

SURF LIFE SAVING ASSOCIATION OF GT BRITAIN

Registered No: 2678080

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

**(AS AMENDED BY SPECIAL RESOLUTIONS PASSED ON 27TH MARCH 1994,
26TH APRIL 1998 AND 18th FEBRUARY 2007)**

THE COMPANIES ACTS 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of the
SURF LIFE SAVING ASSOCIATION OF GREAT BRITAIN
(as amended by special resolutions passed on 27th March 1994 and 26th April 1998)

1. DEFINITIONS

In these Articles

- 1.1 **'the Act'** means the Companies Act 1985;
- 1.2 **'the Association'** means the Surf Life Saving Association of Great Britain;
- 1.3 **'the Council'** means the Council of Management for the time being of the Association;
- 1.4 **'the Seal'** means the Common Seal of the Association;
- 1.5 **'Secretary'** means any person appointed to perform the duties of the Secretary of the Association;
- 1.6 Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing, lithography, photographs and other modes of representing or reproducing words in a visible form;
- 1.7 Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these Articles become binding on the Association

2. OBJECTS

The Association is established for the objects expressed in the Memorandum of Association

3. MEMBERS

- 3.1 The number of members with which the Association proposes to be registered shall not be limited by reference to a maximum figure;
- 3.2 The members of the Association shall be all those persons whom the Council shall admit as members, who have satisfied the criteria for membership and whose names and addresses are recorded in the Association's register of members;
- 3.3 An application for membership may be approved or rejected by the Council. The Council shall have the right for good and sufficient reason to terminate the membership of any

member provided that the member concerned shall have a right to be heard before a final decision is made

4. GENERAL MATTERS

- 4.1 The Association shall in every calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next provided that so long as the Association holds its first Annual General Meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings;
- 4.2 The Council may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitions as provided by the Act;
- 4.3 The Annual General Meeting and any meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. Other meetings shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place the day and the hour of meeting and in case of special business the general nature of that business and shall be given in manner mentioned below or in such other manner if any as may be prescribed by the Association in general meeting to such persons as are under the Articles of the Association entitled to receive such notices from the Association provided that a meeting of the Association shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed by a majority of the members having a right to attend and vote at the meeting being a majority together representing not less than 95% of the total voting rights at that meeting of all the members;
- 4.4 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 The business of an Annual General Meeting shall be to receive and consider the reports of the Chairman of the Council and the Regional Chairman the accounts balance sheets the report of the Auditor and other reports of the Council the election of members of the Council

- in the place of those retiring and any additional members of the Council and the appointment of and the fixing of the remuneration of the Auditors;
- 5.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business and such quorum shall consist of not less than 25 members, who are eligible to vote. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened on the requisition of members shall be dissolved; in any other case it shall be adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine;
- 5.3 The Chairman (if any) of the Council or in his absence the Vice Chairman (if any) shall chair every General Meeting of the Association or if there is no such Chairman or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to chair the meeting;
- 5.4 If at any meeting no member of the Council is willing to act as chairman or if no Council member is present within 15 minutes after the time appointed for holding the meeting the members present shall choose one of their number to chair the meeting;
- 5.5 The Chairman may with the consent of any 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting;
- 5.6 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman; or by at least 5 members present; or by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- 5.7 Unless a poll is so demanded 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 and an entry to that effect in the minutes of 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 such resolution;
- 5.8 The demand for a poll may be withdrawn;
- 5.9 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 or casting vote

6. VOTES OF MEMBERS

- 6.1 Every member having attained the age of 18 years shall have one vote;
- 6.2 Save as herein expressly provided no person other than a member duly registered shall be entitled to vote on any question either personally or by proxy or as proxy for another member at any general meeting;
- 6.3 Votes may be given on a poll either personally or by proxy. On a show of hands a member present by proxy only shall have no vote but the representative of a corporation may vote on a show of hands. Any instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing

7. COUNCIL OF MANAGEMENT

- 7.1 The affairs of the Association shall be managed by the Council who may pay all expenses incurred in the formation of the Association and may exercise all such powers of the Association as are not required to be exercised by the Association in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Association in General Meeting; but no such regulation shall invalidate any prior act of the Council which would have been valid if that regulation had not been made;
- 7.2 The members of the Council shall comprise the officers elected at the Annual General Meeting of the Association, at least one representative from each administrative region of the Association and one representative from each of the Commissions of the Association;
- 7.3 The Council shall cause minutes to be kept;
 - a) of all appointments of officers made by the Council
 - b) of the names of the Council present at each Council meeting
 - c) of all resolutions and proceedings at all meetings of the Association and of the Council

8. POWERS OF THE COUNCIL

- 8.1 The management of the business and control of the Association shall be vested in the Council who in addition to the powers and authorities conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by the Act expressly directed or required to be exercised or done by the Association in general meeting;
- 8.2 The members for the time being of the Council may act notwithstanding any vacancy in their body provided always that if at any time the members of the Council shall be reduced in number below the minimum prescribed herein it shall be lawful for the members available to act as the Council for the purpose of admitting additional persons to membership of the Association to fill vacancies in their body. The Council may at any time appoint any person

to be a member of the Council either to fill a casual vacancy or as an addition to the existing membership. Any person so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of members of the Council who are to retire by rotation at such meeting;

- 8.3 Without prejudice to the general powers conferred by these Articles it is hereby expressly declared that the Council shall be entrusted with the following powers namely:-
- a) To pay the costs charges and expenses preliminary and incidental to the formation and establishment of the Association and matters incidental thereto;
 - b) To purchase and otherwise acquire for the Association any property rights or privileges which the Association is authorised to acquire at such price and generally upon such terms and conditions as they may think fit;
 - c) To raise or borrow money for the purposes of the Association from any person corporation or other body and may with the approval of the Charity Commissioners of England and Wales secure the repayment of the same with any interest or premium thereon by Mortgage or Charge upon the whole or any parts of the assets and property of the Association present or future and to issue Debentures either charged upon the whole or any part of the assets and property of the Association or not so charged and in that connection to take out and keep on foot a sinking fund or redemption policies;
 - d) To appoint and at their discretion remove or suspend from office any staff or employees for permanent temporary or special services as they may from time to time think fit and to invest them with such powers as they may think expedient and to determine their duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit;
 - e) To institute conduct defend compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound and allow time for payment of satisfaction of any debts due and of any claims or demands by or against the Association;
 - f) To make and give receipts releases or other discharges for money payable to the Association and for claims and demands of the Association;
 - g) To determine who shall be entitled to sign on behalf of the Association any bills notes receipts acceptances endorsements cheques releases contracts and documents;
 - h) From time to time to make all such regulations and bye-laws as they think proper with regard to the affairs and concerns of the Association and from time to time to repeal and alter the same or make others in lieu thereof as may seem

expedient PROVIDED THAT the same do not contravene any of the provisions herein contained and PROVIDED THAT no bye-laws or regulations shall be made under part which would amount to such and any addition to or modification of the Articles of Association

9. COMMITTEES AND SUB-COMMITTEES

- 9.1 The Council may delegate any of its powers to sub-committees consisting of such persons as it thinks fit;
- 9.2 In particular a Management Committee comprising of no less than five individuals may be appointed to exercise day-to-day management of the affairs of the Association answerable to the Council
- 9.3 Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Council and shall report all acts and proceedings to the Council as soon as is reasonably practicable;
- 9.4 A sub-committee may meet and adjourn as it thinks proper. Questions arising shall be determined by a majority of votes of the members present and in the case of equality of votes the Chairman shall have a second or casting vote;

10. DISQUALIFICATION OF COUNCIL MEMBERS

- 10.1 The office of a member of the Council shall be vacated if the member:
 - 10.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 10.1.2 becomes prohibited from being a member of the Council by reason of any order made under Section 295 of the Act; or
 - 10.1.3 becomes incapable by reason of mental disorder illness or injury of managing and administering his property and affairs; or
 - 10.1.4 resigns his office by written notice to the Association; or
 - 10.1.5 is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest as required by Section 317 of the Act
- 10.2 A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising out of it and if he does so vote his vote shall not be counted

11. SECRETARY

- 11.1 Subject to Section 293 of the Act the Secretary shall be appointed by the Council for such term at such remuneration and on such conditions as the Council may think fit and any Secretary so appointed may be removed by it provided that no member of the Council may occupy the salaried position of Secretary;

- 11.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as member and as or in place of the Secretary

12. SEAL

The Council shall provide for the safe custody of the seal which shall be used only by the authority of the Council or of a sub-committee authorised by the Council in that behalf and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose

13. INCOME OF THE ASSOCIATION

The income of the Association shall be applied solely towards the promotion of all or any of the objects of the Association as set forth in the Memorandum of Association as the Council may from time to time think fit (and in particular the Council shall have power to transfer all or any part of such income to Trustees to be applied by them for the advancement of the main object of the Association in such manner as they shall think best) with power to the Council to create a reserve fund or funds to be applicable for any such purposes and if the Council shall think fit to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes and pending any such application any reserve fund may at the discretion of the Council either be employed in the business of the Association or be invested from time to time in such investment as the Council may think fit

14. ACCOUNTS

- 14.1 The Council shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act;
- 14.2 The accounting records shall be kept at the registered office of the Association or subject to Section 227 of the Act at such other place or places as the Council thinks fit and shall always be open to the inspection of the officers of the Association;
- 14.3 The Council shall from time to time in accordance with Sections 238 and 242 of the Act cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts balance sheets accounts (if any) and reports as are referred to in those Sections;
- 14.4 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Association in general meeting together with a copy of the auditor's report shall not less than 21 days before the date of the meeting be sent to every

member 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

15. AUDIT

Auditors shall be appointed and their duties regulated in accordance with Sections 384 and 392 of the Act

16. NOTICES

16.1 A notice may be given by the Association to any member either personally or by sending to by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Association for the giving of notice to him. Proof that an envelope containing a notice was properly addressed prepared and posted shall be conclusive evidence that the notice was given. A notice shall unless the contrary is proved be deemed to be given at the expiration of 48 hours after the envelope containing it was posted;

16.2 Notice of every General Meeting shall be given in any manner authorised by these Articles to:

16.2.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;

16.2.2 the auditor for the time being of the Association; and

16.2.3 each member of the Council

No other person shall be entitled to receive notices of General Meetings

17. DISSOLUTION

Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Association shall have effect as if its provisions were repeated in these Articles

18. RULES OR BYELAWS

18.1 The Council may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Association and conditions of membership and in particular but without prejudice to the generality of the above it may by such rules or byelaws regulate

18.1.1 the admission and classification of members of the Association and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the subscriptions and other fees or payments to be made by members

- 18.1.2 the conduct of members of the Association in relation to one another and to the Association's employees
- 18.1.3 the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes
- 18.1.4 the procedure at general meetings and meetings of the Council and sub-committees insofar as such procedure is not regulated by these Articles
- 18.2 The Association in General meeting shall have power to alter or repeal the rules or byelaws and to make additions to them and the Council shall adopt such means as it deems sufficient to bring to the notice of members of the Association all such rules or byelaws which so long as they shall be in force shall be binding on all members of the Association provided nevertheless that no rule or byelaw shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Association

Dated the 25th day of May 1991

Signatures, addresses and descriptions of subscribers

Names	Addresses	Occupation/ Profession
Charles THOMSON MBE	The Flat, The Rectory, Marcross, nr Llantwit Major South Glamorgan	Director National Rescue Training Council
Thomas Godfrey HANDLEY	24 Galton Street, London, W10	Retired Educationist
Robert John Harry MARTIN	42 Bossvean Gardens Illogan, Redruth, Cornwall	Civil Servant
Allan Lawrence WYND	Overside, Hillcommon Taunton, Somerset	Computer Engineer
Derek Martyn FISHER	10 Hillcrest Road Barnstaple, North Devon	Police Officer
Peter LAKE	14 Oaklands Drive, Bridgend Mid Glamorgan, South Wales	Telephone Engineer
Witness to the above signatures	Signed: 'Jane Hickie' (Mrs J Hickie) Flat 3, Cauleston House, Cauleston Close, Exmouth, Devon Lady of Independant Means and Part-time Secretary	