

THE COMPANIES ACT, 1948

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COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE
CAPITAL

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SATURDAY



R74SOF5M
RM 28/04/2018 #8
COMPANIES HOUSE

Articles of Association

OF

Retford & Worksop (Chesterfield Canal) Boat Club Limited.

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context,

Words

Meanings

The Act	The Companies Act, 1908.
These presents	These Articles of Association, and the regulations of the Club from time to time in force.
The Club	The above-named Company.
The Committee	The Committee of Management for the time being of the Club.
The Office	The registered office of the Club.
The Seal	The common seal of the Club.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations,

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Club shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Club proposes to be registered is Eleven, but the Committee may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Club, and every member of the Club shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Club is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Club.

6. The annual subscription to the Club shall be determined by the Club from time to time in General Meeting.

GENERAL MEETINGS

7. The Club shall hold a General Meeting in the month of March in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Club holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

9. The Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 Of the Act or by any 30 members. (AGM 14/04/69)

10. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons including the Accountant/Auditor) as are under these presents or under the Act entitled to receive such notices from the Club; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

11. 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 resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Committee and of the Accountant/Auditor, the election of members of the Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Accountant/Auditor.

13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting

proceeds to business. Save as herein otherwise provided ten members personally present shall be a quorum.

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

15. The Chairman (if any) of the Committee shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Committee, or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some member of the Club who shall be present to preside.

16. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands demanded by the Chairman or by at least three members present in person or by proxy, or by member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the

meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

18. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

22. Subject as hereinafter provided, every member shall have one vote.

23. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Club in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting. Only one vote attaches to one subscription.

24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act.

The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"I,
"of
"a member of
"hereby appoint
"of
"and failing him,
"of
"to vote for me and on my behalf at the
"{Annual or Extraordinary, or Adjourned,
"as the case may be} General Meeting of the
"Club to be held on the day of
"and at every adjournment thereof.
"As witness my hand this day of 19 .

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COMMITTEE OF MANAGEMENT

29. Until otherwise determined by a General Meeting, the number of the members of the Committee shall not be more than Fifteen nor less than Five, of which number three shall comprise of Chairman, Secretary and Treasurer. (Amended 11th AGM and 2007 AGM).

30. The first members of the Committee shall be the subscribers to the Memorandum of Association.

31. The Committee may from time to time and at any time appoint any member of the Club as a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

32. No person who is not a member of the Club shall in any circumstances be eligible to hold office as a member of the Committee.

POWERS OF THE COMMITTEE

33. The business of the Club shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Club as they think fit, and may exercise all such powers of the Club, and do on behalf of the Club all such acts as may be exercised and done by the Club, and as are not by statute or by these presents required to be exercised or done by the Club in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Club, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Club in General Meeting, but no regulation made by the Club in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

34. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the

Club, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

35. The Secretary shall be appointed by the Club in General Meeting for such time, not exceeding 2 years (19thAGM) as the Club may think fit, and any Secretary so appointed may be removed by it. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

HONORARY TREASURER

36. The Club at its Annual General Meeting shall elect an Honorary Treasurer to hold office until the second following (19th AGM) Annual General Meeting or until his prior removal, which may be by an Extraordinary General Meeting. The Committee may suspend him from office but shall in that event call an Extraordinary General Meeting forthwith and such suspension shall not operate after such Meeting unless confirmed by it.

HONORARY OFFICERS

37. The Club in General Meeting may elect an Honorary President and up to three (AGM 9/9) Honorary Vice Presidents. The positions may be filled by persons not necessarily Members of the Club and shall have no duties, but they may attend Committee Meetings in a non-voting capacity. The term of office for a Vice-President shall be for a period of three years and may be renewable by election at an AGM. (10th AGM et seq)

THE SEAL

38. The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of at least two members of the Committee and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Club such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

39. The office of a member of the Committee shall be vacated -

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Club.
- (D) If by notice in writing to the Club he resigns his office.
- (E) If he ceases to hold office by reason of any order made under Section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (G) If he or she fails to attend three management meetings without good cause notified to the Committee (1978 AGM)

ROTATION OF MEMBERS OF THE COMMITTEE

40. (A) The five (19th AGM) Committee Members with the longest period of service since last elected shall retire at each Annual General Meeting. In any dispute, or in the event of several members being eligible for retirement then lots shall be drawn to decide who shall retire.

(B) Of the Chairman, Treasurer and Secretary the Officer or Officers with the longest period of service since last elected shall retire at each Annual General Meeting and on the adoption of the resolution the Secretary shall be the first to retire after one year service to allow proper rotation of those Officers. (AGM 7&8)

41. The Club may, at the meeting at which a member of the Committee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

42. No person not being a member of the Committee retiring at the meeting shall, unless recommended by the Committee for election, be eligible for election to membership of the Committee at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such

that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven nor more than forty two intervening days.

43. The Club may from time to time in General Meeting increase or reduce the number of members of the Committee, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

44. In addition and without prejudice to the provisions of section 184 of the Act, the Club may by Extraordinary Resolution remove any member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COMMITTEE

45. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum; Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

46. Three members of the Committee may, and on the request of three members of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting. Four days notice shall be given of every Committee Meeting. The Secretary shall convene at least one meeting per month.

47. The Club at the Annual General Meeting shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Committee at which he shall be present, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time.

appointed for holding the meeting and willing to preside, the members of the Committee present shall choose one of their number to be Chairman of that meeting. The Chairman can be removed from office only by an Extraordinary or Annual General Meeting.

48. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Club for the time being vested in the Committee generally.

49. The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Committee as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee. Members of the Club not on the Committee may be co-opted on to sub-committees by resolution of the Committee. The Chairman may attend and vote at all sub-committee meetings.

50. All acts bona fide done by any meeting of the Committee or of any sub-committee of the Committee, or by any person acting as a member of the Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee.

51. The Committee shall cause proper minutes to be made of all appointments of officers made by the Club and of the proceedings of all meetings of the Club and of the Committee and of sub-committees of the Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

52. A resolution in writing signed by all the members for the time being of the Committee or of

any sub-committee of the Committee who are entitled to receive notice of a meeting of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

ACCOUNTS

53. The Honorary Treasurer acting for and under the Control of the Committee shall cause proper books of account to be kept with respect to -

- (A) all sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Club; and
- (C) the assets and liabilities of the Club.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Club and to explain its transactions.

54. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the members of the Committee.

55. The Committee shall, from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Committee or by the Club in General Meeting.

56. At the Annual General Meeting in every year the Committee shall lay before the Club a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Club) made up to a date not more than two months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the

Committee and the Accountant/Auditor, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158(1)(c) of the Act, be sent to the Accountant/Auditor and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Accountant's/Auditor's report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

AUDIT/PREPARED ACCOUNTS

57. Once at least in every year the accounts of the Club shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified ACCOUNTANT or AUDITOR.

57(a) The accounts shall be prepared for circulation to members before the AGM and for submission to Companies House in accordance with the legislation in effect at the time.

(b) An audit of the accounts shall take place should the members submit a written request to the Directors. Such a request shall be properly signed by at least ten percent of the members registered with the Club and with current membership fees fully paid. Such a request may only be submitted during the financial year in question and up to two calendar months before the end of the financial year.

58. Should a request for an audit be properly received an auditor shall be appointed by special resolution at a general meeting and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Committee being treated as the Directors mentioned in those sections.

NOTICES

59. (a) 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 Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

b) 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.

c) 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.

DISSOLUTION

60. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Club shall have effect as if the provisions thereof were repeated in these Articles.

**Names, Addresses and Descriptions
of Subscribers.**

Witness

Harry Christopher Pierrepont
Spencer
32 Chatsworth Rd. Worksop Notts.
Chartered Auctioneer,

Roy
Whittington
White Swan
Hotel Drake
Holes

John Alexander Lovel Atkinson
19 Priory Place Doncaster
Solicitor

Everton Nr.
Doncaster
Licensee.

Ennice Ena Lenthal
The Beeches, Carlton-in-Lindrick
Nr. Worksop Storekeeper.

Clifford Newell Clarke
3, Tennyson Ave, Thorne
Company Director.

Richard Frederick Atherton
5, Top Street, Bawtry
Works Manager.

John Dudley Gordon Rice
5, Robinson Drive Crabtree Park
Worksop Notts. Mining Engineer.

George Kenneth Pinches
3 Lilly Hall Rd. Maltby Rotherham
Teacher.

Graham Warwick Hough
25 Grange Rd. Bessacarr Doncaster
Stores Foreman.

Charles Eric Eglen
37 Cantley Lane Bessacarr
Doncaster. Local Govt. Officer.

Stephen Robert Brittain
45 Green Arbour Rd. Thurcroft
Rotherham Gents Hairdresser.

Joseph Raymond Stringer
139 Bawtry Rd. Wickersley
Rotherham. TV/Radio Engineer.

DATED this Tenth day of February, 1966,

Roy Whittington