

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE BIRMINGHAM ANGLERS' ASSOCIATION LIMITED

INCORPORATED 23 OCTOBER 1973

1. The name of the Company is:

“THE BIRMINGHAM ANGLERS' ASSOCIATION LIMITED”.
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (a) To carry on the business of a fishing club for the benefits of it's members, and the doing of all such other things as are incidental or conducive to the attainment of that object.
 - (b) To acquire by purchase, lease or otherwise any lands, waters, buildings, premises, easements, quasi-easements, profits, rights of fishing or otherwise of any tenure, such as may be deemed by the Association likely to advance or benefit either directly or indirectly the interest of the Association and its members.
4. The liability of the Members is limited.
5. Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while they are a Member, or within one year afterwards for payment of the debts and liabilities of the Association contracted before they ceased to be a member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one pound.
6. In the event of the Company being sold or wound-up, every member over the age of 17 years at 1 January in the year of winding-up, who has at the time paid their subscriptions for the current year, shall be entitled to an equal and proportionate share of the net proceeds from the disposal. Joint and family membership equates to only one full member for the purpose of this clause.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BIRMINGHAM ANGLERS' ASSOCIATION LIMITED

1. CONSTITUTION

(a) In these Articles unless there is something in the subject or context inconsistent therewith:-

“The Association” means the above named Association.

“Member” means a member of the Association.

“The Statutes” means the Companies Act 1948 to 1967 or any statutory modification of those Acts.

“The Register” means the Register of Members to be kept pursuant to the Statutes.

“The Executive Committee” means the members for the time being of the Executive Committee hereby constituted.

“The Elected Officers” means the President and Vice Presidents.

“The Appointed Officers” means the General Secretary of the Association for the time being.

“The Management Committee” means the Elected Officers.

“He” Where the term “he” is used in reference to members, it is taken to include the female gender.

2. MEMBERS

- (a) Every body or person desiring to become a member of the Association shall make an application in writing for that purpose in a form to be approved by the Executive Committee.
- (b) The Executive Committee shall be empowered at its absolute discretion to grant or refuse any application for membership.
- (c) The rights and privileges of membership shall not be transferable or transmissible by act of the Member or by operation of law.
- (d) Any Member may be excluded from the Association on the ground of failure to observe any of the regulations of the Association, or on any other ground, by resolution of the Executive Committee.
- (e) As an alternative to exclusion the Executive committee may suspend the Member from some or all of the benefits of the membership for a period and / or impose a fine not exceeding £200 or such other penalty as may be deemed appropriate.
- (f) There may also be special classes of Membership as the Executive Committee may from time to time determine.
- (g) Membership shall be evidenced by the issue to each such Member of an annual Membership Card.
- (h) Each Member shall pay to the Association upon admission to membership, and thereafter annually, a subscription of such a sum as shall be determined by the Executive Committee.
- (i) Annual subscriptions shall become due and payable on 1 January, or such other date as shall be determined by the Executive Committee.

3. MEETINGS

- (a) A general meeting of members ("The Annual Meeting") shall be held annually on the second Thursday in November, or on such other date as the Executive Committee shall determine.
- (b) The Annual general meeting and a meeting called for the passing of a Special Resolution, shall be called by giving at least twenty one days' notice in writing, and a meeting of the Association other than the Annual Meeting or a meeting for the passing of a Special Resolution shall be called by giving fourteen days' notice in writing at the least. The notice shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business, and shall be given in a manner hereinafter mentioned to such persons as are under the Articles entitled to receive notices from the Association. An accidental omission to give notice of a meeting to, or the non-receipt of any such notice by, any Members shall not invalidate the proceedings at any such meeting.
- (c) The business of the Annual General Meeting shall be:-
 - (i) To receive and, if thought fit, to approve the income and expenditure account and balance sheet and the Auditors' report thereon.

- (ii) To elect a President (if appropriate).
 - (iii) To elect a Vice President or Presidents (as the case may be).
 - (iv) To elect members of the Executive Committee for the ensuing year in place of those retiring and for the purpose of filling existing vacancies.
 - (v) To elect Auditors for the ensuing year and to fix their remuneration.
 - (vi) To transact any other business of which notice shall have been given.
- (d) An Extraordinary general meeting may be convened at any time by the Executive Committee, giving the requisite notice as allowed for in 3.(b) above, and shall be convened by them whenever a requisition signed by or on behalf of at least twenty five members and stating generally the object of such meeting, is left with the General Secretary. Extraordinary Meetings shall also be convened on such requisition as is provided by Section 132 of the Companies Act 1948 or, in default, may be convened by such requisitionists as provided by that section.

4. PROCEEDINGS AT GENERAL MEETING

- (a) Thirty Members personally present shall be a quorum for a General Meeting and no business shall be transacted by any General Meeting unless the requisite quorum be present at the commencement of business.
- (b) The President, or in his absence, the Senior Vice President, or one of the other Vice Presidents shall preside as Chairman at every General Meeting. If at any meeting none of those officers shall be present ten minutes after the time appointed for holding such meeting the Members present shall choose someone of their number to be Chairman.
- (c) If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon a requisition of Members, shall be dissolved; but, in any other case, shall stand adjourned to the same day in the next week, at the same time and place, or to such other day, time and place as the Executive Committee may by notice to the Members appoint.
- (d) If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members who are personally present shall be a quorum and may transact the business for which the meeting was called.
- (e) The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- (f) The elections of the President, Vice President and members of the Executive committee shall be conducted by secret ballot the votes for which shall be scrutinised by not less than six tellers recruited from those Members present (none of whom shall have been nominated for election in the ballot concerned) and supervised by a serving member of the Executive Committee.
- (g) A nomination for the office of President or Vice President shall be submitted only by a current paid-up member. The nominee must also have been a member of the Executive Committee of the Association during the whole of the 12 months immediately preceding the Annual Meeting, and their nomination must have the approval of a majority of the Executive Committee. Nominations shall be in writing and must be delivered or despatched by Recorded Delivery to reach the registered office of the Association not later than the last day of the month as shall precede by two months the month prior to the Annual Meeting at which the election is to be held.

Custom and practice interpretation of voting procedure:

- (i) **Where there is only one candidate for any vacant position.** To succeed the candidate must receive the votes of a simple majority of the members present.
- (ii) **Where there is more than one candidate for any position.** To be successful a candidate must secure more than 50% of the total votes cast. In the event that no candidate achieves 51% of the vote in the first ballot, a second ballot shall be held excluding the candidate with the lowest vote in the first ballot. Further ballots shall be held as necessary, each time excluding the candidate with the lowest vote, until a successful candidate emerges.
- (iii) **Where there is more than one position to be filled.** If the number of candidates is equal to the number of vacancies, each candidate shall be voted on individually and must receive the votes of the majority of delegates present. If there are more candidates than positions to be filled, the first candidate to achieve 51% of the total votes cast shall fill one position. Further ballots shall be held between the remaining candidates to fill the remaining positions (see (b)).
- (h) A nomination for a position on the Executive Committee shall only be submitted by a current, fully paid-up member and must be seconded by a similar member, and shall be in writing and shall be similarly delivered or despatched and received by the same date. It shall be a condition of nomination (or co-option) onto the Executive Committee, that any candidate shall have been a member of the Association for the three years immediately prior to the year of their nomination. It shall further be a condition of nomination, that each candidate shall attend and stand upon the Chairman's request for recognition at the Annual Meeting at which he seeks election. The Executive Committee may (after secret ballot within their own meeting) nominate a retiring member of the Executive Committee for re-election. In the case of such re-nominated Executive Committee members, should they not be present at the Annual Meeting, their nomination shall stand as valid provided that an appropriate apology for absence has been submitted and received. An Elected Officer of the Association upon the termination of his term of office shall, if not re-elected to office, and if willing to so stand, be deemed to be duly nominated for election to the Executive Committee.
- (i) Save as above mentioned at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the Chairman that a resolution has, on a show of hands, 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 book containing the minutes of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

- (j) In case of an equality of votes the Chairman of the meeting shall be entitled to a second and casting vote.
- (k) Admission to any General Meeting shall be open to members only, and dependant upon the production of a membership card valid for the year in which the meeting is held.
- (l) Every member present, save for the Chairman (see 4.(j) above) shall have one vote and one vote only.
- (m) No member shall be entitled to vote at any General Meeting if the Member is, at the date of the meeting, in arrear in the payment of any subscription, fee levy, fine or forfeit, due to the Association.
- (n) Any motion or resolution proposing the sale, takeover or winding-up of the Association, shall require the approval of a minimum of 75% of the total membership.

5. EXECUTIVE COMMITTEE AND OFFICERS OF THE ASSOCIATION

- (a) The Executive Committee of the Association shall consist of:-
The President,
Not more than five Vice Presidents,
Not more than 36 members elected in accordance with Paragraphs 4.(f), and 4.(h) of the Articles.
- (b) The President and Vice Presidents of the Association shall, once elected, and subject to death, expulsion, or retirement by rotation or otherwise, hold office for three years and five years respectively.
- (c) One of the five Vice Presidents of the Association shall retire by rotation each year, and may seek re-election. The Vice President to retire shall be he who has been longest in office since his last election. Where two or more Vice Presidents have served equal terms of continuous office he for whom the least number of votes were recorded at this last election shall retire. The Vice President who has held continuous office as such for the longest period since his last election shall be called "The Senior Vice President".
- (d) Any vacancy occurring in an Elected Office or in the Executive Committee shall be filled at the Annual General Meeting next following such occurrence.
- (e) At each Annual Meeting of the Association one-third of the members of the Executive Committee, or (if their number is not a multiple of three) then the number nearest one-third shall go out of office. All vacancies on the Executive Committee shall then be filled by election. The members to go out of office shall be first the member or members ceasing to hold an Elected Office, secondly any member or members who are elected to office at that Annual Meeting, and thirdly, the Members who shall have been longest in Office, and in case of equality the Members to retire shall be determined by the Executive Committee.
- (f) No person shall hold two elected Offices at one time but the nomination of a person for an Office shall not prevent his simultaneous nomination for election as a member of the Executive Committee. Elected Officers and members of the Executive committee may also be salaried employees of the Association.
- (g) The quorum for a meeting of the Executive Committee shall be 50% of the total number of members on the Committee.

- (h) Ordinary Meetings of the Executive Committee shall be held monthly on the first Thursday of each month or on such day or days of each month as the Executive Committee shall fix, and five days notice of each such meeting shall be given to each member of the Committee. Special Committee Meetings shall mean meetings of the Committee of which not less than two clear days' notice is given to each member of the Committee specifying the nature of the business to be transacted and no other business than that specified in such notice shall be transacted at any Special Meeting.
- (i) A Member of the Executive Committee shall cease to be a member of such Committee and shall vacate any Office held by him if:-
 - (1) he shall (without leave of absence from the Executive Committee) be absent from three consecutive meetings of the Executive Committee and if the Committee shall resolve that such member do retire from the Committee;
 - (2) he shall give to the Committee notice in writing of his intention to retire;
 - (3) he shall, in the opinion of the Committee, be found to have divulged to unauthorised persons information confidential to the Executive Committee; or be convicted of any offence which in the opinion of the Committee renders it improper or inadvisable that he should continue as a member of the Committee. It is incumbent upon the member to notify the committee of any such offence.

6. POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE, & THE EXECUTIVE COMMITTEE

- (a) The Appointed Officers shall undertake the day to day business of the Association.
- (b) The management of the affairs of the Association shall be vested in the Management Committee under the general direction of the Executive Committee.
For the purposes of interpretation of this clause, the foregoing is deemed to infer that;
(The Management Committee (Officers / Directors) of the Company are empowered to make decisions on all matters relating to the management and financial affairs of the Company. Also, that prior to taking such decisions, the Management Committee shall, whenever it is deemed appropriate to do so by the President, consult fully with and give due deference to, the advice and opinions of the Executive Committee, before making any final decision.)
- (c) The Management Committee may in addition to the powers and authorities by statute or by these Articles expressly conferred upon them, exercise all such powers, and do all such acts and things as are or shall be by statute or these Articles directed or authorised to be done by the Association, and not hereby expressly directed to be done by the members or the Executive Committee, subject nevertheless to the statutory provisions of these Articles, and subject also to such (if any) regulations as may be from time to time determined by any special meeting of the members, but no such regulation shall invalidate any prior act of the Management Committee which would have been valid if the regulation had not been made.
- (d) In furtherance and not in limitation of the general powers conferred by or implied in the preceding clause, it is expressly declared that the Management committee shall be entrusted with and exercise and perform the following powers and duties.
 - (i) To decide how cheques shall be signed on behalf of the Association to appoint or choose the Association's bankers, and generally to manage the finances of the Association.

- (ii) To appoint, and from time to time remove, a General Secretary and Fisheries Supervisor, and other salaried staff, or other staff, including unpaid staff employed in an honorary capacity, as may from time to time be considered necessary, including, should the Committee think appropriate, a Superintendent Bailiff and a Treasurer; and to fix the remuneration and other conditions of service of all such persons.
 - (iii) Subject to the regulations contained in the memorandum of Association which relate to the conditions and regulations imposed by the Department of Trade and Industry and to these Articles, to dispose of the funds of the Association for the promotion of the objects thereof.
 - (iv) To borrow or raise from time to time for the purpose of the Association or secure the payment of such sums as they think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Association or by the issue of debentures or otherwise as the Committee may think fit. Debentures may be issued upon such terms and conditions and may confer upon the holders thereof such lawful rights and privileges as the Committee shall think fit, and may be collaterally secured by a Trust Deed or other security. The sums so raised as aforesaid shall not exceed in the aggregate at any one time the sum of £1,000,000.
- (e) The quorum of a meeting of the Management Committee shall be four.
- (f) In furtherance and not in limitation of the general powers conferred by or implied in the preceding clause, it is expressly declared that the Executive committee shall be entrusted with and exercise and perform the following powers and duties.
- (i) to regulate their own proceedings (subject to the provisions of Article 5. (i))
 - (ii) To delegate any of their powers or duties to sub-committees consisting of such members of their body as shall be selected by the Management Committee.
In addition, any such sub-committee may, subject to the approval of its members, co-opt any persons whether or not they are members of the Executive Committee, provided always that more than half the members of any such sub-committee shall be members of the Executive Committee.
 - (iii) To suspend members and impose such fines forfeitures and penalties for breach of the bye-laws, rules, regulations, and conditions contained in these Articles, or of such bye-laws, rules, regulations or conditions as may be made by the Committee as they think proper.
 - (iv) To approve upon the recommendations of the Management Committee expense allowances for the Elected Officers and any other persons (not being salaried officers or staff) performing duties on behalf of the Association.
 - (v) To affiliate the Association to any other body whose objects are similar in character to its own and with which in their opinion affiliation is desirable and to appoint representatives to attend meetings of such other bodies.
 - (vi) To make, interpret, and enforce Rules for all competitions organised by, or sponsored in the name of, the Association.

- (vii) To make and from time to time repeal, bye-laws and standing orders for the regulation of the conduct of the affairs of the Association and its members consistent with its objects and the provisions of these Articles of Association.
- (viii) To do all such other acts as they shall think expedient for promoting the objects of the Association as set forth in the Memorandum of Association.

7. SEAL

- (a) The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of the President or one of the other Elected Officers and the General Secretary or of such other two members of the Executive Committee as the Council shall by resolution authorise to affix the Seal, and such persons shall sign every instrument to which the Seal of the Association shall be affixed in their presence.

8. ACCOUNTS AND AUDIT

- (a) The Management Committee shall cause true accounts to be kept of the sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure took place, of the assets, credits and liabilities of the Association and of all sales and purchases of goods by the Association.
- (b) Auditors shall be appointed and their duties regulated in accordance with the Statutes.
- (c) The Management Committee shall from time to time in accordance with the Statutes cause to be prepared and laid before the members in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Statutes. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the members together with a copy of the Auditors report shall, not less than twenty-one days before the date of the meeting, be sent to all persons entitled to receive notice of such General meeting of the Association provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware, or who is not a current paid-up member.

9. MINUTES

- (a) Minutes of the proceedings of every general meeting of the Association, and of every meeting of any Committee, shall be recorded and kept and be signed by the Chairman of such meeting, or by the Chairman of the succeeding meeting, or by two Members present at the meeting to which such minutes relate; and such minutes, when so recorded and signed, shall be receivable as sufficient evidence of the facts and proceedings therein recorded without further proof. The Executive Committee shall have power to determine to what extent, upon what conditions, and at what times (if any) the minute books shall be open to the inspection of the Members.

10. NOTICES

- (a) A notice may be given by the Association to any Member either personally or by sending it by post to him at his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of 48 hours after the letter containing the same was posted.
- (b) Notice of every General Meeting shall be given in some manner hereinbefore authorised to every Member except those Members who have no registered address within the United Kingdom.

11. INDEMNITY

- (a) Every Officer of the Association or member of the Executive Committee shall be:-
 - (i) Indemnified out of the funds of the Association from all losses liabilities and expenses properly authorised and incurred by him in the discharge of his duties;
 - (ii) Chargeable only for so much money or property as he shall actually receive for the Association;
 - (iii) Answerable only for his own acts or defaults and not for those of any other person or body, nor for any loss or damage of any kind which may happen in the execution of his duties, unless the same shall happen through his own negligence, dishonesty, or wilful neglect or default;

But this Article shall only have effect insofar as its provisions are not avoided by the Statutes.

November 2015