

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE**

ARTICLES OF ASSOCIATION

of

BELFAST BOAT CLUB LIMITED

8th October 2018

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THE COMPANIES ACT 2006

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ARTICLES OF ASSOCIATION of BELFAST BOAT CLUB LIMITED

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

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

“Articles”	means the Club’s articles of association from time to time in force;
“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;
“Club Officers”	has the meaning given in Article 5;
“Club”	means Belfast Boat Club Limited;
“Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Club;
“Convenors”	has the meaning give in Article 5;
“Committee”	means the board of directors for the time being of the Club;
“director”	means a member of the Committee, 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”	has the meaning given in section 112 of the Companies Act 2006;
“ordinary resolution”	has the meaning given in section 282 of the Companies Act 2006;
“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;
“Voting Members”	has the meaning given in Article 32;
“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 are in force at the date of the Articles.

The model articles for private companies limited by guarantee in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) are excluded in whole and shall not apply to the Club.

Liability of members

2. The liability of each member of the Club is limited to £1.00, being the amount that each member undertakes to contribute to the assets of the Club in the event of it being wound up while he is a member or within one year after he ceases to be a member, for -
 - (a) payment of the Club'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.

PART 2 OBJECTS

Objects

3. The objects for which the Club is established are restricted to the following -
 - (a) to acquire and take over all or any part of the assets and liabilities of the unincorporated association known as "the Belfast Boat Club";
 - (b) to promote and to provide for its members and for others the sporting and leisure activities of rowing, tennis, squash, canoeing, fitness and any other sports, games or recreational activity in which the Club shall resolve to engage;
 - (c) to provide social and recreational facilities for the benefit of the members;
 - (d) to do such things as the Committee considers to be in the best interests of the Club; and
 - (e) to do all such other lawful things as will further the objects of the Club

PART 3 RESTRICTIONS ON DISTRIBUTIONS

Application of income and property of the Club

4. (1) The income and property of the Club will be applied solely towards the promotion of the objects of the Club. No dividends, bonuses or other similar payments will be made to the members of the Club. However, members of the Club and employees may be remunerated for actual services they provide to the Club on terms decided by the Committee.

- (2) If the Club is wound up or dissolved and there is any property remaining after all its debts are settled this will be distributed in such manner to be decided upon by special resolution of the Club at or before the time of dissolution.

PART 4

CLUB OFFICERS & CONVENORS

Description of the Club Officers and the Convenors

5. (1) The officers of the Club are the President, Captain, Honorary Secretary, Honorary Treasurer and Honorary Manager ("Club Officers"). The Club Officers shall be members of the Committee.
- (2) The convenors of the Club are the Tennis Convenor, the Rowing Convenor, the Squash Convenor, the Canoeing Convenor and the Fitness Convenor ("Convenors"). The Convenors shall be members of the Committee.

Duties and Functions of the Club Officers

6. (1) The duties and functions of the Club Officers are:
- (a) President
The President shall promote the objects of the Club. He/she shall personally acquaint him/herself with the members and shall identify him/herself with the sporting and non-sporting activities of the Club.
- (b) Captain
Subject to the authority of and directions from the Committee, the Captain shall provide leadership and management and coordination of the activities of the Club. The Captain shall also be responsible for developing the strategy of the Club.
- (c) Honorary Secretary
The Honorary Secretary shall be responsible, pursuant to the Committee's procedures, for the proper administrative and governing functions of the Committee and engaging in all communication on behalf of the Club with any person representing governing bodies or institutions. He/she shall co-ordinate the operation of all Sub-Committees of the Committee.
- (d) Honorary Treasurer
The Honorary Treasurer shall have charge of the finances of the Club. He/she shall also be responsible for the preparation of quarterly financial reports, or, at a frequency more often, as may be required by the Committee and the Companies Acts and shall supply all information as is necessary to enable completion of the professional annual financial audit and the preparation and supply of accounts to members.
- (e) Honorary Manager
The Honorary Manager shall be responsible to the Committee for the implementation of agreed development proposals and maintenance of the Club's assets including Clubhouse, grounds, furniture, fittings and equipment. He/she shall also be responsible for the curation of Club heritage items.
- (2) The Club Officers in addition to being members of the Committee shall also act as the convenors of the Management and Strategy, Finance, Development, Governance and Advisory Group standing Sub-Committees of the Committee as set out in Article 12.

Duties and Functions of the Convenors

7. The Convenors in addition to being members of the Committee shall also act as the convenors of the Tennis, Rowing, Squash, Canoeing and Fitness standing Sub-Committees of the Committee as set out in Article 12.

Election and Retirement of Club Officers and the Convenors

8. (1) Candidates for election as President must have been a member of the Committee for at least two years and also have been a Voting Member of the Club for at least five years. Candidates for election for all other Club Officers and the Convenors must have been a Voting Member of the Club for at least two years.
- (2) Candidates for election as Club Officers and Convenors shall be proposed and seconded by Voting Members of the Club. The proposal shall be signed by the proposer and the seconder and the candidate proposed shall sign an assent on the proposal form for him to act in such capacity if so elected. The proposal shall be submitted to the Honorary Secretary at least nine days prior to the Annual General Meeting of the Club.
- (3) The names of all candidates nominated for election as Club Officers and Convenors and their proposers and seconders shall be prominently displayed in Club premises for at least nine days prior to the Annual General Meeting. The nomination shall indicate the position for which the candidate has been nominated. A candidate may be nominated for more than one position but may not however be contemporaneously elected to hold more than one such position.
- (4) The Club Officers and the Convenors shall be elected by secret ballot at the Annual General Meeting in each year unless there is an insufficient number of candidates on any particular occasion which renders a ballot unnecessary. In such instance the chairperson of the meeting shall be entitled to declare that the candidate or candidates who have been properly nominated and proposed in accordance with Article 8 are duly and validly elected.
- (5) The Club Officers and Convenors shall hold office for two years, retiring at the next but one Annual General Meeting following their election. All Club Officers and Convenors shall be eligible for re-election but no person shall be eligible to serve continuously in a particular Club Officer or Convenor position for more than four consecutive years or serve continuously as a member of the Committee for more than twelve years in total.

PART 5

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

The Committee's general authority

9. (1) Subject to the Articles, the Committee is responsible for the management of the Club's business, for which purpose it may exercise all the powers of the Club. The Committee is responsible for the strategic development and corporate governance of the Club and for all matters relating to the conduct of the financial and business affairs of the Club in accordance with the Articles,

Club Policies, Codes of Conduct, and Bye-laws. The Committee shall be the final arbiter in all matters requiring decision and/or direction as regards the Club. Such matters include those relating to promotion of the objects of the Club, Club Policies, Codes of Conduct, Bye-laws and all matters relating to grants, loans and budgetings and discipline of members. The Committee shall engage in all things necessary for the acquisition of land and other property and such acts as are necessary for the disposal of any Club property.

(2) The Committee shall:-

- (a) receive reports from and give direction to the standing Sub-Committees of the Committee, as are detailed in Article 12; all of which Sub-Committees shall report directly to the Committee and are directly answerable to the Committee. The Committee shall, as it may deem appropriate, issue such directions for action to those Sub-Committees in relation to matters as are raised by or reported on by these Sub-Committees or in relation to matters as have been raised in the Committee itself.
- (b) provide a business plan and business continuity plan together with three year rolling financial projections
- (c) be the final arbiter in any appeals from the Governance Sub-Committee as concern the Club's Codes of Conduct and the Club's Complaints Policy.
- (d) have power to resolve to purchase or contract to purchase, take on lease or to acquire ownership of any property by whatever means and to pledge or mortgage that property, or to sell, lease or demise by leasing or sale or by any other method any Club property or other property in which the Club has a legal entitlement, all of which property the subject of such resolution must not exceed a capital commitment of 10% of the value of the total net assets of the Club as defined in the last audited and approved annual accounts on an individual basis or which would, when aggregated with all such other commitments entered into the Club in that financial year, result in the aggregate of all such commitments exceeding 20% of the value of the total net assets of the Club as defined in the last audited and approved annual accounts . The Committee may also enter into agreement with Sport Northern Ireland or with any financial grant-providing body or individual, as regards financial aid to the Club being granted subject only to approval of the terms and conditions of that agreement by the Club at an Annual General Meeting or a general meeting duly convened for that specific purpose. A decision made by the Committee in all such matters as concerns Club property which may involve a capital commitment in excess of 10% of the value of the total net assets of the Club as defined in the last audited and approved annual accounts on an individual basis or which would, when aggregated with all such other commitments entered into by the Club in that financial year, result in the aggregate of all such commitments exceeding 20% of the value of total net assets of the Club as defined in the last audited and approved annual accounts must be approved by ordinary resolution.
- (e) have power from time to time to make such Club Policies, Codes of Conduct and Bye-Laws (consistent with the rules imposed by the Articles) as they may think necessary for the proper management of the Club.

- (3) For as long as they shall remain on the Committee the members of the Committee shall be the directors of the Club. The subscribers to the Memorandum of Association shall be the first directors of the Club.

Voting Members' reserve power

10. (1) The Voting Members may, by ordinary resolution, direct the Committee to take, or refrain from taking, specified action.
- (2) No such resolution invalidates anything which the Committee has done before the passing of the resolution.

Directors may delegate

- 11 (1) Subject to the Articles, the Committee may delegate any of its powers which are conferred on it under the Articles —
 - (a) to such person(s) or committee(s) (including persons who are not directors or members);
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters; and
 - (e) on such terms and conditions;as the Committee thinks fit subject however to any directions given by the Voting Members
- (2) If the Committee so specifies, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) The Committee may revoke any delegation in whole or part, or alter its terms and conditions.

Sub-Committees of the Committee

12. (1) The standing Sub-Committees of the Committee are as follows:-
 - a) Management and Strategy Sub-Committee
 - b) Finance Sub-Committee
 - c) Development Sub-Committee
 - d) Governance Sub-Committee
 - e) Tennis Sub-Committee
 - f) Rowing Sub-Committee
 - g) Squash Sub-Committee
 - h) Canoeing Sub-Committee
 - i) Fitness Sub-Committee
 - j) Advisory Group

- (2) The standing Sub-Committees are responsible to report findings and recommend action directly to the Committee.
- (3) The Convenors of the Sub-Committees are as follows -
 - (a) The Captain shall be the Convenor of the Management and Strategy Sub-Committee
 - (b) The President shall be the Convenor of the Advisory Group.
 - (c) The Honorary Treasurer shall be Convenor of the Finance Sub-Committee.
 - (d) The Honorary Manager shall be Convenor of the Development Sub-Committee.
 - (e) The Honorary Secretary shall be Convenor of the Sub-Governance Committee.
 - (f) The Tennis Convenor shall be the Convenor of the Tennis Sub-Committee.
 - (g) The Rowing Convenor shall be the Convenor of the Rowing Sub-Committee.
 - (h) The Squash Convenor shall be the Convenor of the Squash Sub-Committee.
 - (i) The Canoeing Convenor shall be the Convenor of the Canoeing Sub-Committee
 - (j) The Fitness Convenor shall be the Convenor of the Fitness Sub-Committee.
- (4) Each Sub-Committee shall contain in its membership at least one member of the Committee. The membership of the Advisory Group shall include up to five former Club Officers and in the event of a vacancy arising this shall be filled by an appointment made by the President.
- (5) The Committee shall direct the Convenors of the Sub-Committees as to the manner and form in which those Sub-Committees shall report to the Committee. Reports to the Committee from the Sub-Committees must be lodged by its Convenor or by a member of that Sub-Committee on behalf of any such Convenor.
- (6) The Committee may alter the membership of any of the Sub-Committees as and when it shall see fit to do so.
- (7) For the better management of the Club, the Committee may at any time constitute any sub-committee and appoint the members of it. The Committee shall determine the terms of reference of any such sub-committee. When the task allocated to any such sub-committee has been completed it shall then be dissolved.
- (8) Sub-Committees to which the Committee delegate 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 the Committee.
- (9) The Committee may make rules of procedure for all or any sub-committees which prevail over rules derived from the Articles if they are not consistent with them.
- (10) The Advisory Group:-

- (a) shall meet at least once in each financial year and any meetings shall be requisitioned in writing by the President or another member of the Advisory Group.
- (b) may provide advice to the Committee through the President.

DECISION-MAKING BY DIRECTORS

The Committee to take decisions collectively

13. The general rule about decision-making by the Committee is that any decision of it must be either a majority decision at a meeting or a decision taken in accordance with Article 14.

Unanimous decisions

14. (1) A decision of the Committee 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 meeting of the Committee.
- (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 Committee meeting

15. (1) The Honorary Secretary may call a Committee meeting by giving notice of the meeting to the directors.
- (2) Notice of a meeting of the Committee 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 Committee 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 Committee meeting must be given to each director in writing but Notice need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Club at any time 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.
- (4) Any matter arising from the record of the minutes of the last Committee meeting shall not be raised at the next Committee meeting unless the Honorary Secretary shall have been notified of such matter in writing at least 3 days before the next Committee meeting.

- (5) The Committee shall meet as often as it may by resolution deem to be necessary. Committee meetings must however take place at least ten times in each financial year.

Participation in Committee meetings

16. (1) Subject to the Articles, directors participate in a Committee meeting, or part of a Committee 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 Committee 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 Committee meetings

17. (1) At a Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Committee meetings may be fixed from time to time by a decision of the Committee, but it must never be less than seven including at least two Club Officers, and unless otherwise fixed it is seven including at least two Club Officers.
- (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 co-opt further directors as permitted in the Articles, or
 - (b) to call a general meeting so as to enable the Voting Members to appoint further directors.

Chairing of Committee meetings

18. (1) The Captain shall chair Committee meetings.
- (2) If the Captain is not participating in a Committee meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

19. (1) If the numbers of votes for and against a proposal are equal, the Captain or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the Articles, the Captain or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

20. (1) If a proposed decision of the Committee is concerned with an actual or proposed transaction or arrangement with the Club 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 Club is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when -
- (a) the Club 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 Club or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the Club 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 Club 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 Committee meeting or part of a Committee meeting.
- (6) Subject to paragraph (7), if a question arises at a Committee meeting or of a Sub-Committee of the Committee 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 chairperson 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 chairperson, the question is to be decided by a decision of the Committee at that meeting, for which purpose the chairperson 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

21. The Committee must ensure that the Club 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 Committee.

Directors' discretion to make further rules

22. Subject to the Articles, the Committee may make any rule which it thinks fit about how it takes decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Composition and Method of Appointment of the Committee

23. (1) The Committee shall consist of:-
- (a) the Club Officers and the Convenors nominated and elected in the manner set out in Article 8; and
 - (b) one Voting Member who has previously served as a Club Officer and one other Voting Member of the Club who shall have been a Voting Member of the Club for at least two years both of whom shall be nominated and elected in the same manner as the Club Officers and the Convenors set out in Article 8 and who shall hold office for two years, retiring at the next but one Annual General Meeting following their election.
- (2) The Committee may from time to time co-opt any Voting Member as may be required by the Articles in the event of a vacancy arising on the Committee. Such Voting Member shall be co-opted for the purpose only of fulfilling a specific role and must retire at the following Annual General Meeting.

Termination of director's appointment

24. (1) 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 by law from being a director
 - (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 Club 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 Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
 - (f) he ceases to be a Voting Member of the Club.
 - (g) a director has not attended three consecutive Committee meetings or four Committee meetings in total during each financial year unless the Committee decides a director has provided a legitimate reason or explanation for such non-attendance.
- (2) The Club may by special resolution remove any director and appoint another qualified person in his stead.

Directors' remuneration

25. Members of the Committee shall serve in a voluntary capacity and without remuneration of any sort.

Directors' expenses

26. The Committee may pay any reasonable expenses which the directors properly incur in connection with their attendance at—
- (a) meetings of the Committee or Sub-Committees of the Committee,
 - (b) general meetings, or
 - (c) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

PART 6

MEMBERS

Membership

27. (1) Admission to membership of persons in respect of membership categories not carrying voting rights shall not occur if such will result in the number of members not having such rights being more than three times the number of Voting Members.
- (2) The first members of the Club are the signatories to the Memorandum of Association and every person who at the date of incorporation of the Club had paid a subscription fee to, and was a member of, the unincorporated association known as the Belfast Boat Club as referred to in Article 3, and who, on or immediately before the date of incorporation of the Club, or during such extended period as the Committee may determine, signs and delivers to the Honorary Secretary of the Club the form of membership application prescribed by the Committee. Such membership shall however only be in a category as has been determined pursuant to the Articles as those applying to their membership

Categories of Membership

28. The categories of membership of the Club are:

- (a) "Life"

Such persons as shall be over the age of 18 years when the requisite annual subscription is due and have been awarded membership for life by the Committee. Any person who has been an Ordinary member for at least 10 years may apply to the Committee to become a Life member. The Committee shall have absolute discretion in admitting any member to this category of membership on his/her payment of a sum equivalent to at least 20 times the current subscription fee payable by an Ordinary member. Not more than 3 persons shall be admitted to the Life membership category in any financial year unless a proposal altering this limitation is proposed by the Committee and approved by ordinary resolution of the Club. Such persons are entitled to use all the sporting, fitness and social facilities of the Club.

- (b) “Ordinary”
Such persons as shall be over the age of 18 years when the requisite annual subscription is due and are entitled to use all the sporting, fitness and social facilities of the Club.
- (c) “Ordinary U29”
Such persons as shall be over the age of 25 years and under the age of 29 years when the requisite annual subscription is due and are entitled to use all the sporting, fitness and social facilities of the Club.
- (d) “Ordinary U26”
Such persons as shall be over the age of 22 years and under the age of 26 years when the requisite annual subscription is due and are entitled to use all the sporting, fitness and social facilities of the Club.
- (e) “Ordinary U23”
Such persons as shall be over the age of 17 years and under the age of 23 years when the requisite annual subscription is due and are entitled to use all the sporting, fitness and social facilities of the Club.
- (f) “Senior Ordinary”
Such persons as shall have been an Ordinary member for a total of 15 years and shall be over current pension age when the requisite annual subscription is due and are entitled to use all the sporting, fitness and social facilities of the Club.
- (g) “Junior”
Such persons as shall be over the age of 14 years and under the age of 18 years when the requisite annual subscription is due and are entitled to use the sporting, fitness and social facilities of the Club (but not the intoxicating liquor bar facilities at the Club).
- (h) “Juvenile”
Such persons as shall be under the age of 15 years when the requisite annual subscription is due and are entitled to use the sporting, fitness and social facilities of the Club (but not the intoxicating liquor bar facilities at the Club).
- (i) “Senior Associate”
Such persons as shall be over current pension age when the requisite annual subscription is due and are entitled to use all of the facilities of the Club with the exception of the sporting, changing and sauna facilities. Such sporting, changing and sauna facilities may be used by Senior Associate members on payment of the fee stipulated for visitors but such use is limited to 6 occasions in any 12 months.
- (j) “Associate”
Such persons as shall be over the age of 18 years and under current pension age when the requisite annual subscription is due and are entitled to use all of the facilities of the Club with the exception of the sporting, changing and sauna facilities. Such sporting, changing and sauna facilities may be used by Associate members on payment of the fee stipulated for visitors but such use is limited to 6 occasions in any 12 months.

(k) "Off-Peak"

Such persons as shall be over the age of 18 years when the requisite annual subscription is due and are entitled to use all the sporting, fitness and social facilities of the Club only during off-peak times as determined by the Committee.

(l) "Honorary"

Such persons who, in the opinion of the Committee, have rendered special services to the Club or to the significant advancement of any of the sports promoted by the Club who are admitted by the Committee to any category of membership on an honorary basis. Such admission shall be without payment of either entrance or subscription fees and shall be granted for a specified period and shall commence with the granting of attendant membership privileges at least 2 days subsequent to admission to that category of membership.

(m) "Temporary"

Such persons admitted to this category of membership by the Committee for any period of not less than 1 month and not more than 6 months who shall have attained the age of 18 years when the requisite annual subscription is due and are entitled to use of the Club's sporting, fitness and social facilities.

(n) "Overseas":

Such persons as shall reside outside Ireland and shall be over the age of 18 years when the requisite annual subscription is due and are entitled to use of the Club's sporting, fitness and social facilities.

BECOMING AND CEASING TO BE A MEMBER

Applications for Membership

29. (1) Admission to all categories of membership shall be by open vote of the Committee. With the exception of the Honorary membership category, any candidate for admission must apply for membership in writing and in a form approved by the Committee. Such applicant must be proposed and seconded by a Voting Member who is acquainted with the candidate.
- (2) Any completed application form must be lodged as accompanied by the appropriate entrance and subscription fees. It must also be endorsed by a member of the Committee unless the proposer or the seconder is a current member of the Committee.
- (3) The details of each application, including the names and addresses of the applicant and of his/her proposer and seconder, shall be prominently displayed in Club premises for at least 7 days prior to consideration of the application by the Committee. Before such consideration shall occur, a further period of at least 14 days must then elapse between the date of such application and the election to membership of the applicant.

Documentation

30. On admission to any category of membership a member shall be furnished with a membership card and shall be entitled to receive a copy of the Articles and the Club Policies, Codes of Conduct and Bye-Laws made pursuant to the Articles. All members shall be subject thereto. No member shall be excused from any breach or breaches thereof on the grounds that copies of such documents may not have been furnished to him/her on admission to membership.

Record and Changes of Address

31. (1) A record shall be held on Club premises by the Honorary Secretary of the names and addresses of every member of the Club.
- (2) All members must notify the Honorary Secretary of any changes made to their residential addresses. The Honorary Secretary shall issue all Club Notices in writing. Transmission shall be to the latest address notified by any member to the Honorary Secretary and any such Notice issued to that postal address or the registered email address shall be deemed to have been both properly delivered and duly received.

Members' Voting Rights

32. (1) Life, Ordinary, Ordinary U29, Ordinary U26, Ordinary U23 and Senior Ordinary members ("Voting Members") shall be entitled to attend general meetings and to vote on any resolutions proposed at such general meetings.
- (2) All other categories of membership shall be entitled to attend and to speak at all general meetings of the Club. Such members shall however not be entitled to vote as regards any resolution proposed at such general meetings.
- (3) Except by invitation to attend for a consultation to take place on any specified matter, Club employees shall not be in attendance at any meeting of the Committee or general meetings of the Club.

Rights to Use Club Facilities

33. (1) Members shall be entitled to use facilities of the Club subject to any use conditions as may be from time to time stipulated for their particular category of membership as defined in Article 28. Rights of use of some or all of the facilities are subject to availability as may be determined pursuant to the Articles and the restrictions on use stipulated in both the Articles and Club Bye-Laws.
- (2) Club facilities are provided entirely subject to the right of the Committee to close all or any of these for the purpose of maintenance and/or re-development, or for any other reason as the Committee may deem to be appropriate.
- (3) The hours of opening and of closure of any Club facilities shall be determined by the Committee.

Entrance and Annual Subscription Fees

34. (1) Subscriptions fees are due on the 1st of January each year or on such other date as the Committee may decide and a member's age on that date shall determine the amount of subscription fee payable for the relevant membership category.
- (2) Excepting in the instance of Life membership, the entrance and annual subscription fees for each category of membership shall be fixed at the Annual General Meeting. Only the Committee may propose to the Annual General Meeting the amount of the entrance and annual subscription fees payable for each membership category.
- (3) Notwithstanding the level of entrance and annual subscription fees fixed at any Annual General Meeting the Committee shall have a discretion only in the case of Temporary and Overseas membership categories to reduce or to waive the entrance and annual subscription fees payable. Such reduction or waiver may however only occur in respect of an applicant who has made an application for admission to either of those categories and who in the opinion of the Committee has rendered special services to the Club or, alternatively, has made a special contribution to one of the sporting activities engaged in by the Club.
- (4) The Committee shall fix the fee payable by any visitor admitted to Club premises pursuant to Article 50(7).
- (5) The current rate of entrance fees and of subscriptions which are payable annually, including any concessions which may be in force, any visitors' fees and any additional charges as may be determined in an Annual General Meeting, shall be displayed prominently within Club premises.

Termination of Membership

35. (1) A member may resign from membership of the Club at any time by giving notice in writing to the Honorary Secretary. The Honorary Secretary shall acknowledge the receipt of any such notice in writing. Unless a member resigns within 60 days after the date when his/her annual subscription became due such member shall be liable to pay the full amount of the relevant year's subscription and shall not be entitled to any refund of a subscription already paid.
- (2) Any member whose annual subscription is unpaid for three months after becoming due ceases to be a member of the Club and forfeits all rights in and claims upon the Club and its property unless the Committee suspends the operation of this provision, which they may do as regards any particular member on such terms as they determine at their discretion.
- (3) Membership is not transferable.
- (4) A person's membership terminates when that person dies or ceases to exist.

Suspension of Admission Application and of Membership

36. The Committee may suspend the admission of any person to any category of membership. Such suspension shall be by notice in writing sent to that person and shall be prominently displayed in Club premises.

Breach of Rules

37. A member may be subject to disciplinary proceedings in accordance with the Club's Complaints Policy when a member fails to comply with the duties imposed by the Articles, Club Policies, Codes of Conduct and Bye-Laws or otherwise brings the good name of the Club into disrepute or damages, defaces, destroys, injures or removes any Club property or the property of others on Club premises.

ORGANISATION OF GENERAL MEETINGS

General Meetings

38. (1) The Club shall hold a general meeting as its Annual General Meeting in the last week of March in each year (unless otherwise determined by the Committee due to exceptional circumstances) and shall specify the meeting as such in the notices calling it.
- (2) All general meetings other than Annual General Meetings shall be called special general meetings.
- (3) The Committee may, whenever they think fit, and must on a requisition made in writing by at least 20 Voting Members or Voting Members representing not less than 5% of the total voting rights of all Voting Members having at the date of deposit of the requisition the right to vote at general meetings, whichever is the lesser, convene a special general meeting.
- (4) Any requisition made by the members must state the objects of the meeting proposed to be called, and must be signed by the requisitionists and deposited at Club premises.
- (5) On receipt of the requisition the Committee must immediately proceed to convene a special general meeting.
- (6) If the Committee does not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitionists or any of them representing more than one-half of the total voting rights of them, may convene such meeting.
- (7) At least 21 days before every general meeting, notice specifying the place, the day and the hour of the meeting, shall be given to the members in the manner stated in Article 53, or in such other manner as may be prescribed by the Club in general meeting, but the accidental omission to give such notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings at any general meeting. Copies of any proposal to be considered at a general meeting shall be prominently displayed in Club premises for at least 14 days prior to such meeting.
- (8) Members must at least 14 days prior to the Annual General Meeting receive copies of: -
- (a) The report of the Captain.
 - (b) The report of the Honorary Treasurer and statement of accounts supplied as relating to the previous accounting year of the Club.
 - (c) A listing of entrance and annual subscription fees as proposed by the Committee.
- (9) All business at any general meeting shall be deemed special with the exception at the Annual General Meeting of the following:-

- (a) The consideration and adoption of the report of the Captain.
- (b) The consideration and adoption of the report of the Honorary Treasurer and the statement of accounts supplied as relating to the previous accounting year of the Club.
- (c) The approval of the fixing of entrance and annual subscription fees.
- (d) The election of the Club Officers, the Convenors and the other members of the Committee.
- (e) The appointment of the Club Auditor

Quorum for General meeting

39. The quorum for any general meeting shall be 40 Voting Members. No business other than the appointment of a Chairperson is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing General Meetings

40. The President shall chair all general meetings. In the absence of the President, the Captain shall so preside. In the absence of the President and/or of the Captain, the Voting Members attending such meeting may elect one of their number to so preside. The person chairing a meeting in accordance with this article is referred to as “the chairperson of the meeting”.

Attendance and speaking by non-members

41. The chairperson of the meeting may permit other persons who are not members of the Club to attend and speak at a general meeting.

Adjournment

42. (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 chairperson of the meeting must adjourn it.
- (2) The chairperson 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 chairperson 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 chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairperson 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 Committee, 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 Club must give at least 7 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 Club'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

43. (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- (2) No Voting Member may vote at any meeting unless all the money then due from them to the Club has been paid.

Errors and disputes

44. (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 chairperson of the meeting whose decision is final.

Poll votes

45. (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 chairperson of the meeting;
 - (b) the Committee;
 - (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 Voting 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 chairperson of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

Content of proxy notices

- 46. (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which -
 - (a) states the name and address of the Voting Member appointing the proxy;
 - (b) identifies the person appointed to be that Voting 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 Committee may determine; and
 - (d) is delivered to the Club in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Club 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.
- (5) A person appointed to be a Voting Member’s proxy shall be a member of the Club.

Delivery of proxy notices

- 47. (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 Club by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Club 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

48. (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 Club 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 chairperson of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson 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 chairperson 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 chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

PART 7

ADMINISTRATIVE ARRANGEMENTS

Purchase and Sale of Intoxicating Liquor

49. (1) No member of the Committee, the General Manager of the Club or any servant or other party of managerial standing employed by the Club shall have any personal interest in the supply of intoxicating liquor to the Club for consumption in the Club or in any of the profits arising from such supply and consumption.
- (2) No person shall at the expense of the Club be paid any commission or percentage or any similar payment in connection with purchases by the Club of intoxicating liquor.
- (3) No member or his/her guests shall receive any benefit from liquor purchases excepting such benefit as is enjoyed by members of the Club as a whole. No intoxicating liquor shall be consumed at any time in any part of Club premises by any person unless it shall have been lawfully supplied for such consumption to that party.
- (4) No intoxicating liquor shall be sold or supplied on Club premises except during the hours prescribed under the Registration of Clubs (NI) Order 1996 or under any amendment made thereto or the regulations made thereunder.
- (5) In addition to the sale hours stipulated under the legislation and rules thereof referred to in Article 49(4) during which intoxicating liquor may be supplied in Club premises, such liquor may be authorised to be supplied for special occasions and during hours as may be defined by the Sub-Divisional Commander for the police sub-division in which the Club premises are situate.

- (6) No intoxicating liquor shall be sold or supplied to any person under the age of 18 years and no person under the age of 18 years may consume intoxicating liquor in any part of Club premises.
- (7) Intoxicating liquor shall not be supplied to any party, parties or organisation for consumption outside the boundary of Club premises.
- (8) No guest of a member and/or a visitor shall be supplied with intoxicating liquor on Club premises unless such supply is at the invitation of and in the company of a member.
- (9) A statement printed in plain type indicating the hours during which intoxicating liquor may be supplied shall be conspicuously displayed in Club premises.

Admission to Club Premises

- 50.
- (1) All members must produce a current membership card in order to gain admission to Club premises and shall carry that membership card whilst being present on Club premises.
 - (2) Only when a person who is the parent, the partner, or child of a member, shall he/she be admitted as a guest of a member to Club premises on not more than twelve days in any period of 12 months.
 - (3) The guest of any member shall not be admitted to Club premises except in the company of that member, and, on the admission of that guest, the member shall then enter the name and address of the guest and his or her own name and address in the Visitors' Register Book which is held at Reception for that specific purpose. The member introducing any guest shall also enter the date of such visit into that book the date of such visit.
 - (4) The guest of any member shall be entitled to only use the social facilities of the Club and such other facilities may from time to time be determined only by the Committee.
 - (5) All members with the exception of Juvenile members, shall be entitled to invite guests into the Club. However, that entitlement shall be exercised by Junior members only when the purpose of such visit is to participate in or to spectate at one of the sporting activities of the Club.
 - (6) Any member who has signed-in a guest shall be responsible for ensuring that such guest observes the Articles, respects Club Policies, and observes its Codes of Conduct and Bye-laws and any determinations made by the Committee in respect of the use of Club facilities. No member who has signed-in a guest shall depart from Club premises before the departure of his or her guest.
 - (7) A visitor, other than as a guest of a member, on payment of such visitor's fee as shall be determined by the Committee may use such facilities on Club premises on that day of admission as the Committee may determine. Article 50(2) shall not apply to such a visitor but on payment of any fee as so determined he/she shall enter their name and address and the date of their visit in a Visitors' Register kept for that purpose. The Committee may restrict the number of occasions in any period of 12 months in which any such visitor may be given access to the use of Club facilities.
 - (8) On the occasions when a team or teams or a crew or crews or any other body of persons who are, as members of another club, society or organisation, visiting the Club for the purpose of taking part in or engaging in the

organisation of or in the arrangements being made for any pastime, sport, game or recreation at the Club, one of the Club Officers shall on any such occasion or occasions enter in the Visitors' Register Book the name of such club, society or organisation to which the team or teams or crew or crews or other body of persons visiting the Club belong. That Club Officer shall also enter the number of persons so visiting but without specifying the names and addresses of those persons. The name and address of the person in charge of any such visiting club, society or organisation shall however also be entered in the said book. On completion of these formalities visiting persons may then use the bar facilities of the Club at the invitation of and in the presence of such Club Officer as shall be present on the occasion of that visit.

Accounts

51. (1) The Committee must ensure that proper books of account are kept in respect of:-
- (a) all sums of money received and expended by the Club and the matters in respect of which the receipts and expenditure take place and
 - (b) the assets and liabilities of the Club.
- (2) The books of account must be kept at Club premises, or at such other place or places as the Committee think fit, and must always be open to the inspection of the Committee.
- (3) The Committee must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Club, or any of them, are to be open to the inspection of members of the Club who are not a member of the Committee.

Audit

52. An auditor or auditors must be appointed if required under the Registration of Clubs (Northern Ireland) Order 1996 and/or the Companies Acts.

Means of communication to be used

53. (1) Subject to the Articles, anything sent or supplied by or to the Club 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 Club.
- (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 the Committee 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 Club 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

54. (1) Any common seal may only be used by the authority of the Committee.
- (2) The Committee may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the Committee, if the Club 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 Club; or
 - (b) any person authorised by the Club for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

55. Except as provided by law or authorised by the Committee or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

56. The Committee may decide to make provision for the benefit of persons employed or formerly employed by the Club 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 Club or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

57. (1) Subject to paragraph (2), a relevant director of the Club or an associated company may be indemnified out of the Club'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 Club or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the Club 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 Club 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 Club or an associated company.

Insurance

58. (1) The Committee may decide to purchase and maintain insurance, at the expense of the Club, 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 Club 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 Club, any associated company or any pension fund or employees’ share scheme of the Club 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.