

Company No 07368256

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

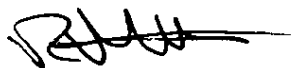
LEA ROWING CLUB LIMITED (the "Company")

On ~~14~~ October 2010 the following resolution was duly passed as a written resolution of the Company having effect as a special resolution ("**Special Resolution**") in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the sole eligible member of the Company who, at the date of circulation of the resolution, was entitled to vote on the resolution

SPECIAL RESOLUTION

THAT the Articles of Association in the form annexed hereto and signed for the purposes of identification by or on behalf of the sole member of the Company be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association

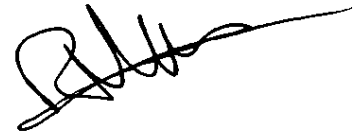
Signed



Director/~~Secretary~~



THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
Articles of Association
of
LEA ROWING CLUB LIMITED



Defined terms

- 1 In the articles, unless the context requires otherwise
- "the articles" means the club's articles of association,
- "the club" means the company intended to be regulated by the articles,
- "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the club,
- "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 2006,
- "Executive Committee" means the body exercising all the functions of and being for the purposes of the Companies Acts and the articles, the board of directors of the club and the expression "Executive Committee Member" or any similar expression shall be construed accordingly
- "member" has the meaning given in section 112 of the Companies Act 2006,
- "ordinary resolution" has the meaning given in section 282 of the Companies Act 2006,
- "Rules" means the rules and regulations or by-laws of the club from time to time, adopted or amended in accordance with article 63,
- "secretary" means any person appointed to perform the duties of the secretary of the club,
- "special resolution" has the meaning given in section 283 of the Companies Act 2006,
- "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
- Unless the context otherwise requires words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the club

Liability of members

- 2 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the club in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the club's debts and liabilities contracted before he ceases to be a member, payment of the costs, charges and expenses of winding up, and adjustment of the rights of the contributories among themselves

Objects

- 3 The club's objects ("Objects") shall be
- (1) to acquire, take over and undertake all or any part which may lawfully be acquired and taken over of the property, assets and liabilities of the unincorporated association known as "Lea Rowing Club"
 - (2) the provision of facilities for and the promotion of participation in amateur rowing at all levels
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Powers

- 4 The club has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the club has power
- (1) to raise funds and to generate revenue,
 - (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
 - (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the club,
 - (4) to borrow money and to charge the whole or any part of the property belonging to the club as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation,
 - (5) to co-operate with other clubs, voluntary bodies and statutory authorities and to exchange information and advice with them,
 - (6) to establish or support any trusts, associations or institutions formed for any of the purposes included in the Objects,
 - (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other organisation with like objects,
 - (8) to employ and remunerate such staff as are necessary for carrying out the work of the club,
 - (9) to
 - (a) deposit or invest funds,
 - (b) employ a professional fund-manager, and
 - (c) arrange for the investments or other property of the club to be held in the name of a nominee,

- (10) to provide indemnity insurance for the members of the Executive Committee and other officers,
- (11) to pay out of the funds of the club the costs of forming and registering the club as a company

Application of income and property

- 5 (1) The income and property of the club shall be applied solely towards the promotion of the Objects
- (2) None of the income or property of the club may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the club. This does not prevent a member receiving any payment in good faith by the club of a reasonable and proper remuneration for any goods or services supplied to the club

Members

- 6 (1) The subscribers to the memorandum are the first members of the club
- (2) Membership is open to anyone interested in the sport of rowing on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership may be made by the Executive Committee according to available facilities on a non-discriminatory basis
- (3) No person shall become a member of the club unless
 - (a) that person has completed an application for membership in a form approved by the Executive Committee (or, if such approval is delegated by the Executive Committee to the Rowing Committee, the Rowing Committee), and
 - (b) the Executive Committee (or if such approval is delegated by the Executive Committee to the Rowing Committee, the Rowing Committee) have approved the application
- (4) Membership is not transferable
- (5) The Executive Committee must keep a register of names and addresses of the members

Classes of membership

- 7 The Executive Committee may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members and the Rules

Termination of membership

- 8 Membership is terminated if
 - (1) the member dies or, if it is an organisation, ceases to exist,
 - (2) the member resigns by written notice to the club,
 - (3) any sum due from the member to the club is not paid in full within six months of it falling due,

- (4) the member is removed from membership in accordance with the disciplinary procedures of the club from time to time set out in the Rules

General meetings

- 9
- (1) The club must hold its first annual general meeting within eighteen months after the date of its incorporation
- (2) An annual general meeting must be held in each subsequent year as early as possible in the month of October and not more than fifteen months may elapse between successive annual general meetings
- (3) The business of the annual general meeting may include
- (a) election of the officers of the club
 - (b) receiving the annual accounts
 - (c) considering and, if thought fit, approving the Executive Committee's proposals for the annual rate of membership subscription
 - (d) sanctioning any borrowing proposals made by the Executive Committee
 - (e) ratifying any changes made by the Executive Committee to the Rules
- (4) The Executive Committee may call a general meeting at any time

Notice of general meetings

- 10
- (1) The minimum periods of notice required to hold a general meeting of the club are
- (a) twenty-one clear days for an annual general meeting,
 - (b) fourteen clear days for all other general meetings
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 17
- (4) The notice must be given to all the members and to the members of the Executive Committee
- 11
- 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 club

Proceedings at general meetings

- 12 (1) No business shall be transacted at any general meeting unless a quorum is present
- (2) A quorum is paid up members present in person or by proxy representing not less than one-fifth of the total voting rights of all the members having the right to vote at the meeting
- (3) The authorised representative of a member organisation shall be counted in the quorum
- 13 (1) If
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
- (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Executive Committee shall determine
- (2) The Executive Committee must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting
- 14 (1) General meetings shall be chaired by the President or by a member nominated by the President who is neither an officer of the club nor seeking election as an officer of the club at the relevant meeting
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a member of the Executive Committee nominated by the Executive Committee shall chair the meeting
- (3) If there is only one member of the Executive Committee present and willing to act, he or she shall chair the meeting
- (4) If no member of the Executive Committee 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
- 15 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place

- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting
- 16 (1) Subject to article 30, any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- (a) by the person chairing the meeting, or
- (b) by at least two members present in person or by proxy and having the right to vote at the meeting, or
- (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- (b) The result of the vote must be recorded in the minutes of the club but the number or proportion of votes cast need not be recorded
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
- (c) The poll must be taken within thirty days after it has been demanded
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Content of proxy notices

- 17 (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which -
- (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Executive Committee may determine, and
 - (d) is delivered to the club in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- (2) The club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (3) Unless a proxy notice indicates otherwise, it must be treated as -
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself,

Delivery of proxy notices

- 18 (1) 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 club by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) 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
- (4) 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

Votes of members

- 19 Subject to article 7, every member, whether an individual or an organisation, who has fully paid the applicable subscription, and has been a member for at least one calendar year and who has attained or will attain the age of 18 years in the calendar year in which the relevant meeting is to be held, shall have one vote
- 20 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

- 21
- (1) Any organisation that is a member of the club may nominate any person to act as its representative at any meeting of the club
 - (2) The organisation must give written notice to the club of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the club. The representative may continue to represent the organisation until written notice to the contrary is received by the club
 - (3) Any notice given to the club will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The club shall not be required to consider whether the representative has been properly appointed by the organisation

Officers

- 22 There shall be a President of the club who shall be nominated by the Executive Committee and appointed for a three-year term at the annual general meeting by a resolution passed by a two thirds majority of members present, in person or by proxy, and voting. The President shall be eligible for re-appointment. Only a member of the club, a former member of Lea Rowing Club, or a Vice President, is eligible to hold the office of President. If the holder for the time being of the office of President ceases to hold that office, then the Executive Committee may appoint as President one of the existing Vice Presidents or, if there are no Vice Presidents, such other member of the club as it considers appropriate to hold the office of President until the next annual general meeting
- 23 The Executive Committee may from time to time propose the appointment of one or more Vice-Presidents and any Vice-President so proposed may be elected for a three-year term by an ordinary resolution passed at the annual general meeting. Any Vice-President elected to office must, if not already a member, become a member of the club prior to taking office and remain a member throughout their term of office. A Vice President shall be eligible for re-appointment. A Vice President shall have the right to attend and speak at any meeting of the Executive Committee, but shall not be entitled to vote at such meeting
- 24 There shall be in addition be the following officers
- (a) a Club Captain
 - (b) a Women's Vice Captain
 - (c) a Men's Vice Captain
 - (d) a Chair of the Site Management Committee
 - (e) a Club Secretary (who shall, ex officio, also be the treasurer of the Rowing Committee)
 - (f) a Club Treasurer (who shall, ex officio, also be the treasurer of the Site Management Committee), and
 - (g) an Estates Manager
- each of whom shall be elected annually at the annual general meeting. Each of such officers shall be eligible for re-election

The Executive Committee

- 25 The Executive Committee shall consist of
- (a) The President
 - (b) The Club Captain
 - (c) The Chair of the Site Management Committee
 - (d) The Club Secretary
 - (e) The Club Treasurer
- 26 Every member of the Executive Committee (other than the President) shall hold office until the next annual general meeting unless he or she is suspended or expelled from the club in accordance with the articles or the Rules
- 27 The Executive Committee shall have the discretion to co-opt up to two individual members. Such co-opted members shall hold office only until the next Annual General Meeting but shall be eligible for a further term of co-option, at the discretion of the Executive Committee

Appointment of Officers

- 28 The appointment of officers (other than the President and any Vice President) shall be presided over by the President or by a member nominated by the President who is neither an officer of the club nor seeking election as an officer of the club at the relevant meeting (the "Election Officer")
- 29 Other than the President or any Vice President, no person shall be elected or re-elected as an officer at any annual general meeting, unless not more than twenty-one and not less than seven clear days before the date appointed for the meeting, notice signed by a proposer and seconder (both of whom must be eligible to vote in the matter) has been given to the club for the attention of the Election Officer nominating a person for election or re-election, together with notice signed by that person of his or her willingness to be so elected or re-elected. A candidate must be a fully-paid up member of the club for at least two successive calendar years
- 30 The Election Officer will post all valid nominations received on the club noticeboard at its premises for the time being, not less than six clear days before the date appointed for the meeting
- 31 Voting will take place by secret poll, save where there is only one candidate where voting will be by show of hands
- 32 Candidates will be deemed to be elected when they achieve a majority vote of those present and voting at the annual general meeting. If a candidate fails to achieve such a majority in the first round of voting then the lowest polling candidate will be eliminated and a second round of voting will take place. This process will be repeated until a candidate receives a majority vote. In the event of there being only two candidates and neither candidate manages to receive a majority, then the winning candidate will be determined by drawing of lots
- 33 For the office of Men's Vice Captain and Women's Vice Captain there will be no restriction by gender on entitlement to vote or to hold office
- 34 In the event of the resignation of an officer, or failure to elect to an office, the Executive Committee may at its discretion choose to nominate a member of the club to fill the vacant office until the next annual general meeting, or call an extraordinary general meeting and hold a fresh election

- 35 The Executive Committee may appoint a person who is willing to act to be a member of the Executive Committee to fill a vacancy. A member so appointed shall hold office only until the next following annual general meeting.

Members of the Executive Committee

- 36 (1) A member of the Executive Committee must be a natural person aged 18 years or older.
- (2) No one may be appointed a member of the Executive Committee if he or she would be disqualified from acting under the provisions of article 40.
- 37 The number of members of the Executive Committee shall be not less than four but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 38 The first members of the Executive Committee shall be those persons notified to Companies House as the first directors of the club.

Powers of members of the Executive Committee

- 39 (1) The members of the Executive Committee shall manage the business of the club and may exercise all the powers of the club unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution. The members of the Executive Committee may not exercise the club's borrowing powers so that the club's borrowings at any time exceed £10,000 in principal amount, without the prior sanction of a resolution of the members passed in general meeting. This restriction on the powers of the members of the Executive Committee shall not affect any third party dealing with the club.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the members of the Executive Committee.
- (3) Any meeting of the Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the members of the Executive Committee.

Disqualification and removal of members of the Executive Committee and officers

- 40 A member of the Executive Committee shall cease to hold office if he or she
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
- (2) ceases to be a member of the club,
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- (4) resigns as a member of the Executive Committee by notice to the club (but only if at least two members of the Executive Committee will remain in office when the notice of resignation is to take effect), or
- (5) is absent without the permission of the members of the Executive Committee from all their meetings held within a period of six consecutive months and the members of the Executive Committee resolve that his or her office be vacated.

- 41 Any other officer of the club shall cease to hold office if he or she
- (1) ceases to be a member of the club,
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - (3) resigns as an officer by notice to the club, or
 - (4) is absent without the permission of the Executive Committee from all the relevant committee meetings held within a period of six consecutive months and the Executive Committee resolve that his or her office be vacated

Proceedings of the Executive Committee

- 42
- (1) The members of the Executive Committee may regulate their proceedings as they think fit, subject to the provisions of the articles. The President shall chair the meetings of the Executive Committee but if he or she is not present within five minutes after the time appointed for the meeting, the members of the Executive Committee present may appoint one of their number to be chair the meeting. The Executive Committee shall meet at least quarterly
 - (2) The quorum for the transaction of the business of the Executive Committee may be fixed by the members of the Executive Committee and unless so fixed at any other number shall be four
 - (3) A member of the Executive Committee may appoint an alternate to act on his or her behalf at meetings of the Executive Committee, providing that such alternate is an elected officer of the club
 - (4) Any member of the Executive Committee may call a meeting of the Executive Committee
 - (5) The secretary must call a meeting of the Executive Committee if requested to do so by a member of the Executive Committee
 - (6) Questions arising at a meeting shall be decided by a majority of votes
 - (7) In the case of an equality of votes, the person who is President or whoever else is chairing the meeting shall have a second or casting vote
 - (8) A meeting may be held by suitable electronic means agreed by the members of the Executive Committee in which each participant may communicate with all the other participants
- 43
- (1) No decision may be made by a meeting of the Executive Committee 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 members of the Executive Committee in which a participant or participants may communicate with all the other participants
 - (2) A member of the Executive Committee shall not be counted in the quorum present when any decision is made about a matter upon which that member is not entitled to vote

- 44 If the number of members of the Executive Committee is less than the number fixed as the quorum, the continuing member or members may act only for the purpose of filling vacancies or of calling a general meeting
- 45 (1) A resolution in writing or in electronic form agreed by a simple majority of all the members of the Executive Committee entitled to receive notice of a meeting of the Executive Committee or of a committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee duly convened and held provided that
- (a) a copy of the resolution is sent or submitted to all the members of the Executive Committee eligible to vote, and
 - (b) a simple majority of the members of the Executive Committee has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date
- (2) the resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more members of the Executive Committee has signified their agreement

Delegation to committees

- 46 (1) The Executive Committee may delegate any of their powers or functions to a committee of one or more Executive Committee members but the terms of any delegation must be recorded in the minute book. The proceedings of a committee shall be governed by the articles regulating the proceedings of the Executive Committee so far as they are capable of applying
- (2) The Executive Committee may impose conditions when delegating, including the conditions that
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate,
 - (b) no expenditure may be incurred on behalf of the club except in accordance with a budget previously agreed with the Executive Committee
- (3) The Executive Committee may revoke or alter a delegation at any time
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Executive Committee
- (5) The Executive Committee shall establish a Rowing Committee and a Site Management Committee in accordance with the following provisions of these articles

The Rowing Committee

- 47 The Executive Committee shall establish the Rowing Committee which shall have the following members
- (1) The Club Captain (Chair)

- (2) The Club Secretary (who shall act as treasurer of the Rowing Committee)
 - (3) The Women's Vice Captain
 - (4) The Men's Vice Captain
 - (5) a secretary
- 48 The Rowing Committee shall have the right to create and to co-opt further posts as necessary, such as Head Coach, Regatta Secretary or Water Safety Advisor
- 49 The purposes and powers of the Rowing Committee shall be as directed in writing by the Executive Committee from time to time

The Site Management Committee

- 50 The Executive Committee shall establish the Site Management Committee which shall have the following members
- (1) The Chair of the Site Management Committee
 - (2) The Club Treasurer
 - (3) the Estates Manager
 - (4) a secretary
- 51 The Site Management Committee shall have the right to create and to co-opt further posts as necessary
- 52 The purposes and powers of the Site Management Committee shall be as directed in writing by the Executive Committee from time to time

Declaration of Executive Committee Members' and other officers' interests

- 53 A member of the Executive Committee and other officer 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 club or in any transaction or arrangement entered into by the club which has not previously been declared. A member of the Executive Committee must absent himself or herself from any discussions of the Executive Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the club and any personal interest (including but not limited to any personal financial interest)

Conflicts of interests

- 54 (1) If a conflict of interests arises for a member of the Executive Committee 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 members of the Executive Committee may authorise such a conflict of interests where the following conditions apply
- (a) the conflicted Executive Committee member 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 Executive Committee Member does not vote on any such matter and is not to be counted when considering

whether a quorum of members of the Executive Committee is present at the meeting, and

- (c) the unconflicted Executive Committee Members consider it is in the interests of the club to authorise the conflict of interests in the circumstances applying

- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to an Executive Committee member or to a connected person

Validity of Executive Committee decisions

- 55 (1) Subject to article 55(2), all acts done by a meeting of the Executive Committee, or of a committee, shall be valid notwithstanding the participation in any vote of a member of the Executive Committee

- (a) who was disqualified from holding office,
- (b) who had previously retired or who had been obliged by the constitution to vacate office,
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without

- (d) the vote of that member, and
- (e) that member being counted in the quorum,

the decision has been made by a majority of the members of the Executive Committee at a quorate meeting

- (2) Article 55(1) does not permit a member of the Executive Committee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Executive Committee or of a committee if, but for article 55(1), the resolution would have been void, or if the Executive Committee member has not complied with article 53

Minutes

- 56 The Executive Committee must keep minutes of all

- (1) appointments of officers made by the Executive Committee,
- (2) proceedings at meetings of the club,
- (3) meetings of the Executive Committee and other committees
 - (a) the names of the Executive Committee and other committee members present at the meeting,
 - (b) the decisions made at the meetings, and
 - (c) where appropriate the reasons for the decisions

Accounts

- 57 (1) The Executive Committee must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- (2) The Executive Committee must keep accounting records as required by the Companies Acts

Means of communication to be used

- 58 (1) Subject to the articles, anything sent or supplied by or to the club under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the club
- (2) Subject to the articles, any notice or document to be sent or supplied to a member of the Executive Committee in connection with the taking of decisions by the Executive Committee may also be sent or supplied by the means by which that member has asked to be sent or supplied with such notices or documents for the time being
- 59 Any notice to be given to or by any person pursuant to the articles
- (1) must be in writing, or
- (2) must be given in electronic form
- 60 (1) The club may give any notice to a member either
- (a) personally, or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
- (c) by leaving it at the address of the member, or
- (d) by giving it in electronic form to the member's address
- (2) A member who does not register an address with the club or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the club
- 61 A member present in person at any meeting of the club shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 62 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given
 - (a) 48 hours after the envelope containing it was posted, or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent

Indemnity

- 63 (1) The club may indemnify a relevant member of the Executive Committee and any officer against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- (2) In this article a "relevant member" means any director or former director of the club

Rules

- 64 (1) The Executive Committee may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the club. The rules of the unincorporated association known as "Lea Rowing Club" as at the date on which these articles becoming binding on the club, shall (subject to the making of the necessary changes), be deemed to be the rules or bye-laws of the club, unless and until the Executive Committee shall decide otherwise. In the event of any inconsistency between such rules and these articles, these articles shall prevail
- (2) The bye laws may regulate the following matters but are not restricted to them
 - (a) the admission of members of the club (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (b) the conduct of members of the club in relation to one another, and to the club's employees and volunteers,
 - (c) the setting aside of the whole or any part or parts of the club's premises at any particular time or times or for any particular purpose or purposes,
 - (d) the procedure at general meetings and meetings of the Executive Committee in so far as such procedure is not regulated by the Companies Acts or by the articles,
 - (e) generally, all such matters as are commonly the subject matter of club rules
- (3) The club in general meeting has the power to alter, add to or repeal the rules or bye laws
- (4) The Executive Committee must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the club

- (5) The rules or bye laws shall be binding on all members of the club. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

Dissolution

- 65 (1) If upon the winding up or dissolution of the club there is any property remaining after the satisfaction of all its debts and liabilities, it shall not be paid to or distributed among the members of the club, but shall be given or transferred to any one or more of the following institutions
- (a) a registered Community Amateur Sports Club with the same or similar Objects, or
 - (b) to any registered charity with the same or similar Objects, or
 - (c) to the governing body of the sport of amateur rowing in the United Kingdom
- (2) Such institutions shall be determined by resolution of the members at or before the time of dissolution, or failing such resolution, by a resolution of the Executive Committee
- (3) In no circumstances shall the net assets of the club be paid to or distributed among the members of the club and if no resolution in accordance with article 65 (2) is passed by the members or the Executive Committee, the net assets of the club shall be applied to a registered charity as directed by the Court