

THE COMPANIES ACT 2006

A Company Limited by Guarantee and Not having a Share Capital

Articles of Association of Canoe Wales - Canw Cymru

Company Registration No: 02478971

Version Control	V9
Adopted	17 th October 2015
Amended	13 th October 2022

Date of Incorporation 9th March 1990
(Private Company, Limited by guarantee, no share capital, use of 'Limited' exemption)

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PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

In the Articles, unless the context requires otherwise:-

"Annual General Meeting" has the meaning given in Article 27.1;

"Articles" means the Company's Articles of Association;

"Board" means the Board of Directors for the time being of the Company;

"Byelaws" means byelaws made by the Directors to deal with particular circumstances not covered by the rules and regulations of the Company;

"Director" means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;

"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;

"Paddling" & "Paddlesport" encompasses all aspects of paddlesport defined as including any craft propelled by a paddle in or on which the paddler faces in the direction of travel but excluding craft, such as dragon boats, and all references to 'paddling', 'paddlecraft' and 'paddler' in subsequent paragraphs shall, unless the context otherwise requires, be construed as the corresponding terms for any craft as defined above.

"chair" has the meaning given in Article 13;

"chair of the meeting" has the meaning given in Article 29;

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

"Company" means Canoe Wales;

"Company Secretary" means the secretary of the Company as appointed from time to time;

"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;

"ECA" is the European Canoe Association

"General Meeting" is a meeting of the Members;

"ICF" is the International Canoe Federation

"Member" is a person aged over 16 affiliated as a full member of Canoe Wales and accepted as a member of the Company, with voting rights, as set out in the membership regulations as amended from time to time;

"National Governing Body" means an organisation which is generally recognised as the governing body for that particular sport;

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

"participate", in relation to a Directors' meeting, has the meaning given in Article 11;

"proxy notice" has the meaning given in Article 35;

"rules" means the rules of the Company in force at any time;

"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;

"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.

N.B. words denoting the masculine gender shall include the female gender throughout.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company. The provisions of Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Company and these Articles shall apply instead.

PART 2 OBJECTS

2 Objects – General

- 2.1 To act as the governing body for the sport and recreation of Paddlesport.
- 2.2 To be responsible for the administration and development of paddling in Wales.
- 2.3 To encourage and help all, especially young people, to promote their health, wellbeing and education, to develop their self-reliance and independence, and to acquire a greater knowledge, enjoyment and care of the countryside through the use of canoes in competitive and recreational activities.
- 2.4 To promote paddlesport in all its forms in ways compatible with the preservation and protection of the countryside and wildlife; to initiate, support and co-operate with others in proposals and activities calculated to assist in the promotion of the Canoe Wales
- 2.5 To combine or collaborate with other associations, bodies and organisations interested in water sport and recreation, the preservation of the countryside and access thereto.
- 2.6 To promote and organise, or assist in promoting and organising competitive and recreational events; to select and administer competitors to represent Wales or the United Kingdom; to give encouragement and support to canoe expeditions; and to oversee the selection and co-ordination of officials for paddlesport events within Wales
- 2.7 To support and administer the Elite Athlete Programme funded by Sport Wales within the sport and particularly to support and encourage participation by elite athletes at international competitions or equivalent programmes funded by similar or successor organisations.
- 2.8 To adopt and abide by the anti-doping policy of the UK governing body of the sport and rules to combat doping in the sport the enforcement of which shall be the responsibility of the UK governing body.
- 2.9 To promote international co-operation and friendship by participation with canoeists and paddlesport organisations in other countries in competitions, rallies and tours and by encouraging the arrangement of such events in Wales in which canoeists from other countries may take part.
- 2.10 To arrange and provide for, or join in arranging and providing for, the holding of courses of instruction or training and exposition in paddlesport skills and techniques and knowledge, the testing of skills and techniques, the establishment and conduct of a system of qualification for persons involved in such courses and testing, the establishment of standards of proficiency, the award of certificates or badges of attainment, and the promotion of safety in paddlesport.
- 2.11 To make and enforce rules and regulations of the Welsh governing body, in conformity with those of the UK, ICF and ECA and to formulate and issue guidelines concerning all forms and aspects of paddlesport, the conduct and management of any of the paddlesport events referred to above, to encourage a code of conduct for canoeists, and promote the observance of the code by its Members and others.

- 2.12 To protect the interests of canoeists; to work for improved facilities for paddlesport in Wales and for access to and along inland waters and to coastal waters for the purpose of paddlesport.
- 2.13 To collect, provide and supply information and advice to Members concerning the practice of competitive and recreational paddlesport by any means.
- 2.14 To foster the technical improvement and development of canoes, kayaks, paddlesport equipment and other appliances and equipment associated with paddlesport.
- 2.15 To undertake, or support or assist the undertaking of, investigations and research relevant to the use of canoes on inland and coastal waters, and the collection and collation of evidence relating to the right of passage in canoes.
- 2.16 To arrange with any person, company, undertaking or organisation for the provision of services for Members of Canoe Wales in respect of insurances, travel facilities, or the purchase of goods, equipment and appliances.
- 2.17 To promote, assist and support for the purpose of paddlesport any prevention, reduction or mitigation of the effects of pollution on land or waters.
- 2.18 To promote, manage and facilitate safe paddling, including the investigation of safety incidents, the promotion of safe paddling and the management of safeguarding throughout paddlesport in Wales.
- 2.19 To do all other things that are incidental or conducive to the attainment of the above objectives.

3 Liability of Members

- 3.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while a Member or within one year after ceasing to be a Member, for;-
- 3.2 payment of the Company's debts and liabilities contracted before ceasing to be a Member,
- 3.3 payment of the costs, charges and expenses of winding up, and
- 3.4 adjustment of the rights of the contributories among themselves.

PART 3
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

4 Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

5 Members' reserve power

The voting Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action. Such specified action must be legal and within the terms of engagement for Directors as per the Companies Act and also in line with and promoting the Objects of the association. No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

6 Directors may delegate

Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:-

- 6.1 to such person or committee;
- 6.2 by such means (including by power of attorney);
- 6.3 to such an extent;
- 6.4 in relation to such matters or territories; and
- 6.5 on such terms and conditions as they think fit.
- 6.6 If the Directors so specify, any such delegation may authorize further delegation of the Directors' powers by any person to whom they are delegated.
- 6.7 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

7 Committees

- 7.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- 7.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

8 Directors to take decisions collectively

The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 9.

9 Unanimous decisions

- 9.1 A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 9.2 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.
- 9.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 9.4 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.

10 Calling a Directors' meeting

- 10.1 Any Director may call a Directors' meeting by giving a minimum of 28 days notice, except in an emergency, of the meeting to the Directors or by authorising the Company Secretary (if any) to give such notice.
- 10.2 Notice of any Directors' meeting must indicate;-
 - 10.2.1 its proposed date and time;
 - 10.2.2 where it is to take place; and
 - 10.2.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 10.3 Notice of a Directors' meeting must be given to each Director, but need not be in writing.

11 Participation in Directors' meetings

- 11.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when;-
 - 11.1.1 the meeting has been called and takes place in accordance with the Articles, and
 - 11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 11.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 11.3 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.
- 11.4 The Board of Directors shall have power to invite any person it wishes to attend any meeting of the Board of Directors in an advisory capacity but without power to vote thereat.

12 Quorum for Directors' meetings

- 12.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than four, and unless otherwise fixed it is four.
- 12.3 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:-
 - 12.3.1 to appoint further Directors, or
 - 12.3.2 to call a General Meeting so as to enable the Members to appoint further Directors.

13 Chairing of Directors' meetings

- 13.1 The Directors shall appoint a Chair to chair meetings of the Directors.
- 13.2 The Directors may terminate the Chair's appointment at any time.
- 13.3 If the Chair is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the Vice Chair, if one is appointed by the Directors, will chair the meeting. If the Vice Chair is not present, appointed or willing to chair the meeting the participating Directors must appoint one of themselves to chair it.
- 13.4 Subject to 13.2 above, 20.5 and 20.6 the appointed Chair shall hold office for four years.
- 13.5 In the event of the Chair resigning (either as Chair or as a Director) or otherwise being removed as Chair, the Directors shall appoint one Member of the Board of Directors to be Chair, usually the Vice Chair if one has been appointed, until the next General Meeting.

14 Casting vote

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

15 Transactions or other arrangements with the Company

- 15.1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Companies Act 2006, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
 - 15.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - 15.1.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 15.1.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 15.1.4 may act by him/herself or his/her firm in a professional capacity for the Company (otherwise than as auditor) and he/she or his/her firm shall be entitled to remuneration for professional services as if he/she were not a director;
 - 15.1.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
 - 15.1.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him [as defined in section 252 of the Act]) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

16 Directors' Conflicts of interest

- 16.1 The Directors may authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ('Conflict').

- 16.2 Any authorisation under this Article will be effective only if:-
- 16.2.1 the matter in question shall have been proposed by any Director for consideration at a meeting of the Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
 - 16.2.2 any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question; and
 - 16.2.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
- 16.3 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):-
- 16.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
 - 16.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine;
 - 16.3.3 be terminated or varied by the Directors at any time
 - 16.3.4 provide that, where the Director in question obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence.

This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.

- 16.4 Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Director:-
- 16.4.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;
 - 16.4.2 is not given any documents or other information relating to the Conflict;
 - 16.4.3 may or may not vote at any future meeting of Directors in relation to any resolution relating to the Conflict.
- 16.5 Where the Directors authorise a Conflict:-
- 16.5.1 the Director will be obliged to conduct himself in any terms imposed by the Directors in relation to the Conflict;
 - 16.5.2 the Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.
- 16.6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company

in a General Meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

17 Non-disclosure of Conflict of Interests – Sanctions

Any Director who fails to disclose a conflict of interest to the Directors in accordance with Articles 15 and 16 may be charged with bringing the Company into disrepute in accordance with the prescribed Directors code of conduct.

18 Records of decisions to be kept

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

19 Directors' discretion to make further rules

- 19.1 Subject to the Articles, the Directors may make any rule or regulation which they think fit about how they take decisions, and about how such rules and regulations are to be recorded or communicated to Directors.
- 19.2 The Directors may from time to time make such rules, regulations, statutes or Byelaws as they may deem necessary for the proper conduct and management of the Company.
- 19.3 The Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such rules, regulations, statutes or Byelaws, which so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no rule, regulation, statute or Byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles of the Company.

APPOINTMENT OF DIRECTORS

20 Methods of appointing Directors

- 20.1 Until and unless otherwise determined by the Company in General Meeting, there shall be a minimum number of four.
- 20.2 The business of the Company shall be managed by the Directors who shall consist:-
 - 20.2.1 Up to seven (7) Directors elected by the Members; and
 - 20.2.2 Up to seven (7) Directors appointed by the Directors;
 - 20.2.3 The Chief Executive Officer may be appointed onto the Board at the Board's discretion. Their appointment to the Board is directly related to their employment as Chief Executive Officer of the company and will therefore cease when their employment ceases.
- 20.3 Nominations for election of nominated Directors must be made by a Member holding voting rights. The number of nominations a single member can make at any AGM is restricted to one. Nominations must be submitted (together with the nominee's written consent) on the

Company's approved form. The nomination must be received by the Company at least 42 days before the date of the Annual General Meeting or General Meeting in which the election is to take place. Confirmation of receipt of valid nominations will be sent in writing to the nominator as soon as reasonably practicable after such receipt.

- 20.4 New nomination details shall be forwarded to all voting Members at least 28 days prior to the meeting at which the election is to take place.
- 20.5 All Directors (elected and appointed) shall hold office for four years, and can be appointed for a second term.
- 20.6 No Director shall serve for more than eight years. This does not apply to the Chief Executive Officer, should the Board approves their appointment for following terms.
- 20.7 The Directors may fill a vacancy in their number of elected Directors, by appointment or election, to act for an appropriate period but not beyond the next General Meeting. Any part of a year served in such circumstances by a newly appointed or elected Director will be treated as if it were a full year.
- 20.8 Subject to the provisions of these Articles, including Director rules and regulations set under Article 19.2 any person who is willing may act as a Director of the Company if permitted by law to do so, a person may be chosen to be a Director.
 - 20.8.1 by ordinary resolution, or
 - 20.8.2 by a decision of the Directors

21 Termination of Director's appointment

A person ceases to be a Director as soon as;-

- 21.1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
- 21.2 a bankruptcy order is made against that person;
- 21.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 21.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 21.5 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;
- 21.6 the Directors resolve that his office be vacated by a resolution duly passed in accordance with Section 168 and 169 of the 2006 Act;
- 21.7 A Director can be removed from the Board if they are found to be in breach of the Director's Code of Conduct.

22 Directors' remuneration

- 22.1 Directors may not receive any remuneration for discharging their duties as Directors of the company, with the exception of the Chief Executive Officer (if appointed).

23 Directors' expenses

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

24 Honorary Advisors

- 24.1 The Directors may appoint such honorary advisors on such terms as it thinks fit and may from time to time appoint such other advisors as it may deem necessary for such period and on such terms as it thinks fit.
- 24.2 Honorary advisors may be invited to attend Directors' meetings as specified in article 11.4

PART 4

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

25 Membership

- 25.1 There shall be different categories of member and membership with different rights and privileges as agreed by the Directors and set out in the Membership Regulations of the Company as amended from time to time.
- 25.2 All voting Members, on being accepted will be entitled to receive notices of and attend all General Meetings of the Company, to be on the mailing list of the Company and to such other additional rights and privileges as the Directors may from time to time determine.
- 25.3 All voting Members over the age of sixteen shall be entitled to one vote at General Meetings of the Company.
- 25.4 Notices will be made available in the manner determined by the Directors.

26 Termination of Membership

- 26.1 A Member may withdraw from membership by giving 7 days' notice to the company in writing.
- 26.2 Membership shall cease:-
- 26.2.1 if a Member shall fail to pay any money due to the Company including without limitation any affiliation fee payable under these Articles or the Company's rules and Byelaws.
- 26.3 Membership is not transferable.
- 26.4 Canoe Wales acting reasonably following the Disciplinary Procedures of the Company may expel any member if it considers that it is

inappropriate that membership should continue or if the conduct of the member shall bring Canoe Wales into disrepute.

ORGANISATION OF GENERAL MEETINGS

27 Attendance and speaking at General Meetings

- 27.1 The Annual General Meeting date shall be set by the Directors.
- 27.2 The Directors will circulate notice and a Draft Agenda for the Annual General Meeting at least 28 days before the date of the meeting.
- 27.3 A General Meeting may be called at any time at the request of the Directors or upon receipt by the Company of a requisition to call such a meeting signed by not less than twenty-five voting Members. Any such request must state the terms of a resolution or resolutions capable of being voted upon at the meeting.
- 27.4 The Directors will circulate notice for a General Meeting at least 28 days before the date of the meeting and circulate the Agenda at least 14 days before the date of the meeting.
- 27.5 Notices of motion put forward by Members for the Annual General Meeting must be received by the Company at least 14 days before the date of the Annual General Meeting.
- 27.6 A Member or Director is able to exercise the right to speak at an Annual General Meeting or 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.
- 27.7 A Member is able to exercise the right to vote at an Annual General Meeting or a General Meeting when;-
 - 27.7.1 that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 27.7.2 that Member'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.
- 27.8 The Directors may make whatever arrangements they consider appropriate to enable those attending an Annual General Meeting or a General Meeting to exercise their rights to speak or vote at it.
- 27.9 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.
- 27.10 Two or more Members 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.

28 Quorum for General Meetings

No business other than the appointment of the Chairman of the meeting is to be transacted at an Annual General Meeting or a General Meeting if the persons attending it do not constitute a quorum. A quorum shall be 15 voting Members in attendance or by proxy and able to vote.

29 Chairing General Meetings

- 29.1 The Chair shall chair all General Meetings if present and willing to do so.
- 29.2 If the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start;-
 - 29.2.1 the Vice Chair (if appointed) shall chair the meeting if present and willing to do so; if the Vice Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start then;-
 - 29.2.1.1 the Directors present must appoint a Director to chair the meeting;
 - 29.2.1.2 (if no Directors are present), the meeting, must appoint a Member to chair the meeting and the appointment of the chairman of the meeting must be the first business of the meeting.
- 29.3 The person chairing a meeting in accordance with this article is referred to as "the chairperson of the meeting".

30 Attendance and speaking by Directors and non-Members

- 30.1 Directors may attend and speak at all General Meetings, whether or not they are Members.
- 30.2 The chairman of the meeting may permit other persons who are not Members to attend and speak at an Annual General Meeting or a General Meeting.

31 Adjournment

- 31.1 If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 31.2 The chairperson of the meeting may adjourn a General Meeting at which a quorum is present if:-
 - 31.2.1 the meeting consents to an adjournment, or
 - 31.2.2 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.
 - 31.2.3 if any confidential information which may affect any voting at the meeting has been disclosed to any other person without the authorisation of the Directors.

- 31.3 The chairperson of the meeting must adjourn a General Meeting if directed to do so by the meeting.
- 31.4 When adjourning a General Meeting, the chairperson of the meeting must:-
 - 31.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - 31.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 31.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):-
 - 31.5.1 to the same persons to whom notice of the Company's General Meeting is required to be given, and
 - 31.5.2 containing the same information which such notice is required to contain.
- 31.6 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

32 Voting: general

- 32.1 Methods of voting will be clearly indicated in notices of meetings, usually the following methods will be used:-
 - 32.1.1 by voting Members present
 - 32.1.2 by Proxy vote
- 32.2 Each voting Member shall have one vote at Company meetings.
- 32.3 A resolution put to the vote at a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 32.4 Any election where there is more than one candidate shall always be conducted by secret ballot.
- 32.5 For the avoidance of doubt no person other than a voting Member shall have the right to a vote at meetings unless that person is holding a proxy.
- 32.6 If a Member shall be unable to attend an Annual General Meeting or a General Meeting then the Member may grant a proxy in writing either to the Chair of the meeting, a Director, or another Member.
- 32.7 No Member or Director (other than the chairman of the meeting) may hold more than five proxy votes.

33 Errors and disputes

- 33.1 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.
- 33.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

34 Poll votes

- 34.1 A poll on a resolution may be demanded:-
 - 34.1.1 in advance of the General Meeting where it is to be put to the vote, or
 - 34.1.2 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.
- 34.2 A poll may be demanded by:-
 - 34.2.1 the chair of the meeting;
 - 34.2.2 the Directors;
 - 34.2.3 two or more persons having the right to vote on the resolution.
- 34.3 A demand for a poll may be withdrawn if-
 - 34.3.1 the poll has not yet been taken, and
 - 34.3.2 the chair of the meeting consents to the withdrawal.
- 34.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

35 Content of proxy notices

- 35.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:-
 - 35.1.1 states the name and address of the Member appointing the proxy;
 - 35.1.2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
 - 35.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine;
 - 35.1.4 is delivered to the registered office in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 35.2 The NGB may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes, proxy notices must be received by the Company at least 48 hours before the start of the meeting to which the proxy refers.
- 35.3 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.
- 35.4 Unless a proxy notice indicates otherwise, it must be treated as;-

- 35.4.1 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
- 35.4.2 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.

36 Delivery of proxy notices

- 36.1 A Member that is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that Member.
- 36.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing signed the Member by whom or on whose behalf the proxy notice was given.
- 36.3 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.

37 Amendments to resolutions

- 37.1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if;
 - 37.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - 37.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 37.2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:-
 - 37.2.1 the chairman of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and
 - 37.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 37.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

PART 5
ADMINISTRATIVE ARRANGEMENTS

38 The Company Secretary

- 38.1 A Company Secretary may be appointed by the Directors on such terms and conditions as the Directors shall decide and unless the person so appointed is a Director, the Company Secretary shall have no voting rights at Directors' meetings.

39 Means of communication to be used

- 39.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorized or required by any provision of that Act to be sent or supplied by or to the Company.
- 39.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 39.3 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

40 No right to inspect accounts and other records

- 40.1 Except as provided by law or authorized by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

41 Provision for employees on cessation of business

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

DIRECTORS' INDEMNITY AND INSURANCE

42 Indemnity

- 42.1 Subject to 42.2, a relevant Director of the Company or an associated Company may be indemnified out of the Company's assets against;-
 - 42.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company,
 - 42.1.2 any liability incurred by that Director in connection with the activities of the Company or an associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - 42.1.3 any other liability incurred by that Director as an officer of the Company or an associated Company.
- 42.2 This Article does not authorize any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 42.3 In this Article;-
 - 42.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - 42.3.2 a "relevant Director" means any Director or former Director of the Company or an associated Company.

43 Insurance

- 43.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.
- 43.2 In this Article;-
 - 43.2.1 a "relevant Director" means any Director or former Director of the Company or an associated Company,
 - 43.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated Company or any pension fund or employees' share scheme of the Company or associated Company, and
 - 43.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

44 Dissolution

- 44.1 The Company may only be wound up by Special Resolution of the Members at a General Meeting.

45 Non-Distribution

- 45.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly

or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no Director of the Company shall be paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company for discharging his duties as a Director.

- 45.2 If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to those of the Company.

HONORARY POSITIONS

46 President & Vice President

- 46.1 Canoe Wales may from time to time and if thought fit appoint a President and Vice-Presidents. Such offices shall be unpaid and no person holding such office shall be a Director by virtue of his office but may be appointed as a Director in his own right pursuant to Article 20.
- 46.2 Any Member or individual (whether a Member or not) who is an employee of Canoe Wales shall not be eligible for appointment in an Honorary Position or for election as a Director.
- 46.3 Any ex-employee of Canoe Wales shall not be eligible for appointment in an Honorary Position or for election as a Director within the first 12 months of the date of leaving the company.