

## **THE BRITISH DRAGON BOAT RACING ASSOCIATION LIMITED**

# **CONSTITUTION**

The Constitution that follows consists of the Memorandum and the Articles of Association of the Company Limited by guarantee, without share capital, known as the British Dragon Boat Racing Association Limited, which succeeded the unincorporated body known as the British Dragon Boat Racing Association. The Constitution was approved and adopted by a General Meeting of the Association on the 7th March 1992.

This constitution is supplemented and amplified by the Bye-Laws of the Association, which should be read in conjunction with it.

### **PART 1**

## **MEMORANDUM OF ASSOCIATION**

1. **NAME** The name of the association is The British Dragon Boat Racing Association – the BDA ("The Association").
2. **REGISTERED OFFICE.** The registered office of the Association will be situated in England.
3. **OBJECTS AND POWERS.** The Association's objects and powers are:-
  - 3.1. To acquire and take all or any part of the assets and liabilities of the present unincorporated body known as "The Dragon Boat Association";
  - 3.2. To promote develop and control Chinese dragon boat racing as a sport and a physical education in the United Kingdom and in furtherance thereof to encourage promote and organise dragon boat races and to select representative teams at local regional national and international levels;
  - 3.3. To promote and develop a Chinese cultural and recreational aspect to the sport of dragon boat racing and to maintain the Chinese traditions and cultural value of dragon boats;
  - 3.4. To encourage dragon boat racing by the promotion of competitions, tournaments and regattas, the giving of prizes and any other means which may from time to time be determined by the BDA Executive Committee;
  - 3.5. To encourage all age groups and ability or disability groups to take part in dragon boat racing as a form of their physical education at a level suitable to their skill, experience and ability or disability.
  - 3.6. To give advice and encouragement to schools, supporters and sponsors of dragon boat racing;

**3.7.** To foster the development of suitable craft equipment and accessories of all kinds for and in connection with dragon boat racing; for purpose aforesaid, to purchase, hire, make or provide and maintain and to sell or otherwise dispose of all kinds of craft, equipment, accessories and other things required or which may conveniently be used in connection with dragon boat racing and all activities of the Association.

**3.8.** To act as the final authority over dragon boat racing and in hearing and determining or otherwise to sit in arbitration over disputes and protests arising from dragon boat races;

**3.9.** To represent the interests of dragon boat racing with governing bodies of sport, national sport bodies and local or governmental organisations or authorities;

**3 10.** To do all such things hereinafter mentioned 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 Association, that is to say:-

**3.10.1** To accept subscriptions, donations, devices and bequests of any real personal property or estate or effects, maintain and alter any of the same as are or may be necessary for any of the Objects to the Association;

**3.10.2** To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the Association in the shape of donations, subscriptions or otherwise;

**3.10.3** To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate;

**3.10.4** To construct, maintain and alter any houses, buildings or installation.

**3.10.5** To sell, lease, mortgage or otherwise deal with all or any part of the property of the Association;

**3.10.6** To borrow or raise money and give security for money or for debt, liability or obligation of the Association or of any third party interested in or otherwise having dealings in the ordinary course of business with the Association by the issue of or upon bonds debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association and to give guarantee for the performance of obligations of any third party interested in or otherwise having dealings in the ordinary course of business with the Association;

**3.10.7** To invest funds of the Association in or upon such investments, securities or property as may be thought fit;

**3.10.8** To undertake and execute any trust or any agency business which may seem conducive to any of the principal Objects.

**3.10.9** To subscribe to any local or national charities, and to grant donations for any public purpose or in support of any charitable cause or any such sporting event as may be thought fit;

**3.10.10** To establish and support, and to aid in the establishment and support of, any other associations formed to promote all or any of the principal Objects;

**3.10.11** To subscribe to, or become a member of, or otherwise amalgamate with any other association or club whose objects are similar or in part similar to the objects of the Association, or the establishment or promotion of which may be beneficial to the Association;

**3.10.12** To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body (other than the present unincorporated body referred to in clause 3.1) with which the Association is authorised to amalgamate;

**3.10.13** To carry on the business as proprietors of a sport club with such facilities and accommodation for indoor and outdoor sports or games (and in particular for racing) changing rooms, refreshments and other amenities as may be thought fit;

**3.10.14** To carry on the business as boat builders, land and sea carriers and manufactures of implements and machinery, iron and brass founders, metal and plastic workers, machinists, smiths, woodworkers, builders, painters, engineers, and general merchants and to act as general carriers;

**3.10.15** To carry on business as refreshment contractors, hoteliers, hotel and restaurant keepers, refreshment-room proprietors, provision merchants, bakers and confectioners, licensed victuallers and wine and spirit merchants.

**3.10.16** To employ and pay any person or persons (notwithstanding that any such person may happen to be a member of the Association), in return for services rendered to the Association, salaries, wages, charges and pensions;

**3.10.17** To insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;

**3.10.18** To pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and the registration of the Association;

**3.10.19** To establish where necessary local branches (whether autonomous or not).

**3.10.20** To do all such other lawful things as are incidental or conducive to otherwise in furtherance of the attainment of the above Objects or any of them.

**4. LIMITED LIABILITY.** The liability of the Members is limited.

**5. ALTERATION OF MEMORANDUM AND ARTICLES**

**5.1** The Association may not alter the conditions contained in the Memorandum (including this cause) and its Articles except by special resolution of its members in the Registered Crew Class (as defined in the Articles) to the exclusion of its members in the other Classes of Membership (as defined in the Articles) in the cases, in the mode and to the extent, for which express provision is made by the Act.

**5.2** Every person on becoming a member in any other Class of Membership Than the Registered Crew Class is deemed to irrevocably consent to such alteration as may hereafter and from time to time be made in such a manner as herein and in the Articles expressly provided.

**6. UNDERTAKING TO CONTRIBUTE TO ASSETS**

**6.1** Every Member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the Association's assets if it should be wound up while he is a member or within one year after he ceases to be a Member, for payment of the Association's debts and liabilities contracted before he ceases to be a member, and of the costs charged and expenses of winding up and for the adjustment of the rights of contributions among themselves.

**7. SURPLUS ASSETS**

**7.1** If on the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property what-so-ever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other association or associations having objects similar to the objects of the Association (whether or not such other association or associations have been established for the promotion of dragon boat racing), and which shall prohibit the distribution of its or their income and property or any part thereof, such associations to be determined by the Association at or before time of dissolution.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

(Signed by Members of the Executive Committee on 31st January 1992).

**This Memorandum of Association of the Association, can only be altered by a special resolution of Registered Crew Members in accordance with Clause 5.**

## **PART 2**

# **ARTICLES OF ASSOCIATION**

### **Art 1 PRELIMINARY.** In these Articles:-

**1.1** "The Act" means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;

**1.2** "The Association" means The British Dragon Boat Racing Association;

**1.3** "Class or Classes of Membership" means those classes of Membership as defined in Article 3.4 or any of them;

**1.4** "Clause in the Memorandum" means also condition therein;

**1.5** "Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

**1.6** "Executive Committee" means the committee of management of the British Dragon Boat Racing Association (BDA);

**1.7** "Executive Members" means the Chairman, the Vice-Chairman the Treasurer and other members of the Executive Committee or any one or more of them;

**1.8** "Members Register" means a register kept at the registered office of the Association, containing the names, address and descriptions of its members;

**1.9** "Secretary" means the secretary of the Association or any other person appointed to perform the duties of the Secretary of the Association, including a joint, assistant or deputy secretary; he may be a member of the Executive Committee if so elected;

**1.10** The masculine shall include the feminine and, where appropriate, the singular the plural;

**1.11** Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as the Act but excluding any statutory modification of it not in force when these Articles become binding on the Association.

### **Art 2 OBJECTS.**

**2.1** The Association is established for the purpose expressed in the Memorandum of Association.

**Art 3 MEMBERSHIP** (See also Bye-Laws 1-4 inclusive).

**3.1** Every person company club or association of good standing and declaring an interest in his or hers or its support to dragon boat racing may qualify to be elected a member of the Association provided that an individual person to be so elected is of full age at the time of his application for membership.

**3.2** The first members of the Association shall be the signatories of the Memorandum of Association and these Articles and every person who at the date of the incorporation of the Association had paid an entrance fee or and annual membership fee to, and was a member of, the unincorporated body known as "The British Dragon Boat Racing Association" and who shall, within a period of time determined by the Executive Committee, sign and deliver to the Secretary the Form of Membership prescribed by the Executive Committee.

**3.3** Except as provided in Articles 3.2 and 10. application for membership of every applicant shall be in writing, signed by the applicant, and shall be in such form and shall contain such requirements to support his application as the Executive Committee may from time to time prescribe.

**3.4** There shall be three categories of membership (see also Bye-Law 1)

a. Registered Crew. b. Individual Membership. c. Associate Membership.

**(a) Registered Crews.** A Registered Crew is a dragon boat crew whose name and crew colours and or logo have been approved by and registered with the Association.

(1) No more than four members of a Registered Crew may be registered to be members of the Association as representatives of that Registered Crew and each of them undertakes severally to contribute such amount as may be required (not exceeding £1) to the Association's assets if it should be wound up as provided in Clause 6 of the Memorandum.

(2) At all times, whether within the precincts of or outside the Association, representatives of a Registered Crew as such registered members of the Association shall be jointly and severally responsible for the good conduct and behaviour of other members of their crew and they shall be vicariously liable Jointly and severally to the Association and/or its members for the acts omissions or other wrong-doings of those other members.

(3) The representative members of a Registered Crew shall give to the Secretary in writing the full names, addresses and descriptions of all their crew members on admission to their membership, and particulars of any changes therein within 14 days of any such change occurring; in default, such Registered Crew may be disqualified from participating in any activity of the Association. A representative member of that Registered Crew (until his resignation) shall not be qualified to be a member of the Association through the other classes of membership.

**(b) Individual Membership.** Individual Membership is open to persons who wish to support the aims of the Association but are not already registered as representative members of a Registered Crew or of an Associate Member.

(1) An Individual Member shall be entitled to exercise his voting right in general meetings of the Association subject to the provisions contained in these Articles. If at any time an individual member desires to become registered as a representative member of a Registered Crew or to be admitted as representative member of an organisation referred to in (c) below, he shall give notice to the Secretary of such desire and his intention to resign individual membership. Upon cessation of his individual membership, he shall be eligible to be a member of a Registered Crew or a representative member of an organisation in accordance with the terms of these Articles.

**(c) Associate Membership.** Associate (Organisation) Membership is open to organisations who wish to support the aims of the Association.

(1) An Organisation desirous of being admitted to membership in this class shall nominate a representative member and on being admitted to membership in this class shall be entitled to be represented by such representative member in general meetings. A representative member may exercise voting rights in all general meetings on behalf of the organisation who nominated him subject to the provisions contained in these Articles. A representative member on the Members Register of the Association, undertakes to contribute such amount as may be required (not exceeding £1) to the Association's assets if it should be wound up as provided in Clause 6 of the Memorandum.

(2) If at any time a representative member desires to become a representative member of a Registered Crew or to be admitted as an individual member, he shall give notice to the Secretary of such desire and his intention to resign his representative (associate) membership and to procure the organisation on whose behalf he acts as such representative member to nominate another person of his organisation in his place and stead. On cessation of his representative (associate) membership, he shall be eligible to be a representative member of a Registered Crew or an individual member in accordance with the terms of these Articles.

#### **Art 4 RETIREMENT AND DISQUALIFICATION OF MEMBERS**

**4.1** Any member of the Association desiring to resign his membership shall signify such desire in writing to the Secretary and his name shall be removed from the Members Register and he shall cease to be a member as soon as his name has been removed from the Members Register.

**4.2** Any member whose annual subscription is unpaid 30 days after due shall cease to be a member of the Association and shall forfeit all rights in and claims upon the Association unless the Executive Committee suspends the operation of this provision as regards any particular member on such terms as at its discretion may determine.

**4.3** In case of conduct of any member being in the opinion of the Executive Committee injurious to the character of the Association or objectionable in any respect, such member may be required by the Executive Committee to resign, and, if the member so requested does not resign within one week, such member may (after he has been given the opportunity to justify or explain his conduct) be expelled by resolution of the Executive Committee and cease to be a member of the Association, and all sums which shall have been paid by such member shall be forfeited. A member expelled under the Article shall have the right of appeal by giving written notice of appeal to the Secretary within 14 days from the posting of the notice of expulsion. Thereupon an Extraordinary Meeting shall be convened within 14 days and, if such meeting shall pass an extraordinary resolution rescinding the expulsion, then the member shall be reinstated as from the date of such resolution.

**4.4** If any member is convicted on indictment of any criminal offence or shall be adjudged a bankrupt, or shall make any composition or arrangement with the creditors such member shall ipso facto cease membership of the Association. Any person so ceasing to be a member may be readmitted to membership by the Executive Committee at its discretion.

**4.5** Any member expelled in accordance with these Articles, or otherwise ceasing to be a member of the Association, shall forfeit all rights to or claim upon the Association or any return of fees paid shall remain liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

**4.6** The rights of a member as such shall be personal and shall not be transferable and shall cease on death.

**Art 5 GENERAL MEETINGS.** (See also Bye-Law 6)

**5.1** The Association 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 notice 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. 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 Executive shall appoint.

**5.2** All general meetings other than Annual General Meetings shall be called Extraordinary Meetings.

**5.3** The Executive Committee may, however if it thinks fit, and it shall, on a requisition made in writing in accordance with Section 368 of the Act, convene an Extraordinary General Meeting. If at any time there are not within the United Kingdom sufficient Executive Members to form a quorum, any Executive Member or any two members of the Association may convene an Extraordinary General meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.



**5.4** Subject to Section 368 of the Act, any requisition made by members shall state the object of the meeting and the terms of any special or extraordinary resolution to be proposed there, and shall be left at the registered office of the Association.

**5.5** On the receipt of such requisition the Executive Committee shall immediately proceed to convene a General Meeting; if it does not proceed to convene a meeting within 21 days from the date of the requisition, the requisitionists or a majority of them may themselves convene a meeting.

**5.6** At least 21 clear days before every meeting, notice specifying the place, the day and the hour of the meeting, and in case of special business, shall be given to the members in the manner stated in Article 14 of these Articles, or in such other manner, if any, as may be prescribed by the Association in General Meeting; but the accidental omission to give such notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings at any General Meeting.

**Art 6 PROCEEDINGS AT GENERAL MEETINGS.** (See also Bye-Law 6)

**6.1** All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General Meeting is deemed special, with the exception of the consideration of the Accounts and any documents annexed to them, the report of the Executive Committee and the report of the auditors, the election of Executive Members in the place of those retiring and the re-appointment of the retiring and the fixing of their remuneration.

**6.2** No business shall be transacted at any meeting unless a quorum of not less than 15 members is present at the commencement of such business.

**6.3** If within half an hour from the time appointed for the meeting quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present the meeting shall stand dissolved.

**6.4** The President or in his absence the Vice-President or in his absence the Chairman of the Executive Committee or in his absence the Vice-Chairman of the Executive Committee shall preside as Chairman at every General Meeting of the Association.

**6.5** If neither the President, the Vice-President, the Chairman nor the Vice-Chairman is present at the time of holding a meeting the members present shall choose someone of their number to be Chairman of the meeting.

**6.6** The chairman may, with the consent of the meeting, adjourn any 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.

**6.7** At any general meeting a declaration by the Chairman that a resolution has been carried or lost and an entry to that in the Minute Book of the Association shall be conclusive of that fact.

**6.8** Save and except as provided in and subject to Clause 5 of the Memorandum and Article 15 below, every member shall have one vote and no more. All votes shall be given personally. In the case of an equality of votes the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

**6.9** No member shall vote at any General Meeting if any money owing from him on any account to the Association remains unpaid.

**Art 7 EXECUTIVE COMMITTEE OF MANAGEMENT.** (See also Bye-Law 6)

**7.1** The Officers of the Association shall consist of a Chairman, a Vice-Chairman, a Treasurer and eight other members of the Association who shall together constitute the Executive Committee. The quorum necessary for the transaction of the business of the Executive Committee is five (5). The number of such other members of the Association serving on the Executive Committee may be varied from time to time in writing by the Executive Committee as may be thought fit.

**7.2** The Chairman and the Vice-Chairman and the Treasurer hold office for two years (and such further time as is needed) until the next succeeding Annual General Meeting but on retirement as the occasion arises shall be eligible for re-election. For the first year of office until the first Annual General Meeting the Treasurer shall retire in order that the Chairman and the Treasurer (as between them) may thereafter alternate their retirement by rotation.

**7.3** At every Annual General Meeting one half of those eight other Executive Members shall retire from office. The retiring Executive Members shall be eligible for re-election at the same or any other General Meeting. At the first Annual General Meeting one half of those other Executive Members shall remain in office until the next succeeding Annual General Meeting and the other half shall retire, the order of retirement to be agreed by and between them but in the absence of such agreement to be determined by the Chairman. At the second and next succeeding Annual General Meeting thereafter, one half of those other Executive Members shall retire in order of seniority of election.

**7.4** Subject as provided above, the election of Officers and other Executive Members shall take place in the following manner:

**7.4.1** Any 2 members of the Association shall be at liberty to nominate any other member to serve as an Officer or other Executive Member, having previously received his assent;

**7.4.2** The name of each member so nominated, together with the names of his proposer and seconder, shall be sent in writing signed by all 3 of them to the Secretary at least 21 days before the Annual General Meeting.

**7.4.3** A list of the candidates' names, with the proposers' and seconders' names, and those others offering to be re-elected in alphabetical order shall be posted in a conspicuous place in the Registered Office for at least 14 days;

**7.4.4** Balloting lists shall be prepared (if necessary) containing the names of the candidates for the election and re-election only, in alphabetical order, and each member present at the Annual General Meeting and qualified to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

**7.4.5** In case there shall not be a sufficient number of candidates nominated, the Executive Members remaining in office may elect a member or members to fill the remaining vacancy or vacancies;

**7.4.6** If any candidate after being elected declines to serve, the candidate who has the next largest number of votes shall be deemed to be elected;

**7.4.7** If two or more candidates obtain an equal number of votes, the Chairman of the Meeting shall select by lot from such candidates, the candidate or candidates who is or are elected.

**7.5** Until the first Annual General Meeting the Executive Committee shall consist of the Chairman, the subscribers of the Memorandum of Association and such numbers of members of the Association as the subscribers may specify in writing from time to time subject to a total prescribed in Article 7.1.

**7.6** Executive Members shall be paid all reasonable expenses properly incurred by them in attending and returning from the Committee Meetings or General Meetings of the Association or in connection with the business of the Association.

**7.7** The Executive Members may continue to act even though their number is reduced by death, retirement or otherwise below the number of 7 but if at any time the number is reduced below 5, the continuing Executive Members shall act only for the purpose of filling vacancies until there are at least 7 Executive Members.

**7.8** The Executive Committee shall have control over all the affairs and property of the Association and may prescribe, alter or cancel rules and Bylaws for the smooth running of the Association and its premises, the good conduct of members inter se, the design and specification of the dragon boat, its complements and accessories, the racing of dragon boats, and the regulation of all other matters of the Association generally. Without prejudice to the generality of the foregoing, the Executive Committee may by such rules and Bye-Laws regulate:-

**7.8.1** The admission and classification (or re-classification) of members of the Association, and the rights and privileges of such members, and the conditions of membership and the terms on which persons may apply for membership and on which members may resign or have their membership terminated;

**7.8.2** The entrance fees, subscriptions, competition fees and other fees and payments to be made by members.

**7.8.3** The procedure at General Meetings and meetings of the Executive Committee and sub committees in so far as such procedure is not regulated by these Articles.

**7.9** The Association in General Meetings shall have power to alter or repeal the rules or Bye-laws and to make additions to them, and the Executive Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Association all such rules and Bye-laws, which so long as they shall be in force shall be binding on all members of the Association PROVIDED nevertheless that no rule or Bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum and these Articles.

**7.10** The Executive Committee shall exercise all such powers and do all such things as may be exercised or done by the Association, save such as are by these Articles or by any statute for the time being in force specifically required to be exercised or done by the Association in general meeting.

**7.11** Without prejudice to the generality of the foregoing Article 7.10 the Executive Committee may exercise all the powers of the Association to borrow or raise money and give security for money or monies worth or for any debt, liability or obligation of the Association or of any third party interested in or otherwise having dealings in the ordinary course of business with the Association by the issue or upon bonds, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association and to give guarantee for the performance of obligations of any third party interested in or otherwise having dealings in the ordinary course of business with the Association.

**7.12** The Executive Committee shall engage all such administrative officers and other employees as it may consider necessary and shall regulate their duties and fix their salaries.

**7.13** The Executive Committee may appoint one or more of its members to a sub-committee to exercise, subject to its directions, a general control over the work or business of the Association. This sub committee may be honorary or at the discretion of the Executive Committee, and remunerated at such rate as the Executive may from time to time determine.

## **Art 8 DISQUALIFICATION OF EXECUTIVE MEMBERS**

**8.1** The office of an Executive Member shall be vacated if that member becomes bankrupt or makes any arrangement or composition with his creditors generally ; **or**

1. becomes prohibited from being an Executive Member or a Director by reason of a disqualification order made under the Company Directors Disqualification Act 1986; **or**

2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; **or**

3. resigns his office by written notice to the Association, **or**

4. 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.

**8.2** An Executive Member shall not vote in respect of any contract on which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

**Art 9 SECRETARY.** The Association shall have a Secretary who shall be appointed by the Executive Committee for such remuneration and upon such conditions as the Executive Committee may think fit.

**9.1** Anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or, if there is none, or by or to any officer of the Association authorised generally or specially in that behalf by the Executive Committee.

**Art 10 THE PRESIDENT, VICE-PRESIDENT AND HONORARY APPOINTMENTS**

**10.1** There shall be a President of the Association. A Vice-President may also be appointed on the recommendation of the Executive Committee. The President and Vice-President shall be appointed by the members at an Annual General Meeting and shall hold offices for a period of two years. The President or the Vice-President may not necessarily be a member of the Association. If he is not a member his appointment will be ex-officio and carries no voting rights at a General Meeting (save that as the Chairman of the meeting he shall be entitled to a second or casting vote) and shall not be liable to pay any dues or fees to contribute to the Association's assets if it should be wound up; save as aforesaid he shall be entitled to all other rights and all privileges of the Association as though he were a member. In addition, the President and the Vice-President in the absence of the President shall represent the Association in matters of protocol and official engagements. The President and the Vice-President shall be automatically eligible for re-election unless an alternative nominee or nominees are received to stand for election, in which case a two third majority vote shall be required of an alternative nominee in order to replace the returning President or Vice-President (as the case may be).

**10.2** Honorary Presidents may be appointed on the recommendation of the Executive Committee by members at an Annual General Meeting and shall hold office for life. An Honorary President shall not be a member of the Association and accordingly, his honorary appointment will be ex-officio and carries no voting rights at any General Meeting and he shall not be liable to pay any dues or fees or to contribute to the Association's assets if it should be wound up. An Honorary President shall otherwise be entitled to all other rights and all privileges of the Association as though he were a member and shall assist the President in protocol duties and at official engagements.

**10.3** The Executive Committee may appoint one or more Patrons of the Association who shall at all times be formally received by the President or in his absence by an Honorary President and be treated as an honoured guest or honoured guests of the Association with all the rights and privileges of a non-voting member or members of the Association but without the liability of a member to contribute to the Association's assets if it should be wound up

**Art 11 CO-OPTIONS** The Executive Members may from time to time and so often as they may think fit co-opt not more than three persons in aggregate to the Executive Committee for such period of time as the Executive Committee shall determine. Such co-opted members may not necessarily be members of the Association and shall not have voting rights in meetings of the Executive Committee; they sit in an advisory capacity only and are entitled to receive all notices to attend meetings of the Executive Committee and the Association and to all rights (other than the rights to vote at General Meetings in the case of such co-opted members not being themselves members of the Association) and privileges if a member of the Association but without the liability to pay dues or fees or to contribute to the Association's assets (in the case of those co-opted members who are not themselves members of the Association) if it should be wound up.

**Art 12 SEAL.** The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Members or of the members of the Sub-Committee, and except in the presence of two such members or one such member and the Secretary both of whom shall sign the instrument.

**Art 13 AUDITORS.** Auditors shall be appointed and their duties regulated in accordance with the Act.

**Art 14 NOTICES.** A Notice may be given by the Association to any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode.

**14.1** A Notice, if served by post, shall be deemed to have been served in the case of first class mail on the second working day after posting and in the case of second class mail on the fourth working day after posting and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted.

**Art 15 ALTERATION OF ARTICLES.** Subject to the provisions of the Act and to the conditions contained in its Memorandum, the Association may not alter its Articles (including this Article) except by special resolution of its members in the Registered Crew Class (members in the other Classes of Membership being excluded).

**15.1** Every person on becoming a member in any other Class of Membership than the Registered Crew Class is deemed to irrevocably consent to such alteration as may hereafter and from time to time be made in the manner herein expressly provided.

**Art 16 WINDING UP** The Association shall be wound up voluntarily whenever a special resolution is passed that the Association be wound up. Clause 7 of the Memorandum of Association shall have effect as if the provisions of that clause were repeated in these Articles. (Subscribed to by Members of the Executive Committee and witnessed on the 31st January 1992).

**These Articles of Association of the British Dragon Boat Racing Association Ltd can only be altered by a special resolution of Registered Members in accordance with Article 15 and Clause 5 of the Memorandum.**