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### **Name of the charity**

1. The company's name is Ealing Swimming Club Limited, which shall comprise ESC Dormers, ESC Acton, ESC Astra, ESC Chiswick, ESC Dolphins, ESC Northolt Phoenix, ESC St. Helen's, the ESC Squad, ESC Swim School, ESC Masters, ESC Crabs Water Polo, ESC D3 Triathlon - together "the Houses and Sections" and in this document is called "the charity". The assets and liabilities of all the Houses and Sections are vested in Ealing Swimming Club as is the management of their operations and activities. The charity's headquarters are at Gurnell Leisure Centre, Ruislip Road East, London W13 0AL as is its registered office.

### Interpretation

2. In the articles:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

"the articles" means the charity's articles of association;

"SE means Swim England"

"the charity" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a 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;

"the Commission" means the Charity Commission for England and Wales

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

"the directors" means the directors of the charity. The directors are charity trustees as defined by section 97 of the Charities Act 1993.

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

"electronic form" has the meaning given in section 1186 of the Companies Act 2006

**"Governing Body" means Swim England as may be rebranded from time to time, or such other replacement National Governing Body for swimming in England including swimming and aquatic clubs in England**

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“the memorandum” means the charity’s memorandum of association”

“officers” include the directors and the secretary (if any) “The seal” means the common seal of the charity if it has one;

“Secretary” means the person appointed to perform the duties of the secretary of the Charity;

“The United Kingdom” means Great Britain and Northern Ireland; and

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

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity

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

### **Liability of members**

3. The liability of members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she, or it ceases to be a member, for:

- (1) payment of the charity’s debts and liabilities incurred before he, she or it ceases to be a member;

- (2) payment of the costs, charges and expenses of winding up; and

- (3)** adjustment of the rights of the contributories among themselves

### **Objects**

4. The charity’s objects (“Objects”) are specifically restricted to the following:
  - (1) The promotion of community participation in healthy recreation for the benefit of the inhabitants of Ealing and its surrounding area, in particular by the provision of facilities for swimming.
  - (2) The preservation of human life by the teaching of swimming, water safety, lifesaving, resuscitation and survival in the water.

### **Powers**

5. A The charity has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the charity has power to:

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- (1) teach swimming to non-swimmers in the community through a discrete Learn-to-Swim programme
- (2) promote the development and practice of swimming, open water swimming, water polo, triathlon and life-saving for its members
- (3) train and develop the teachers of these activities
- (4) stimulate public opinion in favour of the learning and the teaching of swimming as a life skill, important in contributing to general health and well-being within the community served by the charity.
- (5) raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (6) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (7) sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (8) borrow money and charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, amended by the Charities Act 2006.
- (9) co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (10) establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (11) acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (12) set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves:
- (13)(1) employ and remunerate such staff as are necessary for carrying out the work of the charity, including the Operating Board, which will be responsible for the day-to-day running and the specific activities of the charity. Separate terms of reference define the roles and responsibilities of the Operating Board. This Board will be appointed by the directors and will consist of the General Finance Manager and the Head Coach and appointed representatives responsible for managing key sections of the charity as defined in the annual Business Plan. Members will be recommended by the

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General Manager **Operating Board**, approved by the directors and confirmed by the Membership at the Annual General Meeting

(2) Operating Board meetings shall be held monthly (save where the Board itself shall by a simple majority resolve not to meet). The quorum of such meetings shall be such a number as shall represent a simple majority of the Board members.

(3) Decisions of the Board shall be made by a simple majority and in the event of equality of votes ~~the General Manager (or the acting Chairman of that meeting)~~ shall have a casting or additional vote. At each Board meeting, the General Manager **acting chairman** will appoint a member to take minutes.

(4) The Operating Board may from time to time appoint from among their number such sub-committees as they may consider necessary (and to remove (in whole or in part) or vary the terms of reference of such sub-committees) and may delegate to them such of the powers and duties of the Board as the Board may determine. All sub-committees shall periodically report their proceedings to the Operating Board and shall conduct their business in accordance with the directions of the Board.

(5) The Operating Board shall have the sole right of appointing and determining the terms and conditions of service of employees of the charity, subject to the agreement of the directors. The Committee shall have power to enter into contracts for the purposes of the charity on behalf of all the members of the charity.

~~(6) The Operating Board shall maintain an Accident Book in which all accidents to members through swimming related activities shall be recorded. Details of such accidents shall be reported to the SE Office as appropriate. The charity shall make an annual return to SE in the prescribed form. This is the responsibility of the General Manager.~~

(7) The charity may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in the article;

5.B The charity shall furthermore have power to

(1) (a) deposit or invest funds;

(b) employ a professional fund-manager

(c) arrange for the investments or other property of the charity to be held in the name of a nominee;

In the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(2) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

(3) to pay out of the funds of the charity the costs of forming and registering

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the charity both as a company and as a charity;

- 5.C (1) The charity is committed to treat everyone equally within the context of their activity, regardless of sex, ethnic origin, religion, disability or political persuasion.
- (2) The charity shall implement the SE Equal Opportunities Policy.
- (3) The charity shall be affiliated to SE London Region and shall adopt and conform to the rules of such association, and to such other bodies as the charity may determine from time to time.
- (4) The business and affairs of the charity shall at all times be conducted in accordance with the Laws and Technical Rules of Swim England ("SE Laws") and in particular:
- (5) all competing members shall be eligible competitors as defined in SE Laws; and
- (6) the charity shall in accordance SE Laws adopt the SE Child Protection Procedures and shall recognise that the welfare of children is everyone's responsibility and that all children and young people have a right to have fun, be safe and be protected from harm.
- (7) members of the charity shall in accordance with SE Laws comply with the SE Child Protection Procedures. The charity shall appoint a Welfare Officer.

### **5.D Affiliations**

- (1) The Charity is affiliated to the Governing Body).
- (2) In the event that there shall be any conflict between any rule or by-law of the Charity or of the laws relating to charities and companies generally and any of the Governing Body rules then the laws applying to charities and company and the rules of this Charity shall prevail.

### **Application of income and property**

#### **Universal Clauses**

- 6 (1) The income and property of the charity shall be applied solely toward the promotion of the Objects.
- (2) (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity
- (b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993-

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(c) A director may receive an indemnity from the charity in the circumstances specified in article 56.

(3) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving

(a) a benefit from the charity in the capacity of a beneficiary of the charity;

(b) reasonable and proper remuneration for any goods or services supplied to the charity.

### **Directors' benefits**

(4) No director or connected person may buy any goods or services from the charity on terms preferential to those applicable to members of the public; or sell goods, services or any interest in land to the charity or receive remuneration or receive any other financial benefit from the charity. In this article a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(5)(a) in sub-clauses (2) – (4) of this article 6 "charity" shall include any company in which the charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the board of the company;

(5) (b) In sub-clause (4) of this article 6, sub-clause (2) of article 45 and sub-clause (2) of article 46 "connected persons" means:

- (i) a child, parent, grandchild, grandparent, brother or sister of the director
- (ii) the spouse or civil partner of the director or of any person falling within paragraph (i) above;
- (iii) a person carrying on business in partnership with the director or of any person falling within paragraph (i) or (ii) above;
- (iv) an institution which is controlled –
  - (a) by the director or any connected person falling within paragraph (i), (ii) or (iii) above; or
  - (b) by two or more persons falling within subparagraph (i), when taken together
- (v) a body corporate in which –

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(a) the director or any connected person falling within paragraphs (i), to (iii) has a substantial interests; or

(b) two or more persons falling within sub-paragraph (a) who, when taken together, have a substantial interest.

(5) (c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

### **7. Membership**

(1) The subscribers to the memorandum are the first members of the charity.

(2) Membership is open to other individuals and any person who wishes to become a member of the charity or be elected to any post within the charity, or be assigned any responsibility within the charity, must:

(a) submit a signed application to the charity and pay the appropriate membership fee as in article 9 below. In the case of an applicant under the age of 16, the application must be signed by the swimmer's parent or guardian.

(b) election to membership shall be determined by the Operating Board or other person(s) authorised by the directors.

(c) the charity shall not refuse an application for membership on discriminatory grounds, whether in relation to ethnic origin, age, sex, religion, disability, political persuasion or sexual orientation

(3) (a) The Operating Board may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application

(b) The Operating Board or such authorised person(s) must inform the application in writing of the reasons for the refusal within twenty-one days of the decision.

(c) Any person refused membership may seek a review of this decision before a review panel appointed by the directors ("Review Panel") comprised of not less than three members (who may or may not be directors). The panel shall [wherever practicable] include one independent member nominated by the SE London Region. The person refused membership shall be entitled to make representations to the Review Panel. The procedures for review shall be at the discretion of the Review Panel whose decision shall be final and binding

(d) All persons who assist in any way with the charity's activities shall become members of the charity and hence of SE and the relevant SE membership fee shall be paid. Assisting with the charity's activities shall include, but not be restricted to managers, administrators, associate

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members, voluntary instructors teachers and coaches, directors, helpers, Honorary members, life members, officers, patrons, Presidents, technical and non-technical officials, temporary members, Vice Presidents, and verifiers or tutors of SE's educational certificates.

Paid instructors, teachers and coaches who are not members of the charity must be members of a body which accepts that its members are bound by SE's Code of Ethics, the Laws relating to Child Protection and those parts of the Judicial Laws, Judicial Rules and procedures necessary for their implementation and whilst engaged in activities under the jurisdiction of SE shall be subject to all the constraints and privileges of the Judicial Laws and Rules

(4.) Membership is not transferable

(5). The directors must keep a register of names and addresses of the members.

(6) The total membership of the Charity shall not normally be limited. If however the directors consider that there is a good reason to impose any limit from time to time then the Board shall put forward appropriate proposals for consideration at a General Meeting of the Charity. The members shall have the right to impose (and remove) from time to time any limits on total membership (or any category of membership) of the Charity.

(6) The directors may propose any person as an honorary member of the charity for such period as they think fit and such a person shall be entitled to all the privileges of membership except that he or she shall not be entitled to vote at meetings or serve as director unless they shall have retained in addition their ordinary membership of the charity. Such honorary members must be elected at the Annual General Meeting and must thereafter be included in the charity's annual return as to membership.

### 8. Classes of membership

(1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members

(2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership

(3) The rights attached to a class of membership may only be varied if:

(a) Three-quarters of the members of that class consent in writing to the variation, or

(b) A special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.



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4. The provisions in the article about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

### **Subscription and Other Fees**

5.(1) There are three categories of membership namely

- (a) swimming including Triathlon and Waterpolo
- (b) associate members including teachers and parents of swimming members
- (c) lifetime and honorary members who shall be elected at the charity's Annual General Meeting for distinguished service to swimming or to the charity only on the recommendation of the directors .

Categories (a) and (b) shall have full voting rights for members aged 16 and above

(2). The annual members' subscription and training fees (as applicable) shall be determined from time to time by the Operating Board and approved by the directors and the Board shall in so doing make special provision for different classes of membership as it shall determine.

**(3).** The annual Membership fee shall be due on joining the charity and thereafter on the 1<sup>st</sup> day of October each year. Members may be charged in twelve monthly instalments at the Operating Board's discretion. ~~A Membership Card and Rule Book shall be introduced and issued to all subscribed members.~~

(4). Any member whose subscription or training fees are unpaid by the date falling 30 days after the due date for payment may be suspended by the Operating Board from some or all charity activities from a date to be determined by the Operating Board and until such payment is made

(5). The Operating Board shall, from time to time, have the power to determine the annual membership subscription and other fees. This shall include the power to make such increase in the subscription as shall, where the charity pays the individual SE Membership Fees to SE on behalf of members, be consequential upon an increase in individual SE membership fees. Any increase in subscriptions shall be agreed by the directors and then advised to the members in writing with the reasons for any increase to be reported to the members at the next Annual General Meeting.

### **Termination of membership**

9. Membership is terminated if:

- (1) The member dies or

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- (2) The member resigns by written notice to the charity unless, after the resignation, there would be fewer than two members. A member wishing to resign membership must give to the directors (or such person or persons as the directors decide) written notice of his or her resignation. A member's resignation shall only take effect when this (Rule 9.2) has been complied with.
- (3) Any sum due from the member to the charity is not paid in full within three months of its falling due. Where the membership of a member shall be terminated in this way he shall be informed in writing that he is no longer a member by notice handed to him or sent by post to his last known address.
- (4) The member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her membership is terminated. The charity in exercising this power shall comply with the provisions of Rules 9.5 and 9.6 below.
- (5) The charity shall adopt and comply with SE Guidelines for handling Internal Club Disputes ("the Guidelines") as the same may be revised from time to time. The Guidelines are set out as an Appendix to SE Judicial Laws and appear in the SE Handbook. A copy of the current Guidelines may be obtained from the SE Legal Affairs Department.
- (6) A member may not be expelled or be made the subject of any other penalty unless the panel hearing the complaint shall by a two-thirds majority vote in favour of the expulsion of (or other penalty imposed upon) the member.
- (7) The directors (or any person to whom they shall delegate this power) may temporarily suspend or exclude a member from particular training sessions and/or wider charity activities, when in their opinion such action is in the interests of the charity. Where such action is taken the complaint will thereafter be dealt with in accordance with the Guidelines.

### **General meetings**

10. (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation on a date in January or February which shall be fixed by the directors.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
- (3). The purpose of the Annual General Meeting is to transact the following business

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- (a) to receive the directors' report of the activities of the charity during the previous year;
- (b) to receive and consider the accounts of the charity for the previous year and the report on the accounts from the appointed Auditor and the directors' report as to the financial position of the charity;
- (c) to remove and elect the Auditor (who must not be a director or member of the family of a director) or confirm that he or she remain in office;
- (d) to elect directors in accordance with articles 32 - 34
- (e) to decide on any resolution which may be duly submitted in accordance with Rule 12.3.
- (f) The Annual General Meeting of the charity, if it thinks fit, may elect a President and Vice-Presidents. A President or Vice-President need not be a member of SE and on election shall, *ex officio*, be an honorary member of the charity and must be included in the charity's Annual Return of Members to SE.

### **11.** The directors may call a general meeting at any time

#### **Notice of general meetings**

12. (1) The minimum periods of notice required to hold a general meeting of the charity are fourteen clear days whether for an annual general meeting or a general meeting called for the passing of a general resolution or any other general meeting.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.
- (3.) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted including resolutions to be proposed thereat. If the meeting is to be an annual general meeting, the notice must say so and contain details of nominees for appointment as directors as required by article 23 (3) and a copy of the examined accounts. The directors or any person authorised by them may distribute these materials by e-mail, by the charity website or similar form of communication. The notice of the meeting shall in addition wherever possible be displayed on the charity web site and on such notice boards of the charity as exist and must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19
- (4) The notice must be given to all the members and to the directors and auditors.

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13. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity

### **Proceedings at general meetings**

14. (1) No business shall be transacted at any general meeting unless a quorum is present. The quorum for all general meetings shall be twenty members present in person or by proxy and entitled to attend and vote at the meeting or

(2) One tenth of the total membership at the time entitled to attend and vote at the meeting

whichever is the lesser.

(3) The authorised representative of a member organisation shall be counted in the quorum.

15. (1) In the event that a quorum is not present within thirty minutes of the published start time, or during the meeting a quorum ceases to be present, a general meeting shall stand adjourned to the time and date falling seven days after the date of the meeting, or such other date and time as may be determined by the directors in which case seven days clear notice must be given stating the date time and place of the reconvened meeting.

(2) If a quorum is not present at the adjourned meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.

16. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

(2) If there is no such person or he or she is not within present fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

(3) If there is only one director present and willing to act, he or she shall chair the meeting.

(4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

17. (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

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(2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

18. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the results of, the show of hands a poll is demanded:

(a) by the person chairing the meeting; or

(b) by at least two members present in person or by proxy and having the right to vote at the meeting; or

(c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

(2)(a) the declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(b) the result of the vote must be recorded in the minutes of the charity, but the number or proportion of votes cast need not be recorded

(3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

(b) If the demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made

(4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the pool.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

5 (a) a poll demanded on the election of a person to chair the meeting or on the question of adjournment must be taken immediately.

(b) a poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(c) The poll must be taken within thirty days after it have been demanded

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(d) if it is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

### **Content of proxy notices**

19. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –

(a) States the name and address of the members appointing the proxy;

(b) Identifies the person appointed to be that members' proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the members appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to they relate

(2) The charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

(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.

(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 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.

### **Delivery of proxy notices**

19.A (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of the person.

(2). An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(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.

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(4). If a proxy notices is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### Written resolutions

20. (1) a resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote up it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signed its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2). A resolution in writing may comprise several copies to which one or more members have signified their agreement
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### Votes of members

21. Subject to article 8, every member, whether an individual or an organisation shall have one vote. Paid up members who have reached their 16<sup>th</sup> birthday shall be entitled to be heard and to vote on all matters. Members who have not reached their 16<sup>th</sup> birthday shall be entitled to be heard and vote only on those matters determined by the directors as matters concerning juniors.
22. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
23. (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity
- (2) The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.
- (3) Any notice given to the charity will be conclusive evidence the representative is entitled to represent the organisation or that his or her

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authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

### **Directors**

- 24 (1) A director must be a natural person aged 16 years or older.
- (2). No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 36.
25. The number of directors shall be not less than three but (unless determined by ordinary resolution) shall not be subject to any maximum.
26. The first directors shall be those persons notified to Companies House as the first directors of the charity.
27. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

### **Powers of directors**

- 28 (1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3.) Any meeting of the directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

### **Retirement of directors**

- 29 At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director, he or she must retire.
30. (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2). If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

### **Appointment of Directors**



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31. The charity may by ordinary resolution:
- (1). Appoint a person who is willing to act to be a director; and
  - (2). Determine the rotation in which any additional directors are to retire.
32. No person other than a director retiring by rotation may be appointed a director at any general meeting unless:
- (1) he or she is recommended for re-election by the directors; or
  - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
    - (a) is signed by a member entitled to vote at the meeting;
    - (b) states the member's intention to propose the appointment of a person as a director;
    - (c) contains the details, that, if the person were to be appointed, the charity would have to file at Companies House; and
    - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
33. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other a director who is retire by rotation.
34. (1) The directors may appoint a person who is willing to act to be a director.  
(2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.
35. The appointment of a director whether by the charity in general or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

### **Disqualification and removal of directors**

36. A director shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision in the Companies Act ~~1993~~ 2006 or is prohibited by law from being a director;
  - (2) is disqualified from being a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
  - (4) ceases to be a member of the charity

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(5) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs

(6) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect):  
or

(7) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

### **Remuneration of directors**

37. The directors must not be paid any remuneration unless it is authorised by article 6.

### **Proceedings of directors**

38. (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles

(2) any director may call a meeting of the directors

(3) The secretary (if any) must call a meeting of the directors if requested to do so by a director

(4) Questions arising at a meeting shall be decided by a majority of votes.

(5) in the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote

(6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

(7) Meetings of the directors shall be held not less than quarterly (save where they by a simple majority resolve not to meet). The General Manager and the Head Coach will be invited to attend meetings as appropriate.

39. (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. ("Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants).

(2) The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.

(3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

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40. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
41. (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- (12) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- (13) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
42. (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

### **Delegation**

43. (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book
- (2) The directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- (3) The directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

### **Declaration of directors' interests**

44. A director must declare the nature and extent of any interest direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. 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 or her duty to act solely in the interests of the charity and any personal interest (including but limited to any personal financial interest).

### **Conflicts of interest**

45. (1). If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interest where the following conditions apply:

(a) the conflicted director is absent from the part of the meeting at where there is discussion of any arrangement or transaction affecting that other organisation or person.

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying

(2). In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

### **Validity of directors' decisions**

46 (1) Subject to article 46(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

If without:

(d) the vote of that director; and

(e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

(2) Article 46(1) does not permit a director or a connected person to keep any benefit that may be conferred up him or her by a resolution of the

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directors or of a committee of directors if, but for articles 46 (1), the resolution would have been void, or if the director has not complied with article 44.

### Seal

47. If a charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

### Minutes

48. The directors must keep minutes of all:
- (1) Appointments of officers made by the directors;
  - (2) Proceedings at meetings of the charity;
  - (3) Meetings of the directors and committees of directors including:
    - (a) The name of the directors present at the meeting
    - (c) The decisions made at the meetings; and
    - (c) Where appropriate, the reasons for the decision.

### Accounts

49. (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.
- (2) The directors must keep accounting records as required by the Companies Acts.
- (3). All moneys payable to the charity shall be received by the Finance Manager, the Administration Manager or the Treasurer and deposited in a bank account in the name of the charity or one of its Sections. No sum above £500 shall be drawn from such account except by cheque signed or bank transfer authorised by two of the six signatories who shall be the chair of the directors, the Secretary, the General Manager, the Finance Manager, the Treasurer, the Administration Manager or such person or persons as the directors decide. No cheque shall be signed by two members of the same family.
- (4). The financial year of the charity shall be the period commencing on 1st October and ending on 30th September. Any change to the financial year shall require the approval of the members in a General Meeting.

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(5). The charity shall retain for a minimum period of six years all financial records relating to the charity and copies of Minutes of all meetings

(6). The property of the charity, other than cash at the bank, shall be vested in the directors, who shall deal with the property as directed by resolution of the Membership at a General Meeting. An entry in the Minute book shall be conclusive evidence of such a resolution.

### **Annual Report and Return and Register of Charities**

50. (1) The directors must comply with the requirements of the Charities Act 1993 with regard to the:

- (a) transmission of a copy of the statements of account to the Commission;
- (b) preparation of an Annual Report and its transmission to the Commission.

(2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

### **Means of Communication to be used**

51. (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents of information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

(2) 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 being.

52. Any notice to be given to or by any person pursuant to the articles:

- (a) must be in writing; or
- (b) must be given in electronic form.

53. (1) The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's address.

(2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

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54. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
55. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

### **Indemnity**

56. (1) The charity shall indemnify any director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- (2) In this article a "relevant director" means any director or former director of the charity

### **Rules**

57. (1) the directors may from time to time make such reasonable and proper rules or by laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles:

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(e) generally, all such matters as are commonly the subject matter of company rules

(3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

(4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

(5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

### **Dissolution**

58. (1) The members of the charity may at any time before, and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the follow ways:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

(2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:

(a) directly for the Objects; or

(b) by transfer to any charity of charities for purposes similar to the Objects; or

(c) to an charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 58(1) is passed by the members or the directors the nets assets of the charity shall be applied for charitable purposes as directed by the Court of the Commission.