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CHELMSFORD CITY SWIMMING CLUB LTD

ARTICLES OF ASSOCIATION

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COMPANY NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
CHELMSFORD CITY SWIMMING CLUB LTD

1. NAME

- 1.1 The company's name is Chelmsford City Swimming Club LTD (and in this document it is called the "**Charity**").

2. INTERPRETATION

- 2.1 In the articles:

address	means a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the charity;
articles	means the Charity's articles of association for the time being in force;
British Swimming	means British Swimming Limited, a private company limited by guarantee registered in England and Wales with company number 04092510, being the national governing body for Swimming, Diving, Artistic Swimming, Water Polo and Open Water in Great Britain, and which is responsible internationally for the high-performance representation of the sport;
Business Day	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;
Chair	means the chair of the board of directors from time to time;
Charity	means the charitable company intended to be regulated by the articles;
clear days	in relation to the period of notice means a period excluding:

(a) the day when the notice is given or deemed to be given; and

(b) the day for which it is given or on which it is to take effect;

Commission means the Charity Commission for England and Wales;

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

Connected Person means any person falling within one of the following categories:

(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a director; or

(b) the spouse or civil partner of any person in (a); or

(c) any person who carries on business in partnership with a director or with any person in (a) or (b); or

(d) an institution which is controlled by either a director, any person in (a), (b) or (c), or a director and any person in (a), (b) or (c), taken together; or

(e) a corporate body in which a director or any person in (a), (b) or (c) has substantial interest, or two or more such persons, taken together, have a substantial interest,

sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition;

directors means the directors of the Charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

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;
Model Articles	the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229);
officers	includes the directors and the secretary (if any);
secretary	means any person appointed to perform the duties of the secretary of the Charity;
Swim England	means the Amateur Swimming Association (Swim England) Limited, a company limited by guarantee in England and Wales with company number 10931571, being the national governing body for swimming in England;
Swim England East Region	means the unincorporated association responsible for the development of all aquatic sports for Swim England in the East of England region and the coordination of the regional sub-bodies in that area;
United Kingdom	means Great Britain and Northern Ireland.

- 2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 2.3 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 2.4 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 2.5 A reference in these Articles to an Article is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 2.6 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
- 2.6.1 any subordinate legislation from time to time made under it; and
- 2.6.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

2.7 Any phrase introduced by the terms including, include, in particular or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2.8 The Model Articles shall not apply to the Charity..

3. LIABILITY OF MEMBERS

3.1 The liability of the members is limited to a sum not exceeding £1.00, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

3.1.1 payment of the Charity's debts and liabilities incurred before he, she or it ceases to be a member;

3.1.2 payment of the costs, charges and expenses of winding up; and

3.1.3 adjustment of the rights of the contributories among themselves.

4. OBJECTS

4.1 The Charity's objects ("**Objects**") are specifically restricted to the promotion of community participation in amateur sport by the teaching, development and the practice of the art of swimming in all its disciplines, including artistic swimming, water polo and life saving for the benefit of the inhabitants of Chelmsford and its surrounding area.

4.2 In furtherance of these objects:

4.2.1 the Charity is committed to treat everyone equally within the context of its activity. This shall be, for example, regardless of sex, ethnic origin, religion, disability or political persuasion, on any grounds; and with due respect to the differences of individuals. It shall not apply nor endorse unlawful or unjustified discrimination, and shall act in compliance with the protections afforded by the Equality Act 2010.

4.2.2 the Charity shall implement the Swim England Equality policy (as may be amended from time to time).

5. AFFILIATIONS

5.1 The Charity shall be affiliated to Swim England East Region and to such other bodies as the directors may decide and, by virtue of that affiliation, the Charity and all members acknowledge that they are subject to the rules and laws of this Charity and those of the bodies listed in article 5.2.

5.2 Subject to article 5.4, the Charity and all members of the Charity shall act in accordance with the laws, rules and constitutions of:

5.2.1 Swim England East Region; and

5.2.2 Swim England (to include the Code of Ethics as is published in their handbook each year) and;

5.2.3 British Swimming (in particular its Anti-Doping Rules and Judicial Code); and

5.2.4 FINA, the world governing body for the sport of swimming in all its disciplines and LEN, the continental governing body for the sport of swimming in all its disciplines (together the **“Governing Body Rules”**).

5.2.5 In the event that there shall be any conflict between any rule or bye-law of the Charity and any of the Governing Body Rules then the relevant Governing Body Rule shall prevail.

5.3 Subject to article 5.4, the business and affairs of the Charity shall at all times be conducted in accordance with the Articles, Regulations, and Technical Rules of Swim England as are published in their handbook each year (the **“Swim England Regulations”**) and in particular:

5.3.1 all competing members of the Charity shall be eligible competitors as defined in Swim England Regulations; and

5.3.2 the Charity shall in accordance with Swim England Regulations adopt Swim England's Child Safeguarding Policy and Procedures (Wavepower); and shall recognise that the welfare of children is everyone's responsibility and that all children and young people have a right to have fun, be safe and be protected from harm.

5.3.3 Members of the charity shall in accordance with Swim England Regulations comply with Wavepower Safeguarding Procedures

5.4 In the event that any conflict exists or arises between any provision set out in these articles or in the Charities Act 2011 or the Companies Acts, and any of the Governing Body Rules, then the provisions set out in these articles or in the Charities Act 2011 or the Companies Acts shall prevail.

6. **POWERS**

6.1 The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Charity has power:

- 6.1.1 to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 6.1.2 to establish or purchase companies to carry on any trade;
- 6.1.3 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 6.1.4 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 177 and 122 of the Charities Act 2011;
- 6.1.5 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
- 6.1.6 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 6.1.7 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 6.1.8 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity;
- 6.1.9 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.1.10 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity must employ or remunerate a director only to the extent it is permitted to do so by article 8 and provided it complies with the conditions in that article;
- 6.1.11 to:
 - 6.1.11.1 deposit or invest funds;
 - 6.1.11.2 employ a professional fund-manager; and
 - 6.1.11.3 arrange for the investments or other property of the Charity to be held in the name of a nominee,

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

6.1.12 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

6.1.13 to take out such insurance policies as are necessary to protect the Charity;

6.1.14 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity.

7. APPLICATION OF INCOME AND PROPERTY

7.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

7.2 A director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

7.3 A director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

7.4 A director may receive an indemnity from the Charity in the circumstances specified in article 37.1.

7.5 A director may not receive any other benefit or payment unless it is authorised by article 8.

7.6 Subject to article 8, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a director receiving:

7.6.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;

7.6.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

8. BENEFITS AND PAYMENTS TO THE CHARITY DIRECTORS AND CONNECTED PERSONS

8.1 No director or Connected Person may:

- 8.1.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- 8.1.2 sell goods, services, or any interest in the land to the Charity;
- 8.1.3 be employed by, or receive any remuneration from, the Charity;
- 8.1.4 receive any other financial benefit from the Charity,

unless the payment is permitted by articles 8.2 to 8.8 (inclusive) or authorised by the court or the Charity Commission. In this article a “**financial benefit**” means a benefit, direct or indirect, which is either money or has a monetary value.

- 8.2 A director or Connected Person may receive discounts to the Fees at the discretion of the directors as a whole.
- 8.3 A director or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the directors do not benefit in this way.
- 8.4 A director or Connected Person may enter into a contract for the supply of services (including but not limited to swimming coaching services), or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- 8.5 Subject to article 8.9 a director or Connected Person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the director or Connected Person.
- 8.6 A director or Connected Person may receive interest on money lent to the Charity at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate).
- 8.7 A director or Connected Person may receive rent for premises let by the director of Connected Person to the Charity. The amount of the rent and other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such proposal or the rent or other terms of the lease are under discussion.
- 8.8 A director or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
- 8.9 The Charity and its directors may only rely on the authority provided by article 8.5 if each of the following conditions is satisfied:

- 8.9.1 the amount or maximum amount of the payments for the goods is set out in an agreement in writing between the Charity or its directors (as the case may be) and the director or Connected Person supplying the goods (the “**supplier**”) under which the supplier is to supply the goods in question to or on behalf of the Charity;
 - 8.9.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
 - 8.9.3 the other directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a director or Connected Person. In reaching that decision the directors must balance the advantage of contracting with a director of Connected Person against the disadvantages of doing so;
 - 8.9.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity;
 - 8.9.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;
 - 8.9.6 the reason for their decision is recorded by the directors in the minute book;
 - 8.9.7 a majority of the directors then in office are not in receipt of remuneration or payments authorised by article 8.
- 8.10 In articles 8.3 and 8.9 inclusive, “**charity**” includes any company in which the Charity:
- 8.10.1 holds more than 50% of the shares; or
 - 8.10.2 controls more than 50% of the voting rights attached to the shares; or
 - 8.10.3 has the right to appoint one or more directors to the board of the company.

9. **DECLARATION OF DIRECTORS’ INTEREST**

A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A director must absent himself or herself from any discussions of the Charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

10. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

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

10.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

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

10.1.3 the unconflicted directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

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

11. MEMBERS

11.1 Membership is open to individuals or organisations who:

11.1.1 apply to the Charity in the form required by the directors, indicating which category of membership the applicant is applying for; and

11.1.2 are approved by the directors.

11.2 In relation to the applications for membership:

11.2.1 the directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application (for example, if they reasonably believe that the conduct or character of the applicant is likely to bring the Charity or the sport into disrepute);

11.2.2 the directors, or the relevant membership secretary acting on the instructions of the directors in accordance with article 11.3, must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision; and

11.2.3 the directors must consider any written representations the applicant may make about the decision. The directors' decision following any written

representations must be notified to the applicant in writing but shall be final.

- 11.3 The directors hold the ultimate power to approve or reject membership applications, including applications to change a member's category, which may be legitimately delegated to the membership secretaries (or any one of them).
- 11.4 Membership is not transferrable.
- 11.5 The directors must keep a register of names and addresses of the members.
- 11.6 The total number of members shall not normally be limited other than by the normal operating procedures of the pools the Charity uses. If, however, the directors (as advised by the Committee), consider that there is a good reason to impose any limit from time to time then the directors shall put forward appropriate proposals for consideration at a meeting of the board of directors. The directors shall have the right to impose (and remove) from time to time any limits on total membership (or any category of membership).
- 11.7 All persons (except those referred to in article 11.8 below) who assist in any way with the Charity's activities shall apply to become members of the Charity and members of Swim England, and the relevant Swim England membership fee shall be paid. Those assisting with the Charity's activities shall include, but not be restricted to, administrators, associate members, voluntary instructors, teachers and coaches, directors, trustees, helpers, honorary members, life members, officers, patrons, presidents, technical and non-technical officials, temporary members, vice presidents and verifiers or tutors of Swim England's educational certificates.
- 11.8 Paid instructors, teachers and coaches who are not members of the Charity must be members of a body which accepts that its members are bound by Swim England's Code of Ethics, the Swim England Regulations relating to Wavepower and those parts of the Judicial Regulations and procedures necessary for their implementation and whilst engaged in activities under the jurisdiction of Swim England shall be subject to all the constraints and privileges of the Judicial Regulations.
- 11.9 An application for membership will not be refused on discriminatory grounds, whether in relation to ethnic origin, age, sex, religion, disability, political persuasion or sexual orientation.

12. CATEGORIES OF MEMBERSHIP

- 12.1 The directors may establish categories of membership from time to time with different rights and obligations and shall record the rights and obligations in the register of members.

- 12.2 The categories of membership at the time of adoption of these articles are:
- 12.2.1 Ordinary Members – swimming members who are 16 years of age or over and who have the Charity as their first ranked club for the purposes of Swim England. Members in this category have voting rights.
 - 12.2.2 Junior Members – swimming members who are under 16 years of age. Members in this category do not have voting rights.
 - 12.2.3 Non-Swimming Members – non-swimming members who are 16 years of age or over who either have had their category three Swim England membership paid by the Charity due to their role as a club volunteer, or who choose to become an Swim England category three member and pay the annual membership fee for the Charity as a Non-Swimming Member as determined by the directors from time to time. Members in this category have voting rights.
 - 12.2.4 Honorary Members – swimming or non-swimming members who are invited by the directors to become an honorary member. Members in this category do not have voting rights.
 - 12.2.5 Associate Member – swimming members who are students and who only use the Charity's facilities during school or college holidays or who are 16 years of age or over and do not have the Charity as their first ranked club for the purposes of Swim England. Members in this category do not have voting rights.
- 12.3 Where an Ordinary Member ceases to have the Charity as their first ranked club for the purposes of Swim England, their membership shall immediately and automatically be reclassified as an Associate Member.
- 12.4 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership unless a variation proposed by the directors is approved in accordance with article 12.5.
- 12.5 The rights attached to a class of membership may only be varied if:
- 12.5.1 three-quarters of the members of that class consent in writing to the variation; or
 - 12.5.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 12.6 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.

13. **TERMINATION OF MEMBERSHIP**

13.1 Membership is terminated if:

- 13.1.1 the member dies or, if it is an organisation, ceases to exist;
- 13.1.2 the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- 13.1.3 any sum due from the member to the Charity is not paid in full within three months of it falling due;
- 13.1.4 the Fees due from the member in accordance with article 15 in relation to a particular calendar year remain unpaid on 31 January of that year;
- 13.1.5 the member is removed from membership by a unanimous resolution of the directors that is in the best interests of the Charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - 13.1.5.1 the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - 13.1.5.2 the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting; and
 - 13.1.5.3 the directors have complied with the relevant Judicial Regulations for handling Internal Club Disputes Procedures ("the Procedures") as the same may be revised from time to time. (A copy of the Procedures may be obtained from the Swim England website, Swim England Handbook or from the Office of Judicial Administration). Swim England guidelines for handling "Internal Club Disputes" set out in an appendix to the Swim England Regulation which appear in the Swim England Handbook, as the same may be revised from time to time.

13.2 Where a member ceases to be a member, no part of any Fees paid by that member are refundable on membership ceasing. However, the part of the Fees relating to the Swim England membership fee may be transferred to another swimming club if the outgoing member provides the directors with all relevant details to enable such a transfer within a reasonable time (not exceeding 4 weeks) from the date on which his membership ceased.

- 13.3 The Swim England membership department shall be informed should a member resign when still owing money or goods to the Charity.

14. DISCIPLINARY ACTION

- 14.1 Those directors appointed to the roles of Chair, Secretary and Treasurer (or any person or persons constituting a disciplinary committee to whom the directors shall delegate this power) shall each have the power to temporarily suspend or exclude a member from particular training sessions and/or wider club activities, when, in their opinion, such action is in the interests of the Charity. Any such action must be reported to the directors at their next meeting.
- 14.2 A member suspended or excluded in accordance with article 14.1 must be notified by registered post or recorded delivery or email, stating the reasons for the action taken.
- 14.3 In the event of such member objecting to the suspension or exclusion within seven days of notification of the same, a meeting of the directors or, where the same is constituted, any disciplinary committee, shall be called on at least 14 days' notice, at which the member concerned shall have the opportunity to defend his actions.
- 14.4 After any meeting held in accordance with article 14.3, the directors or the disciplinary committee (as appropriate) shall take such action as they consider appropriate in the interests of the Charity. Such action may be subject to any overriding Swim England Complaints Procedure.

15. SUBSCRIPTIONS AND OTHER FEES

- 15.1 Members may be required to pay annual membership subscription fees, section participation and course fees (the “**Fees**”). The Fees shall be determined from time to time by the directors. The directors may increase the Fees, including as a result of an increase in individual Swim England membership fees where the Charity pays the individual Swim England membership fees to Swim England on behalf of the member. Any increase in Fees shall be notified to the members in writing, and the reasons for any increase shall be reported to the members.
- 15.2 The Fees are payable:
- 15.2.1 in respect of new members, once their application for membership is approved by the directors (and the amount due shall be a pro rata amount of the then annual Fees due from members from the date of approval of the new member's application to 31 December);
 - 15.2.2 in respect of existing members, on or before 1 January each year.

- 15.3 The directors shall have the power in special circumstances to remit the whole or part of the Fees, including the Swim England membership fees, to address issues of social inclusion.

16. GENERAL MEETINGS

- 16.1 The Charity must hold an annual general meeting in each year and not more than fifteen months may elapse between successive annual general meetings.

- 16.2 The directors may call a general meeting at any time.

- 16.3 The purpose of the annual general meeting shall include, but not be limited to:

16.3.1 receiving the directors' report of the activities of the Charity during the previous year;

16.3.2 reviewing the:

16.3.2.1 accounts of the Charity for the previous year;

16.3.2.2 the report on the accounts of the independent examiner; and

16.3.2.3 the directors' report as to the financial position of the Charity;

16.3.3 removing and electing the independent examiner (who must not be a member or a member of the family of the family of a member);

16.3.4 deciding on any other resolution, provided a copy of the proposed resolution has been sent to every eligible member; and

16.3.5 the appointment by the members of persons to the office of director where there are vacancies on the board due to one or more directors ceasing to hold office pursuant to article 27.1.

- 16.4 All members shall be entitled to attend annual general meetings of the Charity, but attendance shall not give Junior Members, Honorary Members or Associate Members the right to vote.

17. NOTICE OF GENERAL MEETINGS

- 17.1 The minimum periods of notice required to hold a general meeting of the Charity are:

17.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

17.1.2 fourteen clear days for all other general meetings.

- 17.2 A general meeting may be called by shorted notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 17.3 The notice must specify the date, time and place (whether virtual or physical) of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must all contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article19.
- 17.4 The notice must be given to all the members and to the directors and auditors.
- 17.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

18. **PROCEEDINGS AT GENERAL MEETINGS**

- 18.1 No business shall be transacted at any general meeting unless a quorum is present.
- 18.2 A quorum is the lesser of:
- 18.2.1 20 voting members; and
 - 18.2.2 one half of the total number of voting members,
- at the time of the general meeting.
- 18.3 The authorised representative of a member organisation shall be counted in the quorum.
- 18.4 If:
- 18.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or
 - 18.4.2 during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the directors shall determine.
- 18.5 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 18.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

- 18.7 General meetings shall be chaired by the Chair.
- 18.8 If there is no Chair or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- 18.9 If there is no Chair or he or she is not present, and if there is only one director present and willing to act, he or she shall chair the meeting.
- 18.10 If there is no Chair or he or she is not present, and if no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 18.11 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 18.12 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 18.13 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 18.14 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 18.15 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 18.15.1 by the person chairing the meeting; or
 - 18.15.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 18.15.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 18.16 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 18.17 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

- 18.18 A demand for a poll may withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 18.19 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 18.20 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 18.21 The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 18.22 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 18.23 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 18.24 The poll must be taken within thirty days after it has been demanded.
- 18.25 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 18.26 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 18.27 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.
- 18.28 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.
- 18.29 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. 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.

19. **CONTENT OF PROXY NOTICES**

- 19.1 Proxies may only validly be appointed by a notice in writing (a **"Proxy Notice"**) which:

- 19.1.1 states the name and address of the member appointing the proxy;
 - 19.1.2 identified the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 19.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 19.1.4 is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 19.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 19.3 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.
- 19.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 19.4.1 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
 - 19.4.2 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.
20. **DELIVERY OF PROXY NOTICES**
- 20.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- 20.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 20.3 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.
- 20.4 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.

21. WRITTEN RESOLUTIONS

21.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

21.1.1 a copy of the proposed resolution has been sent to every eligible member;

21.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified their agreement to the resolution; and

21.1.3 it is contained in an authenticated document which has been received at the registered office of the Charity within the period of 28 days beginning with circulation date.

21.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

21.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

22. VOTES OF MEMBERS

22.1 Every member, whether an individual or an organisation, shall have one vote, unless they are a non-voting member as detailed in article 12.2, in which case they shall have no vote.

22.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

22.3 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

22.4 The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.

22.5 Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

- 22.6 A person is able to exercise the right to vote at a general meeting when:
- 22.6.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 22.6.2 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.

23. **DIRECTORS**

- 23.1 A director must be a natural person aged 16 years or older
- 23.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 27.
- 23.3 The minimum number of directors shall be two and (unless otherwise determined by ordinary resolution) the maximum number of directors shall be ten.
- 23.4 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.
- 23.5 Eight of the directors shall be appointed to one of the following roles by resolution of the board of directors: Chair; Secretary; Treasurer; Membership Secretary; Welfare Officer (who must not be less than 18 years of age, who should have an appropriate background and who is required to undertake appropriate training in accordance with Wavepower the Swim England Child Safeguarding Procedures); Fundraising Officer; Marketing and Communications Officer; Head Coaches Representative. The board of directors shall from time to time determine the administrative and managerial responsibilities attached to each such role.
- 23.6 Where there are less than eight directors appointed at any one time, the directors shall, so far as is necessary, adopt more than one of the roles listed in article 23.5 until such a time as further directors are appointed, provided that the director holding the role of Welfare Officer shall never simultaneously hold the role of Chair.

24. **POWERS OF DIRECTORS**

- 24.1 The directors shall manage the business of the Charity and may exercise all powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 24.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

24.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

25. RETIREMENT OF DIRECTORS

25.1 Each director shall retire one year after the date of his first appointment as a director and thereafter, if reappointed, after three years from the date of each reappointment as a director.

26. APPOINTMENT OF DIRECTORS

26.1 The Charity may by ordinary resolution of the members appoint a person who is willing to act to be a director.

26.2 No person other than a director retiring in accordance with article 25.1 or article 26.5 may be appointed a director at any general meeting unless:

26.2.1 he or she is recommended for re-election by the directors; or

26.2.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:

26.2.2.1 is signed by a member entitled to vote at the meeting;

26.2.2.2 states the member's intention to propose the appointment of a person as a director;

26.2.2.3 contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and

26.2.2.4 is signed by the person who is to be proposed to show his or her willingness to be appointed.

26.3 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation in accordance with article 25.1.

26.4 The directors may appoint a person who is willing to act to be a director.

26.5 A director appointed by a resolution of the other directors must retire at the next annual general meeting.

26.6 The appointment of a director, whether by the Charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

27. DISQUALIFICATION AND REMOVAL OF DIRECTORS

27.1 A director shall cease to hold office if he or she:

- 27.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 27.1.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- 27.1.3 ceases to be a member of the Charity;
- 27.1.4 in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 27.1.5 resigns as a director by notice to the Charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
- 27.1.6 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

28. REMUNERATION OF DIRECTORS

28.1 The directors must not be paid any remuneration unless it is authorised by article 8.

29. PROCEEDINGS OF DIRECTORS

29.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

29.2 Any directors may call a meeting of the directors.

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

29.4 Questions arising at a meeting shall be decided by a majority of votes unless otherwise stated in these articles.

29.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

- 29.6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 29.7 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. **“Present”** including being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- 29.8 The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- 29.9 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 29.10 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 29.11 The directors shall appoint one of their number to the role of the Chair. The Chair shall chair meetings of the directors.
- 29.12 If no Chair has been appointed, or if the Chair is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- 29.13 The Chair shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 29.14 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- 29.15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

30. **DELEGATION**

- 30.1 The directors may delegate, on such terms of reference as they think fit, any of the powers or functions to any committee comprising one or more directors.
- 30.2 The director may delegate the implementation of their decisions or day to day management of the affairs of the Charity to any person or committee on which at least one director sits.

- 30.3 The terms of reference of a committee may include conditions imposed by the directors, including that:
- 30.3.1 the relevant powers are to be exercised exclusively by the committee to whom the directors delegate;
 - 30.3.2 no expenditure or liability may be incurred on behalf of the Charity except where approved by the directors or in accordance with a budget previously agreed by the directors.
- 30.4 Persons who are not directors may be appointed as members of a committee, subject to the approval of the directors.
- 30.5 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based far as they are applicable on those provisions of the articles which govern the taking of decision by directors.
- 30.6 The terms of any delegation to a committee shall be recorded in the minute book.
- 30.7 The directors may revoke or alter a delegation.
- 30.8 All acts and proceedings of any committees must be fully and promptly reported to the directors.

31. **VALIDITY OF DIRECTORS' DECISIONS**

- 31.1 Subject to article 31.2, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- 31.1.1 who was disqualified from holding office;
 - 31.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
 - 31.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- 31.1.4 the vote of that director; and
 - 31.1.5 that director being counted in the quorum,
- the decision has been made by a majority of the directors at a quorate meeting.

- 31.2 Article 31.1 does not permit a director or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 31.1, the resolution would have been void, or if the director has not complied with article 9.

32. **SEAL**

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

33. **MINUTES**

- 33.1 The directors must keep minutes of all:

33.1.1 appointments of officers made by the directors;

33.1.2 proceedings at meetings of the Charity;

33.1.3 meetings of the directors and committees of directors including:

33.1.3.1 the names of the directors present at the meeting;

33.1.3.2 the decisions made at the meetings; and

33.1.3.3 where appropriate the reasons for the decisions.

34. **ACCOUNTS**

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

- 34.2 The directors must keep accounting records as required by the Companies Act.

35. **ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES AND ACCIDENT BOOK**

- 35.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:

35.1.1 transmission of a copy of the statements of account to the Charity Commission;

- 35.1.2 preparation of an Annual Report and the transmission of a copy of it to the Charity Commission;
 - 35.1.3 preparation of an Annual Return and its transmission to the Charity Commission.
- 35.2 The directors must notify the Charity Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- 35.3 In addition to the requirements of article 35.1, the Charity shall make an annual return to the Swim England membership office in the prescribed form.
- 35.4 The Charity shall maintain an accident book in which all accidents to members at swimming related activities shall be recorded. Details of such accidents shall be reported to the Swim England membership office.
- 36. **MEANS OF COMMUNICATION TO BE USED**
- 36.1 The Charity may deliver a notice or other document to a member:
 - 36.1.1 by delivering it by hand to the address recorded for the member in the register of members;
 - 36.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the member in the register of members;
 - 36.1.3 by fax to a fax number notified by the member in writing;
 - 36.1.4 by electronic mail to an address notified by the member in writing;
 - 36.1.5 by a website, the address of which shall be notified to the member in writing; or
 - 36.1.6 by advertisement in at least two national newspapers.
- 36.2 This article 36 does not affect provisions in any relevant legislation or the articles requiring notices or documents to be delivered in a particular way.
- 36.3 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the member.
- 36.4 If a notice or document is sent:
 - 36.4.1 by post or other delivery service in accordance with article 36.1.2, it is treated as being delivered:

36.4.1.1 24 hours after it was posted, if first class post was used; or

36.4.1.2 72 hours after it was posted or given to delivery agents, if first class post was not used,

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was properly addressed, and put into the post system or given to delivery agents with postage or delivery paid;

36.4.2 by fax, it is treated as being delivered at the time it was sent;

36.4.3 by electronic mail, it is treated as being delivered at the time it was sent;

36.4.4 by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

36.5 For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

36.6 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

37. **INDEMNITY**

37.1 Subject to article 37.2, but without prejudice to any indemnity to which they may otherwise be entitled:

37.1.1 every director or former director of the Charity shall be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity; and

37.1.2 every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.

37.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law and any such indemnity is limited accordingly.

38. RULES

38.1 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 or management of the Charity.

38.2 The bye laws may regulate the following matters but are not restricted to them:

38.2.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

38.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

38.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

38.2.4 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;

38.2.5 generally, all such matters as are commonly the subject matter of company rules.

38.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

38.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

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

39. DISPUTES

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

40. DISSOLUTION

40.1 On the winding up or dissolution of the Charity, after provision has been made for all its debts and liabilities, any assets or property that remain (the Charity's remaining assets) shall not be paid or distributed to the members (except to a member that is itself a charity and qualifies to benefit under this article) but shall be applied or transferred:

40.1.1 directly for one or more of the Objects;

40.1.2 to any charity or charities for purposes similar to the Objects; or

40.1.3 to any charity or charities for particular purposes falling within the Objects.

40.2 The decision on who is to benefit from the Charity's remaining assets, pursuant to article 40.1, may be made by resolution of the members at or before the time of winding up or dissolution and, subject to any such resolution of the members, may be made by resolution of the directors at or before the time of winding up or dissolution.

40.3 In the event that no resolution is passed by the members or by the directors in accordance with this article, the Charity's remaining assets shall be applied for charitable purposes as directed by the court or the Charity Commission.

41. ACKNOWLEDGEMENT

41.1 The members acknowledge that these Rules constitute a legally binding contract to regulate the relationship of the members with each other and with the charity.

41.2 The following statement must appear on membership forms and is to be signed by the member. It must also be countersigned by the parent, or a person having parental responsibility for the member, if under 18 years of age:

"I acknowledge receipt of the rules of Chelmsford City Swimming Club LTD and confirm my understanding and acceptance that such rules (as amended from time to time) shall govern my membership of the Club. I further acknowledge and accept the responsibilities of membership upon members as set out in these rules."

Chair (confirming that these are the amended Articles approved by an Annual General Meeting of the members of Chelmsford Swimming Club Ltd held on [Date])