

FOR COMPANIES LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

The Companies Act 2006

Memorandum and Articles of Association of
Cleethorpes and District Swimming Club Limited

**PART 1 Memorandum of
Association**

1. Name

The name of the Company is CLEETHORPES AND DISTRICT SWIMMING CLUB LIMITED. The company operates 2 subsidiary divisions the Club's Competitive Team and the Learn to Swim function, namely Bubbles.

2. Objects

The principal object for which the Company is established is to deal with the day to day management of the affairs of Cleethorpes and District Swimming Club (hereinafter referred to as "the club") as such right to be delegated to and vested in the company pursuant to the terms of the club's constitution. The core principles underpinning said constitution and as defined within the club rules are:

2.1 To bring together like-minded people in order to promote and encourage the practice of swimming within North East Lincolnshire and the surrounding area, so that members can pursue their swimming ambitions to the highest levels.

2.2 To use reasonable endeavors to operate within the confines of Swim England and the or any affiliated or successor organisation thereto.

In furtherance of the objects for which the Company is established, but not otherwise, the Company shall have the following powers:

2.3 To raise and apply funds to the furtherance of its objects. 2.4 To engage suitably qualified persons to teach and instruct and carry out the work of the Company; 2.5 To appoint delegates and representatives to any bodies with which the Company may be concerned; 2.6 To arrange for lease or rent of swimming pools and facilities in the North East Lincolnshire Area and as necessary for the work of the Company; 2.7 To receive, administer and allocate grants, gifts, or bequests made available to the Company for any or all of its objects whether from public funds or from private sources under the terms and conditions referable to

such grants.

The Objects and activities denoted within said objects are defined in their entirety within the club rules and where required the Company will collect, co-ordinate and make available by publication or otherwise, all relative information to the 'object' defined within item 2.

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Alterations to the Club rules will be disseminated through the Company and their members and adjustments through Companies House made according to the Companies Act 2006 criteria.

Nothing in this clause shall authorise the company to do anything which is not charitable for the purposes of the Income and Corporation Taxes Act 1938 or any re-enactment thereof.

3. Limitation of Disbursement of Income and Property.

The income and property of the Company, whosoever derived, shall be applied solely towards the promotion of the Company and its objects and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.

Executive Management Committee will be appointed to any direct salaried office of the Company or any office of the Company paid fees, no remuneration or other benefit in money or monies worth shall be given to any member except payment for any services provided upon a self-employed basis or repayment of out-of-pocket expenses.

4. Limited Liability.

Limited Liability, the extent to which a company shareholder or director is financially responsible for the Company debt.

The condition of said debt extends to the nominal value of their shares however for a limited company by guarantee which not share capital the liability of members to the Company, Cleethorpes and District Swimming Club shall be deemed to include the trustees / directorship at a limit of £1.00

5. Dissolution of the Company.

As a limited company, should the club dissolve the shareholders will only be held liable for company debts up to the value of their shares of £1.00. As an incorporated Company the business of Cleethorpes and District Swimming Club becomes a separate legal entity from its owners / trustees / directorship and therefore all finances and assets of the individuals and the finances and assets of the company remain wholly separate.

In addition if the Company is sued or cannot pay its debts, the owners are only liable for the debt to the value of the money they have already invested in the business.

6. Accounts.

True accounts shall be kept of the sums of money received and expended by the Company and matters in respect of which such receipts and expenditure take place, shall be inspected in accordance with the regulations of the Company.

In line with the Annual General Meeting such accounts shall be open to the inspection of the members and to support additional the review of said expenditure, at least every year the accounts of the Company shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor(s).

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PART 2 Articles of Association (Club Rules)

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms | Interpretation

In the articles, unless the context requires otherwise:

Companies Acts: means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

Director: means a director of the company, and includes any person occupying the position of director, by whatever name called;

Members: has the meaning given in section 112 of the Companies Act 2006;

Subsidiary: has the meaning given in section 1159 of the Companies Act 2006; and

Writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company. Headings in these articles are used for convenience only and shall not affect the construction or interpretations if these articles.

2. DIRECTORS

Powers and Responsibilities

Directors' general authority Subject to the articles, the directors are responsible for the

management of the company's business, for which purpose they may exercise all the powers of the company. The Directorship of Cleethorpes and District Swimming Club and in line with Companies House requirements has been determined as the "executive committee" of the club.

Directors may delegate Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles to such person or committee on such terms and conditions; as they think fit, and furthermore; the directors may revoke any delegation in whole or part, or alter its terms and conditions.

Directors to make decisions collectively The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8. If the company only has one director, and no provision of the articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing. A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

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Calling a directors' meeting Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice. Notice of any directors' meeting must indicate its proposed date and time; where it is to take place; and if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

Notice of a directors' meeting must be given to each director, but need not be in writing. And in addition, notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when the meeting has been called and takes place in accordance with the articles, and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

Quorum for directors' meetings At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two. If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other

than a decision to appoint further directors, or to call a general meeting so as to enable the members to appoint further directors.

Conflicts of interest If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Directors' discretion to make further rules Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

Methods of appointing directors Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution, or by a decision of the directors.

Termination of director's appointment A person ceases to be a director as soon as that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law; a bankruptcy order is made against that person; a composition is made with that person's creditors generally in satisfaction of that person's debts.

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PART 3 ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

No right to inspect accounts and other records Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business The directors may decide to make

provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE Indemnity Subject to part 1 section 4, a relevant director of the company or an associated company may be indemnified out of the company's assets against:

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company, (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), (c) any other liability incurred by that director as an officer of the company or an associated company.

This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law. In this article companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and a "relevant director" means any director or former director of the company or an associated company.

Insurance The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss. In this article:

(a) a "relevant director" means any director or former director of the company or an associated company, a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees'

share scheme of the company or associated company, and companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

