

Broxbourne Cruising Club Ltd Company number 04779433 revised articles of association 25 01 2025
The Companies Acts 1985 and 1989
Private Company Limited by Guarantee and not having
a Share Capital
Memorandum of Association of
Broxbourne Cruising Club Limited

1. The Company's name is Broxbourne Cruising Club Limited (and in this document it is called "The Club").
2. The Club's registered office is to be situated in England and Wales.
3. The Club's objects ("the Objects") are :-
 - To carry on the business of a boat club.
 - To support the interests of boat owners on the Rivers Lea and Stort in collaboration with other organisations as appropriate
 - To promote friendship within the Club for all members and encourage an appreciation of safety and security in relation to boats and boating and to inspire courtesy to other users of the waterways.
 - To promote the use of inland waterways.
 - To provide social and other facilities including premises and equipment and services for members as may be from time to time be determined
 - To negotiate the provision of suitable berthing sites for members' craft
 - To promote social activities for the benefit of the majority of members
 - To provide education in maritime and inland waterways matters especially for younger members.
 - To support the sport of yachting.
4. In furtherance of the Objects but not otherwise The Club may exercise the following powers which are considered necessary.
 - I. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of The Club;
 - II. To raise funds and to invite and receive contributions provided that in raising funds The Club shall conform to any relevant statutory regulations;
 - III. To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property (including land and buildings).
 - IV. Subject to clause 5 below to employ such staff, who shall not be directors of The Club (hereinafter referred to as "the directors"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - V. To establish or support any charitable trusts, clubs, associations or institutions formed for all or any of the Objects;
 - VI. To co-operate with other clubs, charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them
 - VII. To pay out of the funds of The Club the costs, charges and expenses of and incidental to the formation and registration of The Club;
 - VIII. To borrow or raise money for the purposes of the club on such terms and such security (if any) as may be thought fit, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise.
 - IX. To carry on any trade or business whatsoever.

X To do all such other lawful things as are necessary for the achievement of the Objects;

5. The income and property of The Club shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of The Club, and no director shall be appointed to any office of The Club paid by salary or fees or receive any remuneration or other benefit in money or money's worth from The Club: Provided that nothing in this document shall prevent any payment in good faith by The Club:

(1) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by The Club 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 Club by any member, officer or servant of The Club who is not a director;

(3) of interest on money lent by any member of The Club or director at a reasonable and proper rate per annum not exceeding 2 per cent more than the published base lending rate of a clearing bank to be selected by the directors;

(4) of fees, remuneration or other benefit in money or money's worth to any company of which a director 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;

(6) to any director of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of The Club undertakes to contribute such amount as may be required (not exceeding £10) to The Club's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of The Club's debts and liabilities contracted before he or she 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.

8. If The Club 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 Club, but shall be given or transferred to some other club, institution or charity having objects similar to the Club chosen by the members of The Club at or before the time of dissolution and if that cannot be done then to some other waterway or boating charitable object.

Broxbourne Cruising Club Ltd Company number 04779433 revised articles of association 25 01 2025
The Companies Acts 1985 and 1989 and 2006
Company Limited by Guarantee and not having a Share Capital
Articles of Association of
Broxbourne Cruising Club Ltd (amended 25 Jan 2025)

Interpretation.

1. In these articles:

“The Club” means the company intended to be regulated by 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 Club;

“clear days” in relation to the period of a 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;

“executed” includes any mode of execution;

“the memorandum” means the memorandum of association of The Club;

“office” means the registered office of The Club;

“the seal” means the common seal of The Club if it has one;

“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;

“the United Kingdom” means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender.

“BCC” means the unincorporated body known as Broxbourne Cruising Club (for avoidance of doubt not “The Club” defined above)

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

Objects

The Club is to act as trustee to BCC owning the real property and chattels of BCC on trust.

To that end the memorandum of association is adopted in these articles.

These articles may only be amended by special resolution and paragraphs 5 and 8 of the memorandum as adopted in these articles may not be amended.

Members.

2. Every person who is a full member of BCC (including family and life members who have full member status) and who delivers to The Club the form of Membership prescribed by the Directors, shall be a Member of The Club but only for the duration of his/her full membership of BCC their membership will cease if they cease to be a full member of BCC

General meetings.

3. The Club shall hold an annual general meeting (AGM) 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 Club and that of the next:

The annual general meeting shall be held at such times and places (including by electronic means) as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The directors may call general meetings and, on the requisition of at least six Members, or one-fifth of the membership pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of The Club may call a general meeting.

Notice of general meetings.

5. An annual general meeting shall be called by at least fourteen clear days' notice. Extraordinary general meetings shall be called by at least 21 clear days'

The notice shall specify the time and place of the meeting and 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 and auditors. Such notice may be delivered by post, by hand or by electronic means at the discretion of the directors

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 be transacted at any meeting unless a quorum is present. Eight persons entitled to vote upon the business to be transacted, each being a Member, 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 to such time and place as the directors may determine.

9. The chairman, if any, of the directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for 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 present and entitled to vote shall choose one of their number to be chairman.

11. 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.

At all General Meetings only the business notified in the agenda accompanying the notice shall be transacted. Amendments must be kept within the terms of the motion

12. 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.

13. 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 fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

14. 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.

15. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring 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.

16. 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 in addition to any other vote he may have.

17. 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 thirty 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 had not been made.

18. 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.

19.. Members of The Club are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified in writing to the company secretary before the commencement of the meeting.)

20. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to The Club have been paid.

21. No objection shall be raised to the qualification of any voter except at 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.

Directors.

22. The number of directors shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

23. The first directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future directors shall be appointed as provided subsequently in the articles.

Powers of directors.

24. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by the committee for the time being of BCC or by -resolution at a general meeting of Broxbourne Cruising Club, the business of The Club shall be managed by the directors who may exercise all the powers of the Club. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the directors 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 by the articles and a meeting of directors at which a quorum is present may exercise all the powers exercisable by the directors.

25. 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, subject to approval by the committee of BCC namely:

- (1) to expend the funds of The Club in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of The Club 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 such sale in furtherance of the objects of The Club;
- (2) to enter into contracts on behalf of The Club.

Appointment and retirement of directors.

26. At the annual general meeting all the directors shall vacate office.

27 No person shall be appointed or reappointed a director at any general meeting unless:

Not less than 7 days before the date of the meeting notice has been given by the proposer by entering the details requested on the list on the club notice

28. No person may be appointed as a director:

(1) if they are under the age of 18 years

(2) in circumstances such that, had he already been a director, he would have been disqualified from acting under the provisions of Article 38.

29. Subject as aforesaid, The Club 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.

30. The directors 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.

31. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of directors.

32. A director shall cease to hold office if he:

(1) ceases to be a director by virtue of any provision in the Act or is disqualified from acting as a director by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(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 Club (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.

Directors' expenses.

33. The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Directors' appointments.

34. Subject to the provisions of the Act, Clause 5 of the memorandum, and the club rules the AGM may appoint one or more of the directors to the unremunerated office of managing director (commodore) or to any other unremunerated executive office under The Club. Any such appointment may be made upon such terms as the AGM determines. Any appointment of a director to an executive office shall terminate if he ceases to be a director.

35. Except to the extent permitted by clause 5 of the memorandum, no director shall take or hold any interest in property belonging to The Club or receive remuneration or be interested otherwise than as a director in any other contract to which The Club is a party.

Proceedings of directors.

36. 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. 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.

37. 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.

38. 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.

39. The directors may appoint one of their number to be the chairman of their meetings and may at any time 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. But 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.

40. All acts done by a meeting of directors, or of a committee 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.

41. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors, shall be as valid and effective as if it had been passed at a meeting of directors or (as the case may be) a committee 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 or by electronic means.

42. Any bank account in which any part of the assets of The Club is deposited shall be operated by the directors and shall indicate the name of The Club. All cheques and orders for the payment of money from such account shall be signed by at least two directors.

Secretary.

43. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration (if not a director) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes.

44. The directors shall keep minutes in books kept for the purpose:
(1) of all appointments of officers made by the directors; and
(2) of all proceedings at meetings of The Club and of the directors and of committees of directors including the names of the directors present at each such meeting.

Accounts.

45. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Notices.

46. Any notice to be given to or by any person pursuant to the articles shall be in writing (includes electronically) except that a notice calling a meeting of the directors need not be in writing.

47. The Club may give any notice to a member either personally by electronic means 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 and who gives to the company an address 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 Club.

48 A member present in person at any meeting of The Club shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

49. 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.

50. Subject to the provisions of the Act every director or other officer or auditor of The Club shall be indemnified out of the assets of The Club against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement 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 Club.

Rules.

51 (1)i. The directors 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 Club

(ii) the setting aside of the whole or any part or parts of The Club's premises at any particular time or times or for any particular purpose or purposes;

(iii) 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;

(iv) generally, all such matters as are commonly the subject matter of company rules.

(2). The Club in general meeting shall have power by resolution to alter, add to or repeal the rules or bye laws and the directors shall adopt such means as they think sufficient to bring to the notice of members of The Club all such rules or bye laws, which shall be binding on all members of The Club.

Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.