

Company Number: 07667762

Charity Number: 1148907

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**SPECIAL RESOLUTION OF GUILDFORD CITY SWIMMING CLUB ("THE COMPANY")**

Passed on Thursday 21 June 2018

The following resolution was duly passed as a special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**SPECIAL RESOLUTION**

THAT with effect from the conclusion of the meeting the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Signed.....  
Director *Jonathan Steele*



**Company Number: 07667762**

**Charity Number: 1148907**

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**ARTICLES OF ASSOCIATION  
OF  
GUILDFORD CITY SWIMMING CLUB**

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Adopted by Special Resolution on 21 June 2018

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**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**GUILDFORD CITY SWIMMING CLUB**

**INTRODUCTION**

The company's name is Guildford City Swimming Club Limited (and in this document it is called the "Charity").

**1 INTERPRETATION**

1.1 In these Articles, unless the context otherwise requires:

**Acts:** means the Companies Act and the Charities Act;

**adult member:** means any member aged 18 years or over;

**Affiliated Body:** means all corporate or unincorporated bodies, clubs or associations (including the individual members thereof) that have an arrangement with the Charity by virtue of which that body has use of the Charity's water time, teachers or coaches;

**Applicable Data Protection Law:** means (a) the Data Protection Act 1998; or (b) from 25 May 2018, the General Data Protection Regulation ((EU) 2016/679), and any applicable legislation that supersedes or replaces the General Data Protection Regulation in the UK;

**Articles:** means the Charity's articles of association for the time being in force;

**bankruptcy:** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

**Charity:** means the company intended to be regulated by these Articles;

**Charities Act:** means the Charities Act 2011;

**clear days:** means in relation to the period of a notice, a period excluding the day when notice is given or deemed to be given and the day for which notice is given or on which it is to take effect;

**Commission:** means the Charity Commission for England and Wales;

**Companies Act:** means the Companies Act 2006;

**connected person:** means any of the following:

- a) any parent, child (including stepchild or illegitimate child), brother, sister, grandparent or grandchild of a Director;

- b) the spouse or civil partner of a Director or of any person in (a), including anyone living as the spouse or civil partner of any of the above;
- c) any person carrying on business in partnership with a Director or any person in a) to b) above
- d) any institution which is controlled either by a Director alone or in combination with any one or more of the persons in a) to c) above
- e) any body corporate in which a Director, either alone or in combination with any one or more of the persons in a) to c) above, holds more than 20% of the share capital or more than 20% of the voting rights in the body corporate.

Any person who is a connected person in relation to any Director is referred to in these Articles as 'connected' to that Director;

**Deemed Proxy:** has the meaning given in Article 23.1;

**Director/s:** means the board of Directors (or members of the board of Directors) from time to time appointed in accordance with Article 11 who shall also be charity trustees as defined by section 177 of the Charities Act;

**document:** includes, unless otherwise specified, any document sent or supplied in electronic form;

**electronic form:** has the meaning given in section 1168 of the Companies Act;

**FINA:** means Fédération Internationale de Natation;

**Governing Body Rules:** has the meaning given in Article 6.3;

**Independent:** means in respect of a proposed director that they have not connected with anyone employed or engaged by the Charity who is a member of the Management Team, coaching team or administration team of the Charity;

**junior member:** means any member below the age of 18;

**Management Team:** means persons employed or engaged by the Charity and consisting of those persons appointed pursuant to Article 15;

**MT Chairman:** the chairman of the Management Team;

**MT Secretary:** the secretary of the Management Team

**Objects:** has the meaning given in Article 3.1;

**ordinary resolution:** has the meaning given in section 282 of the Companies Act;

**proxy notice:** has the meaning given in Article 23;

**Regulated Alterations:** means the following categories of changes to the Articles:

- a) any change to the statement of the objects of the Charity;
- b) any change to what happens to the Charity's property on winding up;

- c) any change which authorises the Charity's funds or property to be used to benefit the Directors or members, or people or organisations connected with them.

**Review Panel:** has the meaning given in Article 7.5;

**special resolution:** has the meaning given in section 283 of the Companies Act;

**Swim England:** means the successor body to the Amateur Swimming Association;

**Swim England Laws:** means the laws and technical rules of Swim England;

**Swim England Membership Fees:** means the membership fees of Swim England for the time being in force;

**swimming:** has the meaning given by Swim England from time to time; and

**writing:** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.3 A reference in these Articles to an "**Article**" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.4 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Unless expressly provided otherwise, a reference to any Swim England Laws, Swim England policies or Swim England procedures is a reference to it as it is in force from time to time.
- 1.7 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.8 A reference to a junior member's "**parent**" shall include a junior member's legal guardian.

## **2 LIABILITY OF MEMBERS**

- 2.1 The liability of the members is limited.
- 2.2 Every member of the Charity promises, if the Charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Charity incurred before he or she or it ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

### 3 OBJECTS

3.1 The Charity's objects ("**Objects**") are specifically restricted to the following:

- 3.1.1 the promotion of community participation in healthy recreation for the benefit of the inhabitants of Guildford, its surrounding area and the general public, in particular by the provision of facilities for swimming; and
- 3.1.2 the preservation of human life by the teaching of swimming, water safety, lifesaving and survival in water.

3.2 In the furtherance of the Objects:

- 3.2.1 the Charity is committed to treating everyone equally within the context of its activity and with due respect to the differences of individuals. It shall not apply nor endorse unlawful or unjustified discrimination, and shall act in compliance with the protections afforded by the Equality Act 2010; and
- 3.2.2 the Charity shall implement Swim England Equality Policy (as may be amended from time to time).

### 4 POWERS

4.1 The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing as. In particular, in addition to any other powers it may have, the Charity has the following powers:

- 4.1.1 to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as Guildford City Swimming Club Limited;
- 4.1.2 teach swimming to non-swimmers in the community through learn-to- swim programmes;
- 4.1.3 promote the development and practice of swimming for its members and train and develop the teachers of these activities;
- 4.1.4 stimulate public opinion in favour of the learning and the teaching of swimming as a life skill, important in contributing to general health and well-being in the community served by the Charity;
- 4.1.5 to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 4.1.6 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.1.7 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;
- 4.1.8 to borrow and raise money and to enter into any derivative arrangement relating to such borrowing, to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 124-126 of the Charities Act if it wishes to mortgage land;

- 4.1.9 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.1.10 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 4.1.11 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charitable trusts, associations, institutions, societies, companies, social enterprises or voluntary bodies with similar charitable purposes;
- 4.1.12 in exchange for full consideration, and subject to Part 7 of the Charities Act, to grant licences or make any disposition of the property or assets of the Charity to a trading company formed and operated for a purpose of benefiting the Charity, provided that the Charity shall not undertake any permanent taxable trading activity and must comply with relevant statutory regulations. No licence or disposition shall be of such a nature or scope as to make improper or excessive use of the property or other assets of the Charity for non-charitable purposes;
- 4.1.13 to lend and advance money or give credit on any terms and with or without security to any person, firm or company, including a trading company formed and operated in accordance with Article 4.1.12, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company;
- 4.1.14 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.1.15 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may engage and remunerate a Director only to the extent it is permitted to do so by Article 5 and provided it complies with the conditions in that Article;
- 4.1.16 subject to Article 5, to grant pensions, allowances and gratuities to past or present officers or servants of the Charity or to the dependants of such persons and to establish and maintain or participate in trust funds or schemes (whether contributory or non- contributory) for providing pensions or other benefits for any such persons mentioned above;
- 4.1.17 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;
- 4.1.18 to insure at the expense of the Charity and arrange insurance cover for and to indemnify its officers, staff, voluntary workers and members from and against all



such risks incurred in the course of their duties as may be thought fit and in relation to the Directors (or any of them) so far as is permitted by Article 4.1.19;

- 4.1.19 to provide indemnity insurance for the Directors of the Charity in relation to any such liability, subject to the conditions in section 189 of the Charities Act;
- 4.1.20 to insure the Charity and the Charity's property against such risks as the Directors shall consider it prudent or necessary to insure against; and
- 4.1.21 to do all such other lawful things as are necessary for the achievement of the Objects.

## **5 INCOME AND EXPENDITURE, INCLUDING PAYMENT OF DIRECTORS**

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 5.2 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 or her when acting on behalf of the Charity within the rules and limits of the Charity's expenses policy.
- 5.3 A Director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.4 A Director may receive an indemnity from the Charity in the circumstances specified in Article 11.24.
- 5.5 A Director may not receive any other benefit or payment unless it is authorised by Articles 5.7 to 5.14.
- 5.6 Subject to Articles 5.7 to 5.14, 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:
  - 5.6.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;
  - 5.6.2 reasonable and proper remuneration for any goods or services supplied to the Charity.
- 5.7 No Director or connected person may:
  - 5.7.1 buy any goods or services from the Charity on terms preferential to those applicable to other members of the public,
  - 5.7.2 sell goods, services or any interest in land;
  - 5.7.3 be employed by or receive remuneration from the Charity;
  - 5.7.4 receive any other financial benefit from the Charityunless the payment is permitted by Articles 5.9 to 5.13, or authorised by the Court or the Commission;
- 5.8 A Director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way.

- 5.9 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.
- 5.10 Subject to Article 5.14, 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.
- 5.11 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 base rate.
- 5.12 A Director or connected person may receive rent for premises let by the Director or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 5.13 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.
- 5.14 The Charity and its Directors may only rely upon the authority provided by Article 5.10, if each of the following conditions is satisfied:
- 5.14.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
    - (a) the Charity or its Directors (as the case may be); and
    - (b) 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;
  - 5.14.2 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;
  - 5.14.3 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;
  - 5.14.4 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;
  - 5.14.5 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;
  - 5.14.6 the reason for their decision is recorded by the Directors in the minute book; and
  - 5.14.7 a majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 5.7 to 5.13.
- 5.15 In Articles 5.1 to 5.14 "Charity" shall include any company in which the Charity:

- 5.15.1 holds more than 50% of the shares; or
  - 5.15.2 controls more than 50% of the voting rights attached to the shares; or
  - 5.15.3 has the right to appoint one or more Directors to the board of the company.
- 5.16 In this Article 5 a “**financial benefit**” means a benefit, direct or indirect, which is either money or has a monetary value.

## **6 AFFILIATION TO SWIM ENGLAND**

- 6.1 The Charity shall be affiliated to Swim England through Swim England South East Region, shall adopt and conform to the rules of Swim England and to such other bodies as the Charity may determine from time to time.
- 6.2 The business and affairs of the Charity shall at all times be conducted in accordance with Swim England Laws and in particular:
- 6.2.1 all competing members of the Charity shall be eligible competitors as defined in Swim England Laws;
  - 6.2.2 the Charity shall in accordance with Swim England Laws adopt Swim England Child Safeguarding Policy and Procedures and shall recognise that the welfare of children is everyone’s responsibility and that all children and young people have a right to have fun, be safe and be protected from harm; and
  - 6.2.3 members of the Charity shall in accordance with Swim England Laws comply with Swim England Child Safeguarding Policy and Procedures.
- 6.3 By virtue of the affiliation of the Charity to Swim England through Swim England South East Region, the Charity and all members of the Charity acknowledge that they are subject to the laws, rules and constitutions for the time being in force of:
- 6.3.1 Swim England South East Region;
  - 6.3.2 Swim England (including, without limitation, Swim England Handbook and Code of Ethics);
  - 6.3.3 British Swimming (including, without limitation, the British Swimming Anti-Doping Rules and Judicial Code (February 2009)); and
  - 6.3.4 FINA;
- (together “the **Governing Body Rules**”).
- 6.4 In the event that there shall be any conflict between any of these Articles, or by-law of the Charity, any of the Governing Body Rules and the provisions of the Acts then the provisions of the Acts shall prevail.

## **7 ADMISSION OF MEMBERS**

- 7.1 The Charity must keep a register of members as required by the Companies Act.
- 7.2 The membership of the Charity, by category, or in total, may not be limited other than by decision of the Directors whose decision shall be determined by the availability of resources

(principally water time), teachers and/or coaches and published criteria and only following consultation with the Management Team (and the Directors shall not refuse to follow any recommendation from the Management Team unless for good cause).

- 7.3 All persons who assist in any way with the Charity's activities shall become members of the Charity and hence of Swim England and the relevant Swim England Membership Fee shall be paid accordingly. Assisting with the Charity's activities shall include, but not be restricted to, administrators, associate members, voluntary instructors, teachers and coaches, Management Team members, Directors, helpers, honorary members, life members, officers, patrons, Presidents, technical and non-technical officials, temporary members, Vice Presidents and verifiers or tutors of Swim England's educational certificates.
- 7.4 Paid instructors, teachers and coaches who are not members of the Charity must be members of a body which accepts that its members are bound by Swim England's Code of Ethics, Swim England Child Safeguarding Policy and Procedures and those parts of Swim England's Judicial Laws, Swim England's Judicial Regulations and procedures necessary for their implementation and whilst engaged in activities under the jurisdiction of Swim England shall be subject to all the constraints and privileges of the Judicial Regulations.
- 7.5 Any person who wishes to become a member of the Charity must submit an electronically signed application form available on the Charity's website which will be submitted to the Membership Administrator (and in the case of a junior swimmer the application must be signed by the swimmer's parent). Election to membership shall be determined by the published membership criteria on the Charity's website and in force at the time and subject to availability of space in the relevant squads. Any person refused membership other than on grounds of the published criteria or availability of space may seek a review of this decision before a review panel appointed by the Club Administrator in consultation with the Management Team and Directors ("**Review Panel**") which may comprise of the rest of the Management Team, the Directors or other members of the Charity. The Review Panel shall (wherever practicable) include one independent member nominated by Swim England through Swim England South East Region. The person refused membership shall be entitled to make representations to the Review Panel. The procedures for review shall be at the discretion of the Review Panel whose decision shall be final and binding.
- 7.6 In its consideration of applications for membership, the Charity shall not act in a discriminatory manner and in particular, shall adhere to the Equality Act 2010. Accordingly, the Charity shall not refuse membership on the basis of a Protected Characteristic as defined in the Equality Act 2010, such as disability; gender or gender identity; pregnancy; race; religion or belief; or sexual orientation. Neither may refusal be made on the grounds of political persuasion.
- 7.7 Subject to Article 7.2, the Charity may refuse membership only for good and sufficient cause, such as conduct or character likely to bring the Charity or the sport of swimming into disrepute, or, if acting reasonably and properly, it is considered to be in the best interests of the Charity to refuse the application.
- 7.8 The membership of the Charity shall consist of:
- 7.8.1 the Directors for the time being;
  - 7.8.2 the members of the Management Team for the time being;
  - 7.8.3 all adult members;

- 7.8.4 all members of the teaching and coaching staff;
  - 7.8.5 junior members;
  - 7.8.6 one member representing each Affiliated Body that wishes to be a member of the Charity;
  - 7.8.7 any honorary members who become members of the Charity in accordance with Article 16.1; and
  - 7.8.8 all other individuals who wish to become a member of the Charity and are accepted in accordance with the provisions of this Article 7.
- 7.9 Membership shall not be transferable.

## **8 SUBSCRIPTION AND OTHER FEES**

- 8.1 The annual member's subscription and coaching fees (as applicable) shall be determined from time to time by the Directors and the Directors shall in so doing make special provision for different classes of membership as it shall determine and such decisions shall be made in consultation with the Management Team (and the Directors shall not refuse to follow any recommendation from the Management Team unless for good cause).
- 8.2 The annual subscription coaching, Swim England membership fees and entrance fee (if any) shall be due on joining the Charity and thereafter on such dates as determined by Swim England for membership fees or the Charity as determined by the Management Team. Parents of junior members shall be responsible for the fees applicable to the junior member.
- 8.3 Any member whose applicable fees remain unpaid by the date falling 30 days after the due date for payment may be suspended by the Management Team from some or all Charity activities from a date to be determined by the Management Team and until such payment is made. In coming to a decision as to the suspension of a member under this Article, the Management Team shall follow the Charity's bursary policies then in place and may waive fees if the member is eligible and, following consultation with the Directors, it is considered to be in the best interests of the Charity or of a beneficiary of the Charity.
- 8.4 The Directors shall, from time to time, have the power to determine the annual membership subscription and other fees following consultation with the Management Team (and the Directors shall not refuse to follow any recommendation from the Management Team unless for good cause). This shall include the power to make such increase in the subscription as shall, where the Charity pays the individual Swim England Membership Fees to Swim England on behalf of members, be consequential upon an increase in individual Swim England Membership Fees. Any increase in subscriptions shall be advised to the members in writing with the reasons for any increase to be reported to the members.
- 8.5 The Directors following consultation with the Management Team (and the Directors shall not refuse to follow any recommendation from the Management Team unless for good cause) shall have the power in special circumstances to remit the whole or part of the fees, including Swim England's membership fees, to address issues of social inclusion.

## **9 RESIGNATION**

- 9.1 Membership is terminated if:

- 9.1.1 the member dies, or, if it is an organisation, ceases to exist;
  - 9.1.2 the member gives to the Membership Administrator written notice of his resignation unless, after the resignation, there would be fewer than two members;
  - 9.1.3 a member's applicable subscription fees are more than two months in arrears. The period for determining arrears shall commence from the date of the relevant subscription invoice, or the start of any club term, whichever is the later. Where the membership of a member shall be terminated in this way he shall be informed in writing that he is no longer a member.
- 9.2 No member of the Charity is entitled to any refund of applicable fees on ceasing to be a member for any reason.
- 9.3 The Swim England Membership Department shall be informed should a member resign when still owing money or goods to the Charity.
- 10 EXPULSION OR OTHER DISCIPLINARY ACTION**
- 10.1 Subject to other provisions of these Articles, the Directors, following consultation with the Management Team (and the Directors shall not refuse to follow any recommendation from the Management Team unless for good cause), shall have power to permanently expel a member when, in their opinion, it would not be in the interests of the Charity for him to remain a member. The Charity in exercising this power shall comply with the provisions of Articles 10.2 to 10.4 below.
- 10.2 The Charity shall comply with Swim England's relevant Judicial Regulations for handling internal disputes ("**the Guidelines**") as the same may be revised from time to time. A copy of the Guidelines may be obtained from Swim England's website, Swim England's Handbook or from Swim England's Department of Legal Affairs).
- 10.3 Where a member is expelled by the Directors under Article 10.1, the resolution removing the member may only be passed if:
- 10.3.1 the member has been given at least twenty-one days' notice in writing of the meeting of the Directors and Management Team at which the resolution will be proposed and the reasons why it is to be proposed; and
  - 10.3.2 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.
- 10.4 A member may not be permanently expelled unless the member has first been temporarily suspended by the Management Team (save in exceptional circumstances where immediate expulsion is warranted) and unless the Management Team has recommended expulsion to the Directors and the Directors shall by majority vote in favour of the expulsion of the member.
- 10.5 Where suspension is approved it shall take immediate effect and apply for the period specified. If expulsion is approved the individual shall cease to be a member of the Charity with immediate effect. Upon expulsion the former member shall not be entitled to have any part of the annual membership fee refunded and must return any Charity or external body's trophy or trophies held forthwith. In exercising this power the Charity is required to comply with the provision of Articles 10.1 to 10.4.

- 10.6 The Administrator or Head of Safeguarding (who shall be members of the Management Team) may temporarily suspend or exclude a member from particular training sessions and/or wider club activities, when in their opinion, such action is in the interests of the Charity. Where such action is taken the complaint will thereafter be dealt with in accordance with Swim England Laws and the provisions of these Articles. Coaches may temporarily suspend members from sessions where in their reasonable opinion such action is in the interests of the Charity.

## **11 DIRECTORS**

- 11.1 No one shall be appointed as a Director if they would be disqualified from acting under the provisions of Article 14.
- 11.2 The number of Directors of the Charity shall be not more than four nor less than three.
- 11.3 All Directors shall be not less than 18 years of age.
- 11.4 The Directors shall remain in office until their successors are elected at the next annual general meeting. Retiring Directors shall be eligible for re- election.
- 11.5 No person may be appointed a Director
- 11.5.1 unless the proposed director is Independent, has been approved by a majority decision of the Directors and Management Team following the submission of a CV and covering letter setting out relevant experience and suitability and has attended an interview with the Directors and Management Team to determine suitability taking into account inter alia such criteria as welfare issues and whether they are related to existing Directors or members of the Management Team; or
- 11.5.2 at any general meeting unless:
- (a) he or she is recommended for election by the Directors; and
  - (b) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
    - (i) is signed by a member entitled to vote at the meeting;
    - (ii) states the member's intention to propose the appointment of a person as a Director;
    - (iii) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
    - (iv) is signed by the person who is to be proposed to show his or her willingness to be appointed; and
  - (c) the requirements in Article 11.5.1 have been satisfied save that the Directors and Management Team shall have the power to waive such requirements by unanimous decision.
- 11.6 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.

- 11.7 Subject to Article 11.5, the Charity shall by ordinary resolution appoint a person who is willing to act to be a Director.
- 11.8 Subject to Article 11.5, the Directors may appoint a person who is willing to act to be a Director should a vacancy occur during the year by resignation or otherwise.
- 11.9 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting.
- 11.10 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.
- 11.11 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 11.12 Director meetings shall be held not less than quarterly (save where the Directors shall by a simple majority resolve not to meet) and any Director may call a meeting of the Directors. The Secretary, if any, must call a meeting of the Directors if requested to do so by a Director. The Director or Secretary calling the meeting shall give all the Directors not less than two days' notice of a meeting.
- 11.13 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 11.14 Questions arising at a meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 11.15 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. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
- 11.16 The quorum shall be three Directors or such other number as may be decided from time to time by the Directors. 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. 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.
- 11.17 In the event that a quorum is not present within thirty minutes of the published start time of a Directors' meeting, the meeting shall stand adjourned to the time and date falling seven days after the date of the meeting, or such other date and time as may be determined by the Chairman. If a quorum is not present at the adjourned meeting then those Directors attending may only act for the purpose of filling vacancies or calling a general meeting of the members, to which the provisions as to minimum notice contained in Article 20.1 shall not apply.
- 11.18 A resolution in writing or in electronic form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of the Directors or a sub-committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a sub-committee duly convened and held.
- 11.19 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.



- 11.20 The Directors shall appoint the Management Team and shall delegate to them such of the powers and duties of the Directors as is required for the Management Team to perform its role as set out in these Articles. The Management Team shall report their proceedings to the Directors as set out in Article 15.
- 11.21 A Director may not appoint an alternate Director to act on his or her behalf at a meeting of the Directors.
- 11.22 The Directors shall:
- 11.22.1 manage the business of the Charity through the Management Team and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Act, the Articles or any special resolution; and
  - 11.22.2 be responsible for:
    - (a) carrying out the purpose of the Charity for the public benefit;
    - (b) ensuring compliance with the Articles, the requirements of Swim England and the law;
    - (c) acting in the Charity's best interests;
    - (d) managing the resources of the Charity responsibly;
    - (e) ensuring the Charity is accountable; and
    - (f) ensuring that the accounts of the Charity for each financial year be independently examined, such independent examiner or auditor to be appointed by the members in a general meeting
- 11.23 Subject to the Articles and any restriction imposed by the Companies Act or any special resolution, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the members.
- 11.24 The Directors shall be entitled to an indemnity out of the assets of the Charity for all expenses and other liabilities properly incurred by them in the management of the affairs of the Charity, to the extent permitted by sections 232 to 234 of the Companies Act.
- 11.25 The Directors shall ensure that the Management Team maintain an accident book in which all accidents to club members at swimming related activities shall be recorded. Details of such accidents shall be reported to Swim England Membership Department. The Charity shall make an annual return to Swim England Membership Department indicating whether or not an entry has been made in the prescribed form, which is to be found on the membership renewal form.
- 11.26 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 11.27 If the Directors and Management Team do not agree on a decision to be taken by the Directors, to the extent such decision:
- 11.27.1 does not give rise to a liability for the Directors;
  - 11.27.2 would not constitute a breach of the Directors' duties as Directors or trustees;

11.27.3 would not or does not give rise to serious welfare issues that could lead to the expulsion of a member or gross misconduct of an employee or other member of staff;

11.27.4 would not constitute a breach of or be in conflict with Swim England Laws; or

11.27.5 would not constitute a breach of any applicable law or these Articles,

the decision of the Management Team shall be adopted.

11.28 Where the expression, "the Directors shall not refuse to follow any recommendation from the Management Team unless for good cause" is used in these Articles, in circumstances where the Directors refuse to follow the recommendation of the Management Team, the Directors shall be required to set out the good cause in writing to the Management Team and such decision shall be capable of being published by the Management Team subject to compliance with Applicable Data Protection Law, any other applicable laws and/or Swim England Laws.

## **12 CONFLICT OF INTEREST**

12.1 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 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).

12.2 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 interest where the following conditions apply:

12.2.1 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;

12.2.2 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

12.2.3 the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

In this Article a conflict of interest 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.

## **13 VALIDITY OF ACTS OF DIRECTORS**

13.1 Subject to Article 13.2, all acts done by a meeting of Directors shall be valid notwithstanding the participation in any vote of a Director:

13.1.1 who was disqualified from holding office;

13.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

13.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

13.1.4 the vote of that Director; and

13.1.5 that Director being counted in the quorum;

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

13.2 Article 13.1 does not permit a Director or connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors if, but for Article 14.1, the resolution would have been void or if the Director has complied with Article 12.

#### **14 DISQUALIFICATION AND REMOVAL OF DIRECTORS**

14.1 A Director shall cease to hold office if he or she:

14.1.1 ceases to be a Director by virtue of:

- (a) retirement at any general meeting of the Charity
- (b) any provision in the Companies Act; or
- (c) being prohibited by law from being a Director,

14.1.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act (or any statutory re-enactment or modification of that provision);

14.1.3 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;

14.1.4 resigns as a Director by notice to the Charity and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or

14.1.5 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.

#### **15 MANAGEMENT TEAM**

15.1 The Management Team shall be appointed by the Directors and shall comprise a minimum of four and up to six persons and shall act under delegated powers of the Directors. The Management Team shall not be Directors of the Charity.

15.2 All members of the Management Team shall be members of the Charity. The Management Team shall be balanced between membership/administration members and members who are coaches and whilst the Charity maintains such positions the members of the Management Team shall include the Chief Coach or Chief Executive Officer or Chief Operating Officer who shall be the MT Chairman and the Club Administrator who shall be the MT Secretary. Members of the Management Team should not normally be related to each other.

- 15.3 The Management Team may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 15.4 The Directors shall not refuse to follow any recommendation from the Management Team in respect of any appointments to the Management Team unless for good cause.
- 15.5 The Directors shall authorise the Management Team to be responsible for the day to day management of the Charity.
- 15.6 A meeting may be held by suitable electronic means agreed by the Management Team in which each participant may communicate with all the other participants. No decision may be made by a meeting of the Management Team unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Management in which a participant or participants may communicate with all the other participants.
- 15.7 Meetings of the Management Team shall be held not less than once every month, and the quorum of that meeting shall be:
  - 15.7.1 three members of the Management Team (with such three members to include either the MT Chairman or the MT Secretary) in circumstances where there are four members or less of the Management Team; or
  - 15.7.2 *four members of the Management Team (with such four members to include either the MT Chairman or the MT Secretary) in circumstances where there are more than four members of the Management Team,*

and MT Chairman shall have discretion to call further meetings of the Management Team if they consider it to be in the interests of the Charity. The MT Secretary shall give all the members of the Management Team not less than two days oral or written notice of a meeting. Decisions of the Management Team shall be made by a simple majority (and in the event of equality of votes the MT Chairman (or the acting MT Chairman of that meeting) shall have a casting or additional vote). Each Management Team member attending shall be entitled to one vote save for the MT Chairman of the meeting in the circumstance described above. The MT Secretary or in his absence a member of the Management Team, shall take minutes and the Management Team shall ensure that the Charity keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous decision or majority decision taken by the Management Team.

- 15.8 The Management Team shall provide a written report to the Directors not less than three times a year (to coincide with the swimming terms of the Charity) on matters discussed and decisions taken by the Management Team including in relation to welfare, swimming, finance, staffing and values and shall deliver such report not less than a week prior to a meeting of the Directors, and the Chairman of the Directors shall have discretion to call further meetings between the Directors and the Management Team if they consider it to be in the interests of the Charity.
- 15.9 The Management Team may on request by the Directors arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act.

## **16 CEREMONIAL POSITIONS AND HONORARY MEMBERS**

- 16.1 The Directors in consultation with the Management Team (and the Directors shall not refuse to follow any recommendation from the Management Team unless for good cause) may elect any person as an honorary member of the Charity (President, Vice-Presidents, Honorary Life Vice-President or other), for such period as they think fit and persons holding such positions shall be entitled to all the privileges of membership except that they shall not be entitled to vote at meetings and serve as Directors or on the Management Team unless they fulfil the criteria set for such positions in these Articles and any such person is elected as an honorary member in addition to his ordinary membership of the Charity. Such honorary members must be included in the Charity's register of members.
- 16.2 The Charity shall have a Welfare Officer who shall not be a Director, the chief coach, any of the club teachers, coaches or team managers. The Welfare Officer must be not less than 18 years of age, should have an appropriate background for the role and should be prepared to undertake appropriate training in accordance with Swim England Child Safeguarding courses. The Management Team shall have the power to invite the Welfare Officer to attend meetings of the Management Team if relevant representation is not already covered by other members of the Management Team. The Welfare Office shall not have the power to vote at any meetings of the Management Team.

## **17 MINUTES**

- 17.1 The Management Team and Directors must, as applicable, keep records of all:
- 17.1.1 appointments of Directors and Management Team members made by the Charity;
  - 17.1.2 proceedings at general meetings of the Charity;
  - 17.1.3 meetings of the Directors and Management Team including:
    - (a) the names of the Directors or Management Team members present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions.

## **18 ANNUAL GENERAL MEETING**

- 18.1 The annual general meeting of the Charity shall be held each year on a date in May or June. The Management Team shall fix the date for the annual general meeting on behalf of the Directors. The minimum period of notice required to hold an annual general meeting of the Charity is 21 clear days.
- 18.2 The purpose of the annual general meeting is to transact the following business:
- 18.2.1 to receive the Chairman's report of the activities of the Charity during the previous year;
  - 18.2.2 to receive and consider the accounts of the Charity for the previous year and the report on the accounts of the independent examiner and the Treasurer's report as to the financial position of the Charity;

- 18.2.3 to remove and elect the independent examiner or auditor (who must not be a Director or a connected person of a Director) or confirm that he remain in office;
- 18.2.4 to elect or re-elect Directors ;
- 18.2.5 to decide on any resolution which may be duly submitted in accordance with these Articles.

## **19 GENERAL MEETING**

- 19.1 The Directors may call a general meeting at any time.
- 19.2 The Directors must convene a general meeting on request made in writing by members who represent at least 5% of the total voting rights of all the members having a right to vote at general meetings.
- 19.3 A request by the members must state the general nature of the business to be dealt with at the meeting and must include the text of a resolution that may properly be moved and is intended to be moved at the meeting. A request may be in hard copy form or in electronic form and must be authenticated by the person or persons making it.
- 19.4 On receipt of the request, the Directors are required to call a general meeting of the Charity within 21 days from the date on which they become subject to the requirement and such meeting is to be held on a date not more than 28 days after the date of the notice convening the meeting. If the requests received by the Charity identify a resolution intended to be moved at the meeting, the notice of the meeting must include notice of the resolution.
- 19.5 If the Directors are to call a meeting and do not do so in accordance with Article 19.4 and section 304 of the Companies Act, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting.

## **20 NOTICE OF GENERAL MEETINGS**

- 20.1 The minimum period of notice required to hold a general meeting of the Charity is twenty one clear days for the passing of a special resolution and fourteen clear days for all other general meetings.
- 20.2 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.
- 20.3 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.
- 20.4 The notice must be given to all the members and to the Directors and members of the Management Team and auditors (if any).
- 20.5 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.

- 20.6 The Secretary shall personally be responsible for the handing out or sending to each member at his last known address a written agenda giving notice of the date, time and place of the general meeting together with the resolutions to be proposed thereat and in the case of the annual general meeting a list of the nominees for the Directors' posts and a copy of the examined accounts. The Secretary may, alternatively, with the agreement of member(s) concerned distribute these materials by e-mail or other similar form of communication. The meeting notice shall in addition wherever possible be displayed on the Charity notice board and website.

**21 PROCEDURE AT THE ANNUAL AND GENERAL MEETINGS**

- 21.1 The quorum for all general meetings shall be seven members entitled to attend and vote at the meeting. No business shall be transacted at any general meeting unless a quorum is present.
- 21.2 The Chairman, or in his absence a member selected by the Directors, shall take the chair. If there is only one Director present and willing to act, he or she shall chair the meeting. 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.
- 21.3 If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the chairman shall determine.
- 21.4 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. 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.
- 21.5 The chairman of the meeting may permit other persons who are not members of the Charity to attend and speak at a general meeting.
- 21.6 Subject to Article 22.2, each member present whether in person or by proxy shall have one vote. 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 chairman of the meeting shall be final.
- 21.7 For the procedures for submitting resolutions to be considered at a general meeting members are referred to Article 19.3.
- 21.8 In the event of an equality of votes, the chairman shall not have a casting or additional vote. Subject to Article 22, junior members shall be entitled to be heard but are not entitled to vote.
- 21.9 The Secretary, or in his absence another nominated member, shall take minutes at general meetings and shall record the result of any vote but the number or proportion of votes cast need not be recorded.
- 21.10 The chairman shall at all general meetings have unlimited authority upon every question of order and shall be, for the purpose of such meeting, the sole interpreter of these Articles, the rules of the Charity and Swim England Laws.
- 21.11 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:

- 21.11.1 by the person chairing the meeting; or
  - 21.11.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - 21.11.3 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.
- 21.12 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 21.13 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. 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.
- 21.14 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. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 21.15 The poll must be taken within thirty days after it has been demanded. 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.
- 21.16 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## 22 JUNIOR MEMBERS AND PROXIES

- 22.1 A proxy form (available on request to the Secretary) shall be completed on behalf of each junior member by that junior member's parent or legal guardian, naming one of his or her parents or legal guardians as his or her proxy in relation to all general meetings held until such time as the junior member becomes an adult member when such Deemed Proxy shall immediately cease ("**Deemed Proxy**"). The appointment of the Deemed Proxy shall take immediate effect on delivery of the proxy form by the parent or legal guardians of the junior member to the secretary of the Charity.
- 22.2 Where a Deemed Proxy is also a member of the Charity, such Deemed Proxy shall only be entitled to one vote on a show of hands or poll vote, regardless of being a member of the Charity and regardless of the number of junior members for which that person is a Deemed Proxy.

## 23 CONTENT OF PROXY NOTICES

- 23.1 Subject to Article 22.1, proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
- 23.1.1 states the name and address of the member appointing the proxy;
  - 23.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 23.1.3 is signed by the member appointing the proxy or by legal representative; and



23.1.4 is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the first meeting or adjourned first meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate; and

a proxy notice which is not delivered in such manner shall be invalid, unless the Directors, in their discretion, accept the notice at any time before the meeting.

23.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

23.3 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.

23.4 Unless a proxy notice indicates otherwise, it must be treated as:

23.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions to put to the meeting; and

23.4.2 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.

23.5 A person 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 the Charity by or on behalf of that person.

23.6 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

23.7 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.

23.8 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **24 WRITTEN RESOLUTIONS**

24.1 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:

24.1.1 a copy of the proposed resolution has been sent to every eligible member;

24.1.2 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

24.1.3 it is contained in an authenticated document which has been received at the registered office or by electronic means to the Secretary within the period of 28 days beginning with the circulation date.

24.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

## **25 ALTERATION OF THE RULES AND OTHER RESOLUTIONS**

- 25.1 Subject to obtaining Commission approval for Regulated Alterations, the Articles may be altered by special resolution at a general meeting, provided that the resolution is carried by a majority of at least 75% of members present and entitled to vote at the general meeting. No amendment(s) to the Articles shall become effective until such amendment(s) shall have been submitted to and validated by such person as is authorised to do so by Swim England through Swim England South East Region.
- 25.2 The Chairman may at his discretion allow amendments to any resolutions proposed to be voted on at a meeting provided that they do not materially affect the substance of the matter under discussion.
- 25.3 The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action, but no such special resolution shall invalidate anything which the Directors have done before the passing of the resolution.

## **26 BYE-LAWS**

- 26.1 The Management Team shall have the authority to recommend that the Charity makes, repeals and amends such by-laws as they may from time to time consider necessary for the wellbeing of the Charity which bye-laws, repeals and amendments shall have effect until enacted by the Directors or by the members at a general meeting.

## **27 FINANCE**

- 27.1 All moneys payable to the Charity shall on behalf of the Treasurer be received by the Club Administrator or another person so authorised by the Directors and deposited in a bank account in the name of the Charity. No sum shall be drawn from that account except either by cheque signed in accordance with the bank regulations for Charities in force from time to time or by electronic transfer by the Club Administrator or another person so authorised to do so in their absence by the Directors. Any monies not required for immediate use may be invested by the Management Team on authority by the Directors as the Directors in their discretion think fit.
- 27.2 The income and property of the Charity shall be applied only in furtherance of the Objects and no part thereof shall be paid by way of bonus, dividend or profit to any members of the Charity (save as set out in Article 32.3).
- 27.3 The Club Administrator shall have power to authorise the payment of remuneration and expenses to any officer, member or employee of the Charity and to any other person or persons for services rendered to the Charity in accordance with the relevant year's budget approved by the Directors.
- 27.4 The Directors and Management Team 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 the applicable Statements of Recommended Practice.
- 27.5 The books of account must be kept at the registered office of the Charity, or at such other place or places as the Directors think fit, and must always be open to the inspection of the Directors.

27.6 The financial year of the Charity shall be the period commencing on 1st April and ending on 31st March. Any change to the financial year shall require the approval of the members in a general meeting.

27.7 The Directors shall retain for a minimum period of six years all financial records relating to the Charity and copies of minutes of all Management Team and Directors' meetings.

27.8 The Directors must keep accounting records and make annual returns to Companies House as required by the Companies Act.

## **28 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

28.1 The Directors must comply with the requirements of the Charities Act with regard to the:

28.1.1 transmission of a copy of the statements of account to the Commission;

28.1.2 preparation of an Annual Report and the transmission of a copy to the Commission;

28.1.3 preparation of an Annual Return and its transmission to the Commission.

28.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## **29 SEAL**

29.1 If the Charity has a seal, it must only be used by the authority of the Directors and the Directors may decide by what means and in what form any common seal is to be used.

29.2 The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise determined it shall be signed by:

29.2.1 two Directors; or

29.2.2 a Director and the Secretary; or

29.2.3 a Director in the presence of a witness who attests the signature.

## **30 MEANS OF COMMUNICATION TO BE USED**

30.1 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 provides for documents or information which are authorised or required by any provision of that Companies Act to be sent or supplied by or to the Charity.

30.2 Subject to the Articles, any notice or document to be sent or supplied to a Director or member of the Management Team in connection with the taking of decisions by the Directors or Management Team (as the case may be) may also be sent or supplied by the means by which that Director or member of the Management Team has asked to be sent or supplied with such notices or documents for the time being.

30.3 The Charity may give any notice to a member either:

30.3.1 personally; or

- 30.3.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - 30.3.3 by leaving it at the address of the member; or
  - 30.3.4 by giving it in electronic form to the member's address; or
  - 30.3.5 via Team Unify or other electronic delivery format.
- 30.4 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.
- 30.5 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.
- 30.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 30.7 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act.
- 30.8 In accordance with section 1147 of the Companies Act notice shall be deemed to be given:
- 30.8.1 48 hours after the envelope containing it was posted; or
  - 30.8.2 in the case of an electronic form of communication, 48 hours after it was sent.
- 30.9 In processing or controlling any personal data the Charity shall comply with Applicable Data Protection Law, including as regards the appointment of a data protection officer.
- 31 BORROWING**
- 31.1 The Directors may borrow money on behalf of the Charity for the purposes of the Charity from time to time at their own discretion (up to such limits on borrowing as may be laid down from time to time by the general meeting) for the general upkeep of the Charity or with the prior approval of a general meeting for any other expenditure, additions or improvements.
- 31.2 When so borrowing the Directors shall have power to raise in any way any sum or sums of money and to raise and secure the repayment of any sums or sums of money in such manner or on such terms and conditions as it thinks fit, and in particular by mortgage of or charge upon or by the issues of debentures charged upon all or any part of the property of the Charity.
- 31.3 The Directors shall have no power to pledge the personal liability of any member of the Charity for the repayment of any sums so borrowed.
- 32 DISSOLUTION**
- 32.1 A resolution to dissolve the Charity shall only be proposed at a general meeting and shall be carried by a majority of at least three-quarters of the members present and entitled to vote. A specific date for the dissolution shall be included in the resolution.

- 32.2 The dissolution shall take effect from the date specified in the resolution and the Directors shall be responsible for the winding-up of the assets and liabilities of the Charity.
- 32.3 The 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 any of the following ways:
- 32.3.1 directly for the Objects; or
  - 32.3.2 by transfer to any charity or charities for purposes similar to the Objects; or
  - 32.3.3 to any charity for use for particular purposes that fall within the Objects;
- 32.4 Subject to any such resolution of the members of the Charity, the Directors 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 been made for them, shall on dissolution of the Charity be applied or transferred:
- 32.4.1 directly for the Objects; or
  - 32.4.2 by transfer to any charity or charities for purposes similar to the Objects; or
  - 32.4.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 32.5 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.