

**The Companies Act 2006**

**Company Limited By Guarantee And Not Having  
A Share Capital**

**Memorandum And Articles Of Association Of**

**RUNCORN ROWING CLUB LIMITED**

Incorporated – 4th APRIL 2017

Registered Number – 10707050

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of  
RUNCORN ROWING CLUB LIMITED

Each Subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

**NAME OF EACH SUBSCRIBER**

**AUTHENTICATION BY EACH  
SUBSCRIBER**

[Damian William Parkinson]

Electronically Authenticated

[Christopher John Wheatley]

Electronically Authenticated

[Elizabeth Brohan]

Electronically Authenticated

Dated 1st March 2017

ARTICLES OF ASSOCIATION  
COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
of RUNCORN ROWING CLUB LIMITED

## **1. Interpretation and Limited Liability**

### **1.1 In these articles:**

"The Act" means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;

"The Club" means Runcorn Rowing Club Limited;

"Secretary" means the Secretary of the Club or any other person appointed to perform the duties of the Secretary of the Club, including a Joint, assistant or deputy Secretary;

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force when these articles become binding on the Club;

The masculine includes the feminine and, where appropriate, the singular the plural.

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.

### **1.2 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: –

- (a) Payment of the company's debts and liabilities contracted before he ceases to be a member,
- (b) Payment of the costs, charges and expenses of winding up, and,
- (c) Adjustment of the rights of the contributories among themselves.

## **2. Objects**

2.1 to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as "Runcorn Rowing Club"

2.2 to promote the amateur sports of rowing and sculling, boat racing generally and simulated rowing using rowing machines, ergometers or other apparatus for recreation, training or competition and to encourage social intercourse among the members of the company and community participation in the same;

2.3 to establish, maintain and conduct a club for the accommodation of the members of the company and their friends, and generally to afford to them all of the usual privileges, advantages and accommodation of a club;

2.4 to acquire by purchase, lease, or otherwise grounds at Cholmondeley Road, Clifton, Runcorn in the County of Cheshire or elsewhere at or near the River Weaver Navigation canal at Clifton aforesaid and to lay out and maintain the same for the purposes set out in paragraphs 2.2 and 2.3 hereof and such other activities as are defined in these Association Articles of Association and Rules of British Rowing Limited or other national governing body for the time being for the sport of rowing in England and Great Britain and to build or otherwise provide a clubhouse and boat storage sheds or houses and other usual facilities in connection with it or them, and to furnish, buy and maintain boats, oars, coaching launches and training equipment and permit them to be used by members, friends and employees of the company and others.

### **3. Membership**

3.1 The number of members with which the Club proposes to be registered is 200 but the directors may, whenever the business of the Club requires it, authorise an increase of members.

3.2 Everyone who has duly made an application in the form from time to time approved by the directors and paid such entrance fee and subscription as the directors provide is qualified to be elected a member of the Club.

3.3 The first members of the Club are the signatories to the Memorandum of Association and these Articles and every person who at the date of the incorporation of the Club had paid an entrance fee to, and was a member of the unincorporated club known as Runcorn Rowing Club referred to in paragraph 3.1 of the Articles of Association, and who, on or before the 31<sup>st</sup> March 2017 or during such extended period as the directors may determine, signs and delivers to the secretary of the Club the form of membership prescribed by the directors.

### **4. Proposal of members**

4.1 Membership of the Club shall be open to anyone interested in the sport (as defined in clause 2.2 of the Memorandum of Association of the Club) on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.

4.2 The Club requires all members to accept the policy and procedures relating to Child Protection and the Protection of Vulnerable Adults as set out by British Rowing as a condition of membership.

4.3 The application for membership of every candidate must be in writing, signed by the candidate and must be in the form that the directors from time to time prescribe in accordance with these Articles.

### **5. Subscriptions**

5.1 The annual and other subscriptions and entrance fee (if any) payable by members of the Club are to be such as the directors from time to time agree.

5.2 Every application for membership must be accompanied by a remittance to cover the entrance fee (if any) and the appropriate subscription from the date of application to the following 31<sup>st</sup> March, and in the case of non-election the remittance must be returned to the candidate.

5.3 The directors may provide either generally or as respects any particular member or group of members for payment of annual subscriptions by instalments.

### **6. Life members**

6.1 On the recommendation of the directors, any person being a member of the Club may, at any general meeting of the Club, be elected a life member of the Club without any special payment for such life membership.

6.2 A two-thirds majority of those present and entitled to vote is necessary for election of a life member.

6.3 Every life member is entitled to all of the membership privileges set out in these Articles

### **7. Temporary and other members**

The directors of the Club may, upon such terms and subject to such regulations as they may from time to time deem advisable and subject to article 4, propose as members of the Club:

7.1 "Temporary members"; persons who are visiting the locality and wishing to use the Clubs facilities for a period of less than one year.

7.2 "Family members" to be up to two adults in the same household and any of their children in full time education up to the age of 25 on the first of May in the current membership year.

7.3 "Affiliate members" are groups of members of other clubs who wish to use the Club's facilities. As members of other clubs, they will not be included in the capitation returns sent to British Rowing. A Service Level Agreement, which shall be approved by the directors, shall govern the terms under which the Club's facilities are used.

7.4 "Social members"; persons who may avail themselves of the amenities of the clubhouse and premises of the Club, but may not use the Club's rowing, sculling or other equipment at any time.

7.5 "Honorary members" may be elected upon such terms and conditions as the directors may provide but there may not be more than 10 such members of the Club at any one time.

## **8. Rights of members**

8.1 subject to the express provision of these Articles and the Rules of the Club for the time being in force, all members of the Club are entitled at all times to use all of the premises and property of the Club in common, and to be supplied, at such charges as the directors may from time to time determine with whatever additional services and facilities provided by the Club for the use of its members.

8.2 subject to the provisions of these Articles every member is entitled to all of the rights and subject to all of the duties of a member of the Club as defined by the club's rules of membership.

## **9. Rights of members personal**

The rights of a member as such are personal and are not transferable and cease upon his death.

## **10. Annual general meeting**

10.1 the Club must hold a general meeting in each year as its annual general meeting in addition to any other meetings in that year, and must specify the meeting as the annual general meeting in the notices calling it.

10.2 not more than 14 months may elapse between the date of one annual general meeting of the company and that of the next.

10.3 the annual general meeting must be held at such time and place as the directors appoint.

10.4 The annual general meeting must appoint a member of the Club to be Club Welfare Officer and a member of the Club to be Club Safety Advisor to carry out the duties and responsibilities as defined by British Rowing.

## **11. Special general meetings**

11.1 all general meetings other than the annual general meeting must be called special general meetings.

11.2 the directors may, whenever they think fit, and must, on a requisition made in writing by at least 12 members or members representing not less than one tenth of the total voting rights of all of the members having at the date of deposit of the requisition a right to vote at general meetings, whichever is the lesser, convene a special general meeting.

11.3 any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Club.

11.4 on receipt of the requisition the directors must immediately proceed to convene a special general meeting.

11.5 if the directors do not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may convene such a meeting.

## **12. Notice of meetings**

Accidental omission to give notice of any meeting to or non-receipt of such notice by any member does not invalidate the proceedings at that meeting.

## **13. Quorum**

13.1 no business may be transacted at any general meeting unless a quorum is present.

13.2 save as otherwise provided in these Articles, 12 members personally present is a quorum.

13.3 if within half an hour of the time appointed for the meeting a quorum of members is not present, or, if during a meeting such quorum ceases to be present:

13.3.1 if the meeting was convened on the requisition of members, it must be dissolved;

13.3.2 in any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine and, if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, the members present may form a quorum.

#### **14. Chairman**

14.1 the Chairman or his deputy will preside at all general meetings of the Club. The President, and failing him a Vice-President, must preside as chairman at the annual general meeting of the Club on such occasions when the Chairman is absent or the post of Chairman is up for election.

14.2 if there is no such chairman, or, if at any meeting he is not present within 15 minutes of the time of holding the meeting, the members present may elect one of their number who is a director to be chairman of the meeting.

14.3 if there is no director present, then the members may elect any one of their number to be chairman of the meeting.

#### **15. Adjournment**

15.1 the chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

15.2 no business may be transacted at an adjourned meeting other than business which might properly been transacted at the meeting had the adjournment not taken place.

#### **16. Passing of resolutions**

16.1 at any general meeting:

16.1.1 a declaration by the chairman that a resolution has been carried, or carried unanimously or carried by a particular majority, or lost, or not carried by a particular majority, and

16.1.2 an entry to that effect in the books of the proceedings of the Club are conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution, unless a poll is demanded by the chairman or by at least two members having the right to vote at the meeting or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

16.2 if a poll is demanded in the above manner, it must be taken in such manner as the chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

16.3 The Hon. Secretary will be responsible for the recording of minutes relating to such meetings.

#### **17. Voting rights**

17.1 every member of the Club may attend general meetings of the Club but only members may vote in such meetings and temporary, social and honorary members may not vote on matters appertaining to the management of the facilities as such, including the engagement or dismissal of staff employed.

17.2 every member of the Club is entitled to vote and has one vote and no more. However:

17.2.1 children in "Family membership" do not have a vote.

17.2.2 "Affiliated members" may vote at General Meetings except that they may not vote on amendments to the Articles of Association or the Rules of the Club or election of officers.

17.3 no member may vote at any meeting unless all of the money then due from him to the Club has been paid.

#### **18. Proxy voting**

18.1 on a poll votes may be given either personally or by proxy (whether on a poll vote or otherwise),

18.2 a proxy must be appointed in writing under the hand of the appointer.

18.3 the instrument appointing a proxy must be deposited at the registered office at the Club not less than 48 hours before the time of holding the meeting at which the person named in such instrument proposes to vote.  
18.4 any instrument appointing a proxy must be in the following form:

**Runcorn Rowing Club Limited**

I [or we], (name) of (address), being [a member or members] of the above-named Club, appoint (name) of (address), or, failing him, (name) of (address), as [my or our] proxy to vote in [my or our] name(s) on [my or our] behalf at the [annual or special] general meeting at the Club to be held on (date) and at any adjournment.

Dated.....

(signature) (s) of member (s)

**19. Directors**

19.1 the directors of the Club are the Chairman, Captain and Honorary Secretary.

19.2 the first directors of the Club are:

Damian Parkinson

Christopher John Wheatley

Elizabeth Brohan

19.3 three directors are a quorum at a directors' meeting,

19.4 the directors may from time to time elect a chairman who in case of equality of votes may have a casting vote.

**20. Officers**

20.1 The officers of the Club shall be:

- President,
- Vice Presidents,
- Chairman,
- Vice Chairman,
- Captain,
- Vice-Captain for Men's Rowing,
- Vice-Captain for Women's Rowing,
- Vice-Captain for Recreational Rowing,
- Vice-Captain for Junior Rowing,
- Secretary,
- Treasurer
- Club Welfare Officer,
- Club Safety Advisor.

and such other officers that the Directors shall agree from time to time.

20.2 the roles and responsibilities of these posts is set out in the Club rules

**21. Remuneration**

All surplus income or profits are to be reinvested in the club. No surpluses or assets will be distributed to members or third parties.

**22. Age limits**

There is no age limit for directors.

### **23. Retirement of directors and officers**

23.1 at every annual general meeting of the Club, the officers (other than the Directors) must retire from office

23.2 the officers and other retiring director or directors are eligible for re-election at the same or any other general meeting of the Club.

23.3 the directors must retire in rotation starting with the Captain continuing thereafter each year in rotation in order of seniority of election in addition to the officers retiring under article 26.1, and in the case of equal seniority the order of retirement must be determined by lot.

### **24. Election of officers**

Subject as provided above the election of the officers, other than the Secretary and other directors of the Club, must take place in the following manner:

24.1 any two members of the Club may nominate any other member to serve as an officer or other director of the Club, having previously received his assent

24.2 the name of each member so nominated, together with the names of his proposer and seconder, must be sent in writing signed by all three of them to the Secretary of the Club at least 21 days before the annual general meeting.

24.3 a list of the candidates' names in alphabetical order, with the proposers' and seconds names, must be posted in a conspicuous place in the clubhouse of the Club for at least 14 days preceding the annual general meeting.

24.4 balloting lists must be prepared (if necessary) containing the names of the candidates only in alphabetical order.

24.5 each member present at the general meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies.

24.6 if insufficient candidates are nominated, the directors may elect a member or members to fill the remaining vacancy or vacancies.

24.7 if any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed to be elected.

24.8 if two or more candidates obtain an equal number of votes, the directors must select by lot from such candidates the candidate or candidates who is or are to be elected.

### **25. Appointment of Secretary**

25.1 the Secretary of the Club must be appointed by the directors for such term, at such remuneration and upon such conditions they think fit.

25.2 the directors may terminate the Secretary's appointment and fill a vacancy in the office.

### **26. Casual vacancies**

26.1 all casual vacancies arising amongst the directors or officers of the Club must be filled by the directors.

26.2 any director or any officer (other than the Secretary) appointed to fill a casual vacancy must retire at the following annual general meeting.

### **27. Removal of directors**

The office of a director is vacated if:

27.1 he absents himself from meetings of the directors for a continuous period of six calendar months without special leave of absence from the other directors; or

27.2 he gives the directors one calendar month's notice in writing that he resigns his office; or

27.3 he is removed by special resolution passed at a general meeting of the Club.

## **28. Accounts**

- 28.1 the directors of the Club must ensure that the Hon. Treasurer keeps proper books of account in respect of:
- 28.1.1 all sums of money received and expended by the Club and the matters in respect of which the receipts and expenditure take place and
  - 28.1.2 the assets and liabilities of the Club.
- 28.2 the books of account must be kept at the registered office of the Club or at such other place or places as the directors think fit, and must always be open to the inspection of the directors.
- 28.3 the directors must from time to time determine whether, and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of the Club, or any of them, are to be open to the inspection of the members of the Club who are not directors.
- 28.4 no member who is not a director has any right to inspect any account or book or document of the Club except as conferred by a statute or authorised by the directors.

## **29. Presentation of accounts**

- 29.1 once at least in every year the directors must lay before the Club in general meeting an account of income and expenditure for the period since the preceding account.
- 29.2 a balance sheet must be made out in every year and laid before the Club in a general meeting, made up to a date not more than six months before such meeting.
- 29.3 a copy of the income and expenditure account for the year and the balance sheet at the end of the year must be sent to, or made available to, the persons entitled to receive notices of the general meetings, in the manner in which notices are to be given under these Articles 21 days prior to the meeting.
- 29.4 every account and balance sheet must be accompanied by a report of the directors and the account, report and balance sheet must be signed by two directors and countersigned by the Secretary.

## **30. Powers of directors**

- 30.1 the directors of the Club may exercise all powers that may be exercised by the Club and do anything that may be done by the Club, except where under these Articles or any statute for the time being in force the power must be exercised or the thing be done by the Club in general meeting.
- 30.2 the directors may act notwithstanding vacancies,
- 30.3 subject to a resolution passed at a general meeting, the directors may issue debentures, debenture stock, bonds or obligations of the Club at any time, in any form or manner and for any amount, and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge of all or any of the property of the Club, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.

## **31. Club Rules**

- 31.1 the directors and officers of the Club may from time to time make, alter and repeal any Club Rules they consider necessary or expedient or convenient for the proper management of the Club, and in particular, but not exclusively, they may by such rules:
- 31.1.1 regulate the terms and conditions upon which honorary guests, children, or members of the Club and visitors may use the premises and property of the Club;
  - 31.1.2 fix the times of opening and closing the use of the clubhouse, and premises of the Club or any part of them;
  - 31.1.3 regulate the conduct of the members of the Club in relation to one another and the Club staff;
  - 31.1.4 set aside of the whole or any part or parts of the Club's premises for members at any particular time or times, or for any particular purpose or purposes;
  - 31.1.5 impose fines for breach of any rule or any Article of Association of the Club and;
  - 31.1.6 regulate all matters that are commonly the subject of rowing club rules.
- 31.2 the directors and officers must adopt whatever means they consider sufficient to bring all rules, alterations and repeals to the notice of members of the Club.
- 31.3 all rules, so long as they are in force, are binding on all members of the Club.

31.4 no rule may be inconsistent with or affect or repeal anything contained in the Articles of Association of the Club, the Articles of Association or Rules of British Rowing Limited or regulations of the Canal and River Trust or to be in breach of any statutory provision.

31.5 any rule may be set aside by a special resolution of a general meeting of the Club.

### **32. Delegation**

32.1 the directors of the Club may delegate any of their powers to a committee or committees appointed by the directors.

32.2 with the exception of a sub-committee with less than four members or one concerned with the purchase for the Club or supply by the Club of alcohol, a sub-committee may have up to one third of its membership from members of the Club other than the directors.

32.3 in the exercise of the powers delegated to it, a committee must conform to any regulations prescribed by the Directors.

32.4 Any delegation of powers or appointment of a committee may be recalled or revoked by the directors at any time.

### **33. Audit**

An auditor or auditors must be appointed and his or their duties regulated in accordance with the Act.

### **34. Dissolution**

34.1 the members may vote to wind up the Club if not less than three quarters of those present and voting support that proposal at a properly convened general meeting.

34.2 the liquidator may, with the sanction of a special resolution of the Club and any other sanction required by the Act and will then be responsible for the orderly winding up of the Club's affairs.

34.3 After settling all liabilities of the Club, the liquidator shall dispose of the net assets remaining to one or more of the following: -

- (a) to another Club with similar sports purposes which is a registered charity and/or
- (b) to another Club with similar sports purposes which is a registered CASC and/or
- (c) to the Club's governing body for use by them for related community sports.

### **35. Notices**

35.1 a notice may be given by the Club to any member personally, by sending it by email to the registered email, or by post in a prepaid envelope addressed to the member at his registered address or by posting it in a conspicuous place in the clubroom of the Club,

35.2 where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been effected at the expiration of 48 hours after the envelope containing it was posted.

### **36. Headings**

The headings in these Articles do not form part of them or in any manner affect the interpretation or construction of them.