

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

TALKIN TARN AMATEUR ROWING CLUB LIMITED

As amended by Special Resolution 16 November 2015

And

As amended by Special Resolution

2016

PART 1

INTERPRETATION, LIMITATION OF LIABILITY, OBJECTS AND POWERS

Defined terms

1. In the articles, unless the context requires otherwise—

“AGM” means annual general meeting of the company

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 20;

“chairman of the meeting” has the meaning given in article 34;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

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

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” means a member of the Company; where in the articles reference is made to votes of members, that reference is to those members who are entitled to vote on the relevant resolution of the Company;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“objects” means the objects referred to in article 3;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 40;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and
“writing” means the representation or reproduction of words, symbols or other
information in a visible form by any method or combination of methods, whether sent
or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these
articles bear the same meaning as in the Companies Act 2006 as in force on the date when
these articles become binding on the company.

Liability of members

- 2.** The liability of each member is limited to £1, being the amount that each member
undertakes to contribute to the assets of the company in the event of its being wound up
while he is a member or within one year after he ceases to be a member, for—
- (a) payment of the company’s debts and liabilities contracted before he ceases to be a
member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

3. Objects

- (1) The objects of the Company are the operation of a rowing club in succession to
Talkin Tarn Amateur Rowing Club and to provide an opportunity for people of all
ages and backgrounds to participate in the sport of rowing.
- (2) The Company will ensure that the talents and resources of all members are utilized
to the full and that no member receives less favorable treatment on the grounds of
gender, disability, marital status, religion, belief, social class, ethnicity, nationality,
age or sexual orientation or is disadvantaged by conditions or requirements except
as a necessary consequence of the requirements of a particular sport.

4. Powers

- (1) The Company has power to do anything which is necessary, calculated or desirable
to further the objects, or is incidental or conducive to doing so.
- (2) The Company shall [so far as is practicable or desirable] comply with the rules of any
governing body of the sport of rowing to which the Company is from time to time
affiliated.

5. Application of income and property

- (1) The income and property of the Company shall be applied solely to the promotion of
the objects, and in exercise of the powers of the Company.
- (2) None of the income or property of the Company may be transferred by way of
dividend or similar payment or otherwise by way of profit to any member of the
Company. This does not prevent a member (whether or not also a director)
receiving (subject to these articles and the Companies Act 2006) benefits from
membership of the Company or reasonable and proper remuneration for any goods
or services supplied to the Company.

PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

6. — Directors

- (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 26.
- 7** The minimum number of directors shall be 3 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 8** The first directors shall be those persons notified to Companies House as the first directors of the Company.
- 9** A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Directors' general authority

10.—Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Members' reserve power

- 11.**—(1) The members who are entitled to vote may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

12.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

- (2) Committees may have as members persons who are not directors, provided that a majority of the members of any committee shall at all times be made up of directors.
- (3) If the directors so specify, any such delegation may authorise further delegation of the

directors' powers by any person to whom they are delegated.

(4) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

13.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

Rules

14. (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company.

(2) The bye laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the Company (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 Company 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 Company'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;

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

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

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

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

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

15.— The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 16.

Unanimous decisions

16.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

17.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

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

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

18.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

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

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

19.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

20.—(1) The Club Chair (or in his or her absence, the Club Vice-Chair) shall chair meetings of the directors.

(2) In the absence of both the chair and the Vice-Chair, the directors may appoint one of themselves to chair the meeting.

Casting vote

21.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

22.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

23. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

24. Subject to the articles, and in addition to the power conferred by Article 14, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

25.—(1) Any member who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- (a) by vote of the members, as provided in this Article; or
- (b) by ordinary resolution, or
- (c) by a decision of the directors (but only to fill a casual vacancy in the board which arises between annual general meetings).

(2) The Board shall consist of the following officers:

- (a) Club Captain;
- (b) Club Vice-Captain;
- (c) Treasurer;
- (d) Safety Officer;
- (e) Welfare Officer;
- (f) Club Chair;
- (g) Club Vice-Chair; and
- (h) the Club Secretary (who shall also be the Company Secretary)

and such other members who may be elected by the members to the Board or who are otherwise appointed in accordance with these Articles.

(3) Election of the officers (and of other directors, if nominated) shall take place at the Annual General Meeting of the Company. Any such appointment shall take effect from the AGM.

(4) Any two members may nominate any other member (who is eligible to act as a director) to serve as an officer (as mentioned above) or as a director. Each nominee shall consent in writing on a nomination form to be obtained from the Secretary. Such consent form shall be received by the Company not less than 10 days prior to the date of the Annual General Meeting. A list of all candidates names shall be posted on the club notice board not less than 7 days before that Meeting.

(5) If the Club Captain dies or resigns or ceases to be a member during their year of office their role shall be filled by the Vice Captain (in addition to their own year in office.)

(6) Those persons elected at the 2015 annual general meeting of the unincorporated body known as Talkin Tarn Amateur Rowing Club shall be appointed as officers of the Company as soon as practicable after incorporation.

(7) The foregoing provisions of these Articles shall not apply to the Directors of the Company upon its incorporation.

Termination of director's appointment

26. A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- (f) that person ceases to be a member.

Payments to Directors

27. A director is entitled to be reimbursed by the Company for reasonable expenses properly incurred by him or her while acting on behalf of the Company, and may receive benefits under Article 5, but shall not be entitled to any fee or remuneration for acting as a director of the Company.

Directors' expenses

28. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3
MEMBERS
BECOMING AND CEASING TO BE A MEMBER

Applications for membership

- 29.** No person shall become a member of the company unless—
- (a) that person has completed an application for membership in a form approved by the directors, and
 - (b) the directors have approved the application
 - (c) that person has paid to the Company an annual subscription of an amount to be decided by the directors from time to time (the subscription may vary according to classes of membership).

30. Membership

- (1)
 - (a) The directors may establish classes of membership with different rights and obligations (including whether or not any particular class of member may vote on some or all resolutions put to the Company's membership) and shall record the rights and obligations in the register of members.
 - (b) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
 - (c) The rights attached to a class of membership may only be varied if:
 - (i) a majority of the members of that class consent in writing to the variation; or
 - (ii) a special resolution is passed at a general meeting of all of the members of the Company who are entitled to vote agreeing to the variation.
 - (d) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.
- (2) Membership is not transferable.
- (3) The members of the Company upon its incorporation shall not be subject to the requirements of Articles 30 or the requirement in Article 31(1) to give 7 days' notice of withdrawal of membership.

Termination of membership

- 31.—**(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) The directors may terminate the membership of any member without his consent by giving him or her written notice if, in the reasonable opinion of the directors:

- (a) he or she is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the members and directors into disrepute; or
- (b) he or she has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
- (c) he or she has failed to observe the terms of these Articles and any rules made under them.

Following such termination, the member shall be removed from the Register of Members.

(3) The notice to the member must give the member the opportunity to be heard in writing or in person as to why his or her membership should not be terminated. The directors must consider any representations made by the member and inform the member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the membership of a member.

(4) A member whose membership is terminated under this Article shall not be entitled to a refund of any subscription or membership fee.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

32.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person who has the right to vote at a general meeting is able to exercise the right to vote at a general meeting when—

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting 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.

Quorum for general meetings

33. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. A quorum shall be 3 members entitled to vote at general meetings of the company.

Chairing general meetings

34.—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

- (a) the directors present, or
- (b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and speaking by directors and non-members

35 The chairman of the meeting may permit persons who are not members of the company to attend and speak at a general meeting.

Adjournment

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

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

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

(4) When adjourning a general meeting, the chairman of the meeting must—

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- (a) to the same persons to whom notice of the company’s general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting, which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

37. (1) Subject to Article 37(2), a resolution put to the vote of a general meeting must be decided on a show of hands among those entitled to vote at the meeting in question unless a poll is duly demanded in accordance with the articles.

(2) A poll shall be taken on a resolution for the appointment of a director or directors.

Errors and disputes

38.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

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

Poll votes

39.—(1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

40.—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company 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 any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

41.—(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 company by or on behalf of that person.

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

(4) If a proxy notice 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.

Amendments to resolutions

42.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

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

(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 time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

- 44.**—(1) Any common seal may only be used by the authority of the directors.
(2) The directors may decide by what means and in what form any common seal is to be used.
(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
(4) For the purposes of this article, an authorised person is—
- (a) any director of the company;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

45. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company’s accounting or other records or documents merely by virtue of being a member; save that a member is entitled to request sight of resolutions passed by the board of directors (which shall be made available to a requesting member unless disclosure of the resolution(s) in question would be unlawful.)

Provision for employees on cessation of business

46. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS’ INDEMNITY AND INSURANCE

Indemnity

- 47.**—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company’s assets against—
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
(3) In this article—
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a “relevant director” means any director or former director of the company or an associated company.

Insurance

48.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Dissolution

49 (1) The members of the Company who are entitled to vote at general meetings may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:

(a) for the purpose of the sports governing body or use in community related sport; and/or

(b) for the purpose of another Community Amateur Sports Club; and/or

(c) for the purposes of a charity.

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

(a) for the purpose of the sports governing body or use in community related sport; and/or

(b) for the purpose of another Community Amateur Sports Club; and/or

(c) for the purposes of a charity.

(3) In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company.