

No. 1525484

Incorporated 30 October 1980

THE COMPANIES ACTS 1985 - 1989

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

AMENDED

M E M O R A N D U M

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A S S O C I A T I O N

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BRITISH CANOE UNION

THE COMPANIES ACTS 1985 – 1989
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AMENDED

MEMORANDUM
OF
ASSOCIATION
OF
BRITISH CANOE UNION

1. The name of the company (hereinafter called "the Union") is "BRITISH CANOE UNION".
2. The registered office of the Union will be situated in England.
3. The objects for which the Union is established are:¹

General

(i) To act as the governing body for the sport and recreation of canoeing (including any craft propelled by a paddle in or on which the paddler faces in the direction of travel but excluding craft, such as dragon boats, for which there are already in existence, independent national governing bodies recognised by the Sports Councils) in the United Kingdom of Great Britain and Northern Ireland, the Isle of Man and the Channel Islands (which territories are referred to below as the 'United Kingdom'), and as such co-operate with the national canoe associations within the United Kingdom, as may be appropriate and expedient, and all references to 'canoeing', 'canoe' and 'canoeist' in subsequent paragraphs shall, unless the context otherwise requires, be construed as the corresponding terms for any craft as defined above.

(ii) To secure, as far as practicable, a uniform policy in all matters affecting the administration and development of canoeing in the United Kingdom and to that end to co-operate with and enter into agreements with the national and area associations to set out the respective roles and

¹ The Union amended Clause 3 of its Memorandum by a Special Resolution passed on [8 March] 2003. (Clause 3 amended 6 March 2004)

functions of the Union and those national and area associations.

(iii) To be responsible for the administration and development of canoeing in England (including the Channel Islands and the Isle of Man) through its English Council (defined in the Articles).

***Encouragement
and help***

(iv) To encourage and help all, especially young people, to promote their health, wellbeing and education, to develop their self-reliance and independence, and to acquire a greater knowledge, enjoyment and care of the countryside through the use of canoes in competitive and recreational activities, especially when carried on in the open air, and including the practice of camping and kindred activities in connection with canoeing.

Promotion

(v) To promote canoeing in all its forms in ways compatible with the preservation and protection of the countryside and wildlife; to initiate, support and co-operate with others in proposals and activities calculated to assist in the promotion of the Union's objects; and to combine or collaborate with other associations, bodies and organisations interested in water sport and recreation, the preservation of the countryside and access thereto.

***Organising
Events***

(vi) To promote and organise, or assist in promoting and organising, canoeing meetings, regattas, championships, trials, tours, rallies, demonstrations, festivals, and other competitive and recreational events; to select and administer competitors to represent the Union or the United Kingdom; to give encouragement and support to canoe expeditions; and to oversee the selection and co-ordination of officials for canoeing events within the United Kingdom.

Prizes and Awards

(vii) To give prizes, medals and other awards in connection with such events, and to enter into any agreements and make any arrangements which may be necessary, expedient or convenient in connection therewith.

Elite Athletes

(viii) To administer the World Class Programmes funded by the Sports Councils within the sport and particularly to support and encourage participation by elite athletes supported by the Union at international competitions.

Doping

(ix) To establish and be responsible for the maintenance of an anti-doping policy and rules to combat doping in the sport the enforcement of which shall be the responsibility of the Union.

International Promotion

(x) To promote international co-operation and friendship by participation with canoeists and canoeing organisations in other countries in competitions, rallies and tours and by encouraging the arrangement of such events in the United Kingdom in which canoeists from other countries may take part.

(xi) To act as the representative member for the United Kingdom in international affairs and to affiliate to and carry out functions delegated to it by the International Canoe Federation (ICF), the European Canoe Association (ECA) and other relevant bodies.

Other similar organisations

(xii) To be a member of and co-operate with all such bodies, organisations and associations whether within the United Kingdom or not, as may be thought fit by the Board of the Union, which have as one of their objectives the promotion of international goodwill through the medium of any of the activities referred to above, and in particular to represent canoeists of the United Kingdom in such bodies organisations or associations, and to present their views and interests to any appropriate authorities in other countries.

Teaching

(xiii) To arrange and provide for, or join in arranging and providing for, the holding of courses of instruction or training and exposition in canoeing skills and techniques and knowledge, the testing of skills and techniques, the establishment and conduct of a system of qualification for persons involved in such courses and testing, the establishment of standards of proficiency, the award of certificates or badges of attainment, and the promotion of safety in canoeing.

Regulations

(xiv) To make and enforce rules and regulations, in conformity with those of the ICF and ECA and to formulate and issue guidelines concerning all forms and aspects of canoeing, the conduct and management of any of the

canoeing events referred to above, to encourage a code of conduct for canoeists, and promote the observance of the code by its Members and others.

Improving Facilities(xv) To protect the interests of canoeists; to work for improved facilities for canoeing in the United Kingdom, and for greater access to and along inland waters and to coastal waters for the purpose of canoeing.

Representations (xvi) To promote, assist and support any administrative or legislative measure or any proposal which in the opinion of the Board of the Union may be calculated to improve such facilities and access; to oppose by such action as may be deemed appropriate measures, proposals or acts which in their opinion are likely to injure or reduce such facilities and access or to injure or destroy the amenities of any waterway for any user.

Publicity (xvii) To create and promote by publicity and education an informed and interested public opinion on the value and importance of canoeing in its various forms; to provide meetings, publications, exhibitions, lectures and addresses, displays of pictures, films, models, or by any other means, the collection and dissemination of knowledge about canoeing and canoeing waters in the United Kingdom or abroad, and promote the provision or development of additional facilities.

(xviii) To develop, lead and assist in commercial marketing and public relations policies and activities for canoeing in the United Kingdom.

Information Service(xix) To provide and supply information and advice to Members concerning the practice of competitive and recreational canoeing by means of books, periodicals, magazines, journals, leaflets, advertisements, or any other appropriate methods.

(xx) To foster the technical improvement and development of canoes, kayaks, canoeing equipment and other appliances and equipment associated with canoeing.

Investigations (xxi) To undertake, or support or assist the undertaking of, investigations and research relevant to the use of canoes on inland and coastal waters, and the collection and

collation of evidence relating to the right of passage in canoes.

Services

(xxii) To arrange with any person, company, undertaking or organisation for the provision of services for Members of the Union in respect of insurances, travel facilities, or the purchase of goods, equipment and appliances.

Assistance

(xxiii) To act as secretaries, managers and registrars and to provide services of any sort whatsoever for any association, society, club, committee, body, or person interested in or associated with the sport and recreation of canoeing.

(xxiv) To promote, assist and support for the purpose of canoeing any reclamation, remedial work, restoration or other operation intended to facilitate use of land and waters where the use of that land or waters has been restricted or prevented because of a now ceased activity.

(xxv) To promote, assist and support for the purpose of canoeing any prevention, reduction or mitigation of the effects of pollution on land or waters because of now ceased activity.

(xxvi) To promote, assist or support the provision, improvement or maintenance of a public park or other amenity where canoeing may take place in a landfill site vicinity or elsewhere for the purpose of canoeing.

(xxvii) To provide administration and other services to environmental bodies for the benefit of canoeing.

Dispute Resolution(xxviii) To make and enforce procedures to resolve disputes referred to the Union by its members, committees or clubs or by the national associations and which may for the avoidance of doubt permit a dispute to be referred to a national or area association, specialist committee or independent dispute resolution service for resolution.

(xxix) To undertake and execute charitable trusts.

And the Union shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

- (A) To purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (B) To sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Union.
- (C) To prepare, print, produce, publish, sell, or otherwise circulate; reports, surveys, books, articles, brochures, pamphlets, magazines, journals, periodicals, leaflets, advertisements, films, programmes for radio, television and all communications media as the Union may think fit.
- (D) To present, produce, promote, organise, manage and conduct any meetings, lectures, classes, debates, conferences, libraries, demonstrations or exhibitions, as the Union may think fit.
- (E) From time to time fix and charge such reasonable charges, fees, levies or prices as is thought fit for admission to or otherwise in respect of any such meetings lectures, classes, debates, conferences, libraries, demonstrations or exhibitions as aforesaid or in respect of any services (including the publication distribution and sale of literature and other material) to Members or to the public or in respect of entry fees for Union events as well as admission charges and like.
- (F) To borrow or raise money for the objects of the Union on such terms and on such security as may be thought fit subject to such consents as may be required by law.
- (G) To take and accept any gift of money, property or other assets whether subject to any special trust or not for any one or more of the objects of the Union.
- (H) To issue appeals and take such other steps as may be required for the purpose of procuring contributions to the funds of the Union in the shape of donations subscriptions or otherwise.
- (I) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- (J) To invest monies of the Union not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (K) To establish subsidiary or associated companies and to carry on through any subsidiary or associated company any activities which the Union is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as may be thought fit.
 - (L) To make any donations in cash or assets or establish or support or aid in the establishment or support of or guarantee constitute or lend money (with or without security) to or for any charitable associations or institutions in any way connected with the purposes of the Union or calculated to further its objects.
 - (M) To engage and pay any person or persons whether on a full time or part time basis or whether as consultant or employee to supervise organise carry on the work of or advise the Union.
 - (N) Subject to the provisions of Clause 4 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives and other dependants.
 - (O) To amalgamate with any companies institutions societies or associations which shall have objects altogether or mainly similar to those of the Union.
 - (P) To pay out of funds of the Union the costs charges and expenses of and incidental to the formation and registration of the Union.
 - (Q) To initiate support and co-operate with others in proposals and activities calculated to assist in the promotion of the Union's objects.
 - (R) To collect and receive money and funds by way of contributions donations subscriptions legacies grants or any other lawful method and to accept and receive gifts of property of any description for or towards all or any of the objects of the Union.
 - (S) To do all such lawful things as will further or are conducive and incidental to the attainment of the objects of the Union or any of them.
4. The income and property of the Union shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise howsoever by way of profit to Members of the Union and no member of the Union's Board shall be appointed to any office of the Union paid by salary or fees, or receive any remuneration or

other benefit in respect of such office in money or money's worth from the Union. Provided that nothing herein shall prevent any payment in good faith by the Union:

- (1) of reasonable and proper remuneration to any Member, officer (other than a Member of the Board) or servant of the Union for any services rendered to the Union and of travelling and out-of-pocket expenses necessarily incurred in carrying out the duties of any Member, officer or servant of the Union;
 - (2) to any director who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by him or his firm when instructed by the other directors to act in that capacity on behalf of the Union;
 - (3) interest on money lent by a Member of the Union or of its Board at a commercial rate of interest;
 - (4) to any Member of its Board of out-of-pocket expenses;
 - (5) reasonable and proper rent for premises demised or let by any Member of the Union.²
5. The liability of the Members is limited.
6. Every Member of the Union undertakes to contribute to the assets of the Union, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Union 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 contributors among themselves, such amounts as may be required not exceeding £1 (one pound).
7. If upon the winding up or dissolution of the Union there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Union but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Union and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Union under or by virtue of Clause 4 hereof, such institution or institutions to be determined by Members of the Union at or before the time of dissolution and insofar as effect cannot be given to such provisions then to some charitable object.

² The Union amended Clause 4 of the Memorandum by Special Resolution dated [8 March] 2003.

THE COMPANIES ACTS 1985 - 1989

**COMPANY LIMITED BY GUARANTEE AND NOT
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AMENDED

ARTICLES OF ASSOCIATION³

OF

BRITISH CANOE UNION

³ The Union adopted new Articles of Association by Special Resolution passed on [8 March 2003].

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COMPANY LIMITED BY GUARANTEE AND NOT
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ARTICLES OF ASSOCIATION⁴
OF
BRITISH CANOE UNION

GENERAL

- 1.1 The regulations contained in Table C of the Act shall not apply to the Union but the regulations contained in the following clauses (as originally adopted or from time to time altered by Special Resolution) shall be the Articles.
- 1.2 In these Articles the words standing in the first column of the Table below shall bear the meanings set opposite to them respectively in the second column, if not inconsistent with the subject or context:-

WORDS	MEANINGS
"the Act"	the Companies Act 1985 as amended by the Companies Act 1989 and as further modified by statute or re-enactment from time to time;
"Articles"	these Articles of Association;
"Board"	the board of directors for the time being of the Union;
"Chairman"	the person elected from time to time as Chairman of the Board in accordance with Article 46;
"Coaching Management Committee"	the Committee established by the board in accordance with Article 79 to deal with coaching matters in the United Kingdom;
"communication"	the same meaning as in the Electronic Communications Act 2000;

⁴ The Union adopted new Articles of Association by Special Resolution passed on [8 March 2003].

- "Directors" those Members appointed from time to time as directors for the purposes of the Act pursuant to Articles 41 to 49;
- "electronic communication" the same meaning as in the Electronic Communications Act 2000;
- "English Council" the committee established by the Board in accordance with Article 79 to manage the sport and recreation of canoeing in England (including the Channel Islands and the Isle of Man);
- "Full Individual Member" .. the Members designated from time to time as full individual members in accordance with the Membership Regulations and having the rights set out in Article 5(a);
- "in writing" written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form;
- "Members" the individuals in membership of the Union including Members of the National Associations;
- "Membership Regulations" the regulations made from time to time pursuant to Article 38 concerning the categories of membership and the rights and privileges of such Members;
- "month" calendar month;
- "National Associations" the Welsh Canoeing Association, the Scottish Canoe Association and the Canoe Association of Northern Ireland respectively or their successors as the body responsible for canoeing in the relevant territory and such other association of canoeists and canoe clubs in Wales, in Scotland or in Northern Ireland as the Board may from time to time recognise;
- "National Council" the members of the English Council and the directors or committee of management (as appropriate) of any National Association respectively;
- "the Office" the registered office of the Union;

- "President" the person appointed from time to time to be president of the Union in accordance with Article 54;
- "President of Honour"..... the person appointed from time to time to be the president of honour of the Union in accordance with Article 55;
- "Secretary" the person appointed from time to time as company secretary of the Union in accordance with Article 57;
- "the Seal" the Common Seal of the Union;
- "Treasurer" the person appointed from time to time to be the treasurer of the Union in accordance with Article 48;
- "the United Kingdom" Great Britain and Northern Ireland together with the Isle of Man and the Channel Islands;
- "the Union" the above-named company;
- "Vice-President" a person appointed from time to time as a vice-president of the Union in accordance with Article 55;
- "Vice-Chairman" the person elected from time to time to be vice-chairman of the Board in accordance with Article 47;
- "World Class Management Group" the committee established the Board in accordance with Article 79 to deal with the management of the world class programmes.

Words importing the singular number only shall include the plural number, and vice versa; words denoting the masculine gender only shall include the feminine gender; and words denoting persons (except the word 'individual') shall include corporations and other unincorporated organisations and clubs.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these articles become binding on the Union, shall, if not inconsistent with the subject or context, bear the same meanings in these articles.

OBJECTS

2. The Union is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. For the purposes of registration the number of Members is declared to be unlimited.
4. The provisions of Section 352 of the Act shall be observed by the Union, and every Member shall sign a written application for membership in such form and containing such particulars as the Board may from time to time determine. The Board may in its absolute discretion accept or reject any person or body applying for membership.
5. The Members shall consist of:
 - (a) **Full Individual Members:** Members who shall have such rights and obligations as may be determined and defined by the Board from time to time and specified in regulations made by the Board in accordance with Article 38 and having the right to receive notice of, attend, speak and vote at general meetings.
 - (b) **Other Members:** Such other Members of the Union of such classes and having such rights and obligations as may be determined and defined by the Board from time to time and specified in regulations made by the Board in accordance with Article 38 but not (unless sanctioned by the Union in general meeting) having any right to receive notice of, speak or vote at general meetings.
6. The Secretary shall forthwith notify every candidate for membership who has been accepted by the Board that he has been admitted as a Member.
7. Any person on agreeing to become and having been accepted as a Member shall be deemed to have agreed to be bound by these Articles, the Memorandum of Association of the Union and the regulations of the Union from time to time whether or not he shall have signed a written statement to that effect.
8. The Members shall pay to the Union or such other National Association as the Board shall prescribe such single or annual or other periodic subscriptions and other fees and accept such terms and conditions of membership or any changes therein in respect of the use of any of the facilities activities or services of the Union as the Board may from time to time determine.
9. A Member may resign as a Member on giving written notice before the date in any one year on which his Membership is due to expire (or such other date as may be determined by the Board). Failure to give such notice shall

render the Member liable to pay the whole of the subscription due in respect of the class of membership concerned for the following year.

10. A Member shall cease to be a Member of the Union on the expiry, for whatever reason, of his membership of such other National Association as the Board shall prescribe under Article 8. Such other National Association shall inform the Secretary of the Union of any Member whose membership has so expired.
11. If a Member shall resign or fail to pay the due subscription by the date referred to in Article 9 he shall be deemed to have withdrawn from the Union, and that Member's name shall be erased from the Register of Members: provided that it shall be in the discretion of the Board to restore his name and membership rights on payment of the arrears due.
12. Any Member who refuses or neglects to comply with these Articles or the regulations of the Union or who fails to abide by the terms of any agreement relating to Members may be suspended or expelled from membership by the Board. Provided that before the Board may suspend or expel a Member, the Member's conduct must be considered under the dispute resolution procedure adopted from time to time by the Board.
13. The rights and liabilities of Members shall not be transferable and shall cease on death.

GENERAL MEETINGS

14. The Union shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
15. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
16. The annual general meeting shall be held for the following purposes:
 - (a) to receive from the Board a full statement of account, pursuant to Article 89;
 - (b) to receive from the Board a report of the activities of the Union since the previous annual general meeting;

- (d) to elect the President of Honour and the Vice-Presidents pursuant to Article 55;
 - (e) in the year of an election, to announce the result of the election of the Treasurer and/or the President (as appropriate) pursuant to Article 48 or 54 respectively;
 - (f) to appoint the Union's auditors; and
 - (g) to transact such other business as may be brought before it.
17. The Secretary shall, on an order of the Board, convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on the written request of not less than one percent (1%) of the Full Individual Members entitled to vote in accordance with these Articles. Such order or request indicating the nature of the business to be transacted shall be delivered to the Chairman who shall authorise within 40 working days of the receipt of a valid order or request, the holding of an Extraordinary General Meeting.
18. Any motions for discussion at the annual general meeting not originating from the Board shall be signed by two Full Individual Members entitled to vote in accordance with these Articles and lodged with the Secretary before such date as may be specified by the Board being not more than three and not less than two months before the date of such meeting.
19. At least 21 days' notice in writing shall be given of the annual general meeting and of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or any regulations of the Union, or under the Act entitled to receive such notices from the Union.
20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

21. All business shall be deemed special that is transacted at an extraordinary general meeting, and all business that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the auditors, the election of the

President, any Vice-President, the President of Honour in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors. 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 and the chairman of the Meeting shall have power to refuse any amendment which substantially alters the intention of the motion.

22. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 15 Full Individual Members present in person or by proxy shall be a quorum.
23. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the request of the Members pursuant to Article 17, shall be dissolved. In any other case it shall stand adjourned until a time and place to be fixed by the Board, and if at such an adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Full Individual Members present in person or by proxy shall be a quorum.
24. The President or, in his absence, the Chairman or, in his absence, the Vice-Chairman shall preside as chairman at every general meeting, but if there be no such person present within 15 minutes after the time appointed for holding the same, or if all such persons present shall be unwilling to preside, the Full Individual Members present shall choose some Director to preside, or if no such Director be present, or if all the Directors present decline to take the chair, the Full Individual Members present shall choose some Full Individual Member who shall be present to preside.
25. The chairman of the meeting may, with the consent of any such 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

26. Only Full Individual Members are permitted to vote at general meetings. Each Full Individual Member shall have one vote provided that no Full Individual Member shall be entitled to vote in a postal ballot or poll, or to

speaking or voting either in person or by or as a proxy at a general meeting unless all money due to the Union by him at the time has been paid.

27. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the Full Individual Members present in person and entitled to vote unless before or on the declaration of the result of the show of hands a poll is demanded. Unless a poll is taken, the declaration of the result of a show of hands by the chairman of the meeting shall be final and an entry to that effect in the minute book of the Union shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution. In the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting shall be entitled to a second and casting vote.
28. A poll may be demanded by the chairman of the meeting or by at least three Full Individual Members present in person or by proxy. A demand for a poll may be withdrawn.
29. No poll may be demanded on the election of the chairman of the meeting or on a question of adjournment. A poll on any other question shall be taken forthwith unless the chairman of the meeting shall decide that the matter should be dealt with by postal ballot. Any other business on the agenda may be proceeded with whilst awaiting the result of a poll, provided that the business does not bear any relation to the subject of the poll. The procedure for taking a poll shall be decided by the chairman of the meeting at which the poll is demanded.
30. A Full Individual Member shall be entitled to appoint another Full Individual Member as his proxy to speak and vote for him at a general meeting. A proxy shall not be entitled to vote except on a poll. The instrument of proxy shall be in the following form:

"I the undersigned, of(address)... hereby appoint the chairman of the meeting or, failing him of(address)... , to be my proxy to vote and speak for me at the (Annual/Extraordinary) general meeting of the Union to be held on at and at any adjournment thereof."

In the case of the appointment of the same proxy by more than one Full Individual Member the proxy must be signed personally by all the Full Individual Members concerned. All proxies transmitted by facsimile, e-mail, or other electronic means shall be invalid.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A person appointing and entitled to appoint a proxy may add specific instructions as to how the proxy shall vote

on named motions appearing on the agenda and if he desires a person other than the chairman of the meeting to be the proxy he may strike out the words "chairman of the meeting or failing him" and insert the proxy's name. The instrument of proxy must be lodged with the Secretary or as directed by the Board at least two clear days before the general meeting.

POSTAL BALLOT

31. Where a postal ballot is held a voting form shall be sent to each Full Individual Member as soon as possible and in the case of postal ballots held in pursuance of Articles 18, 48 or 54 not later than 25 days (or such other period as the Board may from time to time prescribe) before the annual general meeting or in pursuance of Article 29 not later than 25 days (or such other period as the Board may from time to time prescribe) before the date for return of such postal ballot.
32. The Board shall appoint a returning officer or appropriate organisation to whom completed voting forms shall be sent. Votes shall be valid only if received by the date specified in the voting form or if none is so specified at least four clear days before the annual general meeting.
33. The Board shall appoint a teller to assist the returning officer or appropriate organisation.
34. The accidental omission to send a voting form to, or the non-receipt of a voting form by any Member shall not invalidate a ballot.

ENGLISH COUNCIL

35. The English Council shall be responsible for managing the sport and recreation of canoeing in England, the Channel Islands and the Isle of Man within the budgets set for it by the Board.
36. The English Council shall conduct its proceedings in accordance with any regulations adopted by the Board from time to time and, in the absence of such regulations, in accordance with Articles 58 to 78.

POWERS OF THE BOARD

37. The business of the Union shall be managed by the Board who may exercise all such powers of the Union and do on behalf of the Union all such acts as may be exercised and done by the Union in addition to those hereby specifically conferred on the Board and as are not by the Act or by these Articles required to be exercised or done by the Union in general meeting.
38. The Board shall have the power from time to time to adopt, make, alter, add to, and revoke regulations for the carrying out of the objects and purposes of the Union and for the administration of the Union and rules for the observance of Members (such rules and regulations being referred to herein as regulations): such regulations shall not be inconsistent with the Memorandum of Association of the Union or these Articles. Provided that, no provisions in the regulations altering, adding to or revoking provisions, in regulations made under this Article 38:-
- i. defining classes of Membership of the Union; or
 - ii. determining and defining the rights and liabilities and obligations of any class of Membership for the purposes of Article 5(a) or (b);

shall have any effect until they have been approved by the Union in general meeting. No regulation made by the Union in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

39. The Board may act notwithstanding any vacancy in its body.
40. If the number of Directors shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to Membership of the Union, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

NUMBER OF DIRECTORS

41. Unless otherwise determined by ordinary resolution, the number of directors shall be subject to a maximum of 10 but shall be not less than six.
42. The Board shall comprise:
- (i) five representatives appointed by the English Council in accordance with Article 44;

- (ii) two representatives appointed by the National Councils for each of Scotland and Wales in accordance with Article 44; and
 - (iii) one representative appointed by the National Council for Northern Ireland in accordance with Article 44.
43. The following shall be Directors by virtue of their office:
- (i) the Treasurer;
 - (ii) the Chairman of the World Class Management Group; and
 - (iii) the Chairman of the Coaching Management Committee.
44. The Board as a whole shall decide which National Council each of the Directors appointed in accordance with Article 43 represents. Each of the Directors appointed in accordance with Article 43 shall count towards the number of Directors appointed by each of the National Councils pursuant to Article 42. Once the Directors appointed in accordance with Article 43 have been appointed each of the National Councils shall be permitted to appoint additional Directors provided that their total number of representatives does not exceed the respective maximum number of representatives as set out in Article 42. If, for any reason, a National Council has more representatives as Directors than it is permitted pursuant to Article 42 or if any person ceases to be one of the Directors appointed in accordance with Article 43 and a person representing a different National Council is appointed, the representatives of that National Council will need to be reduced in which case any vacancy arising shall be filled by the National Council which is under-represented.
45. No person may be appointed to be a Director unless he is a Full Individual Member. A Director so appointed shall subject to Article 44 serve for a two year term from the annual general meeting at which his appointment is announced but shall be eligible for re-appointment at the end of his respective term of office.

CHAIRMAN AND VICE-CHAIRMAN

46. At the annual general meeting in 2005, and at the annual general meeting in each alternate year thereafter the Chairman shall retire but shall be eligible for re-appointment. The Board shall elect the Chairman from among their number to serve for a two year term from that annual general meeting.
47. At the annual general meeting in 2004, and at the annual general meeting in each alternate year thereafter the Vice-Chairman shall retire but shall be eligible for re-appointment. The Board shall elect the Vice-Chairman from

among their number to serve for a two year term from that annual general meeting.

TREASURER

48. (a) At the annual general meeting in 2004 and at the annual general meeting in each alternate year thereafter. The Treasurer shall retire but shall be eligible for re-election.
- (b) In the year of an election, any two Full Individual Members may propose and second respectively a person to be Treasurer. Nominations for the position of Treasurer shall be put forward in the form of a motion under the terms of Article 18. If more than one nomination is received, an election shall be held by postal ballot of the Full Individual Members to be conducted in accordance with the regulations set by the Board pursuant to Article 38 before the annual general meeting, the result being declared at that meeting.
- (c) A member so appointed shall hold office for a term of two years until the annual general meeting two years after his appointment and shall be eligible for re-election.
49. The Directors shall at all times act in the best relevant interests of the Union in accordance with the Act, any legislation and the common law.

DISQUALIFICATION OF DIRECTORS AND CASUAL VACANCIES

50. The office of a Director shall be vacated if:
- (A) he becomes bankrupt or a receiving order is made against him, or he makes any arrangement or composition with his creditors; or
- (B) he becomes of unsound mind; or
- (C) by notice in writing to the Union he resigns his office; or
- (D) he becomes prohibited from holding office by reason of any court order made under the Act; or
- (E) he is removed from office by a resolution duly passed pursuant to Section 303 of the Act; or
- (F) he ceases to be a Member of the Union; or
- (G) at least six other Directors entitled to vote direct that he should resign; or

- (H) he shall without sufficient reason for two consecutive Board Meetings have been absent without permission of the Board and the Board resolve that his office be vacated; or
- (I) he shall at the date these Articles come into effect on 1 May 2003, not be a Director holding office pursuant to Articles 43 or 44.

Section 293 of the Act shall not apply.

- 51. In the event of a casual vacancy arising in respect of a Director, the Board may appoint a Member willing to act, from the same home country as the person due to be replaced, as a Director to fill the vacancy. Such person shall hold office until the annual general meeting at which the person he replaced was due to retire but shall be eligible for re-election.

OFFICE HOLDERS

- 52. The Union may from time to time and if thought fit appoint a President, Vice-Presidents and a President of Honour in accordance with Articles 54 and 55. Such offices shall be unpaid and no person holding such office shall be a Director by virtue of his office but such a person may be appointed as a Director in his own right pursuant to Articles 43 or 44.
- 53. Any Member or individual (whether a Member or not) who is a full time employee of the Union shall not be eligible for appointment as President, Vice-Presidents or President of Honour or for appointment or election as a Director or as a member of the English Council.

PRESIDENT

- 54. (a) At the annual general meeting in 2005 and at the annual general meeting in each alternate year thereafter, the President shall retire but shall be eligible for re-election.
- (b) In the year of election, any two Full Individual Members being from two different National Associations may propose and second respectively a person to be President. Nominations for the position of President shall be put forward in the form of a motion under the terms of Article 18. If more than one nomination is received, an election shall be held by postal ballot of the Full Individual Members to be conducted in accordance with the regulations set by the Board pursuant to Article 38 before the annual general meeting, the result being declared at that meeting.

- (c) A person so appointed shall hold office for a term of two years from that annual general meeting until the annual general meeting two years after his appointment and shall be eligible for re-election.
- (d) The President shall not be a Director by virtue of his office but shall by virtue of his office be entitled to receive notice of, attend and speak, but shall not be entitled to vote at Board meetings. If a person holding the position of President is appointed as a Director pursuant to Articles 43 or 44 in his own right, he shall be a Director and shall be entitled to all the privileges of being a Director and, for the avoidance of doubt, be entitled to vote at Board meetings.

VICE-PRESIDENTS AND PRESIDENT OF HONOUR

- 55. The Board may propose to an annual general meeting for their approval such persons as it thinks fit to be President of Honour and Vice-Presidents. A person nominated to either post shall have provided meritorious service to his respective National Association (or the English Council) of the Union. The President of Honour and the Vice-Presidents shall by virtue of their office be entitled to receive notice of, attend and speak at Board meetings but shall not be entitled to vote. If a person holding the position of President of Honour or Vice-President is appointed as a Director pursuant to Articles 43 or 44 in his own right, he shall be a Director and shall be entitled to all the privileges of being a Director and, for the avoidance of doubt, be entitled to vote at Board meetings. The President of Honour and the Vice-Presidents shall hold office for such term as the Board shall determine and shall have such rights and privileges as the Board shall prescribe.

THE SECRETARY

- 56. Subject to the Act the Board shall have power to determine the powers and duties of the Secretary from time to time.
- 57. Subject to the Act the Board shall have power to appoint and from time to time to remove the Secretary on such terms as the Board shall from time to time determine, and to appoint or dismiss such employees or consultants as it thinks fit. The removal of the Secretary shall not in the case of such person being a paid employee by itself terminate such person's contract of employment.

PROCEEDINGS OF THE BOARD

- 58. The Board may meet together for the dispatch of business, adjourn and otherwise regulate the conduct of meetings by standing orders or in any other way as they think fit, provided that at least three Board meetings shall be held in each year.

59. The Chairman shall preside as chairman at all Board meetings at which he shall be present, but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting or is not willing to preside or if the Vice-Chairman is not present or not willing to preside the Members of the Board present shall choose one of their number to be chairman of the meeting.
60. A Member of the Board, and the Secretary at the request of a Member of the Board, shall at any time summon a meeting of the Board by notice served upon the Members of the Board. A Member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
61. Six Directors representing at least two different National Associations (or the English Council) shall form a quorum at a board meeting.
62. Voting on any issue shall be by show of hands. Each Director shall be eligible to cast one vote.
63. If at a quorate meeting there is agreement by consensus a formal vote need not be taken; the chairman may declare the motion to be passed by consensus.
64. Notwithstanding Article 63, where a British level item of business involves matters of particular concern to one of the Directors then any of the Directors shall be entitled to require the decision to be taken by formal vote. If there is any dispute as to whether an item of business is a British level item, the decision of the chairman of the meeting should be final and binding.
65. To carry a motion at a quorate meeting at least six votes must be cast in favour of the proposition.
66. The chairman of the meeting shall not have a casting vote in case of a tie and shall declare the motion " not carried ", and invite the meeting to discuss the matter further with a view to producing a decision by consensus or compromise.
67. If a Board meeting is inquorate, the chairman of the meeting may call a meeting at a later date to consider the delayed business at a time and place appointed by the chairman of the meeting. Any votes recorded at an inquorate meeting shall be invalid and not carried forward to a later meeting.
68. Abstention from voting shall not affect the number of votes required to be cast in favour under Article 65 above, nor justify the English Council or a National Association who appointed the Director(s) who abstained in claiming not to be bound by the proposition that has been carried.

69. The Board may invite such observers as it thinks fit to attend Board Meetings.
70. Subject to the provisions of these 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.
71. Any Director may participate in a meeting of the Board, or of a committee of Directors, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is.
72. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Union for the time being vested in the Union generally.
73. All acts carried out by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director 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.
74. Save as otherwise provided by these Articles, a Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Union unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- (i) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Union or any of its subsidiaries;
 - (ii) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Union or any

of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

- (iii) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Union or any of its subsidiaries, or by virtue of his being, or intending to become, a participator in the underwriting or sub-underwriting of an offer of any such debentures by the Union or any of its subsidiaries for subscription, purchase or exchange;
- (iv) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purposes of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Union), connected with a Director shall be treated as an interest of the Director.

- 75. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 76. The Union may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
- 77. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Union or any body corporate in which the Union is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 78. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

COMMITTEES AND SUB-COMMITTEES

- 79. (a) The Board may from time to time establish or appoint committees and sub-committees as it may deem necessary including the English Council, the World Class Management Group and the Coaching Management Committee and may delegate to any such committee such

powers and duties of the Board as it may think fit. Such powers and duties may include any or all of the following: the power to appoint committees and sub-committees, the power to appoint additional Members thereof, the power to regulate their procedures, and the power to delegate powers and duties. For the avoidance of doubt, any employee of the Union may be appointed by the Board or with its consent to such committees and sub-committees but excluding the English Council.

(b) Such committees and sub-committees shall consist of such Member or Directors of the Union as the Board may think it desirable to appoint or may be elected or appointed in accordance with regulations made by the Board and such other person or persons (if any) as the Board may think it desirable to appoint or as may be appointed under the said regulations taking into account the position and qualifications of any such person or persons and the purpose or purposes for which any such committee or sub-committee has been appointed or established. The President, the Chairman and Vice-Chairman shall be entitled to notice of, to attend and to speak at meetings of all such committees and sub-committees but not to vote unless they are appointed to such committees and sub-committees having been appointed as Directors in their own right.

(c) Each committee and sub-committee shall conduct its business in accordance with any terms of reference and standing orders set by the Board from time to time.

80. In the exercise of the powers so delegated any committee and sub-committee so formed shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board and shall observe any conditions and limitations attached to the delegation. All acts and proceedings of such committees and sub-committees shall be reported in due course to the Board.
81. The Board shall cause proper minutes to be made of appointments of the Directors and of the proceedings of all meetings of the Union and of the Board and of committees of the Board, and all business transacted at such meetings, and all such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
82. A resolution in writing signed by all the Directors for the time being of the Board entitled to vote or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as

valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

83. All acts bona fide done by any meeting of the Board or by any committee or sub-committee of the Union, or by any person acting as a Director or any such committee or sub-committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director, committee or sub-committee, as the case may be.

REMUNERATION AND EXPENSES

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

SEAL

85. The Board shall provide for the safe custody of the Seal and the Seal shall not be affixed to any deed or document except by the authority of a resolution of the Board and in the presence of a Director and the Secretary or if there be no Secretary or if the Secretary is not capable of acting the deputy Secretary and such Secretary or deputy Secretary (as the case may be) and such one Director shall sign. Every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Union shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

86. The Board shall cause accounting records of the Union to be kept in accordance with section 221 of the Act and any regulations made pursuant thereto (as the same may be amended or altered).
87. Accounting records shall be kept at the Office or, subject to section 222 of the Act at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors.

88. The Board shall from time to time determine whether to what extent and at what times and places and under what conditions or regulations the accounts and books of the Union or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book document of the Union except as conferred by the Act or authorised by the Board or by the Union in general meeting.
89. At the annual general meeting in every year the Board shall lay before the Union a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of section 238 (4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

90. Once at least in every year the accounts of the Union shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
91. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

92. A notice may be served by the Union upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members or by giving notice using electronic communications to an address for the time being notified to the Union by the Member.
93. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Union an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an

address within the United Kingdom shall be entitled to receive notices from the Union.

94. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. A notice, if contained in an electronic communication, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

DISSOLUTION

95. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Union shall have effect as if the provision thereof were repeated in these articles.

INDEMNITY

96. Subject to the provisions of the Act, these Articles and the Memorandum of Association of the Union, every Director, the Secretary and the Members of those committees, sub-committees or advisory panels reporting directly to the Board of the Union shall be entitled to be indemnified against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his responsibilities relating to the Union.