

**COMPANIES ACT 2006  
("THE ACT")**

**ARTICLES OF ASSOCIATION**

**OF**

**SWIM WALES  
("THE COMPANY")  
COMPANY NUMBER: 04692354**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**PART 1**  
**INTERPRETATION AND LIMITATION OF LIABILITY**

**Defined terms**

- 1) In the Articles, unless the context requires otherwise
  - a) "Articles" mean the Company's Articles of Association;
  - b) "Associate Member" means an associate member that has been admitted to membership of the Company and having the rights and obligations set out in these Articles;
  - c) "Club" means Swimming clubs, associations and schools in Wales which are affiliated to the Company. The Clubs shall mean the affiliated Clubs in Wales;
  - d) "Club Member" means a Club which has been admitted to membership of the Company and having the rights and obligations set out in these Articles;
  - e) "Company" means the company named above (company number 04692354) which is limited by guarantee and is registered in Wales;
  - f) "Director" means a Director of the Company, and includes any person occupying the position of Director, by whatever name called. Directors mean the Directors of the Company acting as a board unless the context suggests otherwise;
  - g) "Electronic form" has the meaning given in section 1168 of the Act;
  - h) "Member" has the meaning given in section 112 of the Act and shall include Club Member, Life Member and Associate Member;
  - i) "Life Member" means every honorary life member who shall be appointed as such in accordance with these Articles and having the rights and obligations set out in these Articles;
  - j) "The President" means the President of the Company for the time being appointed in accordance with these Articles;
  - k) "Regional Panels" mean the panels which have been created by the Directors to carry out authorised duties within the designated Regions;
  - l) "Regions" mean – South East Wales, West Wales and North Wales Regions or any other designated Regions which the Directors may decide;
  - m) "Representative" means a representative of a Club who shall be duly authorised to represent the Club and to attend, speak and vote at general meetings of the Company on behalf of that Club;
  - n) "Rules" means the rules, regulations or byelaws which the Directors may adopt from time to time in accordance with the Articles of Association;
  - o) "Swimming" means all kinds of Swimming including water polo, open water swimming, diving, synchronised swimming and life-saving in Wales.
  
- 2) Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the Company.

**Objects and powers**

- 3) The objects and powers of the Company shall be as follows:
  - a) to be and to act as the governing body for Swimming in Wales in all its forms;
  - b) to foster, encourage and develop Swimming in Wales;
  - c) to do all other things necessary or desirable for the promotion of the interests of Swimming;

- d) to make and enforce Rules and Regulations and to formulate and issue Codes of Ethics and Conduct for participants in Swimming at all levels;
- e) to make appropriate regulations to ensure that the carrying into effect of such codes of conduct, disciplinary procedures, anti-doping programmes; measures for the proper protection of children and young persons, anti-discriminatory procedures and Rules of the Company are properly observed;
- f) to promote the observance of the said codes, procedures, programmes, measures and Rules by its Members and others;
- g) [the Company is one of the constituent Members of Aquatics GB Ltd (otherwise known as "Aquatics GB") and as such is bound by its Memorandum and Articles of Association. It shall be a condition of affiliation or membership that all affiliated clubs, organisations, associations, bodies and individual members shall be subject to and bound by any rules of Aquatics GB which may from time to time apply to them;
- h) the Company has a reserved power of veto over any matter of principle, policy or detail, with which it fundamentally disagrees, and as voiced by any of its committees via and with the approval of the Directors;
- i) any case involving an offence under the Anti-Doping Rules of Aquatics GB shall be dealt with by British Swimming according to such rules;]
- j) the Company shall have without prejudice to the generality of the foregoing power to do all such lawful things as will further the above objects and in particular:
  - i) to obtain collect and receive money and funds by way of contributions, subscriptions fees, donations, legacies, awards, grants, covenants or by organising functions or events or by any other lawful methods and to accept and receive gifts of property of any description;
  - ii) to decide all doubtful or disputed points arising within Wales in connection with Swimming;
  - iii) to make, vary, alter, maintain and enforce Rules and regulations for the control, management and governance of Swimming in Wales;
  - iv) to promote the teaching of Swimming and to encourage those recognised as coaches, teachers, judges and officials;
  - v) to co-operate with schools, education authorities (Unitary Authorities), universities, colleges and others in the promotion and development of Swimming and of appropriate courses for Swimmers, coaches, teachers judges and officials;
  - vi) to acquire, lay out, manage, equip and maintain facilities or accommodation (whether vested in the Company or not) to be used for the participation, teaching, coaching or administration of Swimming;
  - vii) to purchase, lease or by any other means acquire interests on or take options over any property whatever and any rights or privileges of any kind over or in respect of any property;
  - viii) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account grant licenses options rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;
  - ix) to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licenses, secret processes, trade marks, designs, protections, concessions and generally intellectual property or rights and to disclaim, alter, modify, use and turn to account

and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire;

- x) to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- xi) to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and surety-ships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee on any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid);
- xii) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or part of the Company's property or assets (whether present or future), and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- xiii) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- xiv) to apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- xv) to enter into any arrangements with any government, body, or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges, and concessions;
- xvi) to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business on any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority (supreme, municipal, local or otherwise) in any part of the world;
- xvii) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such

- company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- xviii) to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value or any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
  - xix) to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same;
  - xx) to act as agents or brokers and as trustees for any person, firm or company or in any appropriate manner, and to undertake and perform sub-contracts;
  - xxi) to remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants;
  - xxii) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscriptions of any shares or other securities of the Company;
  - xxiii) to support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business;
  - xxiv) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
  - xxv) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.
  - xxvi) none of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each

- such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause or by reference to or inference from the name of the Company.
- xxvii) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
  - xxviii) The word "company" in this Clause, except where used in reference to the Company shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
  - xxix) The references to "the Act" means the Act so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
  - xxx) The income and the property of the Company shall be applied solely towards the promotion of the objects set out in these Articles of Association. No portion of the income or property of the Company shall be paid or transferred directly or indirectly by way of dividend, bonus or profit share to any Member of the Company.
  - xxxi) BUT nothing shall prevent any payment in good faith by the Company;
    - (1) of reasonable and proper remuneration to any member, officer or employee of the Company for any services rendered to the Company and of travelling and out-of-pocket expenses necessarily incurred in carrying out the duties of any member of the board, officer or employee of the Company;
    - (2) of interest and money lent by a Member of the Company or any Director or any other person at a reasonable commercial rate of interest;
    - (3) to a company of which the member of the Company or of its board of Directors may be a Member holding not more than 100<sup>th</sup> part of the capital of such Company;
    - (4) of a reasonable and proper rent for premises let by any Member of the Company to the Company.
  - k) The liability of the Members is limited in accordance with the following provisions (Liability of Members).
  - l) The following shall apply if upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property ("surplus assets") whatsoever. Any such surplus assets shall not be paid to or distributed among the Members of the Company. It (the surplus assets) shall be given or transferred to some other body having objects similar to those of the Company 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 Company under these Articles of Association. Such body or bodies shall be determined by ordinary resolution of the Company at or before the time of dissolution. In the absence of such determination the said surplus assets shall be transferred and

conveyed to A q u a t i c s G B to be used to further the development of Swimming in Wales.

### **Liability of members**

- 4) The liability of every Member is limited to a sum of £1 (one pound), being the amount that every Member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she shall cease to be a Member for:-
  - a) payment of the Company's debts and liabilities contracted before he or she ceases to be a Member,
  - b) payment of the costs, charges and expenses of winding up, and
  - c) adjustment of the rights of the contributories among themselves.

## **PART 2 DIRECTORS DIRECTORS' POWERS AND RESPONSIBILITIES**

### **Directors (Minimum and Maximum Number) and General Authority**

- 5) Until and unless otherwise determined by the Company in general meeting there shall be a minimum and maximum of three and fourteen Directors (respectively) at any one time.
- 6) The Directors shall comprise:
  - a) The duly appointed Chairperson;
  - b) The Company's Chief Executive Officer who shall be appointed from time to time on terms to be decided by the Directors; and
  - c) Up to twelve other Directors – subject to any variation in accordance with 5) above.
- 7) In addition the Directors may invite representatives of other organisations (including the Sports Council of Wales) or other individuals to attend meetings of the Directors and otherwise advise the Directors as non-voting advisors.
- 8) Subject to the provision of 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.
- 9) The Directors may delegate any of their powers to committees consisting of such person or persons as they think fit. Any committee so formed shall in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating meetings and proceeding of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors



- 10) The Directors shall establish such permanent Committees as they consider necessary to operate areas of the Company. The Directors may invite other participants to serve on these groups as they see fit.
- 11) All acts done or carried out in good faith by any meeting of the Directors or of any committee of the Directors or by any person acting as a Director, shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance in office of any Director shall be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a Director.

## **DECISION-MAKING BY DIRECTORS**

### **Directors to take decisions collectively**

- 12) The Directors may convene their meetings at any time and regulate their meetings as they shall decide; The Directors shall meet at least six times in every calendar year. The Directors will meet within 1 month of the conclusion of an Annual General Meeting.
- 13) Subject to the following provisions of (a) and (b) the power of the Directors to regulate their proceedings shall include participation in meetings by conference telephone or any kind of media or video communication or electronic communication – provided :-
  - a) that proper and reasonable notice of the meeting and of the proposal to conduct it in accordance with this Clause shall have been given to all persons who are entitled to attend meetings of Directors in accordance with Articles 18 to 20; and
  - b) that written minutes of and the transcripts of all resolutions of the Directors at all meetings of Directors which shall be conducted in accordance with this Clause shall be certified in writing by all the participating Directors by electronic communication or otherwise to be correct.
- 14) The date of any resolution passed at any meeting which may be held in accordance with the preceding Article 13(b) shall be when the transcript of the resolution shall be certified by the last Director to do so.
- 15) The general rule about decision-making by Directors is that any decision of the Directors must be either a simple majority decision at a meeting or a decision taken in accordance with Articles 16 and 17 provided always that it is acknowledged that the Chairperson may be entitled to a casting vote in accordance with Articles 30 and 31.

### **Unanimous decisions**

- 16) A decision of the Directors is taken in accordance with this article when all the Directors indicate to each other by any means that they share a common view on a matter.
- 17) Such a decision may take the form of a resolution in writing, copies of which have been signed by every Director or to which every Director has otherwise indicated agreement in writing.

### **Calling a Directors' meeting**

- 18) The Chairperson or any Director may call a meeting of the Directors at any time by notice served upon all the Directors.

- 19) Notice of any Directors' meeting must indicate:
  - a) its proposed date and time;
  - b) where it is to take place; and
  - c) 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.
- 20) Notice of a Directors' meeting must be given to every Director but need not be in writing

### **Participation in Directors' meetings**

- 21) Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when
  - a) the meeting has been called and takes place in accordance with the Articles, and
  - b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 22) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 23) If all the Directors participating in a meeting are not in the same place, they may having regard to Article 13 decide that the meeting is to be treated as taking place wherever any of them is.

### **Quorum for Directors' meetings**

- 24) At a Directors' meeting, unless a quorum is participating no proposal is to be voted on, except a proposal to call another meeting.
- 25) The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors. Unless otherwise fixed the quorum shall be two or (if greater) one-half of the Directors then holding office.
- 26) 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
  - a) to appoint further Directors, or
  - b) to call a general meeting so as to enable the Members to appoint further Directors.

### **Chairing of Directors' meetings**

- 27) The Directors shall appoint a Director to chair their meetings or for a period of up to 2 years and on terms which the Directors may prescribe - which may include an agreed fee. Any renewal of the appointment shall be at the discretion of the Directors.
- 28) The Directors may terminate the Chairperson's appointment at any time.

- 29) If the Chairperson is not participating in a Directors' meeting within ten minutes of the time at which it was to start or if a Chairperson shall not have been appointed the Directors present at the meeting must appoint a Director to chair it.

### **Casting vote**

- 30) If the numbers of votes for and against a proposal are equal, the Chairperson or other Director chairing the meeting is entitled to a second or casting vote.
- 31) But this does not apply if, in accordance with the Articles, the Chairperson or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **Conflicts of interest**

- 32) Every Director is under a statutory duty to avoid actual or potential, direct and indirect conflicts of interests which he/she may have or are likely or expected to have with those of the Company. Every Director has a duty to inform and make full written disclosure to the Company of the detailed nature of all such conflict situations. Subject to that the Directors may in accordance with Section 175 of the Act and subject to these Articles authorise any conflict of interest by any Director on terms which the Directors shall decide.
- 33) Subject to Article 32 - 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.

### **Records of decisions to be kept**

- 34) The Directors must ensure that the Company keeps a record, in writing of every decision taken by the Directors.
- 35) Any minutes of any meeting if signed by the Chairperson of the meeting shall be sufficient evidence - without any further proof - of the facts which are stated in the minutes.

### **Directors' discretion to make further Rules**

- 36) Subject to the Articles, the Directors may make any Rule about how they take decisions, and about how such Rules are to be recorded or communicated to Directors.

## **APPOINTMENT OF DIRECTORS**

Methods of appointing Directors:

- 37) 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. But no Director shall be appointed if by doing so the prescribed maximum number of Directors shall be exceeded.
- 38) A Director shall be appointed:-

- a) by ordinary resolution of the Company in General Meeting to re-appoint a retiring Director or retiring Directors or to appoint a Director or Directors in accordance with clauses 40 and 41, or
- b) by ordinary resolution of the Company in General Meeting in accordance with article 26b) – Quorum for Directors Meetings;
- c) by ordinary resolution of the Company in General Meeting which shall be called on a Members requisition in accordance with the Act;
- d) by a decision of the Directors. The Directors may from at any time appoint any person as a Director so long as the prescribed maximum number of Directors shall not be exceeded.
- e) [Directors may appoint an independent non executive Director. Independent means having no [connections] or experience with the management of Swimming activities.]
- f) The Directors may co-opt any individuals to serve as Directors who may have recognised experience and/or expertise in Swimming activities or the management of Swimming. These may include athlete representatives and representatives of disabled swimmers.

### **Termination of Director’s appointment**

39) A person ceases to be a Director when:

- a) that person ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law;
- b) a bankruptcy order is made against that person;
- c) a composition is made with that person’s creditors generally in satisfaction of that person’s debts;
- d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months and on that basis the Directors resolve to terminate that person’s office as Director;
- e) by reason of that person’s mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- f) a written resignation as Director shall be received by the Company and in accordance with the terms of the written resignation;
- g) the Directors resolve to terminate the office of any Director for his or her failure to attend three consecutive meetings of the Directors without a reason which is acceptable to the Directors;
- h) the Directors shall resolve to terminate the appointment of a Director - which they may do without giving any reason - and shall do so if any Directors appointment shall be ex officio and the related office shall end.

### **Retirement of Directors**

40) Periodic retirements of Directors shall take place as follows

- a) Subject to the following clauses b) to f) and to Article 41 below the Directors shall retire periodically and be eligible for re-election. Retirements shall take place at the annual general meetings of the Company;
- b) Directors shall not serve for more than eight (8) consecutive years;

- c) Directors may serve for a period of up to four (4) consecutive years before having to retire in accordance with a) above;
  - d) Any Director who shall retire having served for the said 8 years shall be ineligible for re-appointment within a period of 4 years after his or her retirement;
  - e) Directors may serve for longer periods than as prescribed at the discretion of the Directors on the bases of experience and/or qualifications or if the number of Directors in office at any time shall warrant an exception;
  - f) Directors shall serve for 2 years after their appointment before retiring under a) above. They may then serve for a second two year term before retiring under a) above and shall be eligible for re-election for a further period of 4 years.
- 41) The period of the appointments and rotation of retirements of the Directors who shall be in office immediately after the Annual General Meeting when these Articles of Association shall be adopted shall be determined by the Directors. The Directors shall ensure a satisfactory continuity of Directors with requisite experience and qualifications and shall take account of periods of office of the Directors prior to the adoption of these Articles of Association.
- 42) Subject to the preceding Articles 40 and 41 a Director who retires at an annual general meeting may, if willing to be re-appointed shall be eligible for re-appointment by ordinary resolution of the Members.
- 43) The Chief Executive Officer of the Company:
- a) shall not be required to retire by rotation; and
  - b) shall not be taken into account in calculating the number of Directors who are required to retire by rotation.

### **Directors' remuneration**

- 44) Any Director may undertake any services for the Company that the Directors decide.
- 45) Any Director is entitled to such remuneration as the Directors may decide:
- a) for their services to the Company as Directors; and
  - b) for any other service which they undertake for the Company.
- 46) Subject to the Articles, a Director's remuneration may:
- a) take any form, and
  - b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.
- 47) Unless the Directors decide otherwise, a Director's remuneration accrues from day to day.
- 48) Unless the Directors decide otherwise, a Director is not accountable to the Company for any remuneration which he or she may receive as Director or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

## **Directors' expenses**

- 49) The Company may pay any reasonable expenses which the Director may properly incur in connection with that Director's attendance at:
- a) meetings of Directors or committees of Directors;
  - b) general meetings; or
  - c) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

## **PART 3 MEMBERS BECOMING AND CEASING TO BE A MEMBER**

### **Membership**

- 50) No person shall become a Member of the Company unless:
- a) that person has completed and submitted an application for membership in a form approved by the Directors;
  - b) the Directors have approved the application in writing; and
  - c) paid any application or membership fees that are payable to the Company.
- 51) The Members of the Company shall be:
- a) The Clubs which are appointed in accordance with these Articles of Association;
  - b) Life Members who are appointed in accordance with Article 52; and
  - c) Associate Members who are appointed in accordance with Article 50
- 52) The Directors may enrol, as an honorary Life Member of the Company, any person who in the opinion of the Directors has given distinguished service to the sport of Swimming. Individuals enrolled as honorary Life Members pursuant to this Article 52 shall not by virtue of such enrolment have any liability to pay subscriptions, levies or other sums due to the Company (as the case may be). The Directors shall also have the power, at their sole unfettered discretion, to remove any person enrolled as an honorary life member pursuant to this Article, at any time.

### **Termination of membership**

- 53) A Member may resign or withdraw from membership of the Company by giving 7 days' notice in writing to the Company.
- 54) Membership is not transferable or capable of being assigned to any other person at any time.
- 55) A person's membership automatically terminates when that person dies or ceases to exist or if it is dissolved if it is a corporate entity if that person's membership as a Member Club shall be terminated in accordance with the Rules - (Disciplinary Matters (Clubs) and Appeals or if the Member does not pay any memberships fees to the Company as required from time to time.

## **ORGANISATION OF GENERAL MEETINGS**

### **Annual and Extraordinary General Meetings**

- 56) The Company shall hold an annual general meeting during every calendar year. The annual general meeting of the Company shall be held every calendar year prior to 31<sup>st</sup> December following the accounting year end of 31<sup>st</sup> March at such time and place as the Directors shall determine. The business of the annual general meeting shall be:
- a) the presentation to and receipt by Members of the Annual Financial Statements of the Company;
  - b) the re-election of retiring Directors or the appointment of any Director(s) in place of any retiring Director(s);
  - c) the appointment of any Auditor;
  - d) any other business which may be approved by the Directors or the Chairperson of the meeting.
- 57) All general meetings of the Company other than the annual general meeting shall be called extraordinary general meetings.
- 58) The Directors may at any time convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on any requisition of the Members in accordance with the Act.
- 59) Annual general meetings and extraordinary general meetings called for the passing of a special resolution shall be called by at least 21 clear days' notice. Other extraordinary general meetings shall be called by at least 14 days' clear notice. But a general meeting may be called by shorter notice if so agreed by a majority in number of the Members having a right to attend and vote being more particularly the Club Members and the Life Members. The said majority shall be not less than ninety per cent of the total voting rights of all the Members.
- 60) The notice of any general meeting shall specify the time and place of the meeting. In the case of proposed special resolution the notice shall define it as such and shall include the precise form of the proposed resolution. In other cases the notice shall state the general nature of the business to be transacted. In the case of an annual general meeting the notice shall specify the meeting as such.
- 61) The notice shall be given to the Club Members, the Life Members and to the Directors but not the Associate Members. If the Company shall have appointed an auditor the notice shall also be given to the auditor at the time the notice is dispatched to the Members. The notice shall also be given to any such other organisation as specified from time to time by the Directors.
- 62) The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice shall not invalidate any resolution passed or proceedings at any meeting.
- 63) Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general

meeting of the Company duly convened and held. For the avoidance of doubt Associate Members are not entitled to receive notice, attend or vote at general meetings.

### **Quorum for general meetings**

- 64) No business other than the appointment of the Chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum for general meetings of the Company shall be 5 Members present in person or by proxy.

### **Chairing general meetings**

- 65) If the Directors have appointed a Chairperson, the Chairperson shall chair general meetings if present and willing to do so.
- 66) If the Directors have not appointed a Chairperson, or if the Chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Directors present shall appoint a Director to chair the meeting. Otherwise the Members present shall appoint a Director to chair the meeting failing which the President shall chair the meeting. If the President is not present or shall decline to take the chair, the Members present shall appoint a Member to chair the meeting.

### **Attendance and speaking by Directors and non-members**

- 67) Directors and the President may attend and speak at general meetings whether or not they are Members.
- 68) The duly appointed Representative of every Club may attend and speak at general meetings – and may exercise the votes of the Club which they represent. A Representative shall be duly appointed if the Club which the Representative shall represent shall present to the Company prior to the meeting or to the Chairperson of the meeting a duly completed form of authority or proxy in the form which the Directors shall prescribe.
- 69) The Chairperson of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

### **Adjournment**

- 70) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum or if during a meeting a quorum ceases to be present, the Chairperson of the meeting must adjourn it. But if the meeting shall have been convened on the requisition of the Members it shall be dissolved.
- 71) The Chairperson of the meeting may adjourn a general meeting at which a quorum is present if:
- a) the meeting consents (by ordinary resolution) to an adjournment, or
  - b) it appears to the Chairperson of the meeting that an adjournment is necessary to ensure that the business of the meeting is conducted in an orderly manner.



- 72) The Chairperson of the meeting must adjourn a general meeting if directed to do so (by ordinary resolution) by the meeting.
- 73) When adjourning a general meeting, the Chairperson of the meeting must:
- a) either specify that the time and place of the adjourned meeting shall be the same day of the next week at the same time and place or state that it is to continue at a time and place to be fixed by the Directors, and
  - b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting;
  - c) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
    - i) to the same persons to whom notice of the Company's general meetings is required to be given, and
    - ii) containing the same information which such notice is required to contain.
- 74) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **Voting**

- 75) Subject to Article 76 every Club Member shall be entitled to attend and vote at General Meetings of the Company and shall have one vote (up to a maximum of six votes per Member) for every fifty registered members of the Club on any resolution. The voting entitlement shall be assessed and determined by the Directors one month prior to the date of the particular general meeting.
- 76) Subject to Article 77 a Club Member that has not have paid every subscription and other sum (if any) that is due and payable by that Member to the Company in connection with its membership shall not be entitled to vote on any question at any general meeting.
- 77) No objection shall be raised in respect of the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered. Every vote not disallowed at the meeting shall be valid. Any objection made to the qualification or entitlement of any Member to exercise voting rights shall be referred to the Chairperson for determination and whose decision shall be final and conclusive.
- 78) A Life Member who has been appointed as a Life Member prior to 19 September 2009 shall be entitled to attend participate and vote at general meetings of the Company and shall have one vote on any resolution of the Company. A Life Member who has been appointed as a Life Member on or after 19 September 2009 shall be entitled to attend and speak (but not exercise any rights to vote) at general meetings of the Company.

- 79) Associate Members shall not be entitled to attend, participate or exercise any rights to vote at any General Meeting but Associate Members shall be entitled to copies of any minutes of the general meeting upon request in writing to the Company.
- 80) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

### **Errors and disputes**

- 81) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 82) Any such objection must be referred to the Chairperson of the meeting for determination and whose decision is final.

### **Poll votes**

- 83) A poll on a resolution may be demanded:
- a) in advance of the general meeting where it is to be put to the vote, or
  - b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 84) A poll may be demanded by:
- a) the Chairperson of the meeting;
  - b) the Directors;
  - c) two or more persons having the right to vote on the resolution; or
  - d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 85) A demand for a poll may be withdrawn if:
- a) the poll has not yet been taken, and
  - b) the Chairperson of the meeting consents to the withdrawal.
- 86) Polls must be taken immediately and in such manner as the Chairperson of the meeting directs.

### **Content of proxy notices**

- 87) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- a) states the name and address of the Member appointing the proxy;
  - b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

- 88) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 89) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 90) Unless a proxy notice indicates otherwise, it must be treated as:
- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

- 91) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 92) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 93) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 94) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### **Amendments to resolutions**

- 95) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairperson of the meeting may determine), and
  - b) the proposed amendment does not, in the reasonable opinion of the Chairperson of the meeting, materially alter the scope of the resolution.
- 96) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- a) the Chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 97) If the Chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairperson's error does not invalidate the vote on that resolution.

## **PART 4 ADMINISTRATIVE ARRANGEMENTS**

### **Means of communication to be used**

- 98) 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 Act permits which shall include electronic transmissions.
- 99) Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 100) 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.
- 101) The Directors may create Regional Panels within designated Regions in Wales to carry out authorised duties.

### **The President**

- 102) The Directors shall appoint the President from written nominations of the Regional Panels of the designated Regions. The President shall not be a Director of the Company by virtue of the office of President.
- 103) The date of appointment of the President shall be the date of the annual general meeting when the Directors shall confirm the appointment. The President shall (unless removed from office in accordance with the Rules of the Company) serve until the conclusion of the annual general meeting held in the year following his or her appointment.
- 104) The Regional Panels shall be invited at any time by the Directors to submit written nominations for the appointment of the President.
- 105) If more than one nomination shall be made for the appointment of the President the persons who shall have been nominated shall be invited to make a presentation to the Directors in relation to their nomination.
- 106) The retiring President will be eligible for re-appointment as President.
- 107) Except as specified to the contrary in the Rules of the Company, the President's office is non-executive and ceremonial. The President is the social and community representative of the Company and shall also preside at all Welsh Championships and shall represent the Company at other galas, competitions and events when invited.

## **Company seal**

- 108) Any common seal may only be used by the authority of the Directors.
- 109) The Directors may decide by what means and in what form any common seal is to be used.
- 110) Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 111) For the purposes of this article, an authorised person is:
- i) any Director of the Company;
  - ii) the company secretary (if any); or
  - iii) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

## **No right to inspect accounts and other records**

- 112) Except as provided by law or authorised by the Directors or by ordinary resolution of the Company in General Meeting no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

## **Company Secretary**

- 113) The Directors may appoint and remove a company secretary of the Company from time to time and shall determine the remuneration (if any) to be paid to the company secretary.

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **Indemnity**

- 114) Subject to the next clause the officers of the Company shall be indemnified out of the Company's assets against:
- i) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company;
  - ii) any liability incurred by that officer in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); and
  - iii) any other liability incurred by that officer of the Company.
- 115) This article does not authorise any indemnity which would be prohibited or rendered void by any statutory provision or by any other provision of law.
- 116) Officer means any Director or other officer or any former Director or company secretary of the Company.

## **Insurance**

- 117) The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any officer in respect of any relevant loss.
- 118) A "relevant loss" means any loss or liability which has been or may be incurred by any officer in connection with that officer's duties or powers in relation to the Company or any pension fund

## **Rules or Bye Laws**

- 119) The Directors may from time to time make Rules for the proper conduct and management of the Company. The Rules may prescribe additional classes of and terms and conditions of membership and in particular may by such Rules regulate:
- i) The admission and classification of Members of the Company, 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 entrance fees, subscriptions and other fees or payments to be made by members;
  - ii) The conduct of Members of the Company in relation to one another, and to the Company's employees;
  - iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times for any particular purpose or purposes;
  - iv) The procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by these Articles of Association;
  - v) The appointment of panels and their procedures covering matters including but not limited to Discipline, Anti-Doping, Appeals against decisions or selection and Child and Vulnerable Adult Protection;
  - vi) The procedures for the appointment of Swimmers' Representatives;
  - vii) The conditions upon which Regions and Clubs may become affiliated to the Company; and
  - viii) Generally, all such matters as are commonly the subject matter of Company rules.
- 120) The Company in general meeting shall have the power to alter or repeal such Rules and to make additions. The Directors shall adopt such means as they deem sufficient to bring to the notice of the members of the Company all such Rules which so long as they shall be in force shall be binding on all Members of the Company. But no Rule shall be inconsistent with, or shall affect or repeal anything contained in the Articles of Association of the Company. If any such Rule is inconsistent then the Articles of Association shall prevail at all times.

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