



**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company Number **NI627241**

The Registrar of Companies for Northern Ireland hereby certifies that

**DOWNPATRICK & DISTRICT ANGLERS  
ASSOCIATION LIMITED**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Northern Ireland

Given at Companies House on **14th October 2014**



**Companies House**



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

**COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION of**  
**DOWNPATRICK & DISTRICT ANGLERS ASSOCIATION LIMITED**

**1 Interpretation**

1.1 In these articles:

1.2 'the Act' means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;

1.3 'the club' means Downpatrick & District Anglers Association Limited;

1.4 'secretary' means the secretary of the club or any other person appointed to perform the duties of the secretary of the club, including a joint, assistant or deputy secretary;

1.5 unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force when these articles become binding on the club;

1.6 the masculine includes the feminine and, where appropriate, the singular the plural.

**2 Name**

The name of the club is 'Downpatrick & District Anglers Association Limited'.

**3 Registered office**

The registered office of the club will be situated in Northern Ireland.

**4 Objects**

4.1 The club is established for the following purposes.

4.1.1 to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as 'Downpatrick & District Anglers Association';

We hereby certify this to be a true copy of the original.

Signed Elliott Duffy Garrett  
Elliott Duffy Garrett Solicitors

- 4.1.2 to promote angling and to encourage social intercourse among the members of the club;
- 4.1.3 to establish, maintain and conduct a club for the accommodation of the members of the club and their friends, and generally to afford to them all the usual privileges, advantages and accommodation of a club;
- 4.1.4 to acquire by purchase, lease, or otherwise grounds known as Boat House, Loughinisland Lake, 59 Loughinisland Road, Downpatrick, BT30 8JW and Magheralagan Lake, Drumcullan Road, Downpatrick or such other grounds as are required by the club from time to time, and to lay out, and maintain the same for the purposes of angling;
- 4.1.5 to acquire by purchase, lease or otherwise any other lands or property contiguous or near to the premises of the club, and such as may be deemed by the club likely to advance or benefit, either directly or indirectly, the interest of the club;
- 4.1.6 to manage, improve, cultivate and maintain all or any part of the lands and other property of the club, and to demise, sell or otherwise deal with and dispose of them, either together or in portions, for such consideration as the club may think fit, and, in particular, for shares, debentures or securities of any company purchasing them;
- 4.1.7 to purchase, hire, make or provide and maintain, and to sell or otherwise dispose of all kinds of equipment and other things required or which may be conveniently used in connection with the premises of the club by persons frequenting them, whether members of the club or not;
- 4.1.8 to buy, prepare, make, supply, sell and deal in all kinds of apparatus and equipment used in connection with angling;
- 4.1.9 to hire and employ all classes of persons considered necessary for the purposes of the club and to pay them and other persons in return for services rendered to the club;

- 4.1.10 to promote and hold, either alone or jointly with any other association, club or persons, meetings and competitions for angling and to offer, give or contribute towards prizes medals and awards for angling and other affiliated causes;
- 4.1.11 to establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations or clubs whose objects are similar or in part similar to the objects of the club, or the establishment or promotion of which may be beneficial to the club provided that no subscription may be paid to any such other association or club out of the funds of the club, except bona fide in furtherance of the objects of the club;
- 4.1.12 to support and subscribe to any charitable or public body and any institution, society or club that may be for the benefit of the club, or may be connected with angling; to give Christmas boxes to landowners and to make payments towards insurance;
- 4.1.13 to invest and deal with the money of the club not immediately required upon such securities and in such manner as may from time to time be determined;
- 4.1.14 to borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the club or by mortgage or charge upon all or any part of the property of the club;
- 4.1.15 to do such things as the directors consider to be in the best interests of the club; and
- 4.1.16 to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- 4.2 Any profits of the club shall be used to further the objects of the club, as set out in this Article 4, and shall not be paid to the members as dividends.

## **5 Membership**

- 5.1 The number of members with which the club proposes to be registered is 190 but the directors may, whenever the business of the club requires it, authorise an increase of members.



- 5.2 The first members of the club are the subscribers to the memorandum of association and every person who at the date of incorporation of the club had paid an entrance fee to, and was a member of, the unincorporated club known as Downpatrick & District Anglers Association referred to in paragraph 4.1 above, and who, on or before 1 March 2014, or during such extended period as the directors may determine, signs and delivers to the secretary of the club the form of membership prescribed by the directors.

## **6 Liability of members**

The liability of each member is limited to £1.00, being the amount that each member undertakes to contribute to the assets of the club in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- 6.1 payment of the club's debts and liabilities contracted before he ceases to be a member,
- 6.2 payment of the costs, charges and expenses of winding up, and
- 6.3 adjustment of the rights of the contributories among themselves.

## **7 Proposal of members**

- 7.1 Except as provided in article 5.2, every candidate for membership of the club must be proposed by one member of the club and seconded by another member of the club, to both of whom the candidate must be personally known, and who are to be responsible for his eligibility.
- 7.2 The application for membership of every candidate must be in writing, signed by the candidate and his proposer and seconder and must be in the form that the directors from time to time prescribe.

## **8 Subscriptions**

- 8.1 The annual and other subscriptions payable by members of the club are to be such as are agreed at the annual general meeting or, if no agreement is reached at the annual general meeting, as the directors from time to time prescribe.
- 8.2 Every new member of the club must pay an entrance fee equivalent to the annual subscription together with the annual and other subscriptions, as determined in accordance with articles 8.1 and 9.5.

## **9 Categories of membership**

- 9.1 As at the date of incorporation, membership of the club shall comprise the following categories:
- 9.1.1 150 full male members;
  - 9.1.2 10 full female members;
  - 9.1.3 10 honorary members; and
  - 9.1.4 20 junior members.
- 9.2 A full member is a member, whether male or female, who pays the full annual and other subscriptions together with the full entrance fee, or as otherwise provided in article 9.5.
- 9.3 An honorary member is entitled to all the privileges and subject to all the duties of a member of the club (subject, nevertheless, to the provisions of articles 15, 24.1 and 32.2) without any further payment, annual or otherwise, except in respect of his guarantee contained in article 6 above.
- 9.4 There are two classes of honorary members, Class 1 Honorary Members and Class 2 Honorary Members which are defined as follows:
- 9.4.1 'Class 1 Honorary Member' means a full member who has been awarded honorary status. A member is awarded honorary status automatically if he becomes president of the club and he shall retain this honorary status for the duration of his presidency. Otherwise, on the recommendation of the directors, any person being a member of the club may, at any general meeting of the club, be elected an honorary member of the club without any special payment for such honorary membership.
  - 9.4.2 'Class 2 Honorary Member' means a local landowner, not being a full member, who has been awarded honorary membership. On the recommendation of the directors, a local landowner may, at any general meeting of the club, be elected an honorary member of the club without any special payment.
  - 9.4.3 A two-thirds' majority of those present at a general meeting is necessary for election of an honorary member. Save as referred to above in relation to the president, an honorary member will retain honorary membership status for one year. A member may be re-elected as an honorary member at any subsequent general meeting of the club.

- 9.5 A junior member is a member who is under the age of 18 at the start of the club year (i.e. 1 March). Junior members of at least three years' standing shall be admitted to full membership in the year following their 18<sup>th</sup> birthday without payment of an entrance fee but only upon payment of the annual subscription for full members. Junior members of less than three years' standing shall be admitted to full membership in the year following their 18<sup>th</sup> birthday upon payment of one third of the entrance fee for each full year their membership is less than three years, together with payment of the annual subscription for full members.

## **10 Election of members**

- 10.1 The name, address and description of every candidate for election to membership, and the names of his proposer and seconder must be sent to the secretary in writing.
- 10.2 The election of every candidate to membership of the club shall be decided by majority of directors and, if approved, either elected as a member or added to the club's waiting list for election as a member when a vacancy arises.

## **11 Rights of members**

- 11.1 Subject to the express provisions of these articles and to the memorandum of association, and to any byelaws made by the directors of the club as provided below for the time being in force, all members of the club are entitled at all times to use all the premises, property and asset of the club in common, which are provided by the club for the use of its members.
- 11.2 Subject to the provisions of these articles every member is entitled to all the rights and subject to all the duties of a member of the club provided always that junior members and Class 2 Honorary Members do not have the right to vote or to nominate or be elected as officers or directors of the club.

## **12 Notice of resignation**

Any member wishing to resign his membership of the club must give notice in writing of his intention to do so, addressed to the secretary before 1 February in any year.



### **13 Non-payment of subscriptions**

- 13.1 Annual subscriptions must be paid before 1 February in each year. Notice will be served by recorded delivery on any member who has not paid his annual subscription prior to 1 February. The notice will state that the member's subscription is outstanding and that this together with a fixed penalty of £10.00 must be paid before 14 February.
- 13.2 Any member whose annual subscription is unpaid on 14 February ceases to be a member of the club and forfeits all right in and claims upon the club and its property unless the directors suspend the operation of this provision, which they may do as regards any particular member on such terms as they determine at their discretion.

### **14 Complaints to the directors**

- 14.1 Complaints by a member of the club should be made to the secretary in writing as soon as reasonably possible after the event indicating the nature of the complaint and the member[s] involved.
- 14.2 The directors of the company will consider the nature and seriousness of the complaint. A decision as to whether the complaint is rejected or upheld will be determined by the directors and may be subject to further inquiry under article 15.

### **15 Expulsion of members**

- 15.1 If any member acts in breach of these articles or if the conduct of any member is injurious to the character of the club or objectionable in any respect, that member may be required by the directors to attend a meeting of the directors of which not less than one week's notice has been given to the member in question. The member shall be afforded the opportunity at the meeting to justify or explain his conduct to the directors.
- 15.2 The member shall be entitled to be accompanied to this meeting by another member of the club. The accompanying member may advise and support the member in question but the accompanying member shall not be permitted to take part in the meeting.
- 15.3 The member may (after he has been given the opportunity to justify or explain his conduct) be expelled by resolution of the directors, he will then cease to be a member of the club and all sums that have been paid by the member will be forfeited. The directors shall not be required to provide any reason for their decision on how to deal with the member in question.
- 15.4 A member expelled under this article may appeal by giving written notice of appeal to the secretary within 10 days from the posting of the notice of expulsion.



15.5 Upon receipt of a notice of appeal a special meeting must be convened within 14 days and, if that meeting passes a special resolution rescinding the expulsion, then the member must be reinstated as from the date of the resolution.

15.6 Any member expelled in accordance with these articles, or otherwise ceasing to be a member of the club, forfeits all right to or claim upon the club or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation. Save as otherwise provided herein, any member expelled in accordance with these articles shall not be eligible for re-election to membership of the club.

## **16 Rights of members personal**

The rights of a member as such are personal and are not transferable and cease upon his death.

## **17 Annual general meeting**

17.1 The club must hold a general meeting in each year as its annual general meeting in addition to any other meetings in that year, and must specify the meeting as the annual general meeting in the notices calling it.

17.2 The annual general meeting each year shall be held not later than 31<sup>st</sup> January.

17.3 The annual general meeting must be held at such time and place as the directors appoint.

## **18 Special general meetings**

18.1 All general meetings other than annual general meetings must be called special general meetings.

18.2 The directors may, whenever they think fit, and must, on a requisition made in writing by at least 10 full members convene a special general meeting.

18.3 Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited with the secretary of the club.

18.4 On receipt of the requisition the directors must immediately proceed to convene a special general meeting.

- 18.5 If the directors do not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may convene such a meeting.

## **19 Notice of meetings**

Accidental omission to give notice of any meeting to or non-receipt of such notice by any member does not invalidate the proceedings at that meeting.

## **20 Quorum**

- 20.1 No business may be transacted at any meeting unless a quorum is present.
- 20.2 Save as otherwise provided in these articles, 20 members personally present is a quorum.
- 20.3 If within half an hour from the time appointed for the meeting a quorum of members is not present, or, if during a meeting such a quorum ceases to be present:
- 20.3.1 if the meeting was convened on the requisition of members, it must be dissolved;
- 20.3.2 in any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine and, if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, the members present may form a quorum.

## **21 Chairman**

- 21.1 The chairman, and failing him the vice-chairman, must preside as chairman at every general meeting of the club.
- 21.2 If there is no such chairman, or, if at any meeting he is not present within 15 minutes of the time of holding the meeting, the members present may elect one of their number who is a director to be chairman of the meeting.
- 21.3 If there is no director present, then the members may elect any one of their number to be chairman of the meeting.

## **22 Adjournment**

- 22.1 The chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 22.2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

## **23 Passing of resolutions**

- 23.1 At any general meeting:
- 23.1.1 a declaration by the chairman that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, and
- 23.1.2 an entry to that effect in the book of proceedings of the club
- are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded by the chairman or by at least 4 members having the right to vote at the meeting.
- 23.2 If a poll is demanded in the above manner, it must be taken in such manner as the chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

## **24 Voting rights**

- 24.1 All members shall be entitled to attend general meetings of the club. Full members and Class 1 Honorary Members shall be entitled to vote at general meetings of the club. Junior members and Class 2 Honorary Members shall not be entitled to vote.
- 24.2 No member may vote at any meeting unless all the money then due from him to the club has been paid.
- 24.3 Every member of the club entitled to vote has one vote and no more.



## **25 Attendance Record**

An attendance record shall be passed among the members at general meetings of the club. It is the duty of each member present to ensure that he has personally signed the attendance record.

## **26 Directors**

- 26.1 The directors of the club are the president, chairman, vice-chairman, secretary and treasurer and not less than 4 or more than 8 other members of the club elected as provided in these articles.
- 26.2 5 directors are a quorum at a directors' meeting.
- 26.3 The chairman, and failing him the vice-chairman, must preside as chairman at every directors' meeting of the club.
- 26.4 If neither the chairman nor the vice-chairman are present within 15 minutes of the time of holding the meeting, the directors may elect one of their number to chair the meeting.

## **27 Officers**

- 27.1 The officers of the club are the president, chairman, vice-chairman, secretary, and treasurer, all of whom must be members of the club.
- 27.2 The first officers of the club are

- President – George Massey [REDACTED]
- Chairman – Eamonn O'Rourke [REDACTED]  
Ballynahinch, BT24 8SN
- Vice-chairman – Paul Hanlon [REDACTED]  
County Down, BT30 6NE
- Treasurer – David Woodrow [REDACTED]  
BT24 7NF
- Secretary – Tony (Anthony) Clarke [REDACTED]  
Newtownards, BT23 6TN

and they together with

- John Hanlon [REDACTED]  
BT30 9ES

- Colin Ross [REDACTED]  
8JL

- Lawrence Taggart [REDACTED]  
[REDACTED]

- Noel Taggart [REDACTED]

are the first directors of the club.

## **28 Remuneration**

No director or officer of the club, other than the secretary, may receive any remuneration for his services in the capacity of director or officer but nothing contained in these articles is to prohibit payment by the club of any sum to the secretary for clerical or other assistance.

## **29 Age limits**

There is no age limit for directors.

## **30 Retirement of directors and officers**

30.1 At every annual general meeting of the club 3 directors of the club must retire from office.

30.2 The retiring directors are eligible for re-election at the same or any other general meeting of the club.

30.3 The secretary shall not be required to retire as a director pursuant to this article.

30.4 The first directors must retire in the following order:

- (i) David Woodrow
- (ii) John Hanlon

(iii) Lawrence Taggart

(iv) George Massey

(v) Paul Hanlon

(vi) Colin Ross

(vii) Noel Taggart

(viii) Eamonn O'Rourke

- 30.5 Subject to article 30.3 and 30.4 the directors must retire in order of seniority of election in addition to the directors retiring under article 35, and in case of equal seniority, the order of retirement must be determined by lot.

### **31 Retirement of secretary**

- 31.1 If the secretary retires as a director, he shall automatically retire as company secretary.
- 31.2 If the secretary retires as company secretary, he shall remain a director of the club and shall be subject to retirement by rotation in accordance with article 30.

### **32 Election of directors**

- 32.1 A full member who has paid all sums owing by him to the club shall be eligible for election as a director save that a full member is not eligible to be appointed a director during his first year of membership of the club.
- 32.2 Class 2 Honorary Members and junior members shall not be permitted to be appointed a director.
- 32.3 Subject as provided above and as provided in article 33, the election of directors of the club, must take place in the following manner:
- 32.3.1 Any 2 members of the club may nominate any other member to serve as a director of the club, having previously received his assent.
- 32.3.2 The name of each member so nominated, together with the names of his proposer and seconder, must be proposed during the annual general meeting. The nominee and proposers must be present during the annual general meeting in order for the proposed director to be elected. In unusual circumstances, a nominee may be absent but must have provided written confirmation of willingness to stand and may be accepted.



- 32.3.3 A list of the elected candidates' names together with the proposers' and seconders' names, will be recorded in the minutes of the annual general meeting.
- 32.3.4 Each member present at the annual general meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies.
- 32.3.5 If insufficient candidates are nominated, the directors may elect a member or members to fill the remaining vacancy or vacancies.
- 32.3.6 If any candidate declines to serve after being elected, the members will be asked to elect a candidate[s] and vote again to fill that position.
- 32.3.7 If 2 or more candidates obtain an equal number of votes, the directors must select by lot from such candidates the candidate or candidates who is or are to be elected.

### **33 Election of president**

- 33.1 If the president has retired as a director or the office of president has otherwise been vacated, a president will be elected as follows:
  - 33.1.1 Any 2 members of the club may nominate any member, having previously received his assent, to be president.
  - 33.1.2 The name of each member so nominated, together with the names of his proposer and seconder, must be proposed during the annual general meeting. The nominee and proposers must be present during the annual general meeting in order for the proposed president to be elected. In unusual circumstances, a nominee may be absent but must have provided written confirmation of willingness to stand and may be accepted.
  - 33.1.3 A list of the elected candidates' names together with the proposers' and seconders' names, will be recorded in the minutes of the annual general meeting.
  - 33.1.4 Each member present at the annual general meeting and qualified to vote may vote for any one of the candidates.
  - 33.1.5 If no candidates are nominated, the directors may elect a director to fill the vacancy.
  - 33.1.6 If any candidate declines to serve after being elected, the members will be asked to elect a candidate and vote again to fill that position.
  - 33.1.7 If 2 or more candidates obtain an equal number of votes, the directors must select by lot from such candidates the candidate who is to be elected.

## **34 Appointment of officers**

- 34.1 The officers of the club, other than the president, must be appointed by the directors upon such conditions as they think fit.
- 34.2 The officers shall retain their position of office until they retire as a director. A retiring officer shall be suitable for re-election.
- 34.3 The directors may terminate the secretary's appointment and fill the vacancy in the office.

## **35 Casual vacancies**

- 35.1 All casual vacancies arising amongst the directors or officers of the club must be filled by the directors.
- 35.2 Any director or any officer (other than the secretary) appointed to fill a casual vacancy must retire at the following annual general meeting.

## **36 Removal of directors**

The office of a director is vacated if:

- 36.1 his membership of the club is terminated;
- 36.2 he absents himself from meetings of the directors for a continuous period of 6 calendar months without special leave of absence from the other directors;
- 36.3 he gives the directors one calendar month's notice in writing that he resigns his office; or
- 36.4 he is removed by special resolution passed at a general meeting of the club.

## **37 Conflicts of interest**

- 37.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the club in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 37.2 A director who is interested in an actual or proposed transaction or arrangement with the club is to be counted as participating in the decision-making process for quorum and voting purposes if:
- 37.2.1 The club by ordinary resolution authorises the conflict and therefore agrees that the director should be counted as participating in the decision-making process;
- 37.2.2 The director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- 37.2.3 The director's conflict of interest arises from a permitted cause (as defined in article 37.3 below).
- 37.3 For the purpose of article 37.2.3, the following are permitted causes:
- 37.3.1 A guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the club;
- 37.3.2 Subscription, or an agreement to subscribe, for securities of the club, or to underwrite, sub-underwrite or guarantee subscription for any securities; and
- 37.3.3 Arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the club which do not provide special benefits for directors or former directors.
- 37.4 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 37.5 Subject to article 37.6, if a question arises at a directors' meeting as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 37.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a resolution



of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

### **38 Accounts**

38.1 The directors of the club must ensure that proper books of account are kept in respect of:

38.1.1 all sums of money received and expended by the club and the matters in respect of which the receipts and expenditure take place; and

38.1.2 the assets and liabilities of the club.

38.2 The books of account must be kept at the registered office of the club, or at such other place or places as the directors think fit, and must always be open to the inspection of the directors.

38.3 The directors must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the club, or any of them, are to be open to the inspection of members of the club who are not directors.

38.4 No member who is not a director has any right to inspect any account or book or document of the club except as conferred by statute or authorised by the directors.

### **39 Presentation of accounts**

39.1 The directors must lay before the club in the annual general meeting an account of income and expenditure for the period since the preceding account.

39.2 A balance sheet must be made out in every year and laid before the club in the annual general meeting, made up to a date not more than 6 months before such meeting.

39.3 A copy of the balance sheet will be made available at the annual general meeting to the persons entitled to receive it.

39.4 Every account and balance sheet must be accompanied by a report of the directors and the account, report and balance sheet must be signed by 2 directors and countersigned by the secretary and the club's accountant.

## **40 Powers of directors**

- 40.1 The directors of the club may exercise all powers that may be exercised by the club and do anything that may be done by the club, except where under these articles or any statute for the time being in force the power must be exercised or the thing be done by the club in general meeting.
- 40.2 The directors may act notwithstanding vacancies.
- 40.3 The directors of the club may issue debentures, debenture stock, bonds, or obligations of the club at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the club any sum or sums of money either upon mortgage or charge of all or any of the property of the club, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.

## **41 Byelaws**

- 41.1 The directors of the club may from time to time make, alter and repeal any byelaws they consider necessary or expedient or convenient for the proper conduct and management of the club, and in particular, but not exclusively, they may by such byelaws:
- 41.1.1 regulate the terms and conditions upon which guests may use the premises and property of the club;
  - 41.1.2 fix the times of opening and closing of the lakes and premises of the club or any part of them;
  - 41.1.3 promulgate the rules to be observed and the prizes for any competitions organised on the premises of the club;
  - 41.1.4 regulate the conduct of members of the club in relation to one another and to the club's officers;
  - 41.1.5 impose fines or other sanctions for breach of any byelaw or any article of association of the club; and
  - 41.1.6 regulate all matters that are commonly the subject of club rules.
- 41.2 The directors must adopt whatever means they consider sufficient to bring all byelaws, alterations and repeals to the notice of the members of the club.

41.3 All byelaws, so long as they are in force, are binding on all members of the club.

41.4 No byelaws may be inconsistent with, or affect or repeal anything contained in, the articles of association of the club, or be in breach of any statutory provision.

41.5 Any byelaw may be set aside by a special resolution of a general meeting of the club.

## **42 Delegation**

42.1 The directors of the club may delegate any of their powers to a committee or committees appointed by the directors.

42.2 In the exercise of the powers delegated to it, a committee must conform to any regulations prescribed by the directors.

42.3 Any delegation of powers or appointment of a committee may be recalled or revoked by the directors at any time.

## **43 Audit**

An auditor or auditors must be appointed and his or their duties regulated in accordance with the Act.

## **44 Winding-up**

If the club is wound up, whether voluntarily or otherwise, the liquidator shall distribute the assets of the club to such charity or charities as sanctioned by a resolution of the club or, failing such a resolution being passed, as sanctioned by a resolution of the board of directors.

## **45 Notices**

45.1 A notice may be given by the club to any member personally, by sending it by post in a prepaid envelope addressed to the member at his registered address or by posting it in a conspicuous place in the boat house of the club.

45.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been effected at the expiration of 72 hours after the envelope containing it was posted.



## **46 Headings**

The headings in these articles do not form part of them or in any manner affect the interpretation or construction of them.

