

**The Companies Acts 1985 to 1989 - Company Limited By Guarantee and Not having a Share Capital,
MEMORANDUM OF ASSOCIATION OF WOLVERHAMPTON BOAT CLUB LIMITED**

1. The Company's name is WOLVERHAMPTON BOAT CLUB LIMITED
2. The Company's registered office is to be situated in England and Wales,
3. The Company's objects are:

- A** To promote sporting and leisure interests among boat owners
- (i) To encourage mutual assistance among members with all boating and ancillary problems and the proper lawful and considerate use of Inland Waterways and adjoining properties
- (ii) To foster interest in pleasure boating generally.
- (iii) To provide facilities for the carrying on of Boating on Inland Waterways.
- (iv) To promote boating and to establish maintain and conduct a boat club for the use of members of the Company and generally afford to them all the usual privileges and advantages of a club.
- (v) To promote and encourage social and leisure contact among Members and to further all social activities to their mutual advantage.
- (vi) To take over the property and assets of WOLVERHAMPTON BOAT CLUB.
- B** To carry on any other trade or business which can, in the opinion of the Board of Directors and the General Committee, be advantageously carried on by the Company.
- C** To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, land, stock-in-trade and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business.
- D** To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection construction and maintenance of any of the above.
- E** To acquire by subscription or otherwise and hold, sell, deal with, make a market in or dispose of any shares, stocks, debentures, debenture stock or other securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any land guaranteed by any Government or Authority, Municipal, Local or otherwise whether at home or abroad, and to exercise and enforce all rights and powers conferred by the ownership thereof.
- F** To receive money on deposit or otherwise either with or without security.
- G** To take any gift or any real or personal property for any one or more of the objects of the Company whether or not subject to any special trust or condition.
- H** To borrow or raise money and secure the repayment of money on such terms and in such manner as the Company may think 'dt and to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding upon it.
- I** To lend money or advance credit with or without security, upon such terms as the Company may approve, and to guarantee or secure the payment of any moneys or the performance of any obligation by any person or company.
- J** To undertake and execute any trust or agency business (whether gratuitously or otherwise) the undertaking whereof may seem desirable whether as being convenient for or conducive to any of the objects of the Company.
- K** To take part in the formation, management, supervision or control of the Company and for that purpose and subject to Clause 4 hereof to appoint and remunerate any Professional Advisers, Consultants, experts or agents and to pay all or any expenses incurred in connection with these activities.
- L** To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- M** To apply for, purchase or other acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.
- N** To sell, let, mortgage or dispose of all or any of the property or assets of the Company and to invest and deal with the moneys of the Company not immediately required
- O** To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character, and circumstances of any business concerns and undertaking and generally of any assets, property or rights.
- P** To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.

- (Q) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities, and transactions of any person or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the business and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To subscribe or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not and to institute and maintain any club or other establishment.
- (T) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and or discharge of their duties and or in the exercise of their powers and or otherwise in relation to their duties, powers or offices in relation to the Company and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability
- (U) To do all or any of things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for other, or by or through factors, trustees or agents.
- (V) To so all such other things (whether similar to any of the foregoing or not) as are incidental to or which the Company may think conducive to the above objects or any of them.

PROVIDED ALWAYS that the objects set forth in any sub-clause of this Clause shall not, except when the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause but the Company shall have full power to exercise all or any of the powers conferred by any parts of Clause notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the 'first sub-clause of this Clause.

4 .The income and property of the Company shall be applied solely towards the promotion of the objects as set forth in the Memorandum and no part 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 or Member of the General Committee shall be appointed to any office of the Company 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 such provided that nothing in this document shall prevent any payment in good faith by the Company:-

1. of the usual professional charges for business done by any Director or Committee Member who is a solicitor, accountant or other person engaged in a profession, or by a partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf Provided that at no time shall a majority of the directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion.
2. of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Director or Member of the General Committee
3. of interest on money lent by any member of the Company or Director or Committee Member at a reasonable and proper rate per annum not exceeding 2 percent less than the published base lending rate of a clearing bank to selected by the General Committee.
4. of fees, remuneration or other benefit in money or money's worth to any company of which a Director or Committee member may also be a member holding not more than 1/100th part of the issued capital of that Company
5. of reasonable and proper rent for premises demised or let by any member of the Company or a Director or Member of the General Committee
6. to any Director or Committee Member or any member of the Company of reasonable out-of-pocket expenses

5. The liability of the Members is limited.

6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10.00) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company but shall be given to or transferred to some company or charity having Objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 4 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

ARTICLES OF ASSOCIATION OF WOLVERHAMPTON BOAT CLUB LIMITED

INTERPRETATION

1 In these articles

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

"the articles" means these Articles of Association of the Company

"the Club" means the above named Company

"the Chairman" shall mean the Chairman of the Company appointed by the members at the Annual General Meeting to be Chairman of the Company, the Chairman of the Board of Directors and Chairman of the General Committee who shall be appointed for the period of twelve months

"the Vice Chairman" shall mean the person appointed by the members at the Annual General Meeting to be Vice Chairman of the Company, Vice Chairman of the Board his absence

"clear days" in relation to the period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

"Directors" means a Director or Director's of the Company or any other person or persons appointed from time to time to perform the duties of a Director of the Company

"executed" includes any mode of execution

"General Committee" means the Committee of Management for the time being of the Club and includes the Directors

"Members" means the Members of the Club admitted to Membership in accordance with the Rules made under Article 71

"the memorandum" means the memorandum of association of the Company

"office" means the registered office of the Company

"the seal" means the common seal of the Company if it has one

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the company including a joint, assistant or deputy secretary

"the United Kingdom" means Great Britain and Northern Ireland

Words importing singular number only shall include the plural number and vice versa

Words importing the masculine gender only shall include the feminine gender

Words importing persons include Firms Companies and Corporations and vice versa

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2

1. The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 71 shall be Members of the Company. No person shall be admitted a Member of the Company unless his application for membership is approved by the General Committee in accordance with the rules.
2. Unless the Directors and the General Committee of the Company in general meeting shall make other provisions under Article 71, the Directors and the Members of the General Committee may in their absolute discretion permit any member of the Company to retire, provided that after such retirement the number of Members is not less than two.

GENERAL MEETINGS

The Company shall hold an annual general meeting each year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Directors and General Committee shall appoint. The business to be transacted at the annual general meeting shall be set out in the agenda accompanying the notice convening the meeting but shall include receipt of the Treasurers Audited Financial statement to the previous 30th September and the Secretary's Report, to approve the appointment of Vice Commodore under the rules and to appoint auditors. A copy of the treasurers Audited Financial Statement and the Secretary's Report shall be displayed upon the notice board at the Club Premises seven days before the meeting. No business except that appearing upon the agenda accompanying the notice convening the meeting shall be discussed except with the approval of the Chairman of that meeting. No visitors shall be allowed to attend meetings with the exception of the Auditor or at the discretion of the General Committee.

The Directors may call general meetings with approval of the General Committee and on the requisition of Members pursuant to the provisions of the Act or at the request of the General Committee in accordance with the rules shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. The object of the meeting and the business to be transacted shall be stated in the notice convening the meeting. If there are not in the United Kingdom sufficient Directors to call a general meeting any Director or any Member of the General Committee may call a general meeting. The General Committee shall require the Directors to call an extraordinary general meeting upon written request addressed to the Secretary by at least 30 Members of the Club.

NOTICE OF GENERAL MEETINGS`

5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Director shall be called by at least twenty-one clear days notice. All other extraordinary general meetings shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if it is so agreed

1 in the case of an annual general meeting by all the Members entitled to attend and vote; and

2 in the case of any other meetings by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the Members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the Members and to the Directors, General Committee Members and auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

7 No business shall transacted at any meeting unless a quorum is present 20 persons entitled to vote upon the business to be transacted, each being a Member or a duly authorised representative of Member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

8 If a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or in the case of statutory bank or other public holiday, such time and place as the Directors and General Committee may determine

9 The Chairman shall be appointed for the period of twelve months only at the annual general meeting by the Members. The Chairman so appointed shall be Chairman of the Company, Chairman of the Board of Directors and Chairman of the General Committee. The Chairman or in his absence the Vice Chairman or in his absence some other director nominated by the General Committee shall preside as Chairman of any general meeting but if neither the Chairman or such other Director(if any) be present within fifteen minutes after the time appointed time holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and if there is only one Director present and willing to act he shall be chairman.

10 If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members of the General Committee present and entitled to vote shall choose one of their Members to chairman.

11 A Director must be a full Member and shall be entitled to attend and speak at any general meeting.

12 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the act, a poll may be demanded

1 by the chairman; or

2 by at least two Members having the right to vote at the meeting; or

3 by a Member or Members representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

14 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the met without proof of the number or proportion of the votes recorded in favour of or against e resolution.

15 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

16 The poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and a place for the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote but otherwise shall not be entitled to any vote.

18 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than twenty days after the poll is demanded the demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand has not been made.

19 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken

VOTES OF MEMBERS

- 20 Subject to Article 17, every full member shall have one vote but Honorary Members appointed by the General Committee shall not be entitled to vote.
- 21 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
- 22 No objection shall be raised to the qualification of any voter except that the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 23 A vote given or poll demanded by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

PROXYS

- 24 Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote. A proxy need not be a Member.
- 25 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a Corporation under its common seal, if any, and if none, under the hand of some officer duly authorised in that behalf
- 26 Instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and default the instrument of proxy shall not be taken as valid No instrument appointing a proxy shall be valid after the expiration of six months from the date of its execution.
- 27 Any instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will permit: "Wolverhampton Boat Club Limited. I (name) of (address) a Member of Wolverhampton Boat Club Limited hereby appoint (name) of (address) or failing him (name) of (address) to vote for me and on my behalf at the Annual or Extraordinary or adjourned (as the case may be) General Meeting of the Club to be held on the (date)" The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll.

DIRECTORS

- 28 The number of Directors shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 29 The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be to have been appointed under the articles. Future Directors shall be appointed as provided subsequently in the articles.
- 30 All Directors of the Company shall be Members of the General Committee but shall not be entitled to exercise any special powers of management and control of the Company other than as Committee Members and except as stipulated in the Act and in the Articles.

GENERAL COMMITTEE

- 31
1. The management of the Club shall be vested in the General Committee consisting of the Directors of the Club and other full Members but the number of Members of the General Committee shall not exceed 15 elected Members
 2. The Chairman and Vice Chairman of the Company shall be Chairman and Vice Chairman of the General Committee respectively.
 3. All Members of the General Committee shall be full Members of the Club and shall be entitled to attend and speak at any General Meeting.
 4. The Secretary, Treasurer, Harbour Master and Bar Manager and all other members of the General Committee shall be elected at the Annual General Meeting of the Club and no Member shall serve for more than three years.
 5. Members of the General Committee shall retire after three years but may seek re-election.
 6. Any nominations for membership for the General Committee properly proposed and seconded by two Members of the Club and containing written confirmation of the nominees willingness to serve upon the Committee and signed by him must be received by the Secretary at least twenty eight days before the Annual General Meeting. Such nominations together with the names of the proposer and seconder shall be listed in the Club premises at least fourteen days prior to the date of the Annual General Meeting.

7. The nominations shall be approved and the nominees appointed at the Annual General Meeting. If the number of nominations should exceed the number of vacancies upon the Committee then the appointment to the Committee shall be by ballot. If the number of candidates for election is equal to or less than the number of vacancies upon the Committee then all candidates shall be treated as having been elected provided that the majority of Members present at the Annual General Meeting and entitled to vote, vote in favour of their appointment.
8. Two scrutineers shall be appointed by the General Committee and approved by a majority of Members present at the Annual General Meeting. The number of votes cast for each candidate shall be made public,
9. If any nominees shall receive an equal number of votes then the vacancy or vacancies upon the General Committee shall be determined and filled by a further ballot.
10. At the first Annual General Meeting all Members of the General Committee shall retire from office and at every subsequent Annual General Meeting one third of the General Committee Members which are subject to retirement by rotation, or if their number is not three or a multiple of three the number nearest to one third shall retire from office but if there is only one Member who is subject to retirement by rotation he shall retire.
11. The committee members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who become or were last re-appointed General Committee Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
12. If the Company at the Meeting at which a Committee Member retires by rotation does not fill the vacancy the retiring General Committee Member shall if willing to act, be deemed to have been re-appointed unless at the Meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Committee Member is put to the meeting and lost.
13. All full Members shall have the right to stand for election to the General Committee but no person including a General Committee Member retiring by rotation shall be appointed or re-appointed a Member of the General Committee at any General Meeting unless:
 - (a) he is proposed and seconded by two full Members of the Company
 - (b) not less than fourteen nor more than thirty five clear days before the date appointed for the Meeting Notice executed by a Member qualified to vote at the Meeting has been given to the Company of the intention to propose that person for appointment or re-appointment together with a Notice executed by that person of his willingness to be appointed or re-appointed.
14. Not less than seven nor more than twenty eight clear days before the date appointed for holding a General Meeting Notice shall be given to all persons who are entitled to receive Notice of the Meeting of any person (other than the Committee Member retiring by rotation at the Meeting) who is proposed and seconded for appointment by the Directors for appointment or re-appointment as a General Committee Member at the Meeting or in respect of whom Notice has been duly given to the Company of the intention to propose him at the Meeting for appointment or re-appointment as a Member of the General Committee.
15. In the absence of the Chairman and the Vice Chairman the Members of the General Committee may appoint one of their number to be the Chairman of their Meetings and may at any time remove him from that office.
16. There shall be a minimum of ten General Committee Meetings in each year

PROCEEDINGS OF GENERAL COMMITTEE

32

1. The General Committee shall propose a Vice Commodore for approval and appointment by the Members at the Annual General Meeting. If the proposed appointment is not approved by the Members of the Club then the appointment will be referred back to the General Committee for final determination and any further proposal will be final and binding upon the Members.
2. After one year in office the Vice Commodore shall automatically become Commodore of the Club for one year without election and the retiring Commodore shall automatically become the Rear Commodore.
3. The General Committee shall have power from time to time and at any time to appoint any Member of the Company as a Member of the Committee to fill a vacancy or as an additional Committee Member.
4. Such co-opted Members shall have no voting rights and shall retire at the next Annual General Meeting but shall then be eligible for re-election by the Members and if successful will then have the right to vote.
5. The General Committee may appoint sub-Committees (which need not comprise Members of the General Committee) to transact or carry out any task or function instructed by the General Committee.
6. The Chairman of any sub-Committee need not be a Member of the General Committee but shall report progress to the General Committee from time to time and whenever requested.
7. At any meeting of the General Committee a quorum shall consist of at least two Officers or two Directors and four other Committee Members.
8. All sub-Committees shall be re-appointed at the first General Committee Meeting after the Annual General Meeting.

9. The approved Minutes taken in full of every General Committee Meeting shall be entered in the Minute Book which will be available for inspection by all Members at the Company premises at any reasonable time
10. Urgent matters occurring between General Committee Meetings may be dealt with by the Chairman at his discretion but in accordance with the provisions of these Articles and the General Rules of the Club.

REMOVAL OF GENERAL COMMITTEE MEMBERS

33 A Member of the General Committee shall cease to hold office if he:

- 1) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs
- 2) resigns his office by Notice to the Company
- 3) is absent without the permission of the other Members of the General Committee from all its Meetings held within a period of six months and the General Committee resolves that his office be vacated
- 4) is absent from three consecutive General Committee Meetings unless the remainder of the General Committee resolve otherwise by a majority vote.

POWERS AND DUTIES OF DIRECTORS AND GENERAL COMMITTEE

34. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution the business of the Company shall be managed by the Directors and General Committee who may exercise all the powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Directors and the General Committee which would have been valid if that alteration had not been made or that direction had not been given, the powers given by this article shall not be limited by any special power given to the Directors or to the General Committee by the articles and a meeting of the Directors and the General Committee at which a quorum is present may exercise all the powers exercisable by the Directors and the General Committee.

35. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the General Committee shall have the following powers, namely:

1. to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any sale in furtherance of the objects of the Company;
2. to enter into contracts on behalf of the Company;
3. to recommend to the Members any Director for appointment.

36. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers:

- 1 to deal with all administration requirements and problems of the Company under the Companies Acts 1985 - 89 including without limiting the generality of the powers herein contained the filing of Returns and Accounts, Financial Statements and Directors Report;
- 2 to recommend to the General Committee any business which needs to be considered by the General Committee and to recommend any course of action and/or the method of resolving any Company business or problems;
- 3 to recommend to the General Committee any Members for appointment to that Committee.

APPOINTMENT OF DIRECTORS

37. At the first annual general meeting all the Directors shall retire from office, and at every subsequent annual general meeting one third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office, but if there is only one Director who is subject to retirement by rotation, he shall retire.
38. Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
39. If the Company at the meeting at which a Director retires by rotation does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost
40. No person including a Director retiring by rotation shall be appointed or re-appointed a Director at any general meeting unless:
 1. he is proposed and seconded by two full members of the Company;
 2. not less than fourteen nor more than thirty five clear days before the date appointed for the meeting Notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company's register of Directors together with a Notice executed by that person of his willingness to be appointed or re-appointed.

41. No person may be appointed as a Director
1. Unless he has attained the age of 18 years; or
 2. in circumstances such that had he already been a Director he would have been disqualified from acting under the provisions of Article 46.
42. Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the General Committee for appointment or re-appointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or re-appointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or re- appointed, be required to be included in the Company's register of Directors.
43. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.
44. The General Committee may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting he shall vacate office at the conclusion thereof
45. Subject as aforesaid a Director who retires at an annual general meeting may if willing to act be reappointed.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

46. A Director shall cease to hold office if he:-
1. ceases to be a Director by virtue of any provisions in the Act;
 2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 3. resigns his office by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect) or;
 4. is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated.

PROCEEDINGS OF DIRECTORS

47. Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
48. The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than one third of their number or two Directors, whichever is the greater.
49. The Directors may act notwithstanding any vacancies in their number but if the number of Directors is less than the number fixed as the quorum the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
50. The Directors may in the absence of the Chairman and the Vice Chairman appoint one of their number to be the chairman of their meetings and may at anytime remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. If there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
51. All acts done by a meeting of Directors shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
52. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors shall be as valid and effective as if it had been passed at a meeting of Directors duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more of the Directors.
53. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheque and orders for the payment of money from such account shall be signed by at least two Members of the General Committee who shall consist of any two of the Treasurer, the Bar Manager and one of the Directors appointed under Article 29 or as otherwise provided in the Articles.

SECRETARY

54. Subject to the provisions of the Act, the Secretary shall be elected and appointed by the Members at the Annual General Meeting for the term of three years upon such conditions as they may think it but any Secretary so appointed may be removed by them. The Secretary shall not serve for the period of more than three years consecutively whereupon he must retire but may offer himself or re-election.

MINUTES

- 55 The Directors and the General Committee shall keep minutes in books kept for the purpose:
- 1 of all appointments of officers made by the Directors the General Committee and the Members; and
 - 2 of all proceedings at meetings of the Company and of the Directors and of the General Committee including the names of the Directors and/or Members present at each such meeting.

THE SEAL

- 56 The seal shall only be used by the authority of the Directors or of the General Committee recommended by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

ACCOUNTS -

57. The General Committee shall cause Accounting Records to be kept in accordance with Section 221 of the Act.
58. The Accounting Records shall be kept at the Registered Office of the Club or subject to Section 222 of the Act such other place or places as the General Committee shall think fit and shall always be open to the inspection of Members of the General Committee.
59. Subject to any reasonable restriction as to the time and manner of inspecting the same the Accounts and Books of the Club or any of them shall be open to inspection of the Members.
60. The General Committee shall from time to time cause to be prepared and to be laid before the Members of the Club in General Meeting such income and expenditure Accounts and Balance Sheets and Report as are required by Section 226, 234, 234a and 235 of the Act and otherwise comply with the requirements of Chapter I of Part 7 of the Act and any Rules made under Article 71.
61. A copy of every Balance Sheet (including every document required by Law to be annexed thereto) which is to be laid before Members of the Club in General Meeting together with a copy of the Auditors Report and Treasurers Report shall not less than twenty one days before the date of the General Meeting be sent to every Member of the Club with the notice convening the Meeting.
62. The income of the Club shall be applied solely towards the provision of all or any of the objects of the Club in accordance with Clause 3 of the Memorandum of Association of the Club at such time or times and in such manner as the General Committee shall think fit with power for the Committee to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the General Committee shall think fit provided always the payment of dividends or other remuneration to the Members is prohibited

AUDIT AND AUDITORS

- 63 Auditors shall be appointed and their duties regulated in accordance with Section 235 to 237 and Chapter 5 of Part 11 of the Act.
- 64 The Auditors shall be Chartered or Certified Accountants.

NOTICES

- 65 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
- 66 The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his Registered Address or by leaving it at that address. A Member whose Registered Address is not within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.
- 67 A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and where necessary of the purposes for which it was called.
- 68 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY .

- 69 Subject to the provisions of the Act every Director or Member of the General Committee or other Officer or Auditor of the Company and any Member authorised by the General Committee whilst acting in the discharge of their duties shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default breach of duty or breach of trust in relation to the affairs of the Company or in connection with any contract entered into by him upon behalf of the Company.

DISSOLUTION

70

- 1) The Company may be dissolved by a Special Resolution passed by Members present and entitled to vote at an Extraordinary General Meeting.
- 2) The dissolution shall take effect from the date upon which the Resolution is passed and the Directors shall be responsible for the winding up of the assets and liabilities of the Company.
- 3) Following completion of the winding up and dissolution of the Company the Directors shall prepare a Statement of Assets and Liabilities and shall deliver a copy of that Statement to each member.
- 4) The provisions (if any) for the time being in the Memorandum of Association relating to the winding up and dissolution of the Club shall have effect as if the provisions thereof were repeated in the Articles.

RULES

71

- 1) The Directors and the General Committee may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
 - (i) the admission and classification of Members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - (ii) the conduct of Members of the Company in relation to one another, and to the Company's servants;
 - (iii) the setting aside of the whole or any part or parts of the Company's premises at any particular time or time or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the Articles;
 - (v) generally, all such matters as are commonly the subject matter of Company rules.
- 2) The Company in General Meeting shall have power to alter, add to or repeal the rules or bye laws and the Directors and Members of the General Committee shall adopt such means as they think sufficient to bring to the notice of Members of the Company all such rules or bye laws, which shall be binding on all Members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or the Articles.

WOLVERHAMPTON BOAT CLUB GENERAL RULES AND BYE LAWS

1 NAME AND OBJECT

The name of the Club shall be The Wolverhampton Boat Club. The objects of the Club shall be to promote sporting and leisure interest among boat owners, the proper lawful and considerate usage of Inland Waterways and adjoining properties and the other objects set out in the Memorandum of Association of the Company.

2 BURGEE

The Burgee will consist of a gold heraldic wolf's head facing to the point in a black circle and black Indian water sign all on a gold background.

3 DEFINITIONS AND INTERPRETATIONS

1. "Club" means The Wolverhampton Boat Club.
2. "Company" means Wolverhampton Boat Club Limited a Company Limited by Guarantee under the Companies Act 1985 and 1989.
3. "Articles" means the Articles of Association of the Company.
4. "Chairman" shall mean the Chairman of the Company appointed by the Members of the Annual General Meeting.
5. "Club Premises" means the Premises of the Club situate at Bamhurst Lane, Bilbrook, Wolverhampton, West Midlands WV8 1RS.
6. "Club Property" shall include the Club Premises, the adjacent car park and all the moorings.
7. "Directors" means a Director or Directors of the Company or any other person or persons appointed under the Articles from time to time to perform the duties of a Director of the Company.
8. "Full Member" shall mean a Member accepted to Membership in accordance with Rule 6 who shall be entitled to enjoy all the facilities of the Club and shall be entitled to vote at Meetings.
9. "Honorary Member" shall mean a Member appointed by the General Committee but who shall not be entitled to vote at Meetings.
10. "Honorary Life Member" shall mean a Member recommended by the General Committee because of long and distinguished service to the Club appointed by the Members at the Annual General Meeting but who shall be entitled to vote at Meetings.
11. "Associate Member" shall mean a Member who does not own or has never owned a boat within the currency of his/her membership and who shall not be entitled to vote at Meetings.
12. "Bar Manager" shall mean the officer of the club appointed by the Members at the Annual General Meeting for a period of three years who shall be responsible for the efficient running and organisation of the Bar, the purchase of stock of alcoholic and non-alcoholic beverages, the proper maintenance of pipes and ancillary equipment.
13. "Harbour Master" shall be the officer of the Club appointed by the Members at the Annual General Meeting for the period of three years who shall be responsible for the proper mooring of boats and that moorings are efficiently organised, the collection of mooring fees and the enforcement of the mooring regulations.
14. "Mooring Year" shall mean from First day of October to Thirtieth day of September in every year.
15. "Mooring Fees" shall mean the charges paid by the Members for their mooring during the Mooring Year and collected by the Harbour Master.
16. "Mooring Regulations" shall mean the rules approved by the General Committee for the proper and efficient administration and organisation of the moorings and enforced by the Harbour Master.

4 OFFICERS AND COMMITTEE

- a) Officers of the Club shall be the Commodore, Vice Commodore and Rear Commodore together with the Secretary, Treasurer, Harbour Master and Bar Manager.
- b) The Chairman, Commodore, Vice Commodore and Rear Commodore shall be Members of the General Committee and ex officio Members of all other Committees.
- c) The Chairman shall preside at General Meetings of the Club, including the Annual General Meeting and General Committee Meetings. He/She shall be responsible to the Members to ensure that the policy and object of the club together with these rules are adhered to.
- d) The Commodore shall be the titular head of the Club and shall represent the Club at all social or other functions but in his/her absence the Vice Commodore or Rear Commodore shall represent the Club in his/her stead.
- e) The General Committee shall have power to elect as an Honorary Members any person who by his/her service to the Club or for any other reason it may consider desirable to appoint as an Honorary Member. There shall not be more than ten Honorary members and their Membership shall be for a period not exceeding one year without re-appointment. An Honorary Member shall be entitled to use the facilities of the club but shall have no voting rights and shall not have to pay any subscription.
- f) The General Committee may nominate from among the full Members of the Club for election at the Annual General Meeting such Honorary Life Members as the Committee may think fit having regard to his/her long and distinguished service to the Club. Honorary Life Members shall have full Membership privileges including the right to the use of all facilities of the Club and the right to vote. An Honorary Life Member shall not have to pay any subscriptions.

II

5. MEMBERSHIP

- a) Full Membership of the club is available for boat owners and their immediate families. Such Members are expected to support Club activities and have a general interest in waterways.
- b) The Membership shall comprise.
 - i) All Members accepted for Full Membership in accordance with Rule 6 paying his/her subscription shall be entitled to use all the facilities of the Club and entitled to vote at all Meetings. Members living together may be admitted as Joint Full Members and shall each be entitled to one vote at any Meeting of the Club.
 - ii) Honorary Life Members - Honorary Life Members will be elected by the Members at the Annual General Meeting upon the recommendation of the General Committee from amongst the Members. They shall be entitled to vote at all meetings of the Club but shall not have to pay any subscription but will not be entitled to vote at any Club Meetings.
 - iii) Honorary Members - Honorary Members will be appointed by the General Committee for the period of one year only. They shall not have to pay any subscription but will not be entitled to vote at any Club meetings.
 - iv) Associate Members may be appointed in the same manner as Full Members under Rule 6 but do not own a boat and shall have no voting rights. Members living together may be appointed Joint Associate Members. As Associate Member may subsequently be granted Full Membership of the Club upon application at the discretion of the General Committee and payment of a transfer of Membership fee equal to the difference between the perspective relative subscription.
 - v) Student Members - Student Members must be over the age of eighteen and in full time education.
 - vi) Junior Members - Junior Members shall be between the ages of twelve and eighteen when proposed for Membership. Junior Membership shall cease at the end of the year in which the Junior Member obtains the age of eighteen years and a Junior Member wishing to continue as a Member after that age should apply to the General Committee for transfer of Membership. Children under the age of twelve years may not be admitted as Members but may be brought on to Club Premises by and in the charge of adult Members.
- c) Honorary Members, Associate Members, Joint Associate Members, Student Members and Junior Members shall have all the privileges of Full Members including the right to use all Club facilities but shall not have the right to vote at any Meeting of the Club, may not stand for Office or be entitled to any permanent mooring facilities.
- d) All boat owning Members must be in possession of and properly and prominently display upon their boat or boats a current Waterways Licence.
- e) The General Committee may from time to time make such mooring regulations for the control of boat moorings as the Committee shall in its absolute discretion determine and such mooring regulations shall be binding upon all Club Members and visitors.
- f) All Members referred to in this Rule 5 shall receive a copy of these General Rules and a copy of the mooring regulations.
- g) Temporary Members - At the discretion of the Harbour Master or his/her Representative visitors who travel to the Club Premises by boat, or otherwise stay on the club premises, may become Temporary Members for the period of their stay on payment of a fee of 10p for which a receipt shall be given together with a copy of the mooring regulations. No such visitor may become a Temporary Member for a period in excess of four weeks at any one time nor upon more than two four week periods in any one year nor upon more than twelve separate occasions in any one year. Any visitor who is granted Temporary Membership of the Club shall for the duration of such Membership have the same Membership rights and privileges as an Associate Member with the exception of the right to apply for a transfer to Full Membership and shall be bound to pay mooring fees if staying on their boat after a period of two weeks on Club Moorings.

6. APPLICATION FOR MEMBERSHIP

- 1) Application for Membership made out on the approved form shall be submitted to the General Committee after the name and address of the applicant has been displayed on the Club Notice Board for not less than one week and the Applicant has been interviewed by at least three members of the Committee one of whom shall be the Membership Secretary.
- 2) If the Application is approved by the majority of the General Committee the Membership Secretary shall notify the Applicant that his/her application has been approved.
- 3) Subscriptions shall then be due from the date of the General Committee Meeting at which the application was accepted. On receipt of the appropriate subscription(s) a Membership Pack should be issued to the Member(s) and his/her/their name(s) shall be entered in the Membership Register. Membership will begin with a six month probationary period during which time the new Member will have the status, rights and privileges of an Associate Member.
- 4) The General Committee will determine whether the application shall be admitted as a Full Member, Associate Member, Student Member or a Junior Member.

- 5) Should moorings be required during this probationary period then the mooring fees must be paid six monthly in advance, where the six monthly probationary period enters a new mooring year the Member will be invoiced for the remainder of that year which will be adjusted where necessary should mooring fees be increased during the probationary six month period subject to the satisfactory completion of that probationary period.
- 6) At the end of the probationary period the Member will have a second interview by at least three Members of the Committee, one of whom shall be the Membership Secretary, the other interviewers shall be different from those present and conducting the first interview.
- 7) If the applicant should not be accepted for Membership then the Membership Secretary shall advise him/her of this in writing although no reason for non-acceptance of the application need be given and no refunds will be made.

7. LIMITATION OF ATTENDANCE

The number of people in the Club Premises at any one time shall be limited to 150. For private functions the number of visitors attending the function shall be limited to 100.

8. SUBSCRIPTIONS

New Members must pay joining fees and subscriptions before they are entitled to participate in any activities or facilities of the Club. Annual subscriptions shall become due on the first day of January each year and shall be fixed at a meeting of the General Committee in November each year. Current subscriptions will be shown on the Application Forms.

9. UNPAID SUBSCRIPTIONS

Any Member whose subscription is unpaid on the first day of March in any year shall not be entitled to enjoy any activities or facilities of the club and shall automatically cease to be a Member.

10. EXPULSION/SUSPENSION OF MEMBERS

The General Committee shall have power to terminate/suspend a particular Membership for breach of the rules or bye laws of the club or for conduct which in the opinion of the Committee is prejudicial to the prestige of the club or for any reason the Committee may consider such expulsion/suspension justifiable. Such proposed expulsion/suspension shall be notified to the Member concerned who shall be invited to offer with an advocate if desired orally or in writing to the General Committee explanation or defence for his or her conduct. He or she shall have the right to appeal to Members of the Club in General Meeting and he or she shall be suspended from normal Membership activities until that meeting when the decision to expel/suspend shall be determined by the vote of the majority present whose decision shall be final. If the Member is subsequently expelled/suspended under this rule he or she shall have no claim against the club and no repayments of subscriptions shall be allowed.

11. INTRODUCTION OF GUESTS

- 1) Members may introduce and entertain guests at the Club and there shall be kept at the Club Premises a Visitors Book which should give the time and date, the visitors full name and address, and the full name and signature of the Member authorising entry.
- 2) No Member may introduce more than two guests at any one time and the same guests may not be introduced on more than twelve occasions in any one year whether by the same Member or any other Member except at the entire discretion of the General Committee.
- 3) Failure by a Member to comply with this rule may lead to his/her expulsion.
- 4) The Member introducing a guest shall be responsible for his/her guests strictly observing the Rules of the Club and the Club bye laws and any Member shall not leave the Club Premises before his/her guest.
- 5) No person whose Membership of the Club has been terminated or who is for the time being suspended for breach of any of these provisions or whose application for Membership has at any time been rejected shall be introduced as a guest.

12. ALTERATION OF RULES

No alteration or addition to the rules shall be made except by a resolution passed by a majority vote of the Members at an Annual General Meeting or an Extraordinary General Meeting. Notice of any proposed alteration, amendment or addition to the rules must be received in writing by the Secretary at least thirty five days before such meeting and particulars of such proposals shall be posted on the Club Notice Board and sent to Members with a notice convening the meeting.

13. BYE LAWS

1. The bye laws of the Club for the time being in force shall be binding on all Members.
2. The General Committee may from time to time make vary and revoke bye laws (consistent with these rules) for the regulation of the internal affairs of the Club and the conduct of its Members.
3. Any new or revised bye laws shall be exhibited on the Club Notice Board fourteen days prior to its coming into force. Such bye laws and regulations shall remain in force until approved or revoked by a majority vote of Members passed at a General Meeting of the Club.

4. In the event of any objection signed by five Members then the particular bye law will not become operative until it has been approved by a majority vote of Members passed at a General Meeting of the Club.

14 LIABILITY OF THE CLUB

- a) Members, their guests and visitors are bound by the following rule which shall also be exhibited in a prominent place with the Club Premises: "Members of the Club, their guests or visitors may use the Club Premises and any other facilities of the Club entirely at their own risk and by implication accept:
- 1) That the Club, its Directors, Officers and the General Committee will not be held liable or held responsible for any damage to or loss of boats or any other property belonging to Members, their guests or visitors to the Club.
 - 2) That the Club, its Directors, Officers and the General Committee shall not be liable or held responsible for personal injury or damage (including consequential damage) arising out of use of the Club Premises or its facilities either sustained by Members, their guests or visitors or caused by said Members, guests or visitors whether or not such damage or injury could have been attributed to or was occasioned by the neglect, default or negligence of any such Members, guests or visitors or by the Directors, Officers of the Club, the General Committee or any servants, agents or licensees of the Club"
- b) Membership of the Club and acceptance of these rules by the members will deem to constitute consent to the holding of relevant personal data and confidential information for the purposes of the Data Protection Act 1998.
- c) Members of the Club shall be responsible for acquainting their guests or visitors with the terms of this rule before introducing them on to the Club Premises.

15 LIST OF MEMBERS AND NOTICES

The List of Directors, Officers and Members of the Club shall at all times be exhibited inside the Club Premises together with a copy of the Club Rules. All notices posted on the Club Notice Boards must be signed by a General Committee Member.

16 RECOVERY OF DEBTS

- 1) All monies due to the Club including all arrears of subscriptions shall be payable to the Treasurer who may sue for recovery of the same on behalf of himself/herself and other Members of the Club.
- 2) The Treasurer may take action against any Member for recovery of monies or subscriptions due whether or not the Member has been excluded or suspended under Rule 9 or 10.

17 VESTING OF CLUB PROPERTY

All the property of the Club other than cash which shall be under control of the Treasurer shall be vested in the Company. The Directors shall deal with the property of the Club as directed by the resolutions of the General Committee of which a signed entry in the Minute Book shall be conclusive evidence.

18 CARE OF CLUB PROPERTY

No Member shall remove from Club Premises without the approval of the General Committee any equipment or any other article which is either the property of the Club or in its custody. Any Member damaging Club property shall be liable for the costs of such damage and shall be responsible for restoring that property to its former condition.

19 HIRE OF CLUB PREMISES

- 1) The Club Premises may be hired to Members of the Club only for private social functions.
- 2) The appropriate application form must be completed and any procedures or conditions laid down by the General Committee must be strictly observed.
- 3) The Member hiring the club premises will be responsible for leaving them in a clean and tidy condition following the function and in the event of any breach of this rule then subsequent hiring by the Member responsible may not be allowed by the General Committee.

20 SAFETY PRECAUTIONS

- 1) The General Committee shall ensure that the Club Premises and all Members comply with the provisions of all relevant Health and Safety Legislation and Regulations including without prejudice to the generality of the foregoing any condition imposed or notified by the Environmental Health Department of the Local Authority and the Health and Safety at Work Etc Act 1974, the Management of Health and Safety at Work Regulations 1999, the Health and Safety (First Aid) Regulations 1981 and the Lifting Operations and Lifting Equipment Regulations 1998 and the Provision and Use of Work Equipment Regulations 1998.
- 2) There shall be kept at the Club Premises a first aid box duly stocked to the standard to be determined by the General Committee in consultation with a properly qualified First Aid Adviser so as to comply with the Health and Safety Legislation and Regulations all First Aid Regulations and in particular the Health and Safety (First Aid) Regulations 1981.
- 3) When an organised outing of the Club is arranged a first aid box shall be carried on a vessel or vehicle and its location shall be made known to all Members participating in the outing. On the occasion of any waterborne activities, the Boatswain, or in his/her absence an Officer of the Club shall be nominated by the General Committee to ensure that this rule is observed.

21 HOURS OF OPENING

The Club Premises shall be opened and closed at such hours as may from time to time be fixed by the General Committee and posted in the club. The permitted hours for the supply of intoxicants shall be such as may from time to time be permitted by the General Committee in accordance with the terms of the Club Licence and the provision of the Licensing Act 1964 and subject to any extension or alteration of the permitted hours by the appropriate Licensing Authorities.

22 PURCHASE AND SUPPLY OF INTOXICATING LIQUOR

- 1) The purchase of intoxicating liquor for sale and the supply of intoxicants upon Club Premises shall be solely and exclusively under the control of the General Committee or of any special sub-committee appointed by the General Committee. Bar prices shall be displayed behind the Bar.
- 2) The General Committee shall arrange for the supply of intoxicating liquor by the Club to Members and to other authorised persons on Club Premises and shall ensure the due observation of the Licensing Act 1964 and all other Licensing Legislation and Regulations and of any of the conditions attached to any Licence held by or on behalf of the Club for supply of intoxicating liquor or to any registration certificate granted in respect of Club Premises.
- 3) No intoxicating liquor shall be sold to or consumed by persons under 18 years of age upon the Club Premises.

23 BAR STAFFING

Only Members of the General Committee and Members on the Bar Rota are permitted to open the bar and they should be responsible for its closing in accordance with Rule 21.

24 GENERAL REGULATIONS

- a) No Member shall be paid at the expense of the Club any commission, percentage or similar payment on or with reference to the purchase of intoxicating liquor by the Club nor shall any Member directly or indirectly derive any pecuniary or other benefit from the supply of intoxicating liquor by or on behalf of the Club to Members or guests apart from any benefit accruing to the Club as a whole.
- b) Any sub-section of the Club for which the General Committee accepts financial responsibility shall keep approved Books of Account and all monies shall be paid into the Club Current Account. These books shall be made available for inspection by the Auditor on request.

25 ACCOUNTS INCOME AND PROPERTY

- a) The financial year of the Club shall end upon 30th September in every year to which date the accounts shall be balanced and prepared
- b) As soon as is practicable after the end of the financial year there shall be prepared a statement of the assets and liabilities of the Club at the end of that financial year and a statement of income and expenditure during that year which statements shall be audited by the Auditor and presented to the Members at the Annual General Meeting in accordance with the Companies Act 1985.
- c) The Auditors shall be a Chartered or Certified Accountant and shall be appointed by the Members at each Annual General Meeting and shall hold office until the end of the next following Annual General Meeting.
- d) All monies received by the Club shall be paid into an account in the name of the Club at Bankers appointed by the General Committee and cheques and other instruments drawn on and directions to the Bankers shall be signed by any two Members of the General Committee consisting of any two from the Treasurer, the Bar Manager and one of the Directors.

- e) The Investment Account shall be in the name of the Company and shall be operated by three Directors. Withdrawals shall be signed by any two of the three Directors.
- f) No contract, engagement commitment or undertaking involving expenditure in excess of £50.00 (fifty pounds) in the name of or on behalf of the Club shall be entered into without the prior authority of the General Committee and no contract, engagement, commitment or undertaking involving expenditure or other liability in excess of £2,500 (Two thousand five hundred pounds) in the name of or on behalf of the Club shall be entered into without the prior consent in writing of all the Directors.
- g) If the Directors consider any proposed expenditure to be inadvisable or undesirable but the General Committee wishes to proceed with the commitment then the difference shall be referred to the decision of the Members in General Meeting.
- h) Where projects incurring major capital expenditure are planned Membership approval in General Meeting must be sought and such projects may not be entered into without such approval by vote of a simple majority of Members present at the Meeting called for such purpose.

26 CLUB REGISTRATION

The Club Secretary will have responsibility to ensure the Club is registered with the Licensing Authority under the provision of the Licensing Act. In addition (if relevant) he/she should ensure that Club Registration Part III certificates in respect of any gaming machines are in order.

27 AMENDMENT TO CLUB RULES

The Club Secretary will have responsibility to ensure a copy of the Rules of the Club shall be deposited with the Police and the Licensing Authority. Notice of any alterations in any of the Rules or Bye Laws, Committee Members, or Objects of the Club shall be given to the Police and the Licensing Authority within 28 days of the amendments being made.

28 SMOKING

Smoking is not permitted at any time, in any part of the clubhouse, ~~including the toilets, except in the immediate vicinity of the bar, during children's events and when food is being served.~~

29 ANNUAL REVIEW OF CLUB RULES

The Club Secretary will have responsibility to ensure these Rules are reviewed annually on or before the end of February in each year at the nearest General Committee Meeting to that date. The Reviewed Rules should be displayed on the Club notice board and copies of the Rules forwarded to the Police and the Licensing Authority.

30 INTERPRETATION OF RULES

- a. Any matter not dealt with or contained in these rules shall be determined by the General Committee or failing any decision shall be determined by the Members in General Meeting.
- b. Any ambiguity or difference in the interpretation of these rules will be determined by the General Committee or the Members in General Meeting in like manner.

BYE LAWS

1. Only the catering and bar staff will be allowed in the kitchen and bar with the possible exception of Members given permission by the General Committee to carry out specific duties.
2. The General Committee reserves the right to exclude children from the Club Premises on specific or special occasions of which seven days notice would be given.
3. The General Committee or its authorised representatives will have the authority to request any person causing any nuisance to others to leave the Club Premises.
4. On the occasion of an organised function being held for which a charge is made admission of Members to the Club Premises will be by payment. Prior notice of any such function will be posted on the Club notice board.
5. Prospective new Mooring Members must pay three months mooring fees in advance calculated at the rate for the current year from the date of arrival or take over of their boat on Club moorings. A refund will be given should prospective Membership not be completed by either party and the boat is removed from the Club moorings before the end of the three months period.
6. No animals are allowed in the clubhouse with the exception of Guide Dogs.
7. Dogs must be kept on a lead when on Club Property. Members and visitors must ensure that they clear up their own dogs mess which must be removed.
8. No food or drink should be brought into the Club Premises without the prior permission of the General Committee.
9. While remaining upon Club Premises Members and visitors must observe a reasonable and proper standard of dress so as not to cause offence. Such standard in the event of any dispute to be determined by the General Committee.
10. No Member shall arrange for official private mail to be addressed to him/her: "Care of The Wolverhampton Boat Club Limited" without written permission of the General Committee. Any such permission will be renewed quarterly. Any such private mail not authorised will be returned to sender by the Secretary.
11. Boat owners shall not hire their boats out from Club Property.
12. The maximum speed limit for vehicles on Club Property is 5 mph.
13. Members of the Club must not lend to visitors the keys to Club Premises or to any Club Property.
14. Parking: Members must only park on the lower car park adjacent to the clubhouse when using the clubhouse for social or work purposes, except with the written permission of the General Committee. The sloping entrance to the moorings must be kept clear for emergency vehicles. ~~The occupiers of the bungalow have a designated car parking space for their use only.~~
15. All children/vulnerable adults are to be accompanied at all times by a parent/guardian/carer whilst on Club Premises and Property. This person accepts sole responsibility for the individuals in their care.
16. Members must not, by their actions, invalidate any of the insurance provisions covering the Clubs activities, whilst on Club Premises or Property, or at any organised Club event away from the Club Premises or Property.