THE PIRATE CASTLE** (and in this document it is called the "**Company**")
2. The Company's registered office is The Pirate Castle, Oval Road, London, NW1 7EA.

**3. OBJECTS**

The objects for which the Company is established (the "**Objects**") are;

- i. to promote life chances, learning and healthy living within our community by providing boating and paddle sport activities on the Regent's Canal in the London Borough of Camden and other waterways that are stimulating, inclusive and physically accessible for the benefit of the public;
- ii. to provide community and recreational facilities for the public benefit as a resource to promote social welfare and healthy recreation for community residents and other groups of all demographics.

**4. POWERS**

The Charity has the power to do anything to further its Objects or is conducive or incidental to doing so, including:

- a. to make grants or loans of money and to give guarantees;
- b. to set aside funds for special purpose or as reserves against future expenditure;
- c. to provide advice or procure the provision of counselling and guidance,

- d. to promote or carry out research;
- e. to publish or distribute information;
- f. to accept gifts on any terms and/or to refuse gifts for good reason;
- g. to raise funds for the Company (but not by means of taxable trading),
- h. to operate bank accounts in the name of the Company;
- i. to deposit or invest funds in any manner (but to invest only after obtaining such advice from a professional investment manager as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- j. to acquire any property of any kind situated anywhere in the world for investment purposes whether involving liabilities or producing income or not and to appoint and pay professional investment managers who are authorised to carry on the requisite regulated activities under the provisions of the Financial Services and Markets Act 2000;
- k. to acquire or hire property of any kind;
- l. to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use and to make planning applications, applications for consent until bylaws or building regulations and other like applications;
- m. to enter into any contracts necessary to carry out any of the powers contained in Article 513;
- n. to let, mortgage or dispose of all or any of the property or assets of the Company;
- o. to let the Company's premises to other charities, organisations and individuals for casual or longer term use whether in furtherance of these Objects or the purpose of raising funds to be used in furtherance of the Objects;
- p. to borrow money for the purposes of the Company on such terms and on such security (if any) as the Trustees may think fit;
- q. to employ, engage or retain the services of such persons as the Trustees think

may be necessary or desirable on such terms (paid or unpaid, subject to these Articles) as the Trustees think fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependents;

- r. to enter into contracts to provide services to or on behalf of other bodies;
- s. to appoint and pay any person to hold any property as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such;
- t. to provide trustee indemnity insurance for the Trustees in accordance with, and subject to, the conditions contained in section 73F of the Charities Act 1993;
- u. to support, administer or set up other charities;
- v. to establish or acquire or promote the establishment or acquisition of any third party to assist or act as agents for the Company or otherwise;
- w. to co-operate with any person operating in furtherance of the Objects or similar Charitable Purposes;
- x. to deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required;
- y. to amalgamate with, acquire the assets of or in any other way to merge with any person which is charitable at law and has objects the same or similar to the Objects;
- z. to insure the property of the Company against any foreseeable risk and to take out other insurance policies to protect the Company when required;
- aa. to pay the costs, charges and expenses of and incidental to the formation and registration of the Company and its registration as a charity;
- bb. to process data in accordance with its data processing notices;
- cc. to do all such other lawful things as shall further the Objects or any of them.

## **INCOME AND PROPERTY**

5. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company.
6. Trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company: However, nothing in the Articles shall prevent any payment in good faith by the Company:
  - a.in money or money's worth to a Member (including a Trustee) in the capacity of a beneficiary of the Company;
  - b.of the usual charges for business done by any Trustee engaged in a profession or business, or by any partner of his or his firm or company, when instructed by the Trustees to act in a professional capacity on its behalf: However, at no time shall a majority of the Board benefit under this provision and provided that a Trustee shall withdraw from any meeting at which his appointment or remuneration, or that of his partner, firm or company, is under discussion;
  - c. for the supply of services, or of goods that are supplied in connection with the provision of services, to a Trustee or a person connected with a Trustee where such payment is effected in accordance with the provisions of section 73A to 73C of the Charities Act 1993;
  - d.of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant who is not a Trustee;
  - e.of interest on money lent by any Member of the Company or Trustee at a reasonable and proper rate;
  - f. of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
  - g.of reasonable and proper rent or hiring fee for property or equipment let or hired by any member of the Company or a Trustee to the Company;
  - h.to any Trustee of reasonable out-of-pocket expenses;
  - i. to any Trustee of reasonable and proper premiums in respect of trustee indemnity insurance, effected in accordance with Article 5.20 of these Articles;
  - j. in exceptional cases, Trustees may receive other payments or benefits (but only with the written approval of the Charity Commissioners in advance)

## **MEMBERS OF THE COMPANY**

7. The Company is limited by guarantee, not by shareholding. The Company's liability is limited to the guarantee provided by each of its members. The Members are:
  - a. the original five subscribers to the Memorandum dated September 2010 (now resigned from membership)

- b. the Trustees; and
  - c. any other persons whom the Board shall admit to membership of the Company from time to time.
8. Every Company Member undertakes to contribute £10 to the Company's assets if it should be wound up while they are a Company Member or within one year afterwards. This guarantee may be used for payment of the Company's debts and liabilities contracted before he ceases to be a Company Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
9. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any money or property it must be applied in one or more of the following ways
- a. by transfer to one or more other bodies established for exclusively Charitable Purposes having objects similar to or including the Objects
  - b. directly for the Objects or for Charitable Purposes which are within or similar to the Objects,
  - c. in such other manner consistent with charitable status as the Charity Commission approve in writing in advance.

#### **MEMBERSHIP OF THE COMPANY**

10. The Company must maintain a register of Members.
11. The number of Members with which the Company proposes to be registered is unlimited.
12. The Company may from time to time resolve to create other classes of Members of the Company (including honorary members or informal membership) provided that the rights and duties of any new classes of Members are clearly specified and do not extend to voting at general meetings
13. The Board may in its discretion levy subscriptions on all or any classes of Members at such rates as it shall determine and may levy subscriptions at different rates for different categories of Member including Members of the same class
14. Membership shall not be transferable and a Member shall cease to be a Member:
- a. in the case of a natural person, on death,
  - b. for any organisation on its liquidation or dissolution or on its otherwise ceasing to exist;
  - c. if by in writing to the Secretary the Member resigns. The Member is deemed to have resigned when the letter of resignation is received at the Office or by email to the Secretary;
  - d. by unanimous vote of the Board or, by a majority of the Trustees present and voting at

the relevant Trustee Board meeting. A resolution to terminate a Member's membership of the Company shall not be passed unless the Member has been given not less than fourteen days' notice of the meeting of the Trustee Board at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Board prior to the Board voting the resolution,

- e. if any subscription is not paid on the due date and remains unpaid for six months after notice served on the Member he will be removed from the membership if it is not paid. The Board may in its discretion readmit to membership of the Company any person removed on this ground if they pay the outstanding sum.

#### **MEMBERS MEETINGS (KNOWN AS GENERAL MEETINGS)**

- 15. All general meetings, including AGMs, shall be called by at least fourteen clear days' notice but a general meeting, including an AGM, may be called by shorter notice if agreed by a majority in number of Company Members having a right to attend and vote at the meeting who together hold not less than 90% of the total voting rights at the meeting of all of the Company Members.
- 16. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as being called in accordance with the Articles, the notice shall be given to all Company Members, Trustees, patrons, honorary officers and the auditor.
- 17. No business shall be transacted at any general meeting unless a quorum is present. Three Members (including any duly appointed proxy) shall constitute a quorum.
- 18. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the chair of the meeting shall adjourn the meeting.
- 19. The chair, if any, of the Trustee Board or in his absence some other Trustee nominated by the Trustee Board shall preside as chair of the meeting, but if neither the chair nor such Trustee (if any) be present and willing to act within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, they shall be chair.
- 20. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Company Members present and entitled to vote shall choose one of their number to be chair.
- 21. The chair of the meeting may permit other persons who are not Company Members to attend and speak (but not vote) at general meetings.

22. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
23. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the date, time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
24. Except where otherwise provided by the Articles or the Companies Acts a resolution put to the vote of a meeting shall be decided on a show of hands by a majority of the votes cast.
25. A declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive.
26. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate during the meeting to all those attending the meeting any information or opinions which that person has on the business of the meeting.
27. A person is able to exercise the right to vote at a general meeting when:
  - a. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - b. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
28. The Trustee Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
29. A written resolution signed or approved by email by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature. A signature can be applied electronically for these purposes.

## **VOTES OF COMPANY MEMBERS**

30. Every Member shall have one vote on a show of hands.
31. No Member shall debate or vote (whether in person or by proxy) on any matter in which they are personally interested (otherwise than by virtue of his being a Company Member) without the permission of the majority of the persons present and voting.
32. An organisation can be a Member and can authorise by resolution of its board or other governing

body such individuals as it thinks fit to act as its representative at any meeting of the Company. The individual so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as the organisation could exercise if it were an individual Member.

33. Any Member entitled to attend and vote at any general meeting of the Company may appoint another person as his proxy to attend, speak and vote in their place.
34. The instrument appointing a proxy shall be signed by the appointer in hard copy or electronic form and specify on what matters and how the proxy should vote in the meeting. The appointment of a proxy be delivered personally or by post to the Office or by email not less than 48 hours before relevant meeting.
35. The Trustee Board may determine at its discretion when an appointment of a proxy shall be treated as validly delivered or received

#### **THE TRUSTEE BOARD**

36. The Trustees have control of the Company and its property and funds.
37. The number of Trustees shall be not less than three and not more than twelve, all of whom must be Members.
38. The subscribers to the Memorandum are the first Trustees (now resigned).
39. The Trustees shall be those persons named in the statement delivered to the Registrar of Companies pursuant to the Companies Acts, who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed by resolution of the Trustee Board.
40. At the first AGM and at every subsequent AGM one-third of the Trustees for the time being or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office.
41. The Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. Where there is more than one third of trustees who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agreed among themselves) be determined by lot.
42. A retiring Trustee who remains qualified may, if willing to act, be reappointed.
43. Every Trustee after appointment or reappointment must sign a declaration of willingness to



act as a charity trustee of the Company before he or she may vote at any meeting of the Trustees.

44. Except to the extent permitted by these Articles, no Trustee shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Company is a party.
45. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Trustee Board (or its committees or sub-committees) or general meetings or otherwise in connection with the discharge of their duties.

#### **POWERS OF THE TRUSTEE BOARD**

46. Subject to the provisions of the Statutes and the Articles and to any directions given by a resolution of the Company Members, the business of the Company shall be managed by the Trustee Board who may exercise all the powers of the Company other than those required to be exercised by the Company in a general meeting.
47. The Trustee Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
48. The Trustee Board shall have power from time to time to make, repeal and alter regulations as it may deem necessary for the proper conduct and management of the Company and the affairs thereof; as to prescribing classes of and conditions of membership and the rights and privileges of Members; as to the levels of subscriptions; as to the appointment of officers, as to the duties of officers or employees of the Company; as to the conduct of the business of the Company by the Trustee Board or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Trustee Board provided that the same shall not be inconsistent with the Articles
49. The Trustee Board or the Company in general meeting shall have power to repeal or alter or add to any regulations and the Trustee Board shall adopt such means as they think sufficient to bring to the notice of Members all such regulations which shall be binding on Members.
50. The Trustee Board shall have the power to make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.
51. The Trustee Board shall have the power to establish procedures to assist the resolution of disputes or differences within the Company.

## **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

52. A Trustee shall automatically cease to hold office if he
- a. ceases to be a Trustee by virtue of any provision in the Statutes or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 or is otherwise prohibited by law from being a Trustee;
  - b. becomes incapable by reason of mental disorder of managing and administering his own affairs,
  - c. dies,
  - d. resigns his office by notice to the Company (but only if at least two Trustees will remain in office when the notice of resignation is to take effect),
  - e. is absent without the permission of the Trustee Board from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign,
  - f. ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Company before the next AGM); or
  - g. is removed by resolution of at least 75% of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views

## **PROCEEDINGS OF THE TRUSTEE BOARD**

53. The Trustee Board must hold at least four meetings each year. No less than two such Trustee Board meetings held each year should be in person or held as a hybrid meeting (where as many of the Trustees attend in person as is possible). All other meetings Trustee meetings may be held virtually.
54. Notice of a Trustee Board meeting can be sent to Trustees in in electronic form to an e-mail address given by the Trustee to the Company for this purpose. Every Trustee has one vote on each issue. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
55. The quorum for the transaction of the business of the Trustee Board shall not be less than three Trustees.

56. The Trustee Board shall from time to time elect a chair of their meetings and may at any time remove them from that office. Unless they are unwilling to do so, the Trustee so appointed shall preside at every meeting at which they are present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting.
57. The Trustee Board may delegate any of its powers or the implementation of any of its resolutions to any committee provided that:
- a. the resolution making that delegation specifies who shall serve on such committee (the resolution may allow the committee to add persons up to a specified number);
  - b. the composition of any such committee shall be entirely in the discretion of the Trustee Board,
  - c. the deliberations of any such committee shall be reported regularly to the Trustee Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustee Board and for that purpose every committee shall appoint a secretary,
  - d. all delegations under this Article shall be revocable at any time;
  - e. the Trustee Board may make such regulations and impose such terms or conditions and give such mandates to any such committee as it may from time to time think fit and may authorise further delegation of the Trustee Board's powers.
58. All acts done by a meeting of the Trustee Board, or a committee shall be valid, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote. A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting
59. A resolution in writing, approved by email (or signed electronically) by all the Trustees shall be as valid and effective as if it had been passed at a meeting of the Trustee Board (duly convened and held. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature or electronic approval.
60. Trustees may participate in or hold a meeting of the Trustee Board (or any committee) virtually or by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other.

61. The chair of a meeting of the Trustee Board may permit other persons who are not Trustees, as applicable, to attend and/or speak (but not vote) at such meetings.

#### **TRUSTEE CONFLICTS OF INTERESTS (POSSIBLE AND ACTUAL)**

62. A Trustee shall declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.
63. A Trustee shall absent himself from any discussions of the Trustees in which it is possible that a conflict of interest may arise between their duty to act solely in the interests of the Company and any personal interests (including but not limited to any personal financial interest) unless expressly invited to remain in order to provide information
64. If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person those Trustees who do not have a conflict of interests may authorise such a conflict of interests where the following conditions apply.
- a. the conflicted Trustee 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 Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting, and
  - c. the Trustees who do not have a conflict of interests consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying
65. The above rules only applies to a conflict of interests arising because of a duty of loyalty owed to another organisation or a person. They do not apply to a conflict which involves a direct or indirect benefit of any nature to a Trustee themselves or to a connected person.

#### **TRUSTEE BOARD OFFICERS**

66. For such time as the Companies Acts require or if no legal requirement then if the Trustee Board shall see fit, the Trustee Board shall appoint a company secretary, a treasurer, a deputy secretary and such other officers as they shall see fit.

#### **MINUTES**

67. The Trustee Board shall ensure that minutes are kept of all appointments of officers made by the Trustee Board; and of all proceedings at meetings of the Company and of the Trustee Board (and

of committees of the Board) including the names of those present at such meetings

## **BANK ACCOUNTS**

68. The Company shall operate a current account in its name with a reputable bank. The Board may delegate authority to the General Manager and Book Keeper in post from time to time to make payments of money for goods and services from such account, subject always to authorisation limits. All payments of money from such account shall require the approval of two persons at least one of which shall be a Trustee.
69. The Company may operate a savings account in its name, including for the safeguarding of designated funds or reserves. All payments of money from such account shall require the approval of two persons, both of which shall be Trustees.

## **STATUTORY INSPECTION OR AUDIT**

70. The Board shall comply with their obligations under the Statutes with regard to the inspection or audit of accounts (as applicable) and if required by the Statutes shall appoint an auditor whose duties shall be regulated in accordance with the Statutes.

## **ANNUAL REPORT AND ANNUAL RETURN**

71. The Board shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commission for England and Wales

## **NOTICES**

72. A notice or other document or information which is sent by the Company by post shall be deemed to have been received two clear days after being sent by first class post to the address provided by the recipient for that purpose. Proof that an envelope containing the notice or other document or information was properly addressed, prepaid and posted shall be conclusive evidence that the notice or other document or information was given or sent
73. Any notice or other document or information not sent by post but left at the Registered Address or address for service in the United Kingdom shall be deemed to have been served on the day on which it was left
74. A notice or other document or information which is sent by the Company by electronic means and which the Company is able to show was properly addressed shall be deemed to have been given or sent on the day on which it was so sent and received 24 hours later.

75. Where earlier than the 24 and 48 hour notice periods referred to above, a notice shall be treated for all purposes as being received as soon as the member acknowledges actual receipt.

## INDEMNITY

76. The Company shall indemnify any Trustee against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the CA 2006.

## INTERPRETATION

77. These Articles shall be the Articles of Association of the Company and the articles contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 are excluded.

In the Articles:

<i>AGM</i>	means an annual general meeting of the Company;
<i>the Articles</i>	means these Articles of Association of the Company;
<i>authorised representative</i>	means an individual who is authorised by a member organisation to act on its behalf at meetings of the Company and whose name is given to the Secretary;
<i>the Trustee Board</i>	means the board of trustees of the Company who are the directors of the Company for the purposes of the Statutes;
<i>CA 2006</i>	means the Companies Act 2006;
<i>Charitable Purposes</i>	means purposes which are charitable in accordance with the law of England and Wales;
<i>Companies Acts</i>	has the meaning given to it in section 2 of the CA 2006 in so far as the provisions referred to in such section are in force from time to time;
<i>the Company</i>	means the Pirate Castle;
<i>Company Members</i>	means the members of the Company having the right to vote at general meetings;
<i>electronic form</i>	has the same meaning as in section 1168(3) of the CA 2006;
<i>firm</i>	includes a limited liability partnership;
<i>hard copy</i>	has the same meaning as in section 1168(2) of the CA 2006;
<i>Members</i>	means all the individuals and organisations admitted to membership (of any class or category) of the Company whether entitled to vote at general meetings or not;
<i>The Memorandum</i>	means the Memorandum of Association of the Company;

<i>month</i>	means a calendar month;
<i>Office</i>	means the registered office of the Company;
<i>Statutes</i>	means the Companies Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning charitable companies registered under the Companies Acts;
<i>Trustee</i>	means a member of the <del>Trustee</del> Board,
<i>the United Kingdom</i>	means Great Britain and Northern Ireland;
<i>year</i>	means calendar year.

Any reference to:

- a. a statute or statutory provision includes a reference to the statute or statutory provision as modified or re-enacted or both from time to time, and to any subordinate legislation made under it;
- b. a general meeting includes a reference to an AGM,
- c. the singular includes the plural and vice versa and the masculine includes the feminine and the neuter genders and vice versa;

Subject to Article 1 and unless the context requires otherwise, words or expressions defined in the Statutes (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Company) shall bear the same meaning in the Articles.

**END OF DOCUMENT**