

**ARTICLES OF ASSOCIATION  
(As Amended 10 April 2021)**

Company Number: 07495597  
Rochdale Company of Archers Limited  
The Companies Act 2006  
Private Company Limited by Guarantee  
Incorporated on 17<sup>th</sup> January 2011

## **1 Preliminary**

- 1.1 The model articles of association for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles").
- 1.2 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.3 Model Articles 1 (definition of 'member' only), 13, 17, 19, 21, 25, 35 and 36 do not apply to the Company.
- 1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.

## **2 Defined Terms**

- 2.1 Model Article 1 shall be varied by the inclusion of the following definitions:-

"Annual General Meeting"	a general meeting of the Club where all Members are invited, to be held once a calendar year.
"All Members Meeting"	means either: <ol style="list-style-type: none"><li>(a) a general meeting of the Club where all Members are invited, typically held every 3 months; or</li><li>(b) an extraordinary general meeting of the Club where all Members are invited, as called by the Governors pursuant to Article 23.4.</li></ol>
"Board"	the board of directors of the Company from time to time.
"CASC"	Community Amateur Sports Club as first provided for by the Finance Act 2002.

"Chairperson"	the chairperson of the Club, as appointed by the Voting Members in accordance with Article 18.2(a).
"Clear Days"	a period of days exclusive of the day on which a notice is served or deemed to be served and of the day for which it is given.
"Club"	the above named Company.
"Committee"	the committee of the Club, as appointed by the Voting Members in accordance with Article 18.2(a).
"Committee Meeting"	a meeting of the Committee Members.
"Committee Members"	the members of the Committee for the time being.
"Company Secretary"	means the secretary of the Company, as appointed by the Voting Members in accordance with Article 18.2(a).
"Ex-Officio Directors"	has the meaning given in Article 10.1.
"General Meeting"	means an Annual General Meeting or an All Members Meeting.
"GNAS"	means the Grand National Archery Society (a company limited by guarantee with registered number 01342150, which is the governing body for the sport of archery in the United Kingdom) of Lilleshall National Sports Centre, Newport, Shropshire, TF10 9AT.
"Governors"	means the persons appointed as the governors of the Club, pursuant to Article 23.1 (each being a "Governor").
"HMRC"	HM Revenue and Customs.
"Members"	the persons admitted into membership of the Club in accordance with the Articles and any Rules from time to time in force.
"Non-Exec Directors"	has the meaning given in Article 10.2.
"Non-Voting Members"	all Members of the Club other than Voting Members, who shall not have any voting rights and who shall not be Members of the Club for the purposes of the Companies Act 2006.
"Rules"	the rules and regulations of the Club as amended from time to time.
"Treasurer"	the treasurer of the Club, as appointed by the Voting Members in accordance with Article 18.2(a).
"Voting Members"	all Members of the Club other than Non-Voting Members, who shall be permitted to vote and

who shall be Members of the Club for the purposes of the Companies Act 2006.

“Website”

the Club’s website which, at the date of incorporation, may be accessed at [www.rochdalecompanyofarchers.com](http://www.rochdalecompanyofarchers.com) or such other successor website as is notified to the Members from time to time.

### **3 Objects**

- 3.1 The objects of the Club are to provide facilities for and promote the amateur sport of archery in Rochdale, Lancashire and community participation in the same.

### **4 Permitted Means of Advancing the Objects**

- 4.1 Subject to the provisions of Article 4.2 and Article 4.3, the Board and the Committee have the power to do all things reasonably necessary to advance the purposes and objects of the Club.
- 4.2 The Board is required to have the backing of either a majority vote of the Committee at a Committee Meeting or a majority vote of the Voting Members at a General Meeting (for which items have been circulated in advance of the meeting), in order to have the power to do any of the following:
- (a) acquire or provide grounds, equipment, coaching, training or playing facilities, clubhouse, transport, medical or related facilities;
  - (b) provide coaching, training, medical treatment, or related social or other facilities;
  - (c) take out any insurance for Club employees, contractors, players, guests or third parties;
  - (d) raise funds by appeals or open bank accounts in the name of the Club;
  - (e) buy, lease or licence property or sell, let or otherwise dispose of the same;
  - (f) make grants, give guarantees or provide other benefits;
  - (g) set aside funds for special purposes or as reserves;
  - (h) employ or engage staff or others to provide services; or
  - (i) save as required by law, co-operate with or affiliate with:
    - (i) any bodies regulating or organising the sport of archery;
    - (ii) any club or body involved with the sport of archery; or
    - (iii) the government or any government related agencies.
- 4.3 The Board, if backed by a majority vote of the Voting Members at a General Meeting (for which items have been circulated in advance of the meeting), has the power to:
- (a) raise funds by subscriptions, loans and charges;
  - (b) borrow money and give security for the same;
  - (c) invest funds in any lawful manner; or
  - (d) modify the Rules.

4.4 None of the powers referred to at 4.1 to 4.3 (inclusive) above may be used other than to advance the purposes and objects consistently with the Rules and these Articles.

## **5 Membership**

- 5.1 Membership of the Club shall be open to anyone interested in the sport of archery on application in a form approved by the Board from time to time, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis and subject to Archery GB rules and guidance.
- 5.2 The Club may have different classes of membership and subscription on a non-discriminatory basis and fair basis (including, but not limited to, Voting Members and Non-Voting Members).
- 5.3 Visitors shall be permitted at the discretion of the Committee to use the Club's facilities, provided that they produce proof of current membership of GNAS (t/a Archery GB), and pay such fees and obey such Rules as may from time to time be determined by the Board and the Committee.
- 5.4 The Club will keep subscriptions at levels which will not pose a significant obstacle to people participating.
- 5.5 The Club may refuse to grant membership only for good cause, such as current level of membership, conduct or character likely to bring the Club or the sport of archery into disrepute. Appeal against a refusal to grant membership or removal of membership can be made in accordance with the Rules.
- 5.6 All Members must abide by these Articles and the Rules.

## **6 Termination of Membership**

6.1 The provisions of Model Article 22 shall be modified to include a new subparagraph 22(4), stating as follows:

"22(4) The Board may, if backed by a majority vote of the Committee at a Committee Meeting, terminate the membership of a Member whose conduct, in the opinion of the Board, has or is likely to bring the Club or the sport of archery into disrepute, so long as the disciplinary and appeal process has been duly followed and administered in accordance with the Rules."

## **7 Quorum for Directors' Meetings**

7.1 In Model Article 11(2) the words "must never be less than two, and unless otherwise fixed it is two" shall be replaced with the words "must never be less than three, and unless otherwise fixed it is three" and Model Article 11(2) is modified accordingly.

## **8 Casting Vote**

8.1 If the numbers of votes for and against a proposal are equal, the Chairperson or other director chairing the meeting shall not have a casting vote.

## **9 Conflicts of Interest**

9.1 In Model Article 14 subsection (3)(c) & (4) shall be excluded and Model Article 14 is modified accordingly.

## **10 Methods of Appointing Directors**

- 10.1 The Chairperson, Treasurer and Company Secretary shall be appointed by the Voting Members in accordance with Article 18.2(a) and shall each be ex-officio directors for the period of their respective appointment as Chairperson, Treasurer or Company Secretary (together, the "Ex-Officio Directors").
- 10.2 The Voting Members may appoint up to two more other directors (the "Non-Exec Directors") from the Voting Members. Candidates must demonstrate that they are a "fit" person as defined by the HMRC & CASC conditions and that they have not been previously bankrupt, or dismissed as a director.
- 10.3 The maximum number of directors in office at any one time is 5, comprising the Ex-Officio Directors and the Non-Exec Directors.

## **11 Termination of Director's Appointment**

11.1 In Model Article 18 a sub-paragraph (g), sub-paragraph (h) and sub-paragraph (i) shall be inserted as follows (and Model Article 18 shall be modified accordingly):-

- "(g) that person ceases to be a Voting Member of the Club;
- (h) in the case of a director who is also the Chairperson, Treasurer or Company Secretary, that person ceases to be the Chairperson, Treasurer or Company Secretary (as applicable); or
- (h) in the case of a director who is a Non-Exec Director (as defined in the Articles), the Voting Members, by way of a majority vote at a General Meeting, have voted to remove that person from their office as a director."

11.2 For the avoidance of doubt:

- (a) Ex-Officio Directors are automatically removed from their position as a director when a new Voting Member is voted into their respective position as Chairperson, Treasurer or Company Secretary (as applicable) by way of a majority vote of the Voting Members at a General Meeting; and
- (b) the Non-Exec Directors can be removed from their position as a director by way of a majority vote of the Voting Members at a General Meeting.

## **12 Directors' Remuneration**

12.1 Directors shall not be paid for any services that they undertake for the Company.

## **13 Quorum for General Meetings**

13.1 The quorum at any General Meeting shall be three Voting Members, present in person or by proxy.

## **14 Chairing General Meetings**

14.1 All General Meetings shall be chaired by the Chairperson, except in the following circumstances:

- (a) where the Chairperson cannot attend and has arranged a substitute chair, who must be one of the other directors of the Club or a Voting Member;
- (b) where there is a vote called by a majority of the Voting Members to appoint a different chair at a meeting, in which case, the replacement chair must be one of the other directors of the Club or a Voting Member

and be selected by way of a majority vote of the Voting Members at the meeting;

- (c) where the Chairperson is more than 10 minutes late for the start of the meeting, in which case, the replacement chair must be one of the other directors of the Club or a Voting Member and be selected by way of a majority vote of the Voting Members at the meeting; or
- (d) where the Governors inform the Board that an emergency All Members Meeting is to be called in accordance with Article 23.4, in which case, the first course of business at the meeting will be to appoint or approve the chair for the meeting, who must be one of the directors of the Club or a Voting Member and be selected by way of a majority vote of the Voting Members at the meeting.

## **15 Notice Required for all General Meetings**

15.1 All Members are entitled to attend and receive notice of all General Meetings.

15.2 Members shall be given:

- (a) at least 28 Clear Days' notice of every extraordinary All Members Meeting called by the Governors in accordance with Article 23.4;
- (b) at least 21 Clear Days' notice of every Annual General Meeting and of every General Meeting called for the passing of a special resolution; and
- (c) 14 Clear Days' notice of every other General Meeting, specifying the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, to such persons (including, if any, the auditors) as are under these Articles or under the Companies Act 2006 entitled to receive such notices from the Club.

## **16 The Committee**

16.1 Subject to these Articles and the Rules in place from time to time, the Board, together with the Committee, shall be responsible for the management of the Club, its funds, property and affairs.

## **17 Property**

17.1 The property and funds of the Club cannot be used for the direct or indirect private benefit of any Members other than as reasonably allowed by the Rules and all surplus income or profits are reinvested in the Club. No surpluses or assets will be distributed to Members or third parties.

17.2 Subject to Article 4, the Club may provide sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, away-match expenses, post-match refreshments and other ordinary benefits of CASC as provided for in the Finance Act 2002.

17.3 Subject to Article 4, the Club may also in connection with the sports purposes of the Club:

- (a) sell and supply food, drink and related sports clothing and equipment;
- (b) employ Members (though not for playing) and remunerate them for providing goods and services, on fair terms set by the Committee without the person concerned being present;

- (c) pay for reasonable hospitality for visiting teams and guests; and
- (d) indemnify the Board, the Committee or the Members acting properly in the course of the running of the Club against all liability incurred in the proper running of the Club (but only to the extent of the Club's assets).

## **18 Annual General Meetings**

- 18.1 The Club shall hold an Annual General Meeting once in every calendar year and not more than 15 months after the last Annual General Meeting, at such time and place as may be determined by the Committee and shall specify the meeting as such in the notices calling it.
- 18.2 The Annual General Meeting shall be held for the following purposes:-
- (a) for the Voting Members to elect a Committee, including: the Chairperson, the Treasurer, the Company Secretary and any other positions as the current Committee or Voting Members feel appropriate to serve until the next Annual General Meeting; not less than 21 Clear Days' before the Annual General Meeting, a nomination paper for positions on the Committee shall be placed on the Club notice board and shall be notified to all Voting Members (which may be by digital means);
  - (b) for the Treasurer to produce the accounts of the Club for the latest financial year;
  - (c) for the Committee to present a report on the Club's activities since the previous Annual General Meeting;
  - (d) to appoint the Company's auditors (if applicable); and
  - (e) to transact such other business as may be brought before it.
- 18.3 If the Governors, by majority, declare the need for an extraordinary All Members Meeting (which is subsequently called by the Governors in accordance with Article 23.4), the Annual General Meeting process set out in Article 18.2 will be followed and new positions voted on and appointed, as determined by a majority of the Voting Members at that meeting.

## **19 Attendance and Speaking by Directors and Non-members**

- 19.1 In Model Article 26(1) after "at general meetings," the remainder of Model Article 26(1) shall be deleted.

## **20 No Right to Inspect Accounts and Other Records**

- 20.1 Any Member is entitled to inspect and receive a copy of any of the Club's accounting or other records or documents, copies of which shall be provided by the Club within 1 month of any request from a Member. In some cases, this may require the signing of a confidentiality agreement for the protection of the Club.

## **21 Amendments to Articles**

- 21.1 These Articles may be amended at a General Meeting by way of a special resolution, being 75% or more of the Voting Members present in person or by proxy voting in favour of the proposed amendments.
- 21.2 No amendments may be made to the Articles to the extent that the amendments proposed would jeopardise the Club's status as a CASC.

21.3 The Club's purposes may only be changed to include another eligible sport if the Committee unanimously agree and the Voting Members also agree the change at a General Meeting, with 75% or more of the Voting Members present in person or by proxy voting in favour of the proposed change.

## **22 Winding up the Company**

22.1 The Voting Members may vote to wind up the Company if not less than 75% of the Voting Members present and voting (whether in person or by proxy) support that proposal at a properly convened General Meeting.

22.2 The Board and Committee will then be responsible for the orderly winding up of the Company's affairs.

22.3 After settling all liabilities of the Company, the Board and Committee shall dispose of the remaining net assets of the Company (if any) to one or more of the following:

- (a) to another company with similar sports purposes which is a registered charity; and/or
- (b) to another company with similar sports purposes which is a registered CASC; and/or
- (c) to the Company's governing body for use by them for related community sports for which the Company existed.

## **23 Appointment of Governors**

23.1 The Voting Members may, by way of a two-thirds majority vote at a General Meeting, appoint 3 Voting Members of the Club whom they believe have the long term interests of the Club at heart and are willing to undertake the responsibility of doing so, to be Governors.

23.2 The Governors can be replaced at an Annual General Meeting by a two-thirds majority vote of the Voting Members present at the Annual General Meeting in person or by proxy.

23.3 If a Governor resigns from the position of Governor or is no longer able to fulfil their role as Governor due to death or incapacity, then at the next General Meeting, a new, replacement Governor may be appointed by way of a two-thirds majority vote of the Voting Members from the candidates willing to undertake the responsibility.

23.4 The Governors, acting by way of a majority, may call an extraordinary All Members Meeting and, having given notice of the same to the Board, shall post a notice of the meeting in the premises of the Club. Where an extraordinary All Members Meeting is called by the Governors in accordance with this Article 23.4, the Board shall also be required to circulate notice of the extraordinary All Members Meeting electronically to all Members (in the same manner as it would ordinarily do so for all other General Meetings).