

ARTICLES of ASSOCIATION of SOUTH WALES GLIDING CLUB LIMITED

A Private Company Limited by Guarantee and not having a Share Capital.

→ Company No: 00729805

January 2020

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

In the articles, unless the context requires otherwise:

"Articles"	means the Company's Articles of Association;
"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;
"Chairman"	has the meaning given in article 15;
"Chairman of the meeting"	has the meaning given in article 40;
"Clear days"	in relation to the period of notice means a period excluding: the day when the notice is given or deemed to be given; and the day for which it is given or on which it is to take effect;
"Company"	means The South Wales Gliding Club Limited (SWGC)
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006 or later), in so far as they apply to the Company;
"Director"	means a Director of the Company, 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;
"Electronic form"	has the meaning given in section 1168 of the Companies Act 2006;
"Live meeting"	A meeting where participants can be physically present or present via other means such as video conferencing or telephone where they are able to interact with all other participants in attendance.
"Member"	means a current Member of the Company;
"Officers"	includes the Directors and the Secretary;
"Ordinary resolution"	has the meaning given in section 282 of the Companies Act 2006;
"Participate"	in relation to a Directors' meeting, has the meaning given in article 13;
"Proxy notice"	has the meaning given in article 46;
"Rules and Regulations"	Such Rules and Regulations as are adopted from time to time by the Company and its Members in accordance with these Articles
"Secretary"	means any person appointed to perform the duties of the Company Secretary;
"Special resolution"	has the meaning given in section 283 of the Companies Act 2006;
"Subsidiary"	has the meaning given in section 1159 of the Companies Act 2006; and
"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.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Words importing persons shall include corporations and unincorporated associations.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these articles become binding on the Company.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. Name and Registered Office

2.1 The name of the Company is The South Wales Gliding Club Limited (SWGC).

2.2 The registered office of the Company is to be in England and Wales.

3. Purpose and Objects

3.1 The purposes of the Company are to provide facilities for and to promote participation in the amateur sport of gliding, soaring and power flying.

3.2 The objects for which the Company is established are:

- (a) to provide facilities for flying;
- (b) to provide: education and instruction in the skill of flying, information, assistance, advice along with support to Members;
- (c) to organise and subscribe to and assist expeditions, tours and excursions with gliders and aircraft for Members;
- (d) to provide social facilities for Members;
- (e) to provide assistance with maintenance of aircraft and Member's equipment connected to the Company.

4. Powers

4.1 The Company has power to do anything which is calculated to further its Purpose and Objects or is conducive or incidental to doing so. Without limiting the foregoing, the Company has power:

- (a) to acquire and operate suitable equipment and property including gliders and aircraft of all kinds, aerodromes, landing grounds, buildings and similar facilities;
- (b) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or structures necessary or convenient for the work of the Company;
- (c) to affiliate to and carry out functions delegated to it by relevant bodies;
- (d) to develop and nurture relationships between the Company, other recreational and sporting aviation organisations and relevant national and local government bodies and non-governmental organisations;
- (e) to develop and implement strategies for the promotion, marketing and development of the Company and the sport of flying;
- (f) to make and vary Rules and Regulations for Members;
- (g) to organise or subscribe to and assist competitions relative to gliders and aircraft and to offer prizes at such competitions or otherwise as may be thought fit;

- (h) to establish and promote or to subscribe to or otherwise assist, clubs, institutions or associations, whether incorporated or not, having for their objects the dissemination or provision of information or facilities relative to gliders and aircraft or their use or otherwise in any manner calculated to advance the interests of or to promote the convenience of owners or users of gliders and aircraft;
 - (i)
 - (i) to raise funds;
 - (ii) to open, hold, administer and close bank or building society accounts, may be thought fit;
 - (iii) to deposit or invest funds;
 - (iv) to appoint any trustees or agents to hold, administer and manage on behalf of the Company all or any part of the property and assets of the Company, on such terms as to remuneration or otherwise as may be thought fit;
 - (v) to borrow money for the purposes of the Company on such terms and on such security as may be thought fit;
 - (vi) to sell, let, mortgage or dispose of all or any of the property or assets of the Company as may be thought expedient;
 - (vii) to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects; to undertake and execute charitable trusts for the benefit of the sport;
 - (viii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments;
 - (j) to employ and remunerate such staff as are necessary for carrying out the work of the Company,
 - (k) to provide indemnity insurance for the Directors
 - (l) generally to subscribe or guarantee money or make gifts for charitable purposes in any way connected with the objects of the Company or for purposes serving its objects;
 - (m) to enter into any arrangements with any Government or Authority, supreme, municipal, local or otherwise, that may seem conducive to any of the objects of the Company, or the interests of its Members, and to obtain from any such Government or Authority, any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - (n) to do all or any of the above things by or through agents or otherwise, and either alone or in conjunction with others; and
 - (o) to do all such other things as shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the Purpose and Objects stated in Article 3 where the Company has broad authority.
- 4.2 The income and property of the Company shall be applied solely towards the promotion of its Purpose and 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 Company.
- 4.3 Nothing in Articles 4.1 and 4.2 shall prevent the payment in good faith by the Company:
- (a) to any Director, committee or sub-committee member of reasonable and proper out-of-pocket expenses in accordance with Article 24;
 - (b) of interest on money lent by a member of the Company or its Directors at a commercial rate of interest;

- (c) of reasonable and proper rent for premises demised or let to the Company by any Member of the Company or by any Director;
- (d) of 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 Company;
- (e) other payments as are permitted by these Articles and the Rules and Regulations

5. Liability of Members

The liability of each Member is limited to £10, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a Member,
- (b) payment of the costs, charges and expenses of winding up.

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

- 6.1 Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company including any financial commitment or to buy or sell assets of the Company not exceeding £50,000 (fifty thousand British pounds) in value.
- 6.2 The Directors' discretionary borrowing powers shall be limited to £10,000 (ten thousand pounds). Borrowings in excess of their discretionary limit shall require the approval of the members at general meeting as defined in Article 7.
- 6.3 The Directors may not charge, mortgage or in any other way cede or grant a Lien on any and all of the club's fixed assets as security for any loan or other financial instrument or other purpose without the express prior consent of the Members by Special Resolution. In this context "Fixed Assets" are defined as the hangars, club house, airfield, fixed installations thereon and land enclosed within the boundary of the club.

7. Members' reserve power

- 7.1 The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.
- 7.2 No such Special Resolution invalidates anything which the Directors have done before the passing of the Resolution.
- 7.3 Members may by Ordinary Resolution require the Directors to undertake a financial commitment to buy or sell assets of the Company for a value in excess of those as defined in Article 6.

8. Directors may delegate

- 8.1 The Directors may delegate any of the powers which are conferred on them under the Articles:
- (a) to such Member or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
- as they think fit.
- 8.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any Member to whom they are delegated.
- 8.3 The Directors may at any time revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

- 9.1 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.
- 9.2 The Directors may make Rules and Regulations of procedure for all or any committees, which prevail over Rules and Regulations derived from the Articles if they are not consistent with them.
- 9.3 The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be three or one half of the total number of sub-committee members, whichever is the greater

DECISION-MAKING BY DIRECTORS

10. Directors to take decisions collectively

The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a live meeting or a decision taken in accordance with Article 11.

- (a) A "live meeting" is defined as the Directors being either physically in attendance or remotely joining a virtual meeting by electronic means or whatever technology is available such that they can fully interact in the meeting discussion.

11. Decisions at non live meetings

- 11.1 A decision of the Directors is taken in accordance with this Article when a majority of eligible Directors indicate to each other by any means that they share a common view on a matter.
- 11.2 Such a decision may take the form of a resolution in writing, copies of which have been sent to each eligible Director in writing.
- 11.3 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 Directors' meeting.

- 11.4 A decision will be rejected if a single director vetoes a decision by the majority within a period as defined within the resolution circulated for decision. A vetoed resolution must then be taken to a live meeting for decision.

12. Calling a directors' meeting

- 12.1 The Directors may meet together for the dispatch of business, adjourn and otherwise *regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year.*
- 12.2 The Committee shall report on their activities to the Members at the annual general meeting.
- 12.3 Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors or, where applicable by directing the Company Secretary to give such notice.
- 12.4 Notice of any meeting of the Directors must indicate:
- (a) its proposed date and time and items on the Agenda
 - (b) where it is to take place; and
 - (c) if it is anticipated 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.
- 12.5 Notice of at least 14 clear days, or less if unanimously agreed, for a meeting of the Directors must be given to each Director, but need not be in writing. A Director who is absent from the United Kingdom shall be entitled to notice of a meeting if he has provided a valid email address.

13. Participation in Directors' meetings

- 13.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 13.3 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.
- 13.4 Treasurer must be informed of financial business transacted in his absence.

14. Quorum for directors' meetings

- 14.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 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 six, and unless otherwise fixed it is six.
- 14.3 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:
- (a) to appoint further Directors, or
 - (b) to call a general meeting so as to enable the members to appoint further Directors.

15. Chairing of Directors' meetings

- 15.1 The Chairman shall be Chairman of the Directors. The Chairman shall preside as Chairman at all meetings of the Directors at which he is present.
- 15.2 If at any meeting the Chairman is not present within fifteen minutes after the time *appointed for holding the meeting or he is not willing to preside*, the Directors present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is known as the chairman of the meeting.

16. Casting vote

- 16.1 If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting has a casting vote.
- 16.2 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.

17. Conflicts of interest

- 17.1 A Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Company or in any transaction or arrangement with the Company which has not previously been declared. Subject to Article 17.3, a Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest)
- 17.2 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company 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.
- 17.3 But if paragraph 17.4 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 17.4 This paragraph applies when:
 - (a) the Company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
 - (b) the Director's interest cannot reasonably be regarded as likely to give rise to a meaningful conflict of interest; or
 - (c) the Director's conflict of interest arises from a permitted cause.
- 17.5 For the purposes of this Article, the following are 'permitted causes':
 - (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company;
 - (b) subscription, or an agreement to subscribe, for securities of the Company or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

- (c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company which do not provide special benefits for Directors or former Directors.
- 17.6 For the purposes of this Article 17, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 17.7 If a question arises at a meeting of Directors or of a 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 whose ruling in relation to any Director other than the Chairman is to be final and conclusive.
- 17.8 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.

18. Records of decisions to be kept

- 18.1 The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Directors and of every unanimous or majority decision taken by the Directors (and all sub-committees) and by the Company at a general meeting
- 18.2 Any such records, if purporting to be signed by the Chairman of the meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

19. Directors' discretion to make further Rules and Regulations

- 19.1 Subject to the Articles, the Directors may make any rule or regulation which they think fit about how they take decisions, and about how such rules and regulations are to be recorded or communicated to Directors and / or Members.
- 19.2 Subject to Article 60, the Directors (or any sub-committee to whom it delegates its powers) shall have the power to make, vary and revoke rules and regulations for the better administration of the Company including (without limitation):
 - (a) setting out different categories of membership of the Company;
 - (b) setting out rights, privileges and obligations of the different categories of Member;
 - (c) setting the levels of subscriptions and / or entrance fees to be paid by the different categories of Member;
 - (d) for the appointment of committees to assist the Directors in the better administration of the Company.
 - (e) terms of reference as to the function, role and operation of committees to assist the Directors in the better administration of the Company;
 - (f) regulations setting out disciplinary and appeal procedures for Members;
 - (g) child protection policies;
 - (h) equity and equality policies; and
 - (i) such other regulations or policies as the Directors think fit.

- 19.3 Rules and regulations made under Articles 19.1, 19.2 and 59 must be compliant with the *Companies Acts as amended and these Articles in order to be valid.*

APPOINTMENT OF DIRECTORS

20. Directors of the Company

20.1

- (a) A Director must be a natural person compliant with requirements as defined in the Companies Acts and a Full Member of the club.
- (b) No one may be appointed as a Director if he would be disqualified from acting under the provisions of Article 22

- 20.2 The number of Directors shall be not less than six and shall be subject to a maximum of twelve.

- 20.3 The Directors shall be:

- (a) the Chairman;
- (b) the Treasurer;
- (c) the Secretary
- (d) the Chief Flying Instructor [CFI] appointed in accordance with the club's rules and regulations.
- (e) up to six Directors, or such lower number as the Directors shall from time to time decide; and
- (f) up to two other persons as the Directors may from time to time in their sole discretion co-opt to the meetings of Directors until the next annual general meeting, 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 be entitled to vote at the meetings of the Directors.
- (g) Co-opted Directors must stand down at the next annual general meeting but can stand for election by the Members beyond their initial term in accordance with Article 21 and Article 30.

- 20.4 All acts carried out in good faith at any meeting of the Directors or of any sub-committee, or by any Member 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 Member be as valid as if every such person had been duly appointed or had duly continued in office.

21. Directors (Other than Chairman, Treasurer and Secretary)

Each Director so elected shall hold office until the annual general meeting following a two year term of office after his election but shall be eligible for re-election in accordance with these Articles. The election for the office of Directors shall be conducted in accordance with Article 30.

22. Termination of Director's appointment

- 22.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a Member ceases to be a Director as soon as:

- (a) that Member ceases to be a Director by virtue of any provision of the Companies Acts or is prohibited from being a Director by law;
 - (b) a bankruptcy order is made against that Member;
 - (c) a composition is made with that Member's creditors generally in satisfaction of that person's debts;
 - (d) a registered medical practitioner who is treating that Member gives a written opinion to the Company stating that that Member has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - (e) unless the Directors resolve otherwise, that Member shall without sufficient reason for more than three consecutive Director's meetings have been absent without permission of the Directors;
 - (f) a majority of the Members at a general meeting pass a resolution removing that Member;
 - (g) that Member is requested to resign by all other Directors acting together;
 - (h) when his term of office expires and he is not re-elected;
 - (i) that Member ceases to be a Member; or notification is received by the Company from that Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 22.2 A Member serving as Chairman, Treasurer or Secretary who is removed from office as a Director for whatever reason shall be deemed to have resigned from his position as Chairman, Treasurer or Secretary and the vacancy shall be filled in accordance with these Articles.

23. Directors' remuneration – not used

24. Directors' expenses

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

- (a) meetings of Directors or committees of Directors,
 - (b) general meetings,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

25. President - Not used

26. Chairman

- 26.1 At the annual general meeting following a two year term of office the Chairman shall retire but shall be eligible for re-election in accordance with these Articles. The election of the Chairman shall be in accordance with Article 30. A Member so elected shall hold office until the annual general meeting following a two year term of office after his election but shall be eligible for re-election in accordance with these Articles.
- 26.2 The Chairman shall be a Director by virtue of his office and shall have such rights and privileges as the Company in general meeting shall from time to time prescribe.
- 26.3 The office of Chairman shall be vacated with immediate effect if the person appointed as Chairman ceases to be a Director of the Company.

27. Vice Chairman - Not used

28. Treasurer

- 28.1 At the annual general meeting following a two year term of office the Treasurer shall retire but shall be eligible for re-election in accordance with these Articles. The election of the Treasurer shall be in accordance with Article 30. A Member so elected shall hold office until the annual general meeting following a two year term of office after his election but shall be eligible for re-election in accordance with these Articles.
- 28.2 The Treasurer shall be a Director by virtue of his office and shall have such rights and privileges as the Company in general meeting shall from time to time prescribe.
- 28.3 The office of Treasurer shall be vacated with immediate effect if the person appointed as Treasurer ceases to be a Director of the Company.

29. Secretary

- 29.1 At the annual general meeting following a two year term of office the Secretary shall retire but shall be eligible for re-election in accordance with these Articles. The election of the Secretary shall be in accordance with Article 30. A Member so elected shall hold office until the annual general meeting following a two year term of office after his election but shall be eligible for re-election in accordance with these Articles.
- 29.2 The Secretary shall be a Director by virtue of his office and shall have such rights and privileges as the Company in general meeting shall from time to time prescribe.
- 29.3 The office of Secretary shall be vacated with immediate effect if the person appointed as Secretary ceases to be a Director of the Company.
- 29.4 The Secretary also shall be the Company Secretary for the purposes of the Act.

30. Elections

- 30.1 Any voting Full Member may nominate another Full Member to be a Director. Any nomination must be made on the form prescribed from time to time by the Directors and signed by the nominee. Any nomination must be seconded by another voting Full Member. Full Members may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than such date as the Directors shall prescribe each year.
- 30.2 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 unless at that meeting a Full Member requests a vote in relation to such candidates. Such candidate shall not be elected to post if not approved by such vote. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting. The results of any such election must be announced by the Chairman of the meeting.

31. Casual Vacancies

A casual vacancy arising among the offices of a Director, may be filled by the Directors provided always that the Member 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.

PART 3

MEMBERS BECOMING AND CEASING TO BE A MEMBER

32. Types of membership

- 32.1 Subject to Article 34.3, the Directors may establish classes of membership with different rights and obligations and shall record these rights and obligations as defined in the Company's Rules and Regulations.

33. Applications for membership

- 33.1 Membership of the Company shall be open to anyone interested in the sport on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.
- 33.2 The Company may have different classes of membership and subscription on a non-discriminatory and fair basis. The Company will keep subscriptions at levels that will not pose a significant obstacle to Members participating.
- 33.3 The Directors may refuse membership, or remove it. Appeal against refusal or removal may be made to the Directors as set out under the Company's 'Complaints and Disciplinary Procedures'.

34. Conditions of membership

- 34.1 All members shall be subject to the Rules and Regulations and to the procedures set out in SWGC Operations Manual
- 34.2 The Members shall pay any entrance fees and annual subscription set by the Directors. Any Member whose subscription and/or entrance fee is more than two months in arrears shall be deemed to have resigned his membership of the Company unless the Directors decide otherwise.
- 34.3 Only Members who have paid the annual subscription fees shall be Members of the Company.

35. Termination of membership

- 35.1 A Member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.
- 35.2 Membership is not transferable.
- 35.3 A Member's membership terminates when that Member dies.
- 35.4 Membership of the Company may be withdrawn from any Member, as set out under the Company's 'Complaints and Disciplinary Procedures'

ORGANISATION OF GENERAL MEETINGS

36. Notice of and calling general meetings

- 36.1 General meetings are called on at least 21 clear days' written notice or except where otherwise provided by the Companies Acts.
- 36.2 A general meeting may be called at any time by the Directors or by the Secretary acting on behalf of the Directors or may be called on a written request by at least 10% of the membership to the Directors or as provided by the Companies Acts.
- 36.3 On receipt of a written request made pursuant to Article 36.2, the Secretary must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting or except where otherwise provided by the Companies Acts.

37. Annual general meetings

- 37.1 The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it, provided that so long as the Company 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 calendar year.
- 37.2 The annual general meeting shall be held for the following purposes:
 - (a) to receive from the Directors the Company's accounts;
 - (b) to receive from the Directors a report of the activities of the Company since the previous annual general meeting;
 - (c) to elect the Treasurer, Secretary and the Chairman in accordance with Articles 21, 26.1, 28.1 and 29.1;
 - (d) to elect the Directors in place of those retiring; and
 - (e) to transact such other business as may be included upon the published Agenda.
- 37.3 All general meetings, other than annual general meetings, shall be called general meetings.

38. Attendance and speaking at general meetings

- 38.1 A Member is able to exercise the right to speak at a general meeting when that Member is in a position to communicate to all those attending the meeting any information or opinions which that Member has on the business of the meeting.
- 38.2 A Member is able to exercise the right to vote at a general meeting when:
 - (a) that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that Member'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 Members attending the meeting.
- 38.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 38.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

- 38.5 Two or more Members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at that meeting, they are able to exercise them.

39. Quorum for general meetings

- 39.1 No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the Members attending it do not constitute a quorum.
- 39.2 Ten Members or ten % of the membership, whichever is the greater, present in person or by proxy shall be a quorum.

40. Chairing general meetings

- 40.1 The Chairman shall chair general meetings if present and willing to do so. If the Chairman shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, the Treasurer shall preside. If the Treasurer is also not present or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start:
- (a) the Directors present, or
 - (b) if no Directors are present, the meeting must appoint a Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 40.2 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

41. Attendance and speaking by Directors and non-members

- 41.1 Directors may attend and speak at general meetings.
- 41.2 The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

42. Adjournment

- 42.1 If the Members 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.
- 42.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- (a) the meeting consents to an adjournment, or
 - (b) 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.
- 42.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 42.4 When adjourning a general meeting, the chairman of the meeting must:
- (a) 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

- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 42.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it
 - (a) to the same Members to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 42.6 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 ten Members shall be a quorum.

VOTING AT GENERAL MEETINGS

43. Voting: general

- 43.1 Every voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.
- 43.2 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. Except where otherwise provided by the Companies Acts, every resolution is decided by an appropriate majority as set out in Art 49.2 of votes cast.
- 43.3 In the event of an equality of votes either on a show of hands or a poll, the Chairman is entitled to a casting vote in addition to any other vote he may have
- 43.4 Every voting Member is entitled to send a representative as a proxy to general meetings and each of those representatives shall have a vote, provided that the proxy form has been delivered and executed in accordance with Articles 46 and 47.

44. Errors and disputes

- 44.1 No objection may be raised to the qualification of any Member 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.
- 44.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

45. Poll votes

- 45.1 A poll on a resolution may be demanded:
 - (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) 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.
- 45.2 A poll may be demanded by:
 - (a) the chairman of the meeting;
 - (b) the Directors;
 - (c) two or more Members having the right to vote on the resolution; or

- (d) a Member or Members representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 45.3 A demand for a poll may be withdrawn if:
 - (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- 45.4 Polls shall be taken as the Chairman 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.
- 45.5 A poll demanded on the election of a Chairman 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 thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 45.6 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.

46. Content of proxy notices

- 46.1 Proxies may only validly be appointed by a notice in writing, a "proxy notice", which—
 - (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 46.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 46.3 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.
- 46.4 Unless a proxy notice indicates otherwise, it must be treated as—
 - (a) 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
 - (b) 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.

47. Delivery of proxy notices

- 47.1 A Member 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 Company by or on behalf of that Member.

- 47.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.
- 47.3 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.
- 47.4 If a proxy notice is not executed by the Member appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

48. Amendments to resolutions

- 48.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (a) notice of the proposed amendment is given to the Company in writing by a Member 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
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 48.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 48.3 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.
- 48.4 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.

49. Written Resolution

- 49.1 A resolution in writing agreed by the appropriate majority of Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Member, including in electronic form, and the appropriate majority of Members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 day beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 49.2 In Article 49.1, the "appropriate majority" is:
 - (a) in the case of an ordinary resolution, a simple majority of the members eligible to vote;

- (b) in the case of a special resolution, 75% or more of the members eligible to vote.
- 49.3 The following may not be passed as a written resolution:
- (a) a resolution to remove a Director before his period of office expires; and
 - (b) a resolution to remove an auditor before his period of office expires.

PART 4

ADMINISTRATIVE ARRANGEMENTS

50. Accounts

- 50.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 50.2 The Directors must keep accounting records as required by the Companies Acts.

51. Means of communication to be used

- 51.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Acts provides for documents or information which are authorized or required by any provision of that Act to be sent or supplied by or to the Company.
- 51.2 The applicable address shall be:
- (a) in the case of a voting Member at his registered address or by giving notice using electronic communications to an address for the time being notified to the Company by the voting Member; and
 - (b) in the case of a non-voting Member, at his last known address.
- 51.3 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors 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.
- 51.4 Any voting Member described by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
- 51.5 A Director may agree with the Company 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.

52. Company seals – not used

53. No right to inspect accounts and other records

Except as provided by law or authorized by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

54. Provision for employees on cessation of business - Not used

55. Property and funds

55.1 The property and funds of the Company cannot be used for the direct or indirect private benefit of Members other than as reasonably allowed by the rules (under Article 59) and all surplus income or profits are to be reinvested in the Company. No surpluses or assets will be distributed to Members or third parties

55.2 The Company may provide sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, competition expenses, refreshments and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002 and subsequent legislation.

55.3 The Company may also in connection with the sports purposes of the Company:

- (a) sell and supply food, drink and related sports clothing and equipment;
- (b) employ Members and remunerate them for providing goods and services, on fair terms set by the Directors without the Member concerned being present. Members may only be remunerated for 'playing sport' according to the limits and conditions set out in the CASC rules;
- (c) pay for reasonable hospitality for visiting teams and guests;
- (d) indemnify the Directors and Members acting properly in the course of the running of the Company against any liability incurred in the proper running of the Company, but only to the extent of its assets.

56. Disability discrimination and child protection

The Directors will have due regard to the law on all forms of discrimination and child protection.

DIRECTORS' INDEMNITY AND INSURANCE

57. Indemnity

57.1 Subject to paragraph 57.2, a relevant Director of the Company may be indemnified out of the Company's assets against:

- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company.
- (b) any other liability incurred by that Director as an officer of the Company

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

57.3 In this Article:

a "relevant Director" means any Director or former Director of the Company.

58. Insurance

58.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

58.2 In this Article:

(a) a "relevant Director" means any Director or former Director of the Company.

(b) 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 Company.

59. Rules and Regulations

59.1 The Members in a general meeting may from time to time adopt, make, vary and revoke Rules and Regulations which have been adopted, made, varied or revoked previously by the Directors.

59.2 The creation, variation and revocation of the Rules and Regulations by the Members will be passed by a vote of a simple majority of the Members present and voting at a general meeting.

59.3 Rules and Regulations made pursuant to Articles 19 and 59.1 must be compliant with the Companies Acts and these Articles in order to be valid.

59.4 Interpretation of all the Rules and Regulations must be consistent with the statutory requirements for Community Amateur Sports Clubs (CASCs) as first provided for by the Finance Act 2002.

60. Disputes

If a dispute arises between Members of the Company about the validity or propriety of anything done by the Members of the Company under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

61. Dissolution

61.1 The Members may vote to wind up the Company with a Special Resolution as defined by the Companies Acts if not less than three quarters of those present and voting support that proposal at a properly convened general meeting.

61.2 The Directors will then be responsible for the orderly winding up of the Company's affairs, realising assets as appropriate.

61.3 After settling all liabilities of the Company, the Directors shall dispose of the net assets remaining to one or more of the following:

(a) to another Company with similar sports purposes which is a registered CASC and/or

(b) to another Company with similar sports purposes which is a registered charity and/or

(c) to the Company's governing body for use by them for related community sports.

Source docs:

- *Model_articles_private Company_ltd_by_guarantee (Companies House)*
- *FARDM1-#1665014-v1-SAMPLE_ARTICLES_CCPR (Farrer & Co for S&RA for NGBs)*
- *CASC MODEL CLAUSES.DOC (BWB in relation to CASC Scheme, as approved by HMRC)*
- *CC Articles gd1textc (Charity Commission) HMRC CAS*