

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

LEANDER CLUB LIMITED

Adopted by General Meeting June 2019

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined Terms

1.1. In these Articles, unless the context requires otherwise:

2006 Act means the Companies Act 2006 as modified by statute or re-enacted from time to time;

Articles means these articles of association, as may be amended from time to time;

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;

Board means the board of directors of the Club established from time to time in accordance with Article 18, the members of which are the directors of the Club for the purposes of the 2006 Act. The Board shall be referred to as the **Committee**;

Chairman has the meaning given in Article 22;

chairman of the meeting has the meaning given in Articles 13 and 34;

clear days means a period of days exclusive of the day on which the notice is served and of the day for which it is given;

Club means the above-named company;

director means a director of the Club, and includes any person occupying the position of director, by whatever name called;

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

Elected Director means a director elected in accordance with these Articles;

electronic form has the meaning given in section 1168 of the 2006 Act;

hard copy form has the meaning given in section 1168 of the 2006 Act;

Honorary Secretary means the secretary of the Club appointed from time to time in accordance with these Articles and who shall also be the company secretary for the purposes of the 2006 Act;

general meeting means the annual general meeting or other general meeting of the Club;

member means a person admitted to the membership of the Club in accordance with Article 27 and any Rules from time to time in force. For the avoidance of doubt, **member** does not have the meaning given in section 112 of the 2006 Act;

Non-Voting Members means all members of the Club other than the Voting Members and who shall not be members for the purposes of the 2006 Act;

Officer means any person elected in accordance with Articles 22 to 25;

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

participate, in relation to a meeting of the Board, has the meaning given in Article 10;

President means the person from time to time elected in accordance with these Articles as the president of the Club;

proxy notice has the meaning given in Article 40;

Rules means the Rules of the Club made by the Board or by the Club in a general meeting, as amended from time to time;

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

subsidiary has the meaning given in section 1159 of the 2006 Act;

Voting Members means the members of the Club who, under these Articles, are entitled to vote at general meetings and who are members of the Club for the purposes of the 2006 Act;

writing means the representation or reproduction of words, symbols, or other information in a visible form by any method or combination of methods, whether supplied in electronic form, hard copy form, or otherwise;

1.2. Unless the context otherwise requires, other words or expressions contains in these Articles bear the same meaning as in the 2006 Act as in force on the date when these Articles become binding on the Club;

1.3. Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender also. Words importing persons shall include corporations; and

- 1.4. For the purposes of section 20 of the 2006 Act, the relevant model articles shall be deemed to have been fully excluded and replaced with the provisions of these Articles.

2. Objects

The objects for which the Club is established are:

- 2.1. To encourage proficiency in rowing within the United Kingdom and to train and enter crews to represent the Club at Henley Royal Regatta and other national and international regattas and races at home and abroad and, in so doing, to be open equally to men and women. In this context, proficiency in rowing refers to high-performance in fine racing boats;
- 2.2. To provide a social meeting place for distinguished rowers, past and present;
- 2.3. To support and aid British rowing, in particular by provision of facilities for crews training for selection to represent Great Britain;
- 2.4. To encourage the sport of rowing throughout the world;
- 2.5. To apply the funds and other property of the Club in pursuance of the above objects or any of them and to do all acts and things that may be conducive or incidental thereto. No profit or surplus shall be distributed other than to another non-profit-making body or to the Members upon dissolution as prescribed in Article 48; and
- 2.6. To do all such other things as shall be thought fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated in this Article.

3. Powers

- 3.1. The Club shall have the powers to do all such lawful things as are consistent with its objects, which, for the avoidance of doubt, are unrestricted pursuant to 31(1) of the 2006 Act;
- 3.2. The income and property of the Club shall be applied solely towards the promotion of its Objects, and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Club. For the avoidance of doubt, this article does not affect the capacity for distribution upon dissolution pursuant to Article 48; and
- 3.3. Nothing in Article 3.2 shall prevent the payment in good faith by the Club:

- 3.3.1. To any director or sub-committee member of reasonable and proper out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Club;
- 3.3.2. Of interest on money lent by a member of the Club or its directors at a commercial rate of interest;
- 3.3.3. Of reasonable and proper rent for premises demised or let by any member of the Club or by any director;
- 3.3.4. Or any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Club; or
- 3.3.5. Other payments as are permitted by these Articles.

4. Liability of members

- 4.1. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a member or within one year after he ceases to be a member, for any of the items set out in Article 4.2; and
- 4.2. The items for which the members undertake to contribute are:
 - 4.2.1. Payment of the Club's debts and liabilities contracted before he ceases to be a member;
 - 4.2.2. Payment of the costs, charges, and expenses of winding up; and
 - 4.2.3. Adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' General Authority

- 5.1. Subject to these Articles, any Rules of the Club, and the 2006 Act, the Board is responsible for the management of the Club's business, for which purpose it may exercise all powers of the Club; and
- 5.2. No Rule made by the Club in general meeting pursuant to Article 5.1 shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.

6. Directors May Delegate

- 6.1. Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:
 - 6.1.1. To such person or sub-committee;
 - 6.1.2. By such means (including by power of attorney);
 - 6.1.3. To such an extent;
 - 6.1.4. In relation to such matters or territories; and
 - 6.1.5. On such terms and conditions as it sees fit;
- 6.2. All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course; and
- 6.3. The Board may revoke any delegation in whole or in part, or alter its terms and conditions.

7. Sub-committees

- 7.1. Sub-committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Board; and
- 7.2. The Board may make rules of procedure for the sub-committees (or any of them), which prevail over rules derived from the Articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

8. Directors to Take Decisions Collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 9.

9. Unanimous Decisions

- 9.1. A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter;
- 9.2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing (including by means of email);
- 9.3. References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board; and

- 9.4. A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

10. Calling a Meeting of the Board

- 10.1. The Board may meet together for the dispatch of business, to adjourn, and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year;
- 10.2. Not less than 14 days' notice shall be given in writing to the members of the Board of a meeting of the Board;
- 10.3. The following persons may participate in such meetings:
 - 10.3.1. The members of the Board; and
 - 10.3.2. Such other persons as the Board may, from time to time, in its discretion invite. Persons invited to attend meetings of the Board under this Article shall not be entitled to be counted in a quorum or to vote at the meetings of the Board.;
- 10.4. A meeting of the Board may be convened by any of the President, Chairman, or Honorary Treasurer directing the Honorary Secretary to give notice of the meeting to the directors, or upon written requisition of any two other Elected Directors;
- 10.5. Notice of any meeting of the Board must indicate:
 - 10.5.1. Its proposed date and time;
 - 10.5.2. Where it is to take place; and
 - 10.5.3. If it is expected that directors 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;
- 10.6. Notice of the meeting must be given to each director, but need not be in writing; and
- 10.7. Notice of a meeting of the Board need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Club 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.

11. Participation in Meetings of the Board

- 11.1. Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

- 11.1.1. The meeting has been called and takes place in accordance with these Articles; and
- 11.1.2. They can each communicate to the others any information or opinions they have on any particular item of the business of the meeting;
- 11.2. In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is, or how they communicate with each other; and
- 11.3. If all the directors 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 of them is.

12. Quorum for Meetings of the Board

- 12.1. At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting;
- 12.2. The quorum for a meeting of the Board may be fixed from time to time by a decision of the directors, it must never be less than four;
- 12.3. Subject to Article 12.4, the Board may act notwithstanding any vacancy in their body;
- 12.4. If, due to vacancies, the total number of directors of the Club for the time being is less than the quorum which would be required for a meeting of the Board, the directors must not take any decision other than a decision:
 - 12.4.1. To fill a casual vacancy arising among the directors in accordance with Article 27;
 - 12.4.2. To call a general meeting so as to enable the members to fill a casual vacancy arising among the directors; or
 - 12.4.3. To admit members to the Club.

13. Chairing of Meetings of the Board

- 13.1. The Chairman shall be chairman of the Board. The Chairman shall preside as chairman at all meetings of the Board at which he shall be present; and
- 13.2. If at any meeting of the Board the Chairman is not present within 15 minutes after the time appointed for holding the meeting or he is not willing to preside, the President shall preside. If the President is also not present or is unwilling to preside within 15 minutes of the time at which a meeting was due to start, the Elected Directors present shall choose one of their number to be the chairman of the meeting. The person so appointed for the time being is known as the chairman of the meeting.

14. Casting Vote

- 14.1. If the numbers of votes for and against a proposal are equal, the Chairman or other director chairing the meeting of the Board has a casting vote; and
- 14.2. Article 14.1 does not apply if, in accordance with these Articles, the Chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. Conflicts of Interest

- 15.1. Subject to Article 15.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Club in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes;
- 15.2. The prohibition under Article 15.1 shall not apply when:
 - 15.2.1. The Board approves the director counting towards the quorum and voting on the transaction notwithstanding such interest in accordance with section 175 of the 2006 Act;
 - 15.2.2. The director need not declare an interest pursuant to section 177 or 182 of the 2006 Act; or
 - 15.2.3. The director's conflict of interest arises from a permitted cause;
- 15.3. For the purposes of Article 15.2, the following are permitted causes:
 - 15.3.1. A guarantee, security, or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Club or any of its subsidiaries (if any);
 - 15.3.2. Subscription, or an agreement to subscribe, for securities of the Club or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 15.3.3. Arrangements pursuant to which benefits are made available to employees and directors of the Club or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors;
- 15.4. For the purposes of this Article 15, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board;
- 15.5. Subject to Article 15.6, if a question arises at a meeting of the Board or of a sub-committee of directors as to the right of a director 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 of the meeting whose ruling in relation to any director other than himself is to be final and conclusive;

- 15.6. 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 directors 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; and
- 15.7. A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Club only where such matter has been authorised by the Board in accordance with section 175 of the 2006 Act.

16. Records of Decisions to be Kept

- 16.1. The Board must ensure that the Club keeps a record, in writing, for at least ten years from the date of the decision recorded, or every unanimous or majority decision taken by the Board and by the Club at general meeting;
- 16.2. Any such records, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated; and
- 16.3. Any such records shall be circulated to all members of the Board.

17. Directors' Discretion to Make Further Rules

Subject to those Rules to be made, varied, or revoked by the Voting Members in general meeting in accordance with Article 48, the Board shall have the power to make, vary, and revoke the Rules including, but not limited to, Rules:

- 17.1. Setting out different categories of membership of the Club;
- 17.2. Setting the criteria for admission to membership of the Club for the different categories of members;
- 17.3. Creating regulations, standing orders and/or bye-laws for the better administration of the Club and to regulate the function, role, and operation of sub-committee to assist the Board in the better administration of the Club; and
- 17.4. Setting or adopting such other regulations or policies as the Board thinks fit.

APPOINTMENT OF DIRECTORS

18. Methods of Appointing Directors

- 18.1. The number of directors shall be not less than nine and shall be subject to a maximum of thirteen;
- 18.2. The members of the Board shall be:
 - 18.2.1. The President, who shall be a director by virtue of his office;
 - 18.2.2. The Chairman, who shall be a director by virtue of his office;
 - 18.2.3. The Honorary Treasurer, who shall be a director by virtue of his office;
 - 18.2.4. The Honorary Secretary, who shall be a director by virtue of his office;
 - 18.2.5. Up to nine and not less than five Elected Directors; and
 - 18.2.6. Such other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board until the 31 August next following their co-option or for such shorter period as the Board shall determine at the time of co-option, provided that the total number of directors at any one time shall not exceed the maximum number fixed by these Articles. Co-opted directors shall not be entitled to be counted in a quorum or to vote at the meetings of the Board;
- 18.3. All acts carried out in good faith at any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person, be as valid as if every such person had been duly appointed, or had duly continued in office. The proceedings of any meeting of the Board shall not be invalidated by any irregularity in the giving or posting of notice for such meeting provided that a quorum shall be present; and
- 18.4. Subject to these Articles, and the requirements of the 2006 Act, the Board may act notwithstanding a vacancy for the time being in its number.

19. Election of Directors

At every annual general meeting, one-third of the Directors other than the President or, if their number is not three or a multiple of three, the number nearest one-third, shall retire from office by rotation. The directors to retire by rotation shall be those who have been longest in office since their election. If any directors became directors on the same day those to retire shall (in the absence of agreement) be determined by lot. Elections for Officers shall be conducted in accordance with Articles 22 to 25, as appropriate. An

Officer shall hold office, subject to not exceeding nine consecutive years. For all persons the maximum period for which they may hold any specific office (other than the office of President) is six consecutive years, and the maximum period for which they may serve on the Board (in any office) is nine consecutive years.

20. Termination of Director's Appointment

- 20.1. Without prejudice to the provisions of section 168 of the 2006 Act, a person shall cease to be a director of the Club as soon as:
- 20.1.1. That person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law;
 - 20.1.2. A bankruptcy order is made against that person;
 - 20.1.3. A composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 20.1.4. A registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 20.1.5. That person is suspended from holding office or from taking part in any activity relating to the administration or management of the Club by a decision of British Rowing;
 - 20.1.6. That person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board and all other members of the Board resolve that his office be vacated;
 - 20.1.7. That person is requested to resign by all the other members of the Board acting together;
 - 20.1.8. That person, being a member of the Board due to retire at an annual general meeting in a particular year, retires at that annual general meeting;
 - 20.1.9. That person ceases to be a member of the Club; or
 - 20.1.10. Notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; and
- 20.2. A person who is removed from office as a director of the Board for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.

PART 3
APPOINTED AND ELECTED POSITIONS

21. President

The election of the President shall be at the annual general meeting in the relevant year and be conducted in accordance with Article 25. A member so appointed shall thereafter hold office for a single term not exceeding five years. The President shall be a director by virtue of his office and shall assist and advise the Board in the formation of Club policy, and shall represent the Club at official functions. He shall take the chair at general meetings.

22. Chairman

On 31 August in the relevant year, the Chairman shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Chairman shall be at the annual general meeting in the relevant year and shall be conducted in accordance with Article 25. A member so appointed shall hold office for a three-year term and may be re-elected, subject to not exceeding six consecutive years in total. The Chairman shall be a director by virtue of his office and shall so conduct the day-to-day affairs of the Board as to ensure a high standard of administration of the Club. He shall be responsible for the discharge of the responsibilities of the senior professional employees of the Club and for ensuring that obligations on those senior employees be embodied in their job-descriptions and that their contracts be formulated, in accordance with current employment law, in such a way as to ensure the fulfillment of the requirements of the law and the Rules of the Club.

23. Honorary Treasurer

On 31 August in the relevant year, the Honorary Treasurer shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Honorary Treasurer shall be at the annual general meeting in the relevant year and shall be conducted in accordance with Article 25. A member so appointed shall hold office for a three-year term and may be re-elected, subject to not exceeding six consecutive years in total. The Honorary Treasurer shall be a director by virtue of his office and shall be responsible for the receipt and payment of all monies including subscriptions on behalf of the Club. He shall cause audited accounts to be published annually as directed by the Board and make a statement on them at the annual general meeting. He shall be prepared to report on the finances of the Club at Board meetings if and when required to do so.

24. Honorary Secretary

On 31 August, in the relevant year, the Honorary Secretary shall retire but shall be eligible for re-election in accordance with these Articles. The election for the office of Honorary Secretary shall be at the annual general meeting in the relevant year and shall be conducted in accordance with Article 25. A member so appointed shall hold office for a three-year term and may be re-elected, subject to not exceeding six consecutive years in total. The Honorary Secretary shall be a director and the Company Secretary by virtue of his office and shall supervise the maintenance of an accurate list of members of the Club. He shall be responsible for the conduct of correspondence with members, and for the scrutiny of the proposal forms for election of new members which he shall regularly bring before the Board. He shall be responsible for the issue of agenda and notices of meetings of the Board and for the maintenance of a correct record of its proceedings. He shall ensure that a correct list shall be permanently posted on the Club notice board showing the names of: (a) the President; (b) the Chairman; (c) the Honorary Treasurer; (d) the Honorary Secretary;; (e) the Directors, with the Chairman so marked; (f) Co-opted members of the Board, if any; and (g) Sub-committees, if any.

25. Elections

- 25.1. Any Voting Member may nominate another member to be the President, the Chairman, Honorary Treasurer, Honorary Secretary or an Elected Director. Any person nominated as the President, the Chairman, or the Honorary Secretary must be a Voting Member. Any person nominated to be the Honorary Treasurer or an Elected Director must be a Voting Member or a Club Member under the Rules. Any nomination must be made on the form prescribed from time to time by the Board and the form must be completed and returned to the Honorary Secretary not later than such date as the Board shall prescribe each year. Any nomination must be seconded by another Voting Member, or, in the case of the Honorary Treasury or an Elected Director, by a Club Member under the Rules provided that the Honorary Treasurer or an Elected Director may only be nominated *or* seconded by a Club Member under the Rules, and may not be both nominated *and* seconded by a Club Member under the Rules; and
- 25.2. If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting as directed by the Board. The results of any such election must be announced at the annual general meeting by the chairman of the meeting.

26. Casual Vacancies

- 26.1. A casual vacancy arising among the offices of the Chairman, the Honorary Treasurer, the Honorary Secretary, or the Elected Directors, shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until the next annual general meeting but shall be eligible for re-election in accordance with these Articles;
- 26.2. In the event of a casual vacancy in the office of the President, the Board shall have power to call a special general meeting for the purpose of electing a President to fill the casual vacancy until the next annual general meeting, in which case the nomination of a candidate to fill the vacancy may be made by any two Voting Members, and shall be made by notice in writing to the Honorary Secretary and received by him not later than ten days prior to the special general meeting at which the vacancy is to be filled;
- 26.3. The Board shall also have power in the event of a casual vacancy in the office of President, or the temporary incapacity of the President, to appoint an Acting President from among the Voting Members of the Club, who shall have the powers and duties of an elected President and shall hold office during the vacancy or incapacity; and
- 26.4. In the event that any of the offices of the President, Chairman, the Honorary Treasurer, or the Honorary Secretary is vacant at the time of the annual general meeting, then the person elected at that meeting to fill that vacancy shall take office forthwith.

BECOMING AND CEASING TO BE A MEMBER

27. Applications for Membership

- 27.1. The subscribers to the Memorandum of Association of the Club, the Full Members of the unincorporated association known as Leander Club as at the date of incorporation, and such other persons as are admitted to membership by the Board in accordance with these Articles, shall be the members of the Club; and
- 27.2. No person shall become a member of the Club unless:
 - 27.2.1. That person has completed an application for membership in a form approved by the Board; and
 - 27.2.2. The Board has approved the application;
- 27.3. For the purposes of registration the number of members is declared to be unlimited.

28. Conditions of Membership

- 28.1. All members shall be bound by and subject to these Articles and the Rules; and
- 28.2. Subject to Article 29.1, the Board may terminate the membership of any person, or impose any other sanction they determine to be appropriate, in connection with the breach of any condition of membership set out in these Articles or the Rules.

29. Termination of Membership

- 29.1. It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Club so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Club within a time specified in such notice. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such sub-committee to which it has delegated its powers. The Board or sub-committee and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a two-third majority of the Board members or sub-committee members present and voting shall, after receiving the statement in his defence, vote for his expulsion. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members. A person may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting;
- 29.2. A member may withdraw from membership of the Club by giving seven clear days' notice to the Club in writing;
- 29.3. A membership terminates automatically when that person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules;
- 29.4. Membership is not transferable;

- 29.5. Any person ceasing to be a member forfeits all rights in relation to and claims upon the Club, its property and its funds and has no right to the return of any part of his subscription; and
- 29.6. The Board shall have power to reinstate any former member of the Club who has been expelled or who for any other reason has ceased to be a member upon such terms as it may think fit.

ORGANISATION OF GENERAL MEETINGS

30. Annual General Meetings

- 30.1. The Club shall hold a general meeting in every calendar year as its annual general meeting to be held not earlier than 31 May and not later than 31 July at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that so long as the Club holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following year;
- 30.2. The annual general meeting shall be held for the following purposes:
- 30.2.1. To receive from the Board the Club audited accounts for the twelve months to the preceding 31 December;
- 30.2.2. To receive from the Board a report of the activities of the Club since the previous annual general meeting;
- 30.2.3. To appoint the Club's auditor to hold office for the ensuing year. The remuneration of the auditor shall be fixed between the auditor and the Board. The auditor shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account laid before the members in general meeting during their tenure of office;
- 30.2.4. To announce the election of the President, Chairman, Honorary Treasurer, Honorary Secretary, and Elected Directors in accordance with these Articles, and the invitation by the Board of such persons as the Board has decided to invite to attend meetings of the Board; and
- 30.2.5. To transact such other business as may be brought before it;
- 30.3. Not less than 21 days' notice in writing shall be given to members of an annual general meeting, such notice to include with it a copy of the agenda and the accounts of the Club audited for twelve months to the preceding 31 December; and
- 30.4. All general meetings, other than annual general meetings, shall be called general meetings.

31. General Meetings

- 31.1. Not less than 21 days' notice in writing shall be given to members of a general meeting;
- 31.2. The notice for a general meeting shall state the general nature of the business to be transacted. No other business may be transacted at the meeting except with the permission of the chairman of the meeting; and
- 31.3. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, a member shall not invalidate the proceedings at the meeting.

32. Attendance and Speaking at General Meetings

- 32.1. All members other than Temporary Members under the Rules may attend and speak at general meetings, but only Voting Members may vote upon or propose or second resolutions, except as these Articles otherwise provide;
- 32.2. A person is able to exercise the right to vote at a general meeting when:
 - 32.2.1. That person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 32.2.2. That person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting; and
- 32.3. The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

33. Quorum for General Meetings

- 33.1. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum; and
- 33.2. At a general meeting, 25 Voting Members present in person shall form a quorum.

34. Chairing General Meetings

- 34.1. The President shall chair general meetings if present and willing to do so;
- 34.2. If the President shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the Chairman shall preside. If the Chairman is not present or is unwilling to preside within 15 minutes of the time at which a meeting was due to start:
 - 34.2.1. The directors present; or

- 34.2.2. (If no directors are present) the meeting;
must appoint a director or member to chair the meeting, and the appointment of
the chairman of the meeting must be the first business of the meeting; and
- 34.3. The person chairing a meeting in accordance with this Article is referred to as
the chairman of the meeting.

35. Attendance and Speaking by Directors and Non-Members

- 35.1. Directors may attend and speak at general meetings; and
- 35.2. The chairman of the meeting may permit other persons who are not members of
the Club to attend and speak at a general meeting.

36. Adjournment

- 36.1. If the persons attending a general meeting within half an hour of the time at
which the meeting was due to start do not constitute a quorum, or if during a
meeting a quorum ceases to be present, the chairman of the meeting must
adjourn it;
- 36.2. The chairman of the meeting may adjourn a general meeting at which a quorum
is present if:
 - 36.2.1. The meeting consents to an adjournment; or
 - 36.2.2. It appears to the chairman of the meeting that an adjournment is
necessary to protect the safety of any person attending the meeting or
ensure that the business of the meeting is conducted in an orderly
manner;
- 36.3. The chairman of the meeting must adjourn a general meeting if directed to do so
by the meeting;
- 36.4. When adjourning a general meeting, the chairman of the meeting must:
 - 36.4.1. Either specify the time and place to which it is adjourned or state that
it is to continue at a time and place to be fixed by the directors; and
 - 36.4.2. Have regard to any directions as to the time and place of any
adjournment which have been given by the meeting;
- 36.5. If the continuation of an adjourned meeting is to take place more than 14 days
after it was adjourned, the Club must give at least seven clear days' notice of it
(that is, excluding the day of the adjourned meeting and the day on which the
notice is given):
 - 36.5.1. To the same persons to whom notice of the Club's general meetings
is required to be given; and

- 36.5.2. Containing the same information which such notice is required to contain; and
- 36.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting 20 Voting Members present shall be a quorum.

VOTING AT GENERAL MEETINGS

37. Voting: General

- 37.1. Every Voting Member shall be entitled to receive notice of, to attend general meetings, and to cast one vote;
- 37.2. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles; and
- 37.3. In the case of equality of votes, the chairman of the meeting shall have a second or casting vote.

38. Errors and Dispute

- 38.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid; and
- 38.2. Any such objection must be referred to the chairman of the meeting whose decision is final.

39. Poll Votes

- 39.1. A poll on a resolution may be demanded:
 - 39.1.1. In advance of the general meeting where it is to be put to the vote; or
 - 39.1.2. 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;
- 39.2. A poll may be demanded by:
 - 39.3. The chairman of the meeting;
 - 39.4. The Board; or
 - 39.5. Five or more Voting Members present in person or proxy;
- 39.6. A demand for a poll may be withdrawn if:
 - 39.6.1. The poll has not yet been taken; and
 - 39.6.2. The chairman of the meeting consents to the withdrawal;

- 39.7. Polls shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and 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;
- 39.8. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 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 demand is made 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; and
- 39.9. 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 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

40. Content of Proxy Notices

- 40.1. Proxies may only validly be appointed by a notice in writing (proxy notice) which:
 - 40.1.1. States the name and address of the member appointing the proxy;
 - 40.1.2. Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 40.1.3. Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 40.1.4. Is delivered to the Club in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate;
- 40.2. The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes;
- 40.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions; and
- 40.4. Unless a proxy notice indicates otherwise, it must be treated as:
 - 40.4.1. Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

- 40.4.2. Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

41. Delivery of Proxy Notices

- 41.1. A person who is entitled to attend, speak, or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person;
- 41.2. As appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given;
- 41.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates; and
- 41.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

42. Amendments to Resolutions

- 42.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 42.1.1. Notice of the proposed amendment is given to the Club in writing by a person 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
 - 42.1.2. The proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution;
- 42.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 42.2.1. The chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 42.2.2. The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution;
- 42.3. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon; and
- 42.4. 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

43. Means of Communication to be Used

- 43.1. Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied in any way in which the 2006 Act provides for such documents or information to be sent or supplied by or to the Club;
- 43.2. Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notice or documents for the time being; and
- 43.3. A director may agree with the Club that notices or documents sent to that director 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.

44. No Right to Inspect Accounts and Other Records

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

DIRECTOR'S INDEMNITY AND INSURANCE

45. Indemnity

- 45.1. Subject to Article 45.2, a relevant director of the Club or an associated company may be indemnified out of the Club's assets against:
 - 45.1.1. Any liability incurred by that director in connection with any negligence, default, breach of duty, or breach of trust in relation to the Club or an associated company;
 - 45.1.2. Any liability incurred by that director in connection with the activities of the Club or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act; and
 - 45.1.3. Any other liability incurred by that person as a director of the Club or an associated company;
- 45.2. This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law; and

- 45.3. In this Article:
- 45.3.1. Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 45.3.2. A relevant director means any director or former director of the Club or an associated company.

46. Insurance

- 46.1. The Board may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director in respect of any relevant loss; and
- 46.2. In this Article:
- 46.2.1. A relevant director means any director or former director of the Club or an associated company;
 - 46.2.2. A relevant loss means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Club, any associated company or any pension fund or employees' share scheme of the Club or associated company; and
 - 46.2.3. Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

47. Rules

- 47.1. Only the Voting Members in general meeting may from time to time make, vary, and revoke Rules setting out the rights, privileges, and obligations (including subscription obligations) of different categories of member; and
- 47.2. Rules made pursuant to Article 47.1 must, in order to be valid, be compliant with the 2006 Act and these Articles.

48. Dissolution

If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the members of the Club equally, with the exception that Temporary Members under the Rules are not entitled to participate in the winding up or dissolution of the Club.

49. Club Information

- 49.1. The name of the Club is: Leander Club and its address is:
Henley-on-Thames, Oxfordshire, RG9 2LP
- 49.2. The Club's colour is cerise.

THE COMPANIES ACT 2006

**PRIVATE COMPANY LIMITED BY
GUARANTEE**

**ARTICLES OF ASSOCIATION
of
LEANDER CLUB LIMITED**
