
**ARTICLES OF ASSOCIATION
OF
YARE BOAT CLUB LIMITED**

Company Number: 12359396

Incorporated 11th December 2019

Revisions adopted by Special Resolution on 29th January 2024

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

YARE BOAT CLUB LIMITED

PART 1

details, INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms

1.1 In the Articles, unless the context requires otherwise:

“the 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;

“the Board” means the board of Directors of the Club;

“the Captain”	means the Voting Member from time to time elected as such under Article 22;
“Chairman”	means the Voting Member from time to time elected as such under Article 22;
“the Club”	means Yare Boat Club Limited
“chairman of the meeting”	has the meaning given in Article 12.2 (in respect of a meeting of the Board) or Article 26.3 (in respect of a general meeting);
“Companies Acts”	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Club;
“Director”	means a director of the Club, and includes any person occupying the position of director, by whatever name called, including the Officers;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form”	has the meaning given in Section 1168 of the 2006 Act;
“British Rowing”	means British Rowing Limited;
“Members”	Voting Members and Non-Voting Members;
“Non-Voting Members”	means all members of the Club under the age of 18, together with those aged 18 and over who are Associate members, Social members or Holiday members. Non-Voting Members are not members for the purposes of the Companies Acts.

“ordinary resolution”	has the meaning given in Section 282 of the 2006 Act;
“Officers”	means the Chairman, Captain, Secretary and Treasurer and “Officer” means any of them. It does not include any President or any Vice-Captains.
“participate”	in relation to a meeting of the Board, has the meaning given in Article 10;
“Poll Vote”	a vote taken in accordance with Article 31;
“President”	means the Voting Member from time to time elected as such under Article 22;
“Rules”	means the rules of the Club made by the Board in accordance with Article 5.2;
“Secretary”	means the Voting Member from time to time elected as such under Article 22;
“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;
“Treasurer”	means the Voting Member elected as such from time to time under Article 22;
“Vice Captain”	means a Voting Member appointed as such from time to time under Article 5.8.
“Voting Members”	All individual members of the Club over the age of 17 admitted from time to time into membership pursuant to Article 19 save for those who are Associate members, Social members or Holiday members. Voting Members

are the only members of the Club for the purposes of the Companies Acts;

“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.

- 1.2 Unless the context otherwise requires, other words or expressions contained in the Articles bear the same meaning as in the 2006 Act as in force on the date when the 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 and vice versa. Words importing persons shall include corporations and unincorporated associations.
- 1.4 Any reference to a committee shall include a sub-committee and vice versa.

2. Objects

- 2.1 The objects for which the Club is established are:
 - 2.1.1 to encourage the Members to make the best possible use of the waterways and in particular to encourage rowing and sculling on the River Yare;
 - 2.1.2 promote, encourage the development of, and wider participation in and to further the interest of rowing and sculling;
 - 2.1.3 to acquire and undertake all property and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as the Yare Boat Club and to indemnify their officers, members, and members of any of their committees against all costs, claims, demands, actions and proceedings relating to their assets and undertakings and in respect of all liabilities, obligations and commitments (whether legally binding or not and also in respect of the costs and expenses and outgoings from or attributable to the transfer of their assets and undertakings;
 - 2.1.4 to take such action from time to time as the Board may consider desirable for the benefit of its Members;

- 2.1.5 to support the principle and practice of equity, equality and equality of opportunity, challenge discrimination that is indirect, direct, intentional or unintentional, and to ensure that all people, irrespective of their age, ability, gender, social status, race, ethnic origin, religious belief, disability or sexual preference have a genuine and equal opportunity to participate in rowing and sculling. In furtherance of this object the Club shall support and promote diversity, equality and fairness in its appointments to the Board and other posts and of representation at meetings; and
- 2.1.6 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 2.

3. Powers

- 3.1 The Club shall have the powers to do all such lawful things as are consistent with the furtherance of its objects as set out in Article 2 (“the Powers”).
- 3.2 The Club shall be affiliated to British Rowing.
- 3.3 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.
- 3.4 Nothing in Article 3.3 shall prevent the payment in good faith by the Club:
- 3.4.1 of reasonable and proper out-of-pocket expenses to any Member when representing the Club;
 - 3.4.2 of interest on money lent by a member of the Club at a commercial rate of interest;
 - 3.4.3 of reasonable and proper rent for premises demised or let by any member of the Club;
 - 3.4.4 of other payments as are permitted by the Articles.

4. Liability of Members

- 4.1 Only Voting Members shall be members of the Club for the purposes of s.112 of the Companies Act 2006 and liable to contribute to the assets of the Club in the event of it being wound up.
- 4.2 The liability of each Voting Member is limited to £1, being the amount that each Voting Member undertakes to contribute to the assets of the

Club in the event of its being wound up while the said member is a Voting Member or within one year after he ceases to be a Voting Member for:

- 4.2.1 payment of the Club's debts and liabilities contracted before he ceases to be a Voting 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

BOARD

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' general authority and Members' reserve power

- 5.1 Subject to the Articles, any Rules made pursuant to them, and the Companies Acts, the Board is responsible for the management of the Club's business, for which purpose it may exercise all the powers of the Club.
- 5.2 The Board may, provided that at least 75% of the Directors vote in favour of the relevant resolution, from time to time make, vary or revoke rules relating to the Club including mechanisms and standing orders for the better administration of the Club including (without limitation):
 - 5.2.1 rules setting out the rights, privileges and obligations of the different categories of Member;
 - 5.2.2 rules as to the function, role and operation of sub-committees to assist the Board;
 - 5.2.3 rules setting out disciplinary procedures for Members;
 - 5.2.4 rules for the promotion and organisation of competitions;
 - 5.2.5 safeguarding policies, which shall (inter alia) ensure compliance with the child protection policies and procedures of British Rowing; and
- 5.3 No Rule made by the Club shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.
- 5.4 All Rules, so long as they are in force, shall be binding on all Members.
- 5.5 Rules made pursuant to Article 5.2 must be compliant with the Companies Acts and these Articles in order to be valid. No Rule may be

inconsistent with, or affect or repeal anything contained in the Articles or be in breach of any statutory provision.

- 5.6 The Board shall adopt whatever means they consider sufficient to bring any Rules, alterations and repeals to the notice of the Members.
- 5.7 The Voting Members may, by special resolution, direct the Board to take, or refrain from taking, specified action provided always that no such special resolution shall invalidate anything which the Board has done before the passing of the resolution.
- 5.8 The Board may appoint any number of Voting Members as Vice-Captains of the Club. Unless separately elected as such in accordance with these Articles such a Vice Captain is not a Director.

6. Directors may delegate

- 6.1 Subject to the Articles, the Board may delegate any of the powers which are conferred on it under the Articles to such person or committee, by such means (including by power of attorney), to such an extent, in relation to such matters and on such terms and conditions as it thinks fit.
- 6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.
- 6.3 The Board may revoke any delegation in whole or part, or alter its terms and conditions.
- 6.4 The Board may make rules of procedure for itself and all or any committees.

7. Directors to take decisions collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 8.

8. Decisions

- 8.1 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.
- 8.2 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.
- 8.3 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.

8.4 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.

9. Calling a meeting of the Board

9.1 Any two Directors may call a meeting of the Board by giving notice of the meeting to the other Directors or by directing the Secretary to give such notice.

9.2 Unless all the Directors entitled to attend and vote at a meeting of the Directors agree to shorter notice then at least 7 days' notice must be given, and the notice must indicate:

9.2.1 its proposed date and time;

9.2.2 where it is to take place; and

9.2.3 (if it is anticipated that Directors participating in the meeting will not be in the same place, but not otherwise) how it is proposed that they should communicate with each other during the meeting.

9.3 Notice of a meeting of the Board must be given to each Director, but need not be in writing. A Director who is absent from Great Britain shall be entitled to notice of a meeting if he or she has provided a valid email address.

9.4 Without prejudice to the foregoing, the Board shall meet at such times and at such frequency as they consider fit from time to time. The actual number of meetings shall be determined by the Board.

9.5 A Member of the Club having any business to bring before the Board must send notice of the matter for discussion at the next Board meeting.

10. Participation in meetings of the Board

10.1 Subject to the Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when:

10.1.1 the meeting has been called and takes place in accordance with the Articles, and

10.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

10.2 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.

10.3 If all the Directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11. Quorum for Board Meetings

11.1 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.

11.2 The quorum for meetings of the Board shall be four.

11.3 Subject to Article 11.4, the Board may act notwithstanding any vacancy in their body.

11.4 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to call a general meeting so as to enable the members to appoint additional Directors.

11.5 Subject to Article 11.6, if a question arises at a meeting of the Board 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 conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.

11.6 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 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.

12. Chairing of meetings of the Board

12.1 The Chairman shall chair meetings of the Board.

12.2 If the Chairman is either ineligible to take part in all of a meeting of the Board or is not participating in a meeting of the Board within 10 minutes of the time at which it was due to start, those members of the Board present and participating shall choose one of their number to be chairman of the meeting.

13. Casting vote

If the numbers of votes for and against a proposal are equal, the chairman of the meeting of the Board has a casting vote, but this does not apply if, in accordance with the Articles, the chairman or other Director is not to be

counted as participating in the decision-making process for quorum or voting purposes.

14. Conflicts of interest

14.1 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 save where Article 14.2 applies.

14.2 The prohibition under Article 14.1 shall not apply when:

14.2.1 the Board approves the Director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest; or

14.2.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

14.2.3 the Director's conflict of interest arises from a permitted cause.

14.3 For the purposes of Article 14.2, the following are "permitted causes":

14.3.1 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

14.3.2 subscription, or an agreement to subscribe, for securities of the Club, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

14.4 For the purposes of this Article 14, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.

14.5 Subject to Article 14.6, if a question arises at a meeting of the Board or of a committee of the Board 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.

14.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of the meeting, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairman of the meeting is not to be counted as

16.3 The Directors set out in Article 16.2 may be re-elected in accordance with and to the extent permitted by the Articles.

16.4 All acts carried out in good faith at any meeting of the Board or of any 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.

17. Termination of Director's appointment

17.1 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:

17.1.1 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;

17.1.2 a bankruptcy order is made against that person;

17.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

17.1.4 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;

17.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

17.1.6 unless the Board resolves otherwise, that person shall without sufficient reason for more than three consecutive Committee meetings have been absent without permission of the Board;

17.1.7 that person is requested to resign by all the other members of the Board acting together;

17.1.8 notification is received by the Board from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

PART 3

APPOINTMENTS AND ELECTED POSITIONS

18. Casual Vacancies

A casual vacancy amongst any of the Directors or the Officers shall be filled by the Board provided always that the person appointed by the Board to fill the casual vacancy shall only hold office until the next annual general meeting.

BECOMING AND CEASING TO BE A MEMBER

19. Applications for and conditions of membership

- 19.1 The subscriber to the Memorandum of Association of the Club and the further voting members of the unincorporated association hitherto known as the Yare Boat Club as at the date of the transfer of its assets and activities to the Club shall be the Voting Members of the Club.
- 19.2 No other person shall become a Voting Member of the Club other than a person who has paid all relevant subscriptions and joining fees, completed an application for membership in an appropriate category and such form as is required by the Board, including by acknowledging in writing his obligations under Article 4, and been approved by the Board.
- 19.3 All members as at the date of the adoption of these Articles of the unincorporated association known as the Yare Boat Club who are (Associate members, Social members or Holiday members of the unincorporated association known as the Yare Boat Club shall be Non-Voting Members.
- 19.4 If the Board decline an application for membership for any reason an Officer of the Club shall write to the unsuccessful applicant informing them of the right of appeal under Article 19.5.
- 19.5 An individual whose application for membership has been declined may appeal to a general meeting of the Club by serving written notice of his appeal on the Club (such notice must be received within 14 days of the date of the letter informing the unsuccessful applicant of the right of appeal). Such appeal shall be heard at the next general meeting of the Club (subject to there being sufficient time to include the same in the notice of the general meeting). The unsuccessful applicant shall be entitled to present a statement verbally and/or in writing) to the general meeting;
- 19.6 At such general meeting the decision not to admit the individual as a Member shall be confirmed or overturned by a simple majority vote of those Voting Members attending and voting.

20. Conditions of membership

20.1 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. Membership may be limited on a non-discriminatory basis according to available facilities. All Members shall be subject to the Rules.

20.2 The club may have different classes of membership and subscription on a non-discriminatory and fair basis. The club will keep subscription at levels that will not pose a significant obstacle to people participating. The categories of membership at the date of the adoption of these Articles are:

- Full
- Full - over the age of 65
- Couples
- Holiday
- Student
- Concessionary
- Associate
- Social

20.3 The Members shall pay such subscription fees as shall from time to time be set by a general meeting of the Club. The Board shall have the power to abate the first subscription payable by a new member who joins the Club after 1st May.

21. Termination of Membership

21.1 A Member may withdraw from Membership of the Club by giving notice in accordance with the Rules. Membership shall not be transferable in any event and shall cease immediately on death, or any other circumstance prescribed in the Rules or on the failure of the Member to comply or to continue to comply with any condition of Membership set out in the Articles or the Rules.

21.2 A Member may be expelled as a Member through the following process:

21.2.1 the Board resolves by a simple majority of all of the Directors (not just a majority of those attending and voting but excluding any Directors conflicted from voting) that such expulsion is in the interests of the Club. The Club Board may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the Club into disrepute;

- 21.2.2 notice of such resolution shall be served on the affected Member. Such notice shall stipulate a date (which shall be not less than seven days after the deemed date of receipt of such notice) by which notice of appeal must be received by the Club failing which the affected Member shall be expelled on such date;
- 21.2.3 if a notice of appeal is received then a meeting of the Board shall be convened (on not less than 14 days' notice to each Director and the affected Member) at which meeting the affected Member shall be entitled to present a statement in his defence (verbally and/or in writing);
- 21.2.4 at such meeting and following consideration of such statement (if any) the Board shall vote (by a simple majority of those attending and voting) on whether to uphold its earlier decision to expel. Such decision shall be notified to the affected Member at such meeting (assuming he is at the meeting) or by notice in writing (if it is not represented at the meeting). Should the Board uphold its decision then the affected Member shall (subject to Article 21.2.5) be expelled with immediate effect;
- 21.2.5 the affected Member may appeal to a general meeting of the Club by serving written notice of his appeal on the Club (such notice must be received within seven days of the date of expulsion). Such appeal shall be heard at the next general meeting of the Club (subject to there being sufficient time to include the same in the notice of the general meeting). The affected Member shall be entitled to present a statement in his defence (verbally and/or in writing) to the general meeting;
- 21.2.6 at such general meeting the expulsion shall be confirmed or overturned by a simple majority vote of those Voting Members attending and voting. Should the expulsion be overturned then the affected Member shall be reinstated with immediate effect.
- 21.3 Any Member whose annual subscription fee is still in arrears more than one calendar month after having been given written notice of default shall be deemed to have resigned as a Member unless the Board otherwise decides.
- 21.4 Any person ceasing to be a Member forfeits all rights in relation to and claims on the Club, its property and funds and has no right to the return of any part of his subscription fees.

ORGANISATION OF GENERAL MEETINGS

22. Annual General Meetings

- 22.1 The Club shall hold a general meeting in the first quarter of every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.
- 22.2 The annual general meeting shall be held for the following purposes:
- 22.2.1 to receive from the Board the Club's financial statements;
 - 22.2.2 to receive from the Secretary a report of the activities of the Club since the previous annual general meeting;
 - 22.2.3 as and when appropriate to elect the Officers and other Directors;
 - 22.2.4 (at the nomination or request of the Board, but not otherwise) to appoint or remove as an honorary post, and not as a Director, the President; and
 - 22.2.5 to transact such other business as may be brought before it by (1) the Board, or (2) by a Voting Member under Article 23.4.
- 22.3 All general meetings, other than annual general meetings, shall be called general meetings.

23. Calling general meetings

- 23.1 The Board may call general meetings and, on the requisition of not less than six Voting Members, shall forthwith proceed to convene a general meeting for a date not later than 30 days after receipt of the requisition. Such requisition must state the object of the meeting and include one or more resolutions to be put to the meeting. If there are not within the United Kingdom sufficient Directors to call a general meeting, the Secretary or any Director may call a general meeting.
- 23.2 At least 14 clear days' notice in writing of every general meeting shall be given to such persons as are under the Articles or under the 2006 Act entitled to receive such notices from the Club.
- 23.3 The notice shall specify the place, the day and the hour of the meeting and in the case of special business, the general nature of the business. All business transacted at a general meeting, and all that is transacted at an annual general meeting, with the exception of the business set out in Article 22.2, shall be deemed special business.

- 23.4 A Voting Member may propose a resolution (or resolutions) to be considered at a general meeting, including a resolution for the appointment of one or more Officers and/or Directors. Such proposed resolutions must be seconded by another Voting Member and made in writing addressed to the Secretary and be received not less than 10 days before the general meeting at which it is to be proposed.
- 23.5 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any proceedings of, or resolution passed at, any meeting.

24. Attendance and speaking at general meetings

- 24.1 Each Voting Member shall be entitled to attend and to speak at a general meeting.
- 24.2 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 24.3 A person is able to exercise the right to vote at a general meeting when:
- 24.3.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 24.3.2 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.
- 24.4 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.

25. Quorum for general meetings

- 25.1 Ten Voting Members entitled to attend and vote present in person shall be a quorum.
- 25.2 No business other than the appointment of a chairman of the meeting (if necessary) is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

26. Chairing general meetings

- 26.1 The Chairman shall chair general meetings if present and willing to do so.

26.2 If the Chairman is not willing to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

26.2.1 the Directors present, or

26.2.2 (if no Directors are present), the meeting, must appoint an Officer or a Voting Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

26.3 The person chairing a meeting in accordance with this Article is referred to as “the chairman of the meeting”.

27. Attendance and speaking by Non-Voting Members

27.1 The chairman of the meeting may permit other persons who are not Voting Members of the Club to attend and speak (but not vote) at a general meeting.

28. Adjournment

28.1 If within half an hour of the time at which the meeting was due to start the persons attending a general meeting do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

28.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

28.2.1 the meeting consents to an adjournment, or

28.2.2 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.

28.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

28.4 When adjourning a general meeting, the chairman of the meeting must:

28.4.1 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

28.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

28.5 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:

28.5.1 to the same persons to whom notice of the Club's general meetings is required to be given, and

28.5.2 containing the same information which such notice is required to contain.

28.6 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.

VOTING AT GENERAL MEETINGS

29. Voting: general

29.1 Every Voting Member shall be entitled to cast one vote. Proxy voting is not permitted.

29.2 Scrutineers may be appointed to assist in determining the outcome of any vote.

29.3 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a poll is demanded in accordance with the Articles.

29.4 In the case of an equality of votes the Chairman shall have a casting vote.

29.5 Unless a poll is demanded, a declaration by the Chairman 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.

29.6 A resolution may be put to the vote of the Voting Members by way of written resolution in accordance with the provisions of the Companies Acts.

30. Errors and disputes

30.1 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. Any such objection must be referred to the chairman of the meeting whose decision is final.

30.2 If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

31. Poll votes

31.1 A poll on a resolution may be demanded:

31.1.1 in advance of the general meeting where it is to be put to the vote,
or

31.1.2 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.

31.2 A poll may be demanded by:

31.2.1 the chairman of the meeting;

31.2.2 the Board; or

31.2.3 two or more Voting Members having the right to vote on the resolution.

31.3 A demand for a poll may be withdrawn if:

31.3.1 the poll has not yet been taken, and

31.3.2 the chairman of the meeting consents to the withdrawal.

31.4 Polls shall be taken immediately and in such manner as the chairman of the meeting directs.

32. Amendments to resolutions

32.1 An ordinary resolution to be proposed at a general meeting may be amended if:

32.1.1 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 7 days before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

- 32.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 32.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 32.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 32.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 32.3 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.
- 32.4 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

33. Means of communication to be used

- 33.1 Subject to the Articles, any notice or document to be sent or supplied by or to the Club under the Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Club.
- 33.2 The applicable address shall be:
- 33.2.1 in the case of a Voting Member at its registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Club by the Voting Member; and
- 33.2.2 in the case of a Non-Voting Member, at his last known address or by giving notice using electronic communications to an address for the time being notified to the Club by the Non-Voting Member
- 33.3 Subject to the 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 notices or documents for the time being.

33.4 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given when it was sent.

34. No right to inspect accounts and other records

Except as provided by law or authorised by the Board or an 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

35. Dissolution

35.1 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 (as is determined by a simple majority of the Voting Members) either be:

35.1.1 paid to any registered CASC or registered charity, promoting rowing and/or sculling or related community sports, in the county of Norfolk ;

35.1.2 paid over to British Rowing.