

ARTICLES OF ASSOCIATION v16

NORFOLK & SUFFOLK BOATING ASSOCIATION LTD

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PART 1

NAME OF COMPANY

INTERPRETATION, LIMITATION OF LIABILITY AND OBJECTS

1. Name

The name of the Company shall be the "Norfolk & Suffolk Boating Association Ltd"

2. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company 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—

- i. payment of the company's debts and liabilities contracted before he ceases to be a member,
- ii. payment of the costs, charges and expenses of winding up, and
- iii. adjustment of the rights of the contributories among themselves.

3. Defined terms

In the articles, unless the context requires otherwise :

"articles" means the company's articles of association;

"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;

"chairman" has the meaning given in article 12;

"chairman of the meeting" has the meaning given in article 25;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"management committee member" means a director of the company, and includes any member occupying the position of director, by whatever name called;

"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;

"member" has the meaning given in section 112 of the Companies Act 2006;

"member in good standing" is a member who has satisfied all the requirements of membership of the company AND has no outstanding obligations to the company;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"Officer" shall mean the holder of one of the positions set out in article 15 of these articles.

"participate", in relation to a Management Committee' meeting, has the meaning given in article 13;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; 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.

Unless the context otherwise requires, other 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 company.

4. Objects

The objects of the ‘Norfolk & Suffolk Boating Association Ltd’ shall be:

- a. to serve, protect and promote the interests of users of leisure craft on the Norfolk and Suffolk Broads, related rivers and adjacent coast.
- b. to coordinate the regatta fixtures of affiliated clubs, class associations and open regatta committees and to publish a consolidated fixture list annually.
- c. to cooperate with other organisations concerned with the interests of boat users in Norfolk and Suffolk and with matters affecting those interests

PART 2 MANAGEMENT COMMITTEE MANAGEMENT COMMITTEE POWERS AND RESPONSIBILITIES

5. Management committee

The members shall in general meeting elect the directors who shall constitute a Management Committee

6. Management Committee’s general authority

Subject to the articles, the Management Committee is responsible for the management of the company’s business, for which purpose it may exercise all the powers of the company.

7. Members’ reserve power

The members may, by special resolution, direct the Management Committee to take, or refrain from taking, specified action, provided that no such special resolution invalidates anything which the Management Committee have done before the passing of the resolution.

8. Management Committee may delegate

(1) Subject to the articles, the Management Committee may delegate any of the powers which are conferred on them under the articles—

- a. to such member or committee;
- b. by such means (including by power of attorney);
- c. to such an extent;
- d. in relation to such matters or territories; and
- e. on such terms and conditions;

as they think fit.

(2) If the Management Committee so specify, any such delegation may authorise further delegation of the Management Committee’ powers by any member to whom they are delegated.

(3) The Management Committee may revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

- a) Committees to which the Management Committee delegate any of their powers must follow procedures which are based as far as they are applicable on the provisions of these articles which govern the taking of decisions by Management Committee.
- b) Subject to the articles, the Management Committee may make rules of procedure (by-laws) for all or any committees and sub-committees of the company.

DECISION-MAKING BY MANAGEMENT COMMITTEE

10. Management Committee to take decisions collectively

Any decision of the Management Committee must be a majority decision at a meeting or a decision taken in accordance with article 11

11. Unanimous decisions

- a) A decision of the Management Committee is taken in accordance with this article when all eligible Management committee members indicate to each other by any means that they share a common view on a matter.
- b) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible management committee member or to which each eligible management committee member has otherwise indicated agreement in writing.
- c) References in this article to eligible management committee members are to committee members who would have been entitled to vote on the matter had it been proposed as a resolution at a Management Committee' meeting.
- d) A decision may not be taken in accordance with this article if the eligible Management Committee would not have formed a quorum at such a meeting.

12. Calling a Management Committee' meeting

- a) Any management committee member may call a Management Committee' meeting by giving notice of the meeting to the Management Committee or by authorising the administrator to give such notice.
- b) Notice of any Management Committee' meeting must indicate—
 - 1) its proposed date and time;
 - 2) where it is to take place; and
 - 3) if it is anticipated that Management Committee participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- c) Notice of a Management Committee' meeting must be given in writing to each management committee member prior to the meeting but need not be in writing if agreed by all members of the committee.
- d) Notice of a Management Committee' meeting need not be given to a management committee member who waives their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13. Participation in Management Committee' meetings

- a) Subject to these articles, Management committee members participate in a Management Committee' meeting, or part of a Management Committee' meeting, when—
 - 1) the meeting has been called and takes place in accordance with the articles, and
 - 2) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- b) In determining whether Management committee members are participating in a Management Committee' meeting, it is irrelevant where any member is or how they communicate with each other.
- c) If all the Management committee members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any one of them is.

14. Quorum for Management Committee' meetings

- a) At a Management Committee' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- b) The quorum for Management Committee' meetings one third of the total membership of the management committee rounded down, but it must never be less than three.
- c) If the total number of management committee members for the time being is less than the quorum required, the Management Committee must not take any decision other than a decision—
 - a. to appoint further management committee members, or
 - b. to call a general meeting so as to enable the members to appoint further management committee members.

15. Officers

- a) At the first meeting of the Management Committee after each annual general meeting the Management Committee shall appoint from among their number, a Chairman, a Vice-Chairman, a Company Secretary/Administrator, and a Treasurer to constitute the "Officers" of the company.
- b) The Chairman, Vice-Chairman or in their absence, another Officer appointed by the Management Committee, shall chair the meetings of the Management Committee, and in the absence of an Officer, the remaining members may appoint another member to chair the meeting.

16. Conflicts of interest

- a) If a proposed decision of the Management Committee is concerned with an actual or proposed transaction or arrangement with the company in which a member is interested, that member is not to be counted as participating in the decision-making process for quorum or voting purposes.
- b) But if sub-paragraph (3) applies, a management committee member who is interested in an actual or proposed transaction or arrangement with the company will be excluded from participating in the decision-making process for discussion, quorum and voting purposes.
- c) For the purposes of this article, references to proposed decisions and decision-making processes include any Management Committee' meeting or part of a Management Committee' meeting.
- d) Subject to paragraph (5), if a question arises at a meeting of Management Committee or of a committee of Management Committee as to the right of a member to participate in the meeting (or part of the meeting) for voting or quorum purposes,

the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any member other than the chairman is to be final and conclusive.

- e) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Management Committee at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17. Records of decisions to be kept

The Management Committee must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Management Committee.

18. Management Committees' discretion to make further rules

- a) Subject to article 18(2), the Management Committee may make any rule or bylaw which they think fit concerning the administration of the company, the requirements for the introduction of members, for disciplinary matters, financial matters, how they take decisions, and about how such rules are to be recorded or communicated to Management Committee and members of the company.
- b) The provisions of article 18(1) do not permit the Management Committee to make a rule or bylaw which contradicts these articles or restricts any discretion permitted by these Articles

19. Appointment of the Management Committee

(1) The first management committee members, who shall hold office from incorporation until the annual general meeting in 20[25], shall be the members of the General Purposes Committee of the unincorporated body known as the NORFOLK & SUFFOLK BOATING ASSOCIATION immediately before incorporation:

(2) The first management committee members set out in article 19(1) may be re-elected in accordance with and to the extent permitted by these articles provided that their period of office shall be deemed to have commenced when they were last elected before incorporation as a committee member of the present unincorporated association known as the Norfolk & Suffolk Boating Association.

(3) Any member, who has been a member in good standing of the company or its unincorporated predecessor for at least one year prior to his nomination and is willing to act as a committee member, and is permitted by law to do so, may be appointed to be a committee member—

- a. by ordinary resolution, or
- b. by a decision of the Management Committee.

(4) where a member is appointed under article 19(3)(b) above, the committee member concerned shall cease to be such unless elected at the next general meeting of the members.

20. Termination of management committee member's appointment

A member ceases to be a management committee member as soon as—

- a. that member ceases to be a management committee member by virtue of any provision of the Companies Act 2006 or is prohibited from being a committee member by law;
- b. a bankruptcy order is made against that member;
- c. a composition is made with that member's creditors generally in satisfaction of that member's debts;
- d. a registered medical practitioner who is treating that member gives a written opinion to the company stating that that member has become physically or mentally incapable of acting as a management committee member and may remain so for more than three months;
- e. notification is received by the company from the management committee member that the member is resigning from office, and such resignation has taken effect in accordance with its terms.

21. Management Committee' remuneration and expenses

- a) A management committee member may undertake any services for the company that the Management Committee decide but they shall not be entitled to any remuneration as a management committee member.
- b) The company may pay any reasonable expenses to any management committee member or member which have been agreed by a meeting of the Management Committee or by the Treasurer prior to the expense(s) being incurred.

PART 3 MEMBERS BECOMING AND CEASING TO BE A MEMBER

Categories of membership and subscriptions

22. Membership

The Management Committee may in its absolute discretion accept application for membership from any individual who:-

- 1. has completed an application for membership in a form approved by the Management Committee, and
- 2. has completed an undertaking in respect of the liability required by Article 2 above

The Management Committee shall promulgate byelaws concerning categories classes of membership and procedures associated therewith

23. Affiliate Membership

The Management Committee in its absolute discretion may accept application for Affiliate Membership of the company from Clubs, Organisations and Regatta Committees having an interest in boating and yachting in Norfolk and Suffolk. Affiliate Members will enjoy the benefits of membership of the company for the purposes of furthering the Objects of the company and to promote cooperation with other Affiliate Members in all matters affecting Clubs, boating and boating events in Norfolk and Suffolk, in particular, the organisation of the regatta programme and boating events generally.

For the avoidance of doubt, individual members of Affiliate Organisations are NOT members of the company.

24. Subscriptions

Annual subscriptions are payable on the 1st day of January in each year and shall be such sum as the Management Committee from time to time determines in respect of each categories of membership

An annual subscription paid in respect of election after the 31st August in any year shall be deemed to include the subscription for the calendar year following.

The Management Committee shall promulgate byelaws concerning subscriptions for each category and/or class of membership

A member who has paid a subscription effective for the current year and has satisfied the terms of any and all the byelaws shall be deemed a “member in good standing” and shall be entitled to all the rights and benefits of the company

25. Retirement

Any member intending to retire from the Association shall inform the Administrator in writing of such intention on before 31st day of August, otherwise the subscription for the following year shall be payable.

26. Disciplinary

The Management Committee shall promulgate byelaws concerning Disciplinary Matters. Disciplinary matters may be referred to a Disciplinary Subcommittee for consideration. Any decision of the Management Committee and/or the Disciplinary Committee shall be final.

ORGANISATION OF GENERAL MEETINGS

27. Attendance and speaking at general meetings

- a) Each member and each affiliated member in good standing is able to exercise the right to speak at a general meeting when that member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that member has on the business of the meeting.
- b) Each member in good standing is able to exercise the right to vote at a general meeting.

The Management Committee shall promulgate byelaws concerning voting and the procedure of voting at general meetings

28. Quorum for general meetings

A quorum for a general meeting shall be 15 members present and voting. No business other than the appointment of the chairman of the meeting and the arrangement of a further meeting is to be transacted at a general meeting if the members attending it do not constitute a quorum.

29 Chairing general meetings

The Chairman Vice-chairman or other Officer shall chair general meetings if present and willing to do so. If the Management Committee has not appointed a chairman, or

if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, (if no Management committee members are present), the meeting must appoint a member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

The member chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

30. Annual General Meeting

The Company shall hold a general meeting after the 1st day of September in every calendar year as its Annual General Meeting at such time and place as may be determined by the Management Committee and the company shall specify the meeting as such in the notices calling it, provided that so long as the Company holds its first annual general meeting within 21 months after its incorporation it need not hold it in the calendar year of its incorporation.

The annual general meeting shall be held for the following purposes:

1. to elect (from amongst the individual members) the management committee members;
2. to receive from the Management Committee and consider the Company’s financial statements;
3. to receive from the Management Committee a report of the activities of the Company since the previous annual general meeting;
4. to appoint the accountants who prepare the Company’s statutory accounts;
5. to transact such other business as may be brought before it.

Unless proposed by the Management Committee, the name of any individual member wishing to seek election as a member of the Management Committee shall be sent to every member prior to the meeting

31. Voting

(i) In any meeting of the company, committees, and sub-committees decisions and resolutions will be decided on the basis of a majority of the votes cast. For the avoidance of doubt, proxy votes will not be taken into account in any decision at any meeting of the company.

(ii) If the numbers of votes for and against a proposal/resolution are equal then that proposal/resolution will be deemed lost, In these circumstances, the chairman or other management committee member chairing the meeting shall have an additional casting vote which he may or may not then cast: it being the practice that the Chairman or the member chairing the meeting will use such casting vote as far as is practicable to maintain the status quo.

32. Conduct of General Meetings

A general meeting (in addition to the AGM) may be called at the discretion of the Officers or at the direction of the Management Committee and shall be called if a written request is received signed by not less than 30 individual members, setting out a resolution for consideration.

The procedure to be followed in calling and conducting a general meeting (including an Annual General Meeting) shall include the following:

- a) A notice in writing of any general meeting shall be given to every individual member not less than 21 days before the date of the general meeting.

- b) Decisions at general and other meetings will be decided in accordance with Article 31 above.
- c) Voting shall be by show of hands by members in good standing present and voting unless the chairman decides that a ballot should be held in advance of the general meeting where the resolution is to be put to the vote, or whilst at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared;
- d) A ballot may also be demanded by—
 - a. the Management Committee;
 - b. 10 or more members having the right to vote on the resolution; or
- e) A demand for a ballot may be withdrawn if—
 - a. the ballot has not yet been taken, and
 - b. the chairman of the meeting consents to the withdrawal.
- f) Ballots must be taken in such manner as the chairman of the meeting directs.

Subject to these articles, the Management Committee may make byelaws concerning the procedure and conduct of general meetings

33. Amendments to resolutions

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

PART 4 ADMINISTRATIVE ARRANGEMENTS

34. Means of communication to be used

- a) Anything sent or supplied by or to the company under these 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 company.
- b) Subject to the articles, any notice or document to be sent or supplied to a management committee member in connection with the taking of decisions by Management 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.
- c) A management committee member may agree with the company that notices or documents sent to that member in a particular way are to be deemed to have

been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

- d) For the avoidance of doubt, the preferred means of communication by the company shall be provided for in the Byelaws

35. No right to inspect accounts and other records

Except as provided by law or authorised by the Management Committee or an ordinary resolution of the company, no member is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

MANAGEMENT COMMITTEE' INDEMNITY AND INSURANCE

36. Indemnity

- a) Subject to paragraph (2), a relevant management committee member of the company may be indemnified out of the company's assets against—
 - (i) any liability incurred by that management committee member in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (ii) any other liability incurred in good faith by that management committee member as an officer of the company.
- b) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

37. Insurance

The Management Committee may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant management committee member in respect of any relevant loss.

In this article—

- (i) a "relevant management committee member" means any management committee member or former management committee member of the company or an associated company,
- (ii) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant management committee member in connection with that member's duties or powers in relation to the company, or any associated or affiliated company or organisation
- (iii) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

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