



Halifax Canoe Club

THE COMPANIES ACT 1985
AND THE COMPANIES ACT 1989

**CONSTITUTION,
MEMORANDUM OF ASSOCIATION
and
ARTICLES OF ASSOCIATION
of
HALIFAX CANOE CLUB LIMITED**

A Company limited by guarantee
And not having a share capital

Incorporated 4* June 1991
Amended 1st March 2001
Amended March 2007
Amended 16th February 2013

Company number 2616775

Registered Office:
Greenups Mill
Riverside
Sowerby Bridge
Halifax
W. Yorks
HX6 2AQ

THE CONSTITUTION OF HALIFAX CANOE CLUB LIMITED

These are the fundamental principles that govern Halifax Canoe Club:

- 1 The purpose of the Club is to promote and provided facilities for the amateur sport of canoeing to members of the community and to encourage friendship between the members. This is regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.

The Club will host nationally ranking canoe slalom competitions and will encourage members to compete at all divisional levels in canoe slalom and other competitive canoeing events. It will organise recreational events such as river and sea trips at each appropriate skill level, and encourage members to take part.
- 2 Membership of the Club is by annual subscription. The Club is a company limited by guarantee and with no share capital. It is managed on behalf if its members by a committee of elected directors and of elected or co-opted officers. Committee members are elected by Club members at the Annual General Meeting. The committee is fully accountable to the members and all minutes of all meetings are to be available for scrutiny.
- 3 Club instructors and coaches will have nationally approved qualifications. The Club will work within British Canoe Union guidance and other national legislation, such as for health and safely and young-persons outdoor activities.
- 4 The Club operation is for the benefit of the members and their friends, and is generally to afford them all the usual privileges, advantages, and accommodation of a club. It will print and publish reports, brochures or periodicals on Club news competition results, Club sections, events and advice on technical matters. It will operate within and as part of the local community.
- 5 The Club will acquire, maintain and develop premises for use as a clubhouse, and other facilities as appropriate for the sport, such as the slalom course on the River Calder. Similarly, the Club will acquire, maintain, and dispose of all kinds of canoes, kayaks, paddles, wetsuits and all apparatus used in connection with the sport of canoeing, and likewise for the equipment and materials necessary for operating the clubhouse and other facilities.

The Club rules and further details regarding the Club can be found in the Memorandum of Association (M.O.A) and the Articles of Association (A.O.A). These documents are freely available on request.

In particular for:

Purpose:	<i>M.O.A para 3</i>
Members:	<i>M.O.A paras 5,6</i> <i>A.O.Aparas 3 to 23; & 39 to 44</i>
Procedures:	<i>A.O.Aparas 24 to 38</i>
Committee:	<i>A.O.Aparas 45 to 82, 88</i>
Notices:	<i>A.O.Aparas 83 to 86</i>
Assets:	<i>M.O. A paras 4,7</i> <i>A.O.Apara 87</i>
Changes to Rules	<i>A.O.Apara 89</i>



Halifax Canoe Club

THE COMPANIES ACT 1985

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MEMORANDUM OF ASSOCIATION

HALIFAX CANOE CLUB LIMITED

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**MEMORANDUM OF ASSOCIATION
OF
HALIFAX CANOE CLUB LIMITED**

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

1. The name of the Company (hereinafter called "the Company") is "HALIFAX CANOE CLUB LIMITED".
2. The registered office of the Company will be situated in England.

OBJECTIVES OF HALIFAX CANOE CLUB

3. The object for which the Company is established are:
 - (a) To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as "HALIFAX CANOE CLUB LIMITED".
 - (b) To promote and provide facilities for the sport of canoeing and other athletic sports and pastimes in any or all of their aspects.
 - (c) Membership of the club shall be open to anyone interested in the sport 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.
 - (d) The club may have different classes of membership and subscription on a non discriminatory and fair basis. The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating.
 - (e) The directors may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the Club or sport into disrepute. Appeal against refusal or removal may be made to the directors in accordance with the club Disciplinary Policy.
 - (f) To encourage its members to join the British Canoe Union.
 - (g) To establish, maintain and conduct a canoe club for the accommodation of the members of the company and their friends, and generally to afford them all the usual privileges, advantages, and accommodation of a club.
 - (h) To acquire by purchase, lease or otherwise land and grounds at Sowerby Bridge or elsewhere in or near Sowerby Bridge and maintain the same for canoeing or other athletic sports or pastimes, and to build or otherwise provide a club-house and other usual facilities in connection therewith, and to furnish, modify and maintain the same, and to permit

the same to be used by the members and employees of the company and others, either gratuitously or for payment.

- (i) To acquire by purchase, lease, or otherwise any other lands, or property situate contiguous or near to the premises of the company, and as such may be deemed by the company likely to advance or benefit either directly or indirectly, the interest of the company.
- (j) To manage, improve, cultivate and maintain all or any part of the lands, and other property of the company, and to demise, sell, or otherwise deal with and dispose of the same, either together or in portions, for such considerations as the company may think fit, and, in particular, for shares, debentures or securities of any company purchasing the same.
- (k) To purchase, hire, make, or provide and maintain and to see or otherwise dispose of all kinds of equipment and other things required or which may be conveniently used in connection with the grounds, club-house and other premises of the company by persons frequenting the same, whether members of the company or not.
- (l) To buy, prepare, make, supply, sell, and deal in all kinds of canoes, kayaks, paddles, wetsuits and all apparatus used in connection with the sport of canoeing and other athletic sports and pastimes; and all kinds of liquors, provisions and refreshments required or used by the members of the company or other persons frequenting the grounds, club-house or premises of the company.
- (m) To hire and employ all classes of person considered necessary for the purposes of the company without regard to their race, colour, ethnic or national origin, economic circumstances, sexual orientation, religion, political views or membership, gender, age, marital status, disability, or trade union membership either by direct or by indirect discrimination and to pay to them and to other persons in return for services rendered to the company salaries, wages, charges and pensions.
- (n) To promote and hold, either alone or jointly with any other association, club or persons, meetings, competitions and matches for the sport of canoeing or any other athletic sports or pastimes, and to offer, give or contribute towards prizes, medals, and awards therefore, and to promote, give or support dinners, balls, concerts and other entertainments.
- (o) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations or clubs whose objects are similar or in part similar to the objects of the company, or the establishment or promotion of which may be beneficial to the company. Provided that no subscription be paid to any such other association or club out of the funds of the company, except in the furtherance of the objects of the company.
- (p) To support and subscribe to any charitable or public body, and any institution, society or club which may be for the benefit of the company or its employees, or may be connected with the purposes of the company, to give pensions, gratuities, Christmas boxes or charitable aid to any person who may have served the company or to the wife, widow, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the company.
- (q) To print and publish reports brochures or periodicals on club news, match results, club sections, advertising advice on technical matters.
- (r) To pay all the costs charges and expenses of the promotion and establishment of the company.

- (s) To borrow raise money or secure obligations (whether of the company or any other person) by the issue of debentures debenture stock (perpetual or terminable) bonds mortgages or any other securities founded or based upon all or of the property and rights of the company or without any such security and upon such terms as to priority or otherwise as the company shall think fit.
- (t) To invest the moneys of the company not immediately required in such manner as may from time to time be determined.
- (u) To acquire by subscription purchase or otherwise and to accept and take hold and sell shares or stock in any company society or undertaking the objects of which shall either in whole or in part be similar to those of the company or such as may be likely to promote or advance the interests of the company.
- (v) To establish promote and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of the company.
- (w) To accept and receive any money or other property for any of the purposes of the company and to act as trustees or managers thereof.
- (x) To do all or any of the matters hereby authorised either alone or in conjunction with or as factors trustees or agents for any other companies or persons or by or through any factors trustees or agents.
- (y) Generally to do all such other things as may appear to the company to be incidental or conducive to the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not except where the context expressly so requires be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

- 4. All income and property of the Company shall be applied solely towards the objects of the Company and no part of such income and property shall be paid or transferred directly or indirectly by way of distribution of profits to the members of the Company or any third parties provided that nothing in this clause shall prevent the payment of reasonable and proper remuneration to any members or third parties for services provide to the Company.

LIABILITIES OF THE MEMBERS OF HALIFAX CANOE CLUB

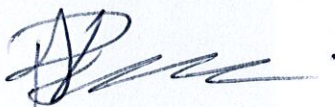
- 5. The liability of the members is limited.
- 6. Each member of the company undertakes to contribute to the assets of the company in the event of the same being wound up while he or she is a member or within one year after he or she ceases to be a member for payment the debts and liabilities of the company contracted before he or she ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding £5 (five pounds).

7. If upon the winding-up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed to one or more of the following:
- i) To another club with similar sports purpose which is a registered charity and / or
 - ii) To another club with similar sports purpose which is a registered Community Amateur Sports Club and / or
 - iii) To the British Canoe Union for use by them for community sport.

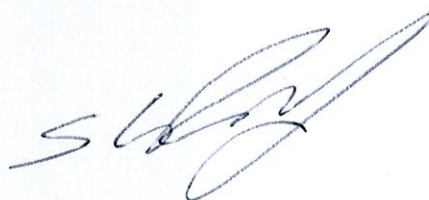
We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

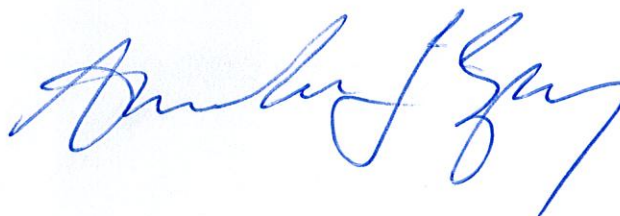
Peter Face
The Coach House
Botany Lane
Arncliffe
North Yorks
BD23 5QE



Sarah Ford
27 Kistvaen Gardens
Meltham
Holmfirth
HD9 5NQ



Mandy Spry
West Hey Head Farm
Hey Head Lane
Todmorden
W Yorks
OL14 8RE



Christine Brown
10 Boston Hill
Old Town
Hebden Bridge
HX7 8SS



Witness to the above Signatures:

Les Ford
27 Kistvaen Gardens
Meltham
Holmfirth
HD9 5NQ



Dated the 16th day of February, 2013



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ARTICLES OF ASSOCIATION HALIFAX CANOE CLUB LIMITED

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PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall not apply to the Company.
 - (b) In these Regulations –
 - "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
 - "the club" means the Halifax Canoe Club Limited, "the articles" means the articles of the company.
 - "clear days" in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
 - "executed" includes any mode of execution.
 - "office" means the registered office of the company.
 - "the seal" means the common seal of the company.
 - "the United Kingdom" means Great Britain and Northern Ireland.
- Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

OBJECTS

2. The Club is established for the purposes expressed in the memorandum of association.

MEMBERSHIP

3. The number of members with which the club proposes to be registered is 100 but the directors may, whenever the business of the club requires it, register an increase in members.

4. The first members of the club shall be the signatories to the memorandum of association and these articles and every person who at the dated of the incorporation of the club had paid the annual subscription and was a member of, an unincorporated club known as "The Halifax Canoe Club", referred to in paragraph 3(a) of the memorandum of association, and who shall, on or before the 31st day of December 1991, or such extended period as the directors may determine, sign and deliver to the secretary of the club, the form of membership, prescribed by the directors.
5. Except as provided in article 4 all prospective members of the club shall submit to the directors a written application for membership (in such form as the directors may from time to time prescribe) signed by the prospective member. In the case of applications for family membership the form of application shall be signed by a member of the family aged 18 or over. In the case of Full membership or Junior membership for someone under 18, the form of application shall be signed by a parent / guardian aged 18 or over.
6. The annual subscriptions payable by members of the club shall be such as the members determine at the annual general meeting from time to time and the directors may provide either generally or as respects any particular member or members for the payment of annual subscriptions by instalments or at a concessionary rate.
7. The directors of the club shall have such power to elect as members of the club upon such terms and subject to such regulations as the directors may from tune to time deem advisable, subject to article 5:
 - (a) Full membership - open to anyone; or
 - (b) Family membership - open to any couple or individual and their children, where such children are under the age of 18 (eighteen) years; or
 - (c) Junior membership – open to those under the age of 18 (eighteen).
8. Every candidate for election (including candidates for election to the special classes of membership specified in article 7 hereof) shall be balloted for by the directors of the club.
9. Subject to express provisions of these articles and to the memorandum of association, and to any byelaws for the time being in force made by the directors of the club as hereinafter provided, all members of the club shall be entitled at all times to use hi the common all the premises and property of the club, and to be supplied, at such charges as the directors shall form time to time determine, with such meals refreshments and things as are provided by the club for the use of its members.
10. Subject to the provisions of these articles every member shall be entitled to all the rights and be subject to all the duties of a member of the club, with the exception that the children of family members under the age of 18 (eighteen) , and those who are Junior members are unable to vote at any meeting.
11. Any member wishing to resign his or her membership of the club shall give notice in writing of his or her intention so to do so addressed to the secretary and deposited at the registered office of the club before the 1st day of May in any year failing which such member shall be liable to pay the subscription for the next year.
12.
 - (a) Any member whose annual subscription is unpaid on the 1^a June shall cease to be a member of the club and shall forfeit all right in and claim upon the club and its properly unless the directors before the following 1st July suspend the operation of this provision as regards any particular member on such terms as the directors may determine.
 - (b) Where in accordance with article 6 the directors have resolved that the subscription of any particular member may be paid by instalments the member shall cease to be a member on the date which is 6 weeks *from* the date on which any such instalment became due and was not paid unless the directors before the expiry of the relevant 6 weeks suspend the operation of the provisions of this article as regards any particular

member. A member whose membership shall cease in accordance with the provisions of this article shall not be entitled to a refund of any instalments paid up to the date that he or she ceased to be a member.

13. In case the conduct of any member shall in the opinion of the directors be injurious to the character of the club or objectionable in any respect, such member shall be required by the directors to resign, and if the member so requested shall not resign within one week, such member may be expelled by resolution of the directors and cease to be a member of the club, and all such sums paid by such member shall thereupon be forfeited. Such action will always be taken against any member adjudged by the directors to have harassed or behaved objectionably towards any member, any other canoeist, or any member of the public at the Club's premises or at any other venue where canoeing takes place, because of their race, colour, ethnic or national origin, economic circumstances, religion, political views or membership, gender, age, sexual orientation, marital status, disability, or trade union membership. A member expelled under this article shall have a right to appeal by giving written notice of appeal to the secretary within ten days from the posting of the notice of expulsion. The disciplinary and appeals procedures which will be followed by the member and the club, and the range of sanctions available to the club against a member, are described in the Disciplinary Policy which can only be amended at any Annual General Meeting and which is freely available to any member.
14. If any member be convicted on indictment of any serious criminal offence or whose name appears on an official register of sex offenders or paedophiles or other similar official register, such member shall ipso facto cease to be a member of the club. Any person so ceasing to be a member may be re-admitted to membership by the directors at their discretion.
15. Any member expelled in accordance with these articles, or otherwise ceasing to be a member of the club, shall forfeit all right to or claim upon the club or its property or funds.
16. The rights of a member as such shall be personal and shall not be transferable and shall cease upon his or her death.

GENERAL MEETING

17. The club shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such time and place as the directors shall appoint.
18. Any member who wishes to have an item placed on the annual general meetings agenda should inform the secretary in writing at least fourteen clear days before the meeting. Such agenda should be available to members seven clear days before the meeting.
19. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
20. Only business set out in the agenda of an extraordinary meeting shall be discussed unless ninety per cent of the voting members present at the meeting are in agreement.
21. One week's notice shall be required for an extraordinary meeting and four weeks notice is required for an annual general meeting. The annual general meeting notice shall be posted to all paid up members in accordance with these articles.
22.
 - (a) The directors may, whenever they think fit, and shall, on a requisition made in writing by any ten or more voting members convene an extraordinary meeting.
 - (b) 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.

- (c) On receipt of the requisition the secretary shall forthwith proceed to convene an extraordinary general meeting, to be held within 48 days of the date of the receipt of the requisition; if they do not, within twenty-eight days from the date of deposit of the requisition, proceed to call a meeting, the requisitionists, may themselves convene a meeting.
23. The accidental omission to give notice of any meeting to or the non-receipt of such notice by any member shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

24. All business shall be deemed special that is transacted at an ordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary reports of the directors and auditors or creditors, the election of officers and of directors in place of those retiring by rotation, and the fixing of the remuneration of the auditor or auditors.
25. No business shall be transacted at any general meeting unless a quorum of members is present at the time the meeting proceeds to business. Save as herein otherwise provided fifteen voting members personally present shall be a quorum.
26. If within half an hour from the time appointed for the meeting a quorum of members is not present, the meeting if convened on the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place; 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 shall be a quorum.
27. The Chair and failing him or her, the Vice-Chair shall preside as Chair at every general meeting of the club.
28. If there is no such secretary or treasurer, or if at any meeting he or she is not present within five minutes of the time of holding the same, the members present shall choose some one of their number who is a director, to be Chair of the meeting, and if there shall be no director present, then the members shall choose any one of their number to be Chair of the meeting.
29. A director shall, notwithstanding that he or she is not a member be entitled to attend and speak at any meeting.
30. The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place, when a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
31. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -
- (a) by the Chair; or
 - (b) by at least one third of the members having the right to vote at the meeting; or and a demand by a person as proxy for a member shall be the same as a demand by the member.
32. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a

particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

33. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
34. A poll shall be taken as the Chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and a place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
35. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have, save that the Chair will not have a casting vote on the election of directors.
36. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
37. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven days' notice shall be given specifying the time and place at which the poll is to be taken.
38. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

39. On a show of hands, every member present in person shall have one vote except the children of family members and Junior members. On a poll every member present in person or by proxy shall have one vote except the children of family members and Junior members. Family members will have a maximum of two votes which can only be cast by persons aged 18 (eighteen) or more.
40. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office of the club, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

41. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decisions shall be final and conclusive.
42. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)-

" HALIFAX CANOE CLUB LIMITED

I/We,

of

being a member/members of the above-named Club, hereby appoint of

or failing him/her,

of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the

annual / extraordinary general meeting of the Club, to be held

on 20 , and at any adjournment thereof.

Signed on

20..

43. Where it is desired to afford members an opportunity of instructing the proxy how, he or she shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

" HALIFAX CANOE CLUB LIMITED

I/We,

of

being a member/members of the above-named Club, hereby appoint

of

or failing him/her

of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the

annual/extraordinary general meeting of the Club, to be held on

20 , and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against Resolution No. 2 *for *against * Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks for or abstain from voting.

Signed this

day of

20."

44. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may -
- (a) be deposited at the registered office of the club or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the club in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the secretary or to any director;
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

DIRECTORS AND OFFICERS

45. The directors of the club shall be the Chair, Vice Chair, secretary, treasurer and up to ten other members of the club as herein provided. Four directors shall be a quorum at a directors' meeting.
46. The officers of the club shall consist of such number and positions as the directors think fit
47. The first Officers and Directors of the Company are to be those persons who complete me form 10 with their consent to act and such other persons as are nominated after incorporation.
48. No director or officer of the club, shall receive any remuneration for his or her services in the capacity of director or officer.
49. Subject as herein provided, the election of officer other man the directors of the club, shall take place in the following manner:
- (a) Any two members of the club shall be at liberty to nominate any other member to serve as an officer or other director of the club, having previously received his or her assent
 - (b) The name of each member so nominated, together with the names of his or her proposer and seconder, shall be sent in writing to the secretary of the club at least twenty one days before the annual general meeting.
 - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the club house of the club for at least 14 days immediately preceding the annual general meeting.
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order, and each member present at the annual general meeting and qualified to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - (e) In the event that a vacancy remains unfilled me Chair at his/her discretion shall be entitled to (i) invite members present at the annual general meeting to propose and second a member or members to any unfilled vacancy or vacancies. The Chair shall determine the number of nominations that he/she shall accept and the method of election. The Chair shall only accept a nomination made at the annual general meeting if the member so nominated is present at the meeting and clearly signals her/her consent; or (ii) direct that the directors shall fill up the remaining vacancy or vacancies.

- (f) If any candidate after being elected declines to serve at the annual general meeting, the candidate who has the next largest number of votes shall be deemed to be elected.
- (h) If two or more candidates obtain an equal number of votes, the directors shall select by lot from such candidates the candidate or candidates who is or are to be elected.
50. (1) The treasurer of the club shall cause proper books of account to be kept in respect of
- (a) all sums of money received and expended by the club and the matters in respect of which such receipts and expenditure take place; and
 - (b) assets and liabilities of the club
- (2) The books of account shall be kept at the registered office of the club, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors. The directors shall 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, shall be open to the inspection of members of the club not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the club except as conferred by statute or authorised by the directors.
- (3) Once at least in every year the Treasurer shall lay before the club in general meeting an account of income and expenditure for the period since the preceding account. A balance sheet shall be made out in every year and laid before the club in general meeting, made up to a date not more than six months before such meeting, and a copy thereof shall, twenty-one days previously to the meeting, be sent to the persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder. Every such account and balance sheet shall be accompanied by a report of the directors and the account, report and balance sheet shall be signed by two directors and countersigned by the secretary.

NUMBERS OF DIRECTORS

51. The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in meeting of the company. Subject to and in default of any such determination the number of directors shall be 14.

ALTERNATE DIRECTORS

52. Any director (other than an alternate director) may appoint any other director approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
53. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his or her appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his or her appointor as a director in his or her absence but shall not be entitled to receive any remuneration from the club for his or her services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the "United Kingdom.
54. An alternate director shall cease to be an alternate if his or her appointor ceases to be a director; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he or she retires, any appointment of an alternate director made by him which was in force immediately prior to his or her retirement shall continue after his or her reappointment.

55. Any appointment or removal of an alternate director shall be by notice to the club signed by the director making or revoking the appointment or in any other manner approved by the directors.
56. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his or her own acts and defaults and he or she shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

57. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the club shall be managed by the directors who may exercise all the powers of the club. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
58. The directors must attain agreement from a general meeting where expenditure shall exceed the clubs' funds.
59. The board of directors or a general meeting shall have the power to demand the auditing of any financial records kept by the club. The auditor should be duly elected by either the board or a general meeting and should be a club member, who must have received more than fifty-one per cent of the votes cast in such an election. If no agreement can be reached then the; board shall appoint an independent auditor preferably from within the British Canoe Union.
60. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the club for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.

DELEGATION OF DIRECTORS POWERS

61. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

62. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
63. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire at the meeting. If not reappointed at such general meeting, he or she shall vacate office at the conclusion thereof.

64. A director elected at any annual general meeting shall hold office for 2 years from the date of his or her election. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be re-appointed. If he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

65. The office of the director shall be vacated if -
- (a) he or she ceases to be a director by virtue of any provision of the Act or he or she becomes prohibited by law from being a director; or
 - (b) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - (c) he or she is, or may be, suffering from mental disorder and either -
 - (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960,or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property affairs; or
 - (d) he or she resigns his or her office by notice to the company; or
 - (e) he or she shall for more than three consecutive meetings have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his or her office be vacated.
 - (f) if he or she is removed by extraordinary resolution passed at a general meeting of the club.

DIRECTORS EXPENSES

66. The directors may be paid expenses properly incurred, except travelling costs (unless specifically agreed before hand), by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the company or otherwise in connection with the discharge of their duties. Any claim in excess of £20 must be agreed by the board of directors before such expense is incurred.

DIRECTORS' APPOINTMENTS AND INTERESTS

67. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his or her employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his or her services as they think fit. Any appointment of a director to an executive office shall terminate if he or she ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company.

68. Subject to the provisions of the Act, and provided that he or she has disclosed to the directors the nature and extent of any material interest of his or her, a director notwithstanding his or her office -
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
 - (c) shall not, by reason of his or her office, be accountable to the company for any benefit which he or she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
69. For the purposes of regulation 68 -
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;
 - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his or her.

BORROWING POWERS

70. The directors may exercise all the powers of the club to borrow money without limit as to amount and upon such terms and in such manner as they think fit, provided such borrowing is authorised by a general meeting of the club, such power may also include the power to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof; and to issue debentures, whether outright or as security for any debt, liability or obligation of the company or of any third party.

PROCEEDINGS OF DIRECTORS

71. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. In the case of an equality of votes, the Chair shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his or her appointor to a separate vote on behalf of his or her appointor in addition to his or her own vote.
72. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall four. A person who holds office only as an alternate director shall, if his or her appointor is not present, be counted in the quorum.
73. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
74. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding

office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

75. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his or her appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
76. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the club unless his or her interest or duty arises only because the case falls within one or more of the following paragraphs -
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the club or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee security, or indemnity in respect of an obligation of the club or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.
- For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the club), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of the director and, in relation to an alternate director, an interest of his or her appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.
77. A director shall not be counted in the quorum present at the meeting in relation to a resolution on which he or she is not entitled to vote.
78. The club may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
79. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the club or any body corporate in which the club is interested the proposals may be divided and considered in relation to each director separately and (provided he or she is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.
80. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting and his or her ruling in relation to any director other than himself shall be final and conclusive.

MINUTES

81. The directors shall cause minutes to be made in books for the purpose -
- (a) of all appointments of officers made by the directors; and
 - (b) of all the proceedings at meetings of the company of the directors, of the committee of directors, including the names of the directors present at each such meeting.
- Any discussions held by the board of directors in camera shall not be minuted.

THE SEAL

82. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determines it shall be signed by a director and by the secretary or by a second director.

NOTICES

83. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
84. The club may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the club.
85. A member present, either in person or by proxy, at any meeting of the club shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
86. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

WINDING UP

87. If the club shall be wound up, whether voluntary or otherwise, the liquidators may, with the sanction of an extraordinary resolution of the club and any other sanction required by the Act, value any assets and dispose of them in accordance with the memorandum of association of the Company.

INDEMNITY

88. Every director or other officer of the club shall be indemnified out of the assets of the club against all losses or liabilities which he or she may sustain or incur in or about the execution of his or her duties of his or her office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which the judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company in the execution of the duties of his or her office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

RULES OR BYE LAWS

89. The directors may from time to time make such rules or byelaws as they may deem necessary or expedient or convenient for the proper conduct and management of the club and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules or bye laws regulate:
- (i) The admission and classification of members of the club, and the rights and privileges of such members, and the conditions of membership and the terms on which the members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - (ii) The conduct of members of the club in relation to one another, to other canoeists, to members of the general public, the clubs' servants and to the company's premises at any particular time or times or for any particular purpose or purposes.
 - (iii) The times of opening and closing the grounds, club-house, and premises of the club or any part thereof and the permitted hours for the supply of intoxicating liquor.
 - (iv) The rules to be observed, and prizes or stakes to be played for by members of the club playing any games on the premises of the club.
 - (v) The setting aside of the whole or any part or parts of the club's premises for gentlemen members, lady members or any other class or classes of members, at any particular time or times, or for any particular purpose or purposes.
 - (vi) The imposition of fines for the breach of any byelaw or any article of association of the club.
 - (vii) The member status, privileges of experienced canoeists, rules for instructors of the club and the club safety rules.
 - (viii) The setting aside of the whole or any part or parts of the club's business at any particular time or times or for any particular purpose or purposes.
 - (ix) The procedure at meetings of the directors and committees of the club so far as such procedure is not regulated by these presents.
 - (x) And, generally, all such matters as are commonly the subject matter of club rules.

The club in a general meeting shall have power to alter or repeal the rules or bye laws and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the club all such rules or bye laws, which so long as they shall be in force, shall be binding on all members of the club. Provided, nevertheless, that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or articles of association of the club.