

# **MEMORANDUM AND ARTICLES**

## **THE COMPANIES ACT 1985 AND 1989 A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**HOWELL-JONES & PARTNERS  
75 Surbiton Road Kingston upon Thames Surrey KT1 2AF**

### **MEMORANDUM OF ASSOCIATION OF THE CARP SOCIETY**

1. The name of the company (hereinafter called "the Company") is "The Carp Society".
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:
  - 3.1. to acquire and take over all the assets and liabilities of the present unincorporated body known as the Carp Society;
  - 3.2. to promote the sport of angling and to provide facilities for teaching, taking part in and enjoying the sport, for promoting an interest in and developing that sport and for providing social facilities ancillary to those activities;
  - 3.3. to arrange national and regional meetings;
  - 3.4. to represent the interests of carp anglers at local and national level through affiliation to or membership of such clubs, federations and other bodies which may influence or have an effect on the way members are allowed to fish and the environment in which they fish;
  - 3.5. to encourage carp anglers to treat all fish with respect, and to adopt a moderate and responsible approach to their fishing, a respect for the environment, and to recognise the necessity for the conservation of, and the protection of, all wildlife within that environment;
  - 3.6. to provide waters to ensure protected fishing for members and to set aside funds specifically for the purpose of obtaining and controlling such facilities;
  - 3.7. to publish books, magazines, newspapers, printed and electronic material of other kinds, video tapes, recordings of sounds on records, discs and tapes, and reproductions of words, pictures and sounds in any other form;
  - 3.8. to promote and organise educational, sporting and social events;
  - 3.9. to design, manufacture and deal in any materials, articles or components and to provide any services which may be required for the purposes of the business of the Company or which may be conveniently or advantageously made or supplied in connection with it;
  - 3.10. to purchase, take on lease or in exchange, hire and otherwise acquire any real and personnel property, and any rights or privileges which the Company may think appropriate for the purposes of its buildings, easements, machinery, plant and stock in trade;
  - 3.11. to borrow or raise money by any method and to obtain any form of credit or finance;
  - 3.12. to dispose of all or any part of the undertaking, assets and liabilities of the Company;

3.13. to maintain and develop Horseshoe Lake Lechlade Gloucestershire for angling;

3.14. to apply for and take out, purchase and otherwise acquire any designs, trademarks, patents, patent rights and inventions, copyright or secret processes, and to grant licenses to do the same;

3.15. to carry on as a general commercial company;

3.16. to carry on any trade or business whatsoever;

3.17. to do all other things as may appear incidental or conducive to the pursuit or attainment of any of the above objects, or to the exercise of any power (whether express or implied) possessed by the Company.

4. The income and profits of the Company, however derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion of this shall be paid or transferred directly or indirectly by way of dividend, bonus or other distribution to the Members of the Company.

5. The liability of the Members is limited.

6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and of the costs, charges, and expenses of winding-up the same, and for the adjustment of the right of the contributories among themselves, such amount as may be required, not exceeding £1.

7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be distributed among the members, but shall be given to some other body having similar objects to those of the Company.

WE, the persons whose names and addresses are written below wish to be formed into a company under this memorandum of association

#### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Malcolm Coller  
Bill Ward

**ARTICLES OF ASSOCIATION  
OF  
THE CARP SOCIETY**

**PRELIMINARY**

1. The regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A" shall apply to the Company save in so far as they are excluded or varied hereby: that is to say Regulations 2 to 35 inclusive, 54, 55, 57, 59, to 63 inclusive, 65 to 69 inclusive, 73 to 76 inclusive, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.

**GENERAL**

2. In these Articles unless there is something in the subject or context inconsistent therewith:

"the Act" means the Companies Act 1985 or any statutory modification thereof

"the Board" means the board of governors of the Society from time to time

"Member" means a member of the Society "the Society" means the above named Company

"the Governors" means the Members for the time being of the governing body hereby constituted and references in Table "A" to "the Directors" and "a Director" shall be construed as references to such Members or Member

"the Secretary" means the secretary of the Society or any person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender.

References to any statute shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

**OBJECTS**

3. The Society is established for the purposes expressed in the memorandum of association.

**MEMBERS AND MEMBERSHIP**

4. The first Members of the Society are the signatories to the memorandum of association and these articles and every person who at the date of incorporation of the Society had paid a subscription and was a member of the unincorporated association known as the Carp Society referred to in paragraph 3.1 of the of the memorandum of association.

5. Membership of the Society is open to anyone, subject to the approval of the Board. There is no upper limit on the number of Members.

6. Any person who may be desirous of becoming a Member shall sign and deliver to the Secretary an application in the form or to the effect following: To the Governors of THE CARP SOCIETY I apply to become a Member of THE CARP SOCIETY, and I hereby agree, if elected, to be bound by all the conditions of the Memorandum and Articles of Association and any bye-laws of the said Society

Dated this day of

Signature.....

Name.....

Address .....

Occupation .....

7. The Governors may at their discretion elect life Members from time to time and no annual subscription shall be payable by them and they shall be entitled to such other privileges as the Governors shall from time to time decide.

8. The rights and privileges of every Member shall be personal to him, and shall not be transferable by his own act or by operation of law.

9. A Member may at any time withdraw from the Society by giving at least 14 clear days' notice to the Society. No refund of subscription, duty or other impost shall be due to any outgoing Member.

10. Any Member who shall fail in the observance of any regulation of the Society or of any bye-law, regulation, or order of the Governors or who shall, in the judgment of the Governors have been guilty of any act, or practice, or conduct, calculated to bring discredit on the Society, or to lower its status, may be excluded from the Society by a resolution of the Governors passed by a majority of at least three-fourths of the Governors present and voting at a Board meeting at which not less than 5 Governors shall be present. The Member whose conduct is in question shall have seven clear days' notice sent to him to attend such Governors meeting, and shall be entitled to be heard himself or by a deputy. If the Governors resolve to exclude him, notice in writing shall be sent to him to that effect and the Governors decision shall be final.

11. The Society shall observe the provisions of sections 352 and 353 of the Act.

## **SUBSCRIPTION**

12. Every Member, shall pay to the funds of the Society such subscriptions as may from time to time be determined by the Board. Subject to the prior approval of the Society in general meeting, the Governors may from time to time raise levies or imposts on the Members or any categories of them of such amount or amounts as may from time to time be so approved.

13. The first annual subscription shall be payable within fourteen days after admission as a Member. Annual subscriptions shall be payable as determined from time to time by the Board and shall fall due for renewal twelve months after joining. Other subscriptions and levies shall be payable on such dates as may be determined by the Board. If any Member neglects to pay any subscription, levy, or impost for 1 month after the same shall have become due he shall at the expiration of that month cease to be a Member of the Society, The former Member may reapply for membership at any time but his application will be subject to the approval of the Board

14. The Governors may in their absolute discretion fix reduced rates of subscription or in any particular case waive the payment of a subscription, levy or impost for any Members or categories of Members.

### **ANNUAL GENERAL MEETINGS**

15. The Society shall in each 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. The annual general meeting shall be held at such time and place as the Board shall appoint.

16. The business of an annual general meeting shall include without limitation:

16.1 to receive and if thought fit to approve the income and expenditure account and balance sheet and the auditors' report thereon.

16.2 to receive the reports of the officers and Governors of the Society.

16.3 to elect officers of the Society and the Governors for the ensuing year.

16.4 to elect the auditors for the ensuing year and to fix their remuneration.

16.5 to transact any other business of which notice shall have been given.

### **EXTRAORDINARY GENERAL MEETINGS**

17. All general meetings other than annual general meetings are called extraordinary general meetings.

18. The Governors may, whenever they think fit, and must on a requisition made in writing by at least 100 Members convene an extraordinary general meeting.

19. Any requisition made by the Members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Society.

20. On receipt of the requisition the Governors must immediately proceed to convene an extraordinary general meeting to be held no later than 28 days following receipt of the requisition.

### **NOTICE OF MEETINGS**

21. Accidental omission to give notice of any general meeting or to non-receipt of such notice by any Member shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

22. Twenty Members personally present shall be a quorum for a general meeting, and no business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of business.

23. The Governors shall elect a chairman to preside over general meeting. If at any meeting the chairman shall be not be present ten minutes after the time appointed for holding such meeting the Governors present shall choose someone of their number to be chairman. If no Governor shall be present as aforesaid the Members of the Society present shall choose someone of their number to be chairman.

## **VOTES OF MEMBERS**

24. No Member may vote at any meeting unless all the money then due from him to the Society has been paid.

25. Every Member of the Society entitled to vote has one vote [except that in the case of an equality of votes the chairman may have a second or casting vote.]

## **GOVERNORS AND OFFICERS OF THE SOCIETY**

26. The Governors of the Society shall be not less than seven and not more than nine Members of the Society elected as provided in these Articles.

27. Five Governors personally present shall be a quorum for a general meeting, and no business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.

28. The Governors may from time to time elect a chairman who in the case of an equality of votes at a Board meeting may have a second or casting vote.

29. The officers of the Society shall consist of a president and vice presidents who shall be honorary Members of the Society. A person holding any such office shall not be a Governor of the Society.

## **APPOINTMENT & RETIREMENT OF GOVERNORS AND OFFICERS OF THE SOCIETY**

30. The Governors of the Society shall be elected for a period of five years but shall continue in office until either

30.1 The fifth annual general meeting after the annual general meeting at which they were elected, or

30.2 If they were appointed by the Board to fill a vacancy, the fifth annual general meeting after the year in which they were appointed, whereupon they shall retire.

31 The election of Governors must take place in the following manner:

31.1 Any two Members may nominate any other Member to serve as a Governor having previously received an assent.

31.2 The name of each Member so nominated, together with the names of his proposer and seconder must be sent in writing signed by all three of them to the secretary of the Society at least 21 days before the annual general meeting.

31.3 A list of the candidates' names with the proposers and seconders names will be posted in a conspicuous place in the club-house for at least 14 days immediately before the annual general meeting.

31.4 Each Member present at the annual general meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies.

31.5 If insufficient candidates are nominated, those candidates who are elected may elect a Member or Members to fill the remaining vacancy or vacancies.

31.6 If any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed to be elected.

32. The retiring Governors are eligible for re-election at the same or any other general meeting of the Society.

33 A Governor shall cease to be a Governor and shall vacate any office held by him if:

33.1 In the reasonable opinion of the Board it is improper or inadvisable that he should remain a Governor, and the Board shall have resolved that the Governor do retire;

33.2 he shall cease for any reason to be a Member of the Society;

33.3 he shall give to the Board notice in writing of his intention to retire.

34. The president shall be appointed by the Board and shall hold office for five years and shall be eligible for re-election by the Board as many times as he is willing to act.

35. The vice presidents shall be appointed by the Board and shall hold office for life or for such time as they are willing to act.

## **POWERS AND DUTIES OF THE GOVERNORS**

36. In furtherance and not in limitation of the general powers conferred by or implied by the Act and these Articles it is expressly declared that the Governors shall be entrusted with and exercise and perform the following powers and duties:

36.1 to regulate their own proceedings, subject to the provisions hereinbefore contained as to a quorum;

36.2 to make such rules, regulations and bye-laws regarding the government and management of the Society as they shall from time to time think fit provided always that no such rule, regulation or bye-law shall have effect if and to the extent that it is inconsistent with the memorandum of association of the Society or these Articles. Subject as aforesaid all rules, regulations and bye-laws made by the Governors shall have the like effect as if the same were contained in the Articles save that they may at any time be revoked or varied by the Governors;

36.3 to make rules, regulations and bye-laws regarding the admission and classification of Members of the Society (including the admission of organisations to membership) 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 non-refundable entrance fees, subscriptions and other fees or payments to be made by Members;

36.4 to delegate any of their powers or duties to sub-committees, consisting of such Members of the Society as shall be selected by the Governors;

36.5 to fill any vacancy in the Board or of the officers, occasioned by death or resignation, or in any other way, during the interval between one annual general meeting and another;

36.6 to use the Society's good offices with a view to the resolution or settlement of complaints or other issues arising between Members of the Society and members of the public;

36.7 to decide how cheques shall be signed on behalf of the Society and how cheques payable to the Society shall be endorsed to appoint or choose the Society's bankers and generally to manage the finances of the Society;

36.8 to employ, and from time to time to remove such salaried and other staff as may from time to time be considered necessary; and to fix the remuneration and other conditions of service of all such persons;

36.9 to reimburse expenses reasonably and properly incurred by any officer or Governor or by any Member of the Society, on the Society's behalf;

36.10 subject to Article 13, to determine and collect all subscriptions, levies and imposts and to determine all issues and matters in relation thereto;

36.11 out of any surplus moneys in any year, to set aside, such sum or sums as the Governors thinks proper as a reserve fund or reserve funds which shall at the discretion of the Governors be applicable for meeting contingencies, repairing or maintaining any property of the Society, redeeming debentures or obligations of the Society or in extending the work or building of the Society or property or otherwise in furtherance of the interests or undertakings of the Society. Such moneys may be invested in such manner as the Governors think fit;

36.12 subject to the regulations contained in the Memorandum of Association concerning compliance with sub section (3) of Section 30 of the Act to dispose of the funds of the Society for the promotion of the objects thereof;

36.13 to do all such other acts as they shall think expedient for promoting the objects of the Society as set forth in the memorandum of association;

**PROVIDED ALWAYS** that the freehold property known as Horseshoe Lake, Lechlade, Gloucestershire, and such other assets of the Society as the Governors may from time to time decide, shall not be sold mortgaged, charged or otherwise encumbered unless such disposition is with the consent of:

1) at least three-fourths of the Governors holding office from time to time following a meeting of the Board, and 2) at least three-fourths of the Members from time to time present at a general meeting of the Society.

37. All acts done by the Governors, officers or sub-committees of the Society shall, notwithstanding that it be afterwards discovered that there were some defect in the appointment of any Governor or Member thereof or that any such Governor or Member was disqualified, be as valid as if every such Governor or Member had been duly appointed and was qualified to act.

## **THE SEAL**

38. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Governors and in the presence of the President or of the Vice-President and of one of the Secretaries or in the presence of such other two Governors as the board of Governors shall by resolution authorise to affix the seal and such persons shall sign every instrument to which the seal of the Society shall be affixed in their presence.

## **NOTICES**

39. A notice may be given by the Society to any Member personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address. A notice is deemed to have been given by The Society to any member by publication on the official website and by other electronic/digital modes of communication such as email.



40. Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to be effected at the expiration of 48 hours after the envelope containing it was posted.

Notwithstanding the amendments shown below, the governance of the Society is also subject to any change to current law under the Companies Act.

#### **AMENDMENTS TO ARTICLES OF ASSOCIATION**

AGM on 6 March 2011:

Amend Art 39. "A notice is deemed to have been given by The Society to any member by publication on the official website or by other electronic/digital modes of communication such as email"