
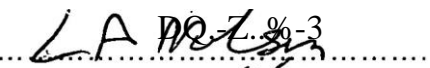



COMPANY NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF WOKINGHAM CANOE
CLUB

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

Name of each subscriber	Authentication by each subscriber
Duncan S Finch	
Louise A Nofson	
Paul C Whener	

Date.....

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
WOKINGHAM CANOE CLUB LTD (THE "CLUB")

PART 1: INTERPRETATION AND LIMITATION OF
LIABILITY

1 DEFINED TERMS

- 1.1 The regulations contained in the Model Articles for Private Companies Limited by Guarantee set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008), shall not apply to the Club.
- 1.2 In these Articles, unless the context requires otherwise

from data provided on a paper filing

Act	means the Companies Act 2006;
AGM	means an annual general meeting of The Club;
Articles	means these articles of association, and Article refers to a particular provision in them;
Associate Member	means a member of The Club who is not a club member, and who therefore neither has voting rights at general meetings nor any other rights to which members of companies are entitled under the Articles or the Companies Acts, and associate membership shall be interpreted accordingly;
Canoeing	means sporting, recreational and other activities carried out in or on a paddle sport craft of any description.
CASC	means a community amateur sports club, as that term is defined by sec 658 Corporation Tax Act 2010;
The Club	means the company regulated by these Articles;
Club Member	means every person who agreed to become a company member of The Club and whose name is entered in The Club's register of members, in accordance with section 112 of the Act, and club membership shall be interpreted accordingly
Club Rules	are the rules which govern the safe operation of activities of The Club. The Club Committee can alter and amend these Rules in accordance with Article 8.9
Companies Acts	means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to The Club;
Constitution	means The Constitution of the Club which is now incorporated within the Articles which are from time to time proposed by The Club Committee and approved by the Members in accordance with Article 28.1 ;
Director	means a director of The Club, and includes any person occupying the position of director, by whatever name called;
Electronic form	has the meaning given in section 1168 of the Act;
Finance Acts	means the Corporation Tax Act 2010, the Finance Act 2012 and any other relevant legislation relating to CASCs;
Member	means all members of The Club, whether club members or associate members, and membership shall be interpreted accordingly

Officers	has the meaning given in appendix 2;
Ordinary resolution	means a resolution passed by a simple majority of the club members;
Secretary	means the company secretary of The Club, if appointed;
Writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.3 In these Articles, unless the context requires otherwise

1.3.1 other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on The Club;

1.3.2 words in the singular shall include the plural and in the plural shall include the singular; and

1.3.3 a reference to one gender shall include a reference to the other genders.

1.4 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it, and any amendment or reenactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.6 A person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality) and that person's personal representatives, successors and permitted assigns.

1.7 Any phrase introduced by the terms including, include, in particular or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2 LIABILITY OF CLUB MEMBERS

2.1 The liability of each club member is limited to E1 .00, being the amount that each club member undertakes to contribute to the assets of The Club in the event of its being wound up while he is a club member or within one year after he ceases to be a club member, for:

2.1.1 payment of The Club's debts and liabilities contracted before he ceases to be a club member;

2.1.2 payment of the costs, charges and expenses of winding up; and

2.1.3 adjustment of the rights of the contributories among themselves.

PART 2: OBJECTIVES & POWERS

3 OBJECTIVES

- 3.1 The object of The Club is to promote participation in and provide facilities for Paddlesport.

4 MEMBERSHIP

- 4.1 Qualification: Any person who supports the objectives of The Club and who undertakes to behave in the best interests of canoeing shall be eligible for membership regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion and other beliefs. However, limitation of membership according to available facilities is allowable, on a nondiscriminatory basis.

4.2 Classes of Membership:

For full list see The Club Rules

- 4.3 Membership: Applicants for membership or renewal shall make written application to the Membership Secretary of The Club on the form provided or through the online system. The committee

may refuse to accept an applicant only for good cause such as conduct or character likely to bring The Club or sport into disrepute. Appeal against refusal of application may be made to the members.

- 4.4 Acceptance: The committee may at its sole discretion, decline to continue the membership, of any person only for good cause such as conduct or character likely to bring The Club or sport into disrepute. Appeal against this decision may be made to the members.

- 4.5 Declaration: Each member, on joining, shall sign the application form having read the following declaration:
"Paddlesport is an assumed risk sport; it is the responsibility of the participant and where appropriate, parent or guardian to make him or herself aware of the risks involved and to take appropriate precautions".

5 JOINING FEE (Adult or family)

- 5.1 Each applicant for membership shall subject to their application being accepted pay a joining fee of an amount to be determined by the members at the Annual General Meeting, herein after referred to as the "AGM".

6 SUBSCRIPTION

- 6.1 The members at the AGM shall determine the rates of subscription and payment shall be due on the anniversary of the date set for renewal of membership and every year thereafter.

- 6.2 If applicants are applying to join The Club at any time between 1st October & 31st January a reduced rate of membership will apply.

7 CESSATION OF MEMBERSHIP

- 7.1 Resignation: Any member may resign giving one-month's clear notice in writing to the Secretary.
- 7.2 Suspension: Any member violating rules or regulations of The Club or being adjudged guilty of unsatisfactory conduct may by resolution of the committee be suspended or expelled. Any member so suspended or expelled may appeal to the members.
- 7.3 Non-Payment: Any member shall be deemed to have resigned from The Club if they have not paid within three months the annual subscription which became due on the appropriate anniversary. They may however re-join at any time that year without payment of any joining fee. Or in the following year?

8 THE CLUB COMMITTEE

- 8.1 General Conduct: The committee is responsible for the general conduct of The Club's business and activities.
- 8.2 The Committee shall consist of fourteen members:
- 1) Chairperson
 - 2) Secretary
 - 3) Treasurer
 - 4) Membership Secretary
 - 5) Public Relations
 - 6) Social & Events Secretary
 - 7) Racing Officer
 - 8) Recreational Officer
 - 9) Session Officer
 - 10) Health and Safety Officer
 - 11) Bosun
 - 12) Trips Organiser
 - 13) Youth Development Leader
 - 14) Welfare Officer
- 8.2.1 The Junior members of The Club may elect a Youth Member who will attend the committee meetings only when they or the committee have relevant items
- 8.2.2 The committee may co-opt other people onto the committee when there is a need for additional help or advice. These co-opted positions will have no voting rights.
- 8.3 All committee members have a vote with the Chairperson only having a casting vote.
- 8.4 Meetings:

8.4.1 The committee shall meet at regular intervals during the year and shall be called by the Secretary on instructions from the Chairperson or by any committee member.

8.4.2

Committee members must attend a minimum of one in three meetings throughout the year. If unable to do so, their committee position may be reallocated or a new member co-opted, at the discretion of the committee

8.4.3 The Club committee meetings will consist of committee, open and special committee meetings.

8.4.1.1 Committee: Will be attended by the committee members. Co-opted Meetings members will attend by invitation of the committee.

8.4.1.2 Open Committee Will be held twice a year (April and September) and will be Meetings: open to all members of The Club. The format of the open committee meetings will reflect the need to involve the exchange of ideas, issues, concerns and future developments of The Club.

8.4.1.3 Special Shall be called by the Secretary on instruction of the Committee Chairperson, or not less than three committee members Meetings:

8.4.1.4 Quorum: There must be a minimum of five committee members for the Committee Meetings and the open committee meetings.

A Special Committee Meeting must have not less than three committee members.

8.5 Nominations:

8.5.1 Nominations to be committee members shall be put forward in the form of a motion under the conditions of paragraph 1 1.2.4.

8.5.2 Youth Member: Will be elected by the junior members of The Club.

8.5.3 Vice The Committee may elect a Vice Chairperson from among

Chairperson: its number if one has not been elected.

8.6 Term of Office:

8.6.1 Committee members, once elected, would stay on the committee for three years without having to stand for re-election. An election would need to occur at the end of a three year term.

8.6.2 Committee members may serve on the committee for as long as they continue to be elected

8.7 Vacant Position:

In the case of a vacant position within the committee, the committee may appoint another eligible person to act until the next AGM.

8.8 Eligibility:

Any member over the age of 18yrs shall be eligible for election to the committee.

8.9 Club Rules:
The Committee will be responsible for the production and maintenance of Club Rules, which are to be accessible to all members. (See appendix 1)

9 DUTIES OF THE COMMITTEE
See appendix 2

10 ACTIVITIES

10.1 The Club will organise various activities of Paddlesport to satisfy the requirements of the membership. (see the club rules for a full description)

10.2 Sub-Committee:
The affairs of each Section may be conducted by a sub-committee of the appropriate number of members. The Leader of such sub-committee will report to the Committee.

10.3 Leader:
The Leader shall be elected by the appropriate Section. The Section or the Committee can review the leader's position at any time throughout the year.

10.4 Nominations:
Sections may nominate other members of the section to serve on the Sub Committee.

10.5 Meetings:

10.5.1 Meetings of the Sub - Committee shall be called by the Section Leader of the Section concerned or on the instruction of 20% of the members of the Section.

10.5.2 Quorum: A quorum shall consist of not less than three Sub Committee members.

10.6 Minutes and Statement of Finances:

The Secretary or Section Leader of each section shall keep minutes of all section meetings with a copy to be forwarded to the Club Secretary. They shall also be responsible for the collection of all monies relating to the Section and shall submit a balance sheet showing the financial state of the Section at the AGM. They shall be prepared at all committee meetings to give a statement of the section's finances.

10.6.1 A record of the section finances is to be presented to the committee meetings

10.7 Rules and Regulations:

Sub - Committees need to abide by The Club rules and regulations,

1 1 GENERAL MEETINGS

1 1.1 The Annual General Meeting (AGM) shall be held in the month of November.
A statement of account will be available at the AGM.

11.1.1 At the AGM Members must:

1 1.1 .2 elect directors to fill the vacancies arising as per Article 17.2; and

11.1.3 appoint an independent examiner or auditors for The Club

1 1.2 An Extraordinary General Meeting (EGM) shall be called on the instructions of the majority of the committee or on a requisition signed by not less than 20% or a minimum of 30 members of The Club (whichever is less)

11.2.1 Notice: Not less than 21 days clear notice shall be given. The notice shall specify the time and business of an AGM or EGM. Notice of the AGM or EGM will be circulated to all members according to the current membership list.

1 1 .2.2 Accidental Omission: Any accidental omission to give notice of a meeting to, or the non-receipt of any notice to a meeting by, any member shall not invalidate the proceedings.

1 1.2.3 Absence of the The Chairperson will preside at any AGM or EGM unless he Chairperson: or she is unable to attend and in this case a Vice Chairperson will be elected by the committee.

1 1.2.4 Nominations: Nominations for Committee positions shall be lodged with the Secretary 14 days before the AGM and will be displayed in The Club premises. All nominations are to have a proposer and a seconder and must be signed by all those named.

11.2.5 Motions: Motions for discussion at the AGM or EGM, which originate outside the committee shall be lodged with the Secretary 14 days before the meeting and are to be seconded by two members entitled to vote. These motions shall be displayed in The Club premises.

11.2.6 Motions from Motions may be accepted from the floor at the AGM or EGM the Floor: at the discretion of the Chairperson.

11.2.7 Voting: At any AGM or EGM a resolution put to the vote of the Meeting shall be decided by a show of hands except when more than one nomination has been received for a position on the Committee in which case voting will be by secret ballot.

11.2.8 Entitlement to Vote: Members are entitled to cast votes in the following way:
Full Members: 1 vote per membership number

Junior Members: 1 vote per membership number, subject to being 16 years or over on the day of the vote

Family Members: 2 votes per Family membership (irrespective of the number of persons being 16 years or over on the day of the vote) AND subject to both members being present at the vote

Student Members: 1 vote per membership number

Associate Members: 1 vote per membership number

Members:

11.2.9 Quorum: At any AGM or EGM not less than 20% of voting members (as detailed in 11.2.8 above) or 30 members of The Club shall constitute a quorum (whichever is less).

1 1.2.10 Absence of a Quorum: If after half-an-hour from the time appointed for the meeting, a quorum is not present, the meeting, if called at the request of the members shall not be dissolved. In any other case the meeting shall be adjourned, until a time and place is fixed by the committee. The time appointed for the adjourned meeting shall not be less than 7 days from the original date. If anyone is not present within half-an-hour from the time appointed for an adjourned meeting, the members present shall be a quorum.

12 LIABILITY

12.1

Personal Liability:

The committee shall manage the affairs of The Club. Financial or legal liability incurred in the rightful exercise of their office shall not be the personal liability of the committee member but shall be the responsibility of The Club as a whole.

1 1.2

Risk:

All members or other persons who attend club activities do so at their own risk and neither The Club or its officers can accept any liability for any loss or injury of any kind sustained at The Club's premises or whilst on club activities.

13 INDEPENDENT EXAMINER

13.1 Every AGM may appoint an Independent Examiner who shall at least once in every year examine the Accounts of The Club and ascertain the correctness of the income and expenditure accounts and balance sheet.

14 DISTRIBUTION OF PROFITS

14.1 In no circumstances can any profit be distributed to members. Any profits earned shall be contributed to a general fund for furthering the objectives of The Club.

15 POWER OF DECISION

- 15.1 Any matter not provided for in these Articles, or any question over the interpretation of it shall be dealt with by the Committee whose decision shall be final.

16 POWERS

16.1 In pursuance of the objectives set out in Article 3.1, the Club has the power to:

- 16.1.1 establish, maintain and conduct a canoeing club;
- 16.1.2 promote and hold, either alone or jointly with any other association, club or persons, meetings, competitions and regattas for the purpose of competitive Boating and to offer, give, or contribute towards prizes, medals, and awards;
- 16.1.3 provide advice or information;
- 16.1.4 co-operate with other bodies;
- 16.1.5 accept gifts and raise funds;
- 16.1.6 borrow money;
- 16.1.7 give security for loans or other obligations;
- 16.1.8 acquire or hire property of any kind;
- 16.1.9 let or dispose of property of any kind;
- 16.1.10 set aside funds for special purposes or as reserves against future expenditure;
- 16.1.11 deposit or invest its funds in any manner;
- 16.1.12 delegate the management of investments to a financial expert
- 16.1.13 insure the property of the Club against any foreseeable risk and take out other insurance policies to protect the Club when required;
- 16.1.14 employ paid or unpaid agents, staff or advisers;
- 16.1.15 enter into contracts to provide services to or on behalf of other bodies;
- 16.1.16 establish or acquire subsidiary companies; and
- 16.1.17 do anything else within the law which promotes or helps to promote the objects set out in Article 3.1.

PART 3: DIRECTORS

17 DIRECTORS

- 17.1 The directors are responsible for the management of The Club's business, for which purpose they may exercise all the powers of The Club.
- 17.2 Directors are elected by the club members at the Annual General Meeting or co-opted by the directors
- 17.3 Directors once elected, would remain in office for three years without having to stand for re-election. An election would need to occur at the end of a three year term
- 17.4 A director's term of office automatically terminates if he or she:
- 17.4.1 ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
 - 17.4.2 is absent without notice from 2 consecutive meetings of the directors and is asked by a majority of the other directors to resign;
 - 17.4.3 is incapable, whether mentally or physically, of managing his/her own affairs;
 - 17.4.4 resigns by written notice to the directors but only if at least two directors will remain in office; or
 - 17.4.5 is removed by the club members.
- 17.4.6 on the death of a Director

18 DIRECTORS' PROCEEDINGS

- 18.1 The directors must hold at least 2 meetings each year.
- 18.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and, unless otherwise fixed, it is two.
- 18.3 A meeting of the directors may be held either in person or by suitable electronic means agreed by the directors in which all participants may communicate with all the other participants.
- 18.4 The Chair will be chosen by the directors present to preside at each meeting.
- 18.5 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all the directors (other than any conflicted director who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
- 18.6 Every director has one vote on each issue and, in case of equality of votes, the chairman of the meeting shall not have a casting vote.

18.7 A procedural defect of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

19.0 DIRECTORS' POWERS

19.1 The Directors will delegate the running of the day to day issues of The Club to the general committee

19.2 The directors may exercise any powers of The Club which are not reserved to the club members.

19.3 The directors will oversee and sign any lease in pursuance of Objective 3.1

19.4 Committees to which the directors delegate any of their 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 directors.

20 DIRECTORS' REMUNERATION AND EXPENSES

20.1 Directors may undertake any services for The Club that the directors decide. Directors are entitled to such remuneration as The Club committee determine for their services to The Club as directors and for any other service which they undertake for The Club.

20.2 The Club may pay any reasonable expenses which the directors properly incur in connection with the discharge of their responsibilities in relation to The Club.

21 CONFLICTS OF INTEREST

21.1 The directors may, authorise any situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of The Club which would, if not authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest.

21.2 Any authorisation under Article 22.1 shall be effective only if:

21.2.1 the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors;

21.2.2 any requirement as to the quorum is met without counting the interested director; and

21.2.3 the matter was agreed to without the interested director voting or would have been agreed to if the interested director's vote had not been counted.

- 21.3 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to The Club for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a conflict of interests which has been authorised by the directors in accordance with these Articles or by the club members in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 21.4 If a proposed decision of the directors 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, unless the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 21.5 Where the number of non-conflicted directors is less than the quorum for the purposes of approving a resolution authorising any situation or transaction constituting a conflict as anticipated by the Companies Acts, the quorum shall be all the disinterested directors.
- 21.6 When all the directors of The Club are conflicted, the directors shall pass the conflict to The Club committee for approval by ordinary resolution.

PART 4: ADMINISTRATIVE ARRANGEMENTS

23 RECORDS AND ACCOUNTS

- 23.1 The directors must comply with the requirements of the Companies Acts as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies of information required by law including:
- 23.1.1 annual returns;
 - 23.1.2 annual reports; and
 - 23.1.3 annual statements of account.
- 23.2 The directors must also keep records of:
- 23.2.1 all proceedings at meetings of the directors;
 - 23.2.2 all resolutions in writing;
 - 23.2.3 all reports of committees; and
 - 23.2.4 all professional advice obtained.

23.3 Accounting records relating to The Club must be made available for inspection by any director and may be made available for inspection by Members who are not directors if the directors so decide.

23.4 A copy of the Club's Articles and Club Rules and latest available statement of account must be supplied on request to any director.

24 INDEMNITY

24.1 Subject to Article 24.2, a director or former director of The Club may be indemnified out of

The Club's assets against:

24.1.1 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

24.1.3 any other liability incurred by that director as an officer of The Club.

24.2 This Article 24 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

27.0 COMMUNICATIONS

27.1 Notices and other documents to be served on members or directors under these Articles or the Companies Acts may be served:

27.1.1 by hand;

27.1.2 by post;

27.1.3 by suitable electronic means; or

27.1.4 through publication in The Club's newsletter or on The Club's website.

27.2 The only address at which a member is entitled to receive notices sent by post is an address in the U.K. shown in the register of members.

27.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

27.3.1 24 hours after being sent by electronic means, posted on the Club's website or delivered by hand to the relevant address;

- 27.3.2 two clear days after being sent by first class post to that address;
- 27.3.3 three clear days after being sent by second class or overseas post to that address;
- 27.3.4 immediately on being handed to the recipient personally; or, if earlier,
- 27.3.5 as soon as the recipient acknowledges actual receipt.

27.4 A technical defect in service of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

28 AMENDING THE ARTICLES

- 28.1 No amendments may be made to these Articles without a majority resolution of the club members or in the case of the Club Rules by The Club committee.
- 28.2 No amendments may be made to these Articles that may jeopardise The Club's status as a CASC without a majority resolution of the club members.

29 PROFITS NOT TO BE DISTRIBUTED

- 29.1 The income and property of the Club shall be applied solely in promoting the objects of
The Club as set out in Article 3.1.
- 29.2 No dividends or bonus may be paid or capital otherwise returned to the members, provided that nothing in these Articles shall prevent any payment in good faith by The Club
of:
 - 29.2.1 reasonable and proper remuneration to any member, officer or servant of The Club for any services rendered to The Club;
 - 29.2.2 interest on money lent by any member of The Club or director at a reasonable and proper rate per annum not above the published base lending rate of a clearing bank to be selected by the directors;
 - 29.2.3 reasonable and proper rent for premises demised or let by any member or

director; or

29.2.4 reasonable out-of-pocket expenses properly incurred by any director.

30 Dissolution

30.1 The Club shall not terminate except by resolution of an AGM or EGM convened for that

purpose.

30.1.1 If The Club is wound up or dissolved and after all its debts and liabilities have been

satisfied there remains any property it shall not be paid to or distributed among the members of The Club, but shall be given or transferred, as the sole discretion of the directors, to:

30.1.2 a charity and/or

30.1.3 some other club that is a registered CASC with purposes similar to those of The Club and/or

30.1.4 the national governing body for the sport of canoeing for use by that organisation for related community sports.

30.2 The Club shall not incur debt in excess of the value of its assets without an external guarantor.

APPENDICES:

1. The Club Rules
2. The Club Committee members' role descriptors