

No: 1525484

Incorporated 30 October 1980

**The Companies Act 2006**

**Company Limited by Guarantee and not having a share capital**

**Articles of Association**

**of**

**British Canoeing**

Amended by a Special Resolution of the Company passed on 13 March 2021

## **Part A – Company Information and Objects**

1. The name of the company (hereinafter called "the Company") is British Canoeing.
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:

### **General**

- 3.1. To act as the UK and English governing body for the sport and recreation of canoeing (including any craft propelled by a paddle in or on which the paddler faces in the direction of travel but excluding craft, such as dragon boats, for which there are already in existence independent national governing bodies recognised by the Sports Councils) in the United Kingdom of Great Britain and Northern Ireland, the Isle of Man and the Channel Islands (which territories are referred to below as the 'United Kingdom') and in those of the British overseas territories (as that expression is defined by the Interpretation Act 1978) which do not have a national Olympic Committee which is recognised by the International Olympic Committee (which territories are referred to below as the "British Overseas Territories"), and as such co-operate with the national canoe associations within the United Kingdom and the British Overseas Territories, as may be appropriate and expedient, and all references to 'canoeing', 'canoe' and 'canoeist' in subsequent paragraphs shall, unless the context otherwise requires, be construed as the corresponding terms for any craft as defined above.
- 3.2. To promote, as far as practicable, consistent policies in matters affecting the administration and development of canoeing in the United Kingdom and the British Overseas Territories and to that end to co-operate with and enter into agreements with the national and area associations to set out the respective roles and functions of the Company and those national and area associations.
- 3.3. To be responsible for the administration and development of canoeing in England (including the Channel Islands and the Isle of Man and the British Overseas Territories).

### **Encouragement and help**

- 3.4. To encourage and help all, especially young people, to promote their health, wellbeing and education, to develop their self-reliance and independence, and to acquire a greater knowledge, enjoyment and care of the countryside through the use of canoes in competitive and recreational activities, especially when carried on in the open air, and including the practice of camping and kindred activities in connection with canoeing.

### **Promotion**

- 3.5. To promote canoeing in all its forms in ways compatible with the preservation and protection of the countryside and wildlife; to initiate, support and co-operate with others in proposals and activities calculated to assist in the promotion of the Company's objects; and to combine or collaborate with other associations, bodies and organisations interested in water sport and recreation, the preservation of the countryside and access thereto.

### **Organising events**

- 3.6. To promote and organise, or assist in promoting and organising, canoeing meetings, regattas, championships, trials, tours, rallies, demonstrations, festivals, and other competitive and recreational events; to select and administer competitors to represent the Company or the United Kingdom and the British Overseas Territories; to give encouragement and support to canoe expeditions; and to oversee the selection and co-ordination of officials for canoeing events within the United Kingdom and the British Overseas Territories.

### **Prizes and Awards**

- 3.7 To give prizes, medals and other awards in connection with such events, and to enter into any agreements and make any arrangements which may be necessary, expedient or convenient in connection therewith.

### **Elite athletes**

- 3.8 To administer the World Class Programmes funded by the Sports Councils within the sport and particularly to support and encourage participation by elite athletes supported by the Company at international competitions or equivalent programmes funded by similar or successor organisations.

### **Doping**

- 3.9 To establish and be responsible for the maintenance of an anti-doping policy and rules to combat doping in the sport the enforcement of which shall be the responsibility of the Company.

### **International promotion**

- 3.10 To promote international co-operation and friendship by participation with canoeists and canoeing organisations in other countries in competitions, rallies and tours and by encouraging the arrangement of such events in the United Kingdom and the British Overseas Territories in which canoeists from other countries may take part.

- 3.11 To act as the representative member for the United Kingdom and the British Overseas Territories in international affairs and to affiliate to and carry out functions delegated to it by the International Canoe Federation (ICF), the European Canoe Association (ECA) and other relevant bodies.

#### **Other similar organisations**

- 3.12 To be a member of and co-operate with all such bodies, organisations and associations whether within the United Kingdom and the British Overseas Territories or not, as may be thought fit by the Board of the Company, which have as one of their objectives the promotion of international goodwill through the medium of any of the activities referred to above, and in particular to represent canoeists of the United Kingdom and the British Overseas Territories in such bodies organisations or associations, and to present their views and interests to any appropriate authorities in other countries.

#### **Teaching**

- 3.13 To arrange and provide for, or join in arranging and providing for, the holding of courses of instruction or training and exposition in canoeing skills and techniques and knowledge, the testing of skills and techniques, the establishment and conduct of a system of qualification for persons involved in such courses and testing, the establishment of standards of proficiency, the award of certificates or badges of attainment, and the promotion of safety in canoeing.

#### **Regulations**

- 3.14 To make and enforce rules and regulations, in conformity with those of the ICF and ECA, and to formulate and issue guidelines concerning all forms and aspects of canoeing, the conduct and management of any of the canoeing events referred to above, to encourage codes of conduct for Members and canoeists, and promote the observance of the codes by its Members and others.

#### **Improving facilities**

- 3.15 To protect the interests of canoeists; to work for improved facilities for canoeing in the United Kingdom and the British Overseas Territories, and for greater access to and along inland waters and to coastal waters for the purpose of canoeing.

#### **Representations**

- 3.16 To promote, assist and support any administrative or legislative measure or any proposal which in the opinion of the Board of the Company may be calculated to improve such facilities and access; to oppose by such action as may be deemed appropriate measures, proposals or acts which in their opinion are likely to injure or

reduce such facilities and access or to injure or destroy the amenities of any waterway for any user.

#### **Publicity**

- 3.17 To create and promote by publicity and education an informed and interested public opinion on the value and importance of canoeing in its various forms; to provide meetings, publications, exhibitions, lectures and addresses, displays of pictures, films, models, or by any other means, the collection and dissemination of knowledge about canoeing and canoeing waters in the United Kingdom or abroad, and promote the provision or development of additional facilities.
- 3.18 To develop, lead and assist in commercial marketing and public relations policies and activities for canoeing in the United Kingdom and the British Overseas Territories.

#### **Information service**

- 3.19 To provide and supply information and advice to Members concerning the practice of competitive and recreational canoeing by means of digital and non-digital forms of communication.
- 3.20 To foster the technical improvement and development of canoes, kayaks, canoeing equipment and other appliances and equipment associated with canoeing.

#### **Investigations**

- 3.21 To undertake, or support or assist the undertaking of, investigations and research relevant to the use of canoes on inland and coastal waters, and the collection and collation of evidence relating to the right of passage in canoes.

#### **Services**

- 3.22 To arrange with any person, company, undertaking or organisation for the provision of services for Members of the Company in respect of insurances, travel facilities, or the purchase of goods, equipment and appliances.

#### **Assistance**

- 3.23 To act as secretaries, managers and registrars and to provide services of any sort whatsoever for any association, society, club, committee, body, or person interested in or associated with the sport and recreation of canoeing.
- 3.24 To promote, assist and support for the purpose of canoeing any reclamation, remedial work, restoration or other operation intended to facilitate use of land and waters where the use of that land or waters has been restricted or prevented because of a now ceased activity.

- 3.25 To promote, assist and support for the purpose of canoeing any prevention, reduction or mitigation of the effects of pollution on land or waters because of now ceased activity.
- 3.26 To promote, assist or support the provision, improvement or maintenance of a public park or other amenity where canoeing may take place in a landfill site vicinity or elsewhere for the purpose of canoeing.
- 3.27 To provide administration and other services to environmental bodies for the benefit of canoeing.

#### **Dispute resolution**

- 3.28 To make and enforce procedures to resolve disputes referred to the Company by its Members, committees or clubs or by the National Associations and which may for the avoidance of doubt permit a dispute to be referred to a national or area association, specialist committee or independent dispute resolution service for resolution.

#### **Charitable trusts**

- 3.29 To undertake and execute charitable trusts.

#### **Powers**

- 3.30 And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
- a) To purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
  - b) To sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company subject to such consents as may be required by the law.
  - c) To prepare, print, produce, publish, sell, or otherwise circulate; reports, surveys, books, articles, brochures, pamphlets, magazines, journals, periodicals, leaflets, advertisements, films, programmes for radio, television and all communications media as the Company may think fit.
  - d) To execute and do all other such instruments, acts and things as may be required for the efficient management, development and administration of said property.

- e) To present, produce, promote, organise, manage and conduct any meetings, lectures, classes, debates, conferences, libraries, demonstrations or exhibitions, as the Company may think fit.
- f) From time to time fix and charge such reasonable charges, fees, levies or prices as is thought fit for admission to or otherwise in respect of any such meetings lectures, classes, debates, conferences, libraries, demonstrations or exhibitions as aforesaid or in respect of any services (including the publication distribution and sale of literature and other material) to Members or to the public or in respect of entry fees for Company events as well as admission charges and like.
- g) To borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law.
- h) To take and accept any gift of money, property or other assets whether subject to any special trust or not for any one or more of the objects of the Company.
- i) To raise funds and organise appeals and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations subscriptions or otherwise.
- j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- k) To invest monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- l) To establish subsidiary or associated companies and to carry on through any subsidiary or associated company any activities which the Company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as may be thought fit.
- m) To make any donations in cash or assets or establish or support or aid in the establishment or support of or guarantee constitute or lend money (with or without security) to or for any charitable associations or institutions in any way connected with the purposes of the Company or calculated to further its objects.
- n) To engage and pay any person or persons whether on a full time or part time basis or whether as consultant or employee to supervise, organise or carry on the work of or advise the Company.

- o) Subject to the provisions of Clause 4 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses or civil partners and other dependants.
  - p) To amalgamate with any companies institutions societies or associations which shall have objects altogether or mainly similar to those of the Company.
  - q) To pay out of funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company.
  - r) To initiate, support and co-operate with others in proposals and activities calculated to assist in the promotion of the Company's objects.
  - s) To collect and receive money and funds by way of contributions donations subscriptions legacies grants or any other lawful method.
  - t) To do all such lawful things as will further or are conducive and incidental to the attainment of the objects of the Company or any of them.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in clause 3 of this Part A and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise howsoever by way of profit to Members of the Company and no member of the Company's Board other than the Chief Executive shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in respect of such office in money or money's worth from the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:
- a) of reasonable and proper remuneration to any Member, officer (other with the exception of the Chief Executive than a member of the Board) or servant of the Company for any services rendered to the Company and of travelling and out of pocket expenses necessarily incurred in carrying out the duties of any Member, officer or servant of the Company;
  - b) to any Director who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by them or their firm when instructed by the other Directors to act in that capacity on behalf of the Company;
  - c) interest on money lent by a Member of the Company or of its Board at a commercial rate of interest;
  - d) to any member of its Board of reasonable out-of-pocket expenses;



- e) reasonable and proper rent for premises demised or let by any Member of the Company.
5. The liability of the Members is limited.
  6. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while they are a Member, or within one year of ceasing to be a Member, for payment of the debts and liabilities of the Company contracted before they ceased to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amounts as may be required not exceeding £1 (one pound).
  7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by Members of the Company at or before the time of dissolution and insofar as effect cannot be given to such provisions then to some charitable object.

## Part B - General

- 1.1 The Model Articles shall not apply to the Company but the regulations contained in the following clauses (as originally adopted or from time to time altered by Special Resolution) shall be the Articles.
- 1.2 In these Articles the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column, if not inconsistent with the subject or context:

<b>Words</b>	<b>Meanings</b>
"the Act"	the Companies Act 2006 as further amended by statute or re-enactment from time to time;
"Articles"	these Articles of Association;
"Board"	the board of directors for the time being of the Company;
"British Overseas Territories"	those of the British Overseas Territories (as that expression is defined by the Interpretation Act 1978) "which do not have a National Olympic Committee which is recognised by the International Olympic Committee;
"Chair"	the person appointed from time to time as Chair of the Board in accordance with these Articles;
"Chief Executive (CEO)"	the CEO is appointed by the Board to lead an Executive team and the non-executive committee structure and to manage the operations of British Canoeing in accordance with its Articles and Policies;

"Directors"	those Members and Independent Directors appointed from time to time as directors for the purposes of the Act and in accordance with these Articles;
"electronic form"	the same meaning as in the Act;
"electronic communications platform"	means any form of electronic platform and includes, without limitation, website addresses, application technology and conference call systems;
"English Forum"	the committee established by the Board in accordance with Article 83 to ensure good communication between the Regional and Discipline committees within British Canoeing on matters which impact on delivery in England; to provide a forum for the views of English members, clubs, centres and coaches in England to be presented to the Board of British Canoeing, and to select and nominate three Directors from England to the Board of British Canoeing
"Full Individual Member"	the Members designated from time to time as full individual members in accordance with the Membership Regulations and having the rights set out in Article 5 (a);
"Independent Director"	a Director of the Company, appointed by the Board, who is not: <ul style="list-style-type: none"> <li>a) a member of any committee within British Canoeing, other than a committee of the Board, established by the Board;</li> <li>b) a director of, or a member of any committee established by, any National Association;</li> <li>c) a chair or secretary or treasurer of any Member club; or</li> <li>d) an individual whose primary employment or source of income is a canoeing trading activity;</li> </ul>

"in writing"	by digital, written or printed or partly one and partly another, and other modes of representing or reproducing words in a visible form;
"Members"	the individuals in membership of the Company as set out in Article 5;
"Membership Regulations"	the regulations made from time to time pursuant to Article 43 concerning the categories of membership and the rights and privileges of such Members;
"month"	calendar month;
"National Associations"	The Canoe Association of Northern Ireland, Canoe Wales, the Scottish Canoe Association and British Canoeing respectively or their successors as the body responsible for canoeing in the relevant territory and such other association of canoeists and canoe clubs in Northern Ireland, Wales, Scotland and England as the Board may from time to time recognise;
"the Office"	the registered office of the Company;
"Ordinary Resolution"	an Ordinary Resolution is a resolution of the Company's Members, where no special resolution is required, and an ordinary resolution may be passed by Members with a simple majority of more than 50% of the votes cast;
"President"	the person appointed from time to time to be President of the Company in accordance with Article 56;
"Special Resolution"	a special resolution is a resolution of the Company's Members which requires at least 75% of the votes cast by Members in favour of it in order to pass. Where no special resolution is required, an ordinary resolution may be passed by shareholders with a simple majority – more than 50% – of the votes cast;
"the United Kingdom"	Great Britain and Northern Ireland together with the Isle of Man and the Channel Islands;

"the Company"	the above-named company;
"Vice-Chair"	the person appointed by the Board, from time to time, as Vice-Chair of the Board;
"Vice-President"	a person appointed from time to time as a vice-president of the Company in accordance with Article 57.

Words importing the singular number only shall include the plural number and vice versa; and words denoting persons (except the word 'individual') shall include corporations and other unincorporated organisations and clubs.

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

### **Objects**

2. The Company is established for the purposes expressed in Part A.

### **Membership**

3. For the purposes of registration the number of Members is declared to be unlimited.
4. The provisions of Section 112 of the Act shall be observed by the Company, and every Member shall complete a digital or written application for membership in such form and containing such particulars as the Board may from time to time determine. The Board may in its absolute discretion accept or reject any person or body applying for membership.
5. The Members shall consist of:
  - a) **Full Individual Members:** Members from each of the National Associations who shall have such rights and obligations as may be determined and defined by the Board from time to time and specified in regulations made by the Board in accordance with Article 43 and having the right to receive notice of, attend, speak and vote at general meetings. British Canoeing operates membership services for its members in England. Full Members of the Scottish Canoe Association, The Canoe Association of Northern Ireland and Voting Members of Canoe Wales over the age of 18, shall automatically become Scottish, Northern Irish and Welsh Members of British Canoeing respectively and as such Full Individual Members of British Canoeing.

- b) **Other Members:** Such other Members of the Company of such classes and having such rights and obligations as may be determined and defined by the Board from time to time and specified in regulations made by the Board in accordance with Article 43 but not (unless sanctioned by the Company in general meeting) having any right to receive notice of, speak or vote at general meetings.
6. The CEO or their designate shall forthwith notify every candidate for membership from England who has been accepted by the Board for membership of British Canoeing that they have been admitted as a Member.
  7. Any person on agreeing to become and having been accepted as a Member shall be deemed to have agreed to be bound by these Articles and the regulations of the Company from time to time.
  8. The Members within each National Association shall pay to the Company or such other National Association as the respective Board shall prescribe, such single or annual or other periodic subscriptions and other fees and accept such terms and conditions of membership or any changes therein in respect of the use of any of the facilities, activities or services of the Company or such other National Association as the respective Board may from time to time determine.
  9. A Member may resign as a Member on giving written notice before the date in any one year on which their Membership is due to expire (or such other date as may be determined by the Board). A Member shall cease to be a Member of the Company on the expiry, for whatever reason, of their membership of their National Association.
  10. If a Member shall resign or fail to pay the due subscription by the date of renewal of their National Association membership referred to in Article 9 they shall be deemed to have withdrawn from the Company and that Member's name shall be erased from the Database of Members: provided that it shall be in the discretion of the Board to restore their name and membership rights on payment of the arrears due.
  11. Any Member who refuses or neglects to comply with these Articles or the regulations of the Company or who fails to abide by the terms of any agreement relating to Members may be suspended or expelled from membership by the Board. Provided that before the Board may suspend or expel a Member, the Member's conduct must be considered under the dispute resolution procedure adopted from time to time by the Board.
  12. The rights and liabilities of Members shall not be transferable and shall cease on death.

### **General meetings**

13. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and in such format as may be determined by the Board, and shall

specify the meeting as such in the notices calling it, provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting. A general meeting and/or annual general meeting may be held in a physical location, virtually via an electronic communications platform, or as a hybrid of the two as the Board in its discretion determines appropriate.

14. All general meetings, other than annual general meetings, shall be called general meetings.
15. The annual general meeting shall be held for the following purposes:
  - a) to receive from the Board a full statement of account, pursuant to Article 88;
  - b) to receive from the Board a report of the activities of the Company since the previous annual general meeting;
  - c) to approve those members of the Board appointed during the year
  - d) to elect Vice-Presidents pursuant to Article 57;
  - e) in the year of an election, to announce the appointment of the President pursuant to Article 56;
  - f) to appoint the Company's auditors; and
  - g) to transact such other business as may be brought before it.
16. The CEO shall, on an order of the Board, or on receipt of a written request pursuant to section 303 of the Act, convene a general meeting. Such order or request indicating the nature of the business to be transacted shall be delivered to the Chair who shall authorise the holding of a general meeting within 40 working days of the receipt of a valid order or request.
17. Any motions for discussion at the annual general meeting not originating from the Board shall be signed by two Full Individual Members entitled to vote in accordance with these Articles and lodged with the Secretary before such date as may be specified by the Board being not more than three and not less than two months before the date of such meeting.
18. At least 21 days' notice in writing shall be given of the annual general meeting and 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 format, 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 Auditors) as are under these Articles or any regulations of

the Company, or under the Act entitled to receive such notices from the Company. In the case of a physical or hybrid meeting, the notice shall also confirm the place of the meeting. In the case of a meeting conducted partially or completely via an electronic communications platform, the notice shall contain clear instructions on how to access, speak and vote at the meeting.

19. 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 proceedings at any meeting.

#### **Proceedings at general meetings**

20. All business transacted at a general meeting, and all business that is transacted at an annual general meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the auditors, the election of the President, any Vice-President, in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors shall be deemed special business. At all general meetings only the business notified in the agenda accompanying the notice shall be transacted. Amendments must be kept within the terms of the motion and the chair of the Meeting shall have power to refuse any amendment which substantially alters the intention of the motion.
21. 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 15 Full Individual Members present in person or by proxy shall be a quorum. A person is deemed to be present in person throughout these Articles if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same physical place as each other.
22. 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 request of the Members pursuant to Article 16, shall be dissolved. In any other case it shall stand adjourned until a time and place to be fixed by the Board, and if at such an adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Full Individual Members present in person or by proxy shall be a quorum.
23. The Chair or, in their absence, the Vice-Chair shall preside as chair at every general meeting, but if there be no such person present within 15 minutes after the time appointed for holding the same, or if all such persons present shall be unwilling to preside, the Full Individual Members present shall choose a Director to preside, or if no such Director be present, or if all the Directors present decline to take the chair, the Full Individual Members present shall choose a Full Individual Member who shall be present to preside.



24. The chair of the meeting may, with the consent of any such 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 such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the 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.

#### **Voting at general meetings**

25. Only Full Individual Members are permitted to vote at general meetings. Full Members of the Scottish Canoe Association, The Canoe Association of Northern Ireland and Voting members of Canoe Wales shall have the right to vote at general meetings of British Canoeing if they are eighteen (18) years of age or older. Each Full Individual Member shall have one vote provided that no Full Individual Member shall be entitled to vote in a postal/digital ballot or poll, or to speak or vote either in person or by or as a proxy at a general meeting unless all money due to the Company by them at the time has been paid by no later than 48 hours before the appointed start of the general meeting.
26. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the Full Individual Members present in person or by proxy and entitled to vote unless before or on the declaration of the result of the show of hands a poll is demanded or the meeting is being conducted partially or completely via an electronic communications platform in which case all resolutions shall be voted on by a poll. A vote on a resolution at a general meeting shall include proxy votes where the proxy has been appointed in accordance with Article 30 and where the proxy holder is a Full Individual Member present in person. Unless a poll is taken, the declaration of the result of a show of hands by the chair of the meeting shall be final and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
27. The Chair of the meeting may vote on all matters and in the case of an equality of votes whether on a show of hands or on a poll the chair of the meeting shall be entitled to a second and casting vote.
28. A poll may be demanded by the chair of the meeting or by at least three Full Individual Members present in person or by proxy. A demand for a poll may be withdrawn.
29. No poll may be demanded on the election of the chair of the meeting or on a question of adjournment unless the meeting is being conducted partially or completely via an electronic communications platform in which case a poll may be demanded. A poll shall be taken forthwith unless the chair of the meeting shall decide that the matter

should be dealt with by postal ballot. Any other business on the agenda may be proceeded with whilst awaiting the result of a poll, provided that the business does not bear any relation to the subject of the poll. The procedure for taking a poll shall be decided by the chair of the meeting at which the poll is demanded and in the case of a meeting conducted partially or completely via an electronic communications platform, poll votes may be cast by such electronic means as the chair in their sole discretion deems appropriate.

30. A Full Individual Member shall be entitled to appoint another Full Individual Member as their proxy to speak and vote for them at a general meeting. The instrument of proxy shall be determined by the Board and made available within the notice of the general meeting.
31. The instrument appointing a proxy shall also be deemed to confer authority to vote on a show of hands and to demand or join in demanding a poll. A person appointing and entitled to appoint a proxy may add specific instructions as to how the proxy shall vote on named motions appearing on the agenda and if they desire a person other than the chair of the meeting to be the proxy they may strike out the words "chair of the meeting, or failing them "and insert the proxy's name. The instrument of proxy must be lodged with the Company as directed by the Board at least two clear days before the general meeting.
32. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:
  - a) in the case of an instrument in hard copy form be deposited at the Office or at such place within England as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
  - b) in the case of an appointment contained in an instrument in electronic form, where an address has been specified for the purpose of receiving proxy appointments in electronic form
    1. in the notice convening the meeting, or
    2. in any instrument of proxy sent out by the Company in relation to the meeting, or
    3. in any invitation contained in a communication in electronic form to appoint a proxy issued by the Company in relation to the meeting, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,

- c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 48 hours before the time appointed for the taking of the poll, or
- d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any director,

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article 32 and Article 33 “address”, in relation to instruments or communications in electronic form, includes any number or address used for the purposes of receiving such instruments or communications by electronic means.

- 33. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation or unincorporated association shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in electronic form, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 34. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the chair of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
- 35. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.
- 36. Subject to the provisions of sections 288-297 of the Act the Members may pass written resolutions which shall have effect as if passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members. If written resolutions are described as a special resolution or other types of resolutions, they shall have effect accordingly.

### **Postal ballot and electronic means of communication**

37. Where a postal ballot is held a voting form shall be sent to each Full Individual Member as soon as possible and in the case of postal ballots held pursuant to these Articles not later than 25 days (or such other period as the Board may from time to time prescribe) before the meeting or in pursuance of Article 29 not later than 25 days (or such other period as the Board may from time to time prescribe) before the date for return of such postal ballot.
38. The Board shall appoint a returning officer or appropriate organisation to whom completed voting forms shall be sent. Votes shall be valid only if received by the date specified in the voting form or if none is so specified at least four clear days before the meeting.
39. The Board may appoint a teller(s) to assist the returning officer or appropriate organisation.
40. The accidental omission to send a voting form or the non-receipt of a voting form by any Member shall not invalidate a ballot.
41. Subject to any other provisions of these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company.

### **Powers of the Board**

42. The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company in addition to those hereby specifically conferred on the Board and as are not by the Act or by these Articles required to be exercised or done by the Company in general meeting
43. The Board shall have the power from time to time to adopt, make, alter, add to, and revoke regulations for the carrying out of the objects and purposes of the Company and for the administration of the Company and rules for the observance of Members (such rules and regulations being referred to herein as regulations): such regulations shall not be inconsistent with these Articles. Provided that, no provisions in the regulations altering, adding to or revoking provisions, in regulations made under this Article 43:
  - a) defining classes of Membership of the Company; or
  - b) determining and defining the rights and liabilities and obligations of any class of Membership for the purposes of Article 5 (a) or (b);

shall have any effect until they have been approved by the Company in general meeting. No regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

44. The Board may act notwithstanding any vacancy in its body.
45. If the number of Directors shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to Membership of the Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

#### **Number of Directors**

46. Unless otherwise determined by ordinary resolution of the Company in a general meeting, the number of Directors shall be subject to a maximum of 12 but shall be not less than six (6).
47. Subject to Article 48 any person who is willing to be appointed as a Director of the Company may be appointed by:
  - a) an ordinary resolution of the Members; or
  - b) Resolution of the Board.
48. The Board shall be comprised of:
  - a) 6 Directors who are British Canoeing Members (being nominees of the National Associations ) made up as follows:
    - 3 nominated by the English Forum
    - 1 nominated by The Canoe Association of Northern Ireland
    - 1 nominated by Canoe Wales
    - 1 nominated by Scottish Canoe Association
  - b) 5 Independent Directors who shall be appointed by the Board; and
  - c) the Chief Executive from time to time of the Company.

Each National Association referred to in a) above may remove any of those Directors whom they have nominated by giving notice to the Company. The removal takes effect on the date on which the notice is received by the Company or, if a later date is given

in the notice (but subject to Articles 49 and 52), on that date. The National Association removing a Director shall indemnify and keep indemnified the Company against any claim connected with the Director's removal from office.

49. Subject to Article 52 a Director so appointed shall serve for an initial term of up to four years from the date of the annual general meeting at which their appointment was ratified pursuant to Article 15c. Upon the expiry of this initial term the relevant Director will be eligible for re-appointment for a further term of four years but after completing the maximum of two consecutive terms a director shall not be eligible for re-appointment for the next four years. This Article shall not apply to the Chief Executive of the Company (from time to time) whose term of office shall run concurrently with their term as Chief Executive of the Company.

### **Chair**

50. The Board shall appoint a Chair following an open, publicly advertised recruitment process. The Chair shall serve for an initial four year term, (subject to Articles 49 and 52) from the annual general meeting following their appointment (pursuant to Article 15c). Upon expiry of this term the Chair will, subject to Articles 49 and 52, be eligible for re appointment for one further four year term. For the avoidance of doubt, the position of the Chair shall be vacated upon any holder of that office ceasing to be a Director of the Company. After completing the maximum of two consecutive terms a Chair shall not be eligible for re-appointment as a Director for the next four years.
51. The Directors shall at all times act in the best relevant interests of the Company in accordance with the Act, any legislation and the common law.

### **Disqualification of Directors**

52. The office of a Director shall be vacated if:
- a) they become bankrupt or a receiving order is made against them, or they make any arrangement or composition with their creditors; or
  - b) they become of unsound mind; or
  - c) by notice in writing to the Company they resign their office; or
  - d) they become prohibited from holding office by reason of any court order made under the Act; or
  - e) they are removed from office by a resolution duly passed pursuant to Section 168 of the Act; or
  - f) they cease to be a Member of the Company (other than where they are an Independent Director or Chief Executive); or

- g) at least six other Directors entitled to vote direct that they should resign; or
- h) they shall without sufficient reason for two consecutive Board Meetings have been absent without permission of the Board and the Board resolve that their office be vacated.

#### **Office holders**

- 53. The Company may from time to time and if thought fit appoint a President and Vice-Presidents in accordance with Articles 56 and 57. Such offices shall be unpaid and no person holding such office shall be a Director by virtue of their office but any Vice President may be appointed as a Director in their own right pursuant to Article 47.
- 54. Any Member or individual (whether a Member or not) who is a full time employee of either the Company, The Canoe Association of Northern Ireland, Canoe Wales, or the Scottish Canoe Association (other than the British Canoeing Chief Executive) shall not be eligible for appointment or election as a Director or as a member of the English Forum.
- 55. Any Member or individual (whether a Member or not) who is a full time employee of the Company, The Canoe Association of Northern Ireland, Canoe Wales, or the Scottish Canoe Association shall not be eligible for appointment or election as President or Vice-President.

#### **President**

- 56.
  - a) At the annual general meeting in 2015 and at the annual general meeting in each alternate year thereafter, the President shall retire but shall be eligible for re-election for a further term of 2 years.
  - b) In the year of election, any two Full Individual Members being from any different two of British Canoeing and the National Associations may propose and second respectively a person to be President. Nominations for the position of President shall be put forward in the form of a motion under the terms of Article 17. If more than one nomination is received, an election shall be held by postal ballot of the Full Individual Members to be conducted in accordance with the regulations set by the Board pursuant to Article 43 before the annual general meeting, the result being declared at that meeting.
  - c) The President shall not be a Director but shall by virtue of their office be entitled to receive notice of, attend and speak, but shall not be entitled to vote at Board meetings.

### **Vice-Presidents**

57. The Board may propose to an annual general meeting for their approval such persons as it thinks fit to be Vice-Presidents. A person nominated to such post shall have provided meritorious service to their respective National Association. If a person holding the position of Vice-President is appointed as a Director pursuant to Article 47 in their own right, they shall be a Director and shall be entitled to all the privileges of being a Director and, for the avoidance of doubt, be entitled to vote at Board meetings. The Vice-Presidents shall hold office for such term as the Board shall determine and shall have such rights and privileges as the Board shall prescribe.

### **Proceedings of the Board**

58. The Board may meet together for the dispatch of business, adjourn and otherwise regulate the conduct of meetings by standing orders or in any other way as they think fit, provided that at least three Board meetings shall be held in each year.
59. The Chair shall preside as chair at all Board meetings at which they are present, but if at any meeting the Chair is not present within five minutes after the time appointed for holding the meeting or is not willing to preside members of the Board present shall choose one of their number to be chair of the meeting.
60. A member of the Board, and the CEO at the request of a member of the Board, shall at any time summon a meeting of the Board by notice served upon the members of the Board. Such notice shall be deemed to have been served if it is sent to a Director's last known address.
61. The quorum at board meetings shall be a majority of the number of Directors who are appointed to the Board.
62. If at a quorate meeting there is agreement by consensus a formal vote need not be taken; the Chair may declare the motion to be passed by consensus.
63. Questions arising at a meeting shall be decided by the majority of votes. Voting on any issue shall be by show of hands. Each member of the Board shall be entitled to one vote. In the case of an equality of votes, however, the chair of any meeting of the Board shall have a second or casting vote.
64. Notwithstanding Article 62, any of the Directors shall be entitled to require any item of business to be decided by a formal vote of the Directors.
65. If a Board meeting is inquorate, the chair of the meeting may call a meeting at a later date to consider the delayed business at a time and place appointed by the chair of the meeting. Any votes recorded at an inquorate meeting shall be invalid and not carried forward to a later meeting.



66. The Board may invite any other person(s) as it thinks fit to attend meetings of the Board as observers or as participants in the discussion of specific business but for the avoidance of doubt such attendees will not have a vote on any business for which they are present.
67. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the CEO at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes.
68. A Board meeting or committee of Directors may be conducted partially or entirely via an electronic communications platform provided the platform allows every person participating to hear and speak to one another throughout such meeting. Any Director(s) participating via an electronic communications platform shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chair of the meeting is.
69. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Company generally.
70. All acts carried out by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
71. Save as otherwise provided by these Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless their interest or duty arises only because the case falls within one or more of the following paragraphs:
  - a) the resolution relates to the receipt by them of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by them for the benefit of, the Company or any of its subsidiaries;
  - b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

- c) their interest arises by virtue of their subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries, or by virtue of their being, or intending to become, a participator in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;
- d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purposes of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Director shall be treated as an interest of the Director.

- 72. The Board may authorise a Director to continue to participate in matters where they, or a person connected to them, has, or may possibly have, a conflict of interest with the Company's interests.
- 73. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 74. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (provided they are not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.
- 75. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and their ruling in relation to any Director other than them self shall be final and conclusive.

#### **Committees and sub-committees**

- 76. The Board may from time to time establish or appoint committees of the Board and committees of the Company as it may deem necessary to meet the responsibilities of the company and the delivery of the strategy. The Board may delegate to any such committee such powers and duties of the Board as it may think fit. Each Committee will be accountable to the Board and shall have Terms of Reference approved by the Board. For the avoidance of doubt, any employee of the Company may be appointed with the approval of the CEO to such committees and their sub-committees.

77. Committees and sub-committees shall consist of such Members or Directors of the Company as the Board may think it desirable to appoint or may be elected or appointed in accordance with regulations made by the Board and such other person or persons (if any) as the Board may think it desirable to appoint or as may be appointed under the said regulations taking into account the position and qualifications of any such person or persons and the purpose or purposes for which any such committee or sub-committee has been appointed or established. The President and the Chair shall be entitled to notice of, to attend and to speak at meetings of all such committees and sub-committees but not to vote unless they are appointed to such committees and sub-committees in their own right.
78. Each committee and sub-committee shall conduct its business in accordance with any terms of reference and standing orders set by the Board from time to time.
79. In the exercise of the powers so delegated any committee and sub-committee so formed shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board and shall observe any conditions and limitations attached to the delegation. All acts and proceedings of such committees and sub-committees shall be reported in due course to the Board.
80. The Board shall cause proper minutes to be made of appointments of the Directors and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and all such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
81. A resolution in writing signed by all the Directors for the time being of the Board entitled to vote or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.
82. All acts bona fide done by any meeting of the Board or by any committee or subcommittee of the Company, or by any person acting as a Director or any such committee or sub-committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or persons 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 Director, committee or sub-committee, as the case may be.

## **English Forum**

83. The English Forum shall;
- a) Ensure good communication between the Regional and Discipline committees within British Canoeing on matters which impact on delivery in England;
  - b) Provide a forum for the views of English members, clubs, centres and coaches in England to be presented to the Board of British Canoeing; and
  - c) Select and nominate three Directors from England to the Board of British Canoeing

## **Remuneration and expenses**

84. The Directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties in accordance with any regulations established by the Board save where the Rules provide otherwise.

## **Accounts**

85. The Board shall cause accounting records of the Company to be kept in accordance with sections 386 and 388 of the Act and any regulations made pursuant thereto (as the same may be amended or altered).
86. Accounting records shall be kept at the Office or, subject to sections 386 and 388 of the Act at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors.
87. The Board shall from time to time determine whether to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book document of the Company except as conferred by the Act or authorised by the Board or by the Company in general meeting.
88. At the annual general meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account 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 Board and the Auditors, 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 238 (4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

#### **Audit**

89. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
90. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### **Notices**

91. A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at their registered address as appearing in the Database of Members or by giving notice using electronic communications to an address for the time being notified to the Company by the Member.
92. Any Member described in the Database of Members 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 them shall be entitled to have notices served upon them 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 Database of Members by an address within the United Kingdom shall be entitled to receive notices from the Company.
93. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. A notice, if contained in an electronic communication, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

#### **Dissolution**

94. Clause 7 of Part A of these Articles relating to the winding up and dissolution of the Company shall have effect as if the provision thereof were repeated in these articles.

#### **Indemnity**

95. Subject to the provisions of, and so far as may be permitted by and consistent with Sections 234-238 of the Act to the extent relevant, each director and officer of the

Company shall be indemnified out of the Company's assets against all liabilities incurred by them to a person other than the Company or an associated company in connection with the execution of their duties, or in relation thereto including any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs, but, for the avoidance of doubt such indemnity shall not cover any liability of a Director which is mentioned in Section 234(3) of the Act.

96. To the extent permitted by the Act (and in accordance with Section 233 of the Act in the case of directors), the Company may buy and maintain insurance against any liability falling upon its Directors and other officers.