

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
PONTARDAWE AND SWANSEA ANGLING SOCIETY LTD**

**A Company Limited by Guarantee and not having a Share Capital**

**Company No 6736638  
Registered in Cardiff 29<sup>th</sup> October 2008**

**Registered Office:  
8 Bwllfa Road, Ynystawe, Swansea, SA6 5AL**

**As amended at a General Meeting on 15<sup>th</sup> September 2010.**

**PONTARDAWE AND SWANSEA ANGLING SOCIETY LTD**

**MEMORANDUM OF ASSOCIATION**

1. The company's name is "Pontardawe and Swansea Angling Society Ltd".
2. The company's registered office is to be situated in Wales.
3. The liability of the members is limited.
4. Every member of the company undertakes to contribute such amount as may be required (not exceeding one pound) to the company's assets if it should be wound up while he is member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

<u>Name of Subscriber</u>	<u>Address</u>	<u>Signature and Date</u>	<u>Name of Witness</u>	<u>Address</u>	<u>Signature and Date</u>
Raymond Haydn LOCKYER	8 Bwllfa Road Ynystawe Swansea SA6 5AL	27/10/2008	David Nigel HOOPER	19 Cefn Road Glais Swansea SA7 9EZ	27/10/2008
Philip Martyn JONES	44 Bwllfa Road Ynystawe Swansea SA6 5AL	27/10/2008	David Nigel HOOPER	19 Cefn Road Glais Swansea SA7 9EZ	27/10/2008
Raymond CHRISTOPHER	14 New Road Ynysmeudwy Swansea SA8 4PJ	27/10/2008	David Nigel HOOPER	19 Cefn Road Glais Swansea SA7 9EZ	27/10/2008
John Pritchard REES	Heddfan Craig Cefn Parc Swansea SA6 5RL	27/10/2008	David Nigel HOOPER	19 Cefn Road Glais Swansea SA7 9EZ	27/10/2008
Paul EDWARDS	2 Bridge Street Lower Cwmtwrch Swansea SA9 2SY	27/10/2008	David Nigel HOOPER	19 Cefn Road Glais Swansea SA7 9EZ	27/10/2008
Bernard EVANS	345 Clydach Road Ynysforgan Swansea SA6 6QJ	27/10/2008	David Nigel HOOPER	19 Cefn Road Glais Swansea SA7 9EZ	27/10/2008
William David GREY	Grafton Graig Road Glais Swansea SA7 9JH	27/10/2008	Barry JONES	43 Bwllfa Road Ynystawe Swansea SA6 5AL	27/10/2008
Richard Warwick HALE	Willow Bank Ilston Swansea SA2 7LD	27/10/2008	David Nigel HOOPER	19 Cefn Road Glais Swansea SA7 9EZ	27/10/2008

**PONTARDAWE AND SWANSEA ANGLING SOCIETY LTD**

**ARTICLES OF ASSOCIATION**

**INTERPRETATION**

**1. In these articles:**

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

“address”, in relation to electronic communications, includes any number or address used for the purposes of such communications

“the articles” means the articles of the company;

“Byelaws” means the byelaws made or amended at General Meetings which are to be read in conjunction with these articles;

“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;

“communication” means the same as in the Electronic Communications Act 2000;

“electronic communication” means the same as in the Electronic Communications Act 2000;

“executed” includes any mode of execution;

“office” means the registered office of the company;

“the seal” means the common seal of the company;

“secretary” means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

“the Society” means “Pontardawe and Swansea Angling Society Ltd”;

“the United Kingdom” means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the company.

**OBJECTS**

**2. The company’s objects are:**

- a. Main purpose – to provide facilities for and promote participation in the amateur sport of angling on the waters under its control and elsewhere.
- b. The acquisition of the assets of the unincorporated associations:  

“The Pontardawe and Swansea Angling Society in partnership with Tawe Disabled Fishers”

and

“The Tawe Disabled Fishers Association”.
- c. The acquisition (by purchase, lease or other suitable arrangement) of waters for the purposes of angling by its members.
- d. The preservation and improvement of the waters under its control.

- e. The creation of new aids and facilities for, and the development and training of, disabled fishers – young and old, male and female.
- f. The promotion of a responsible and moderate approach to angling by its members and respect for and conservation of the environment.
- g. The promotion and organisation of educational, sporting and social events.
- h. The doing of all such other things as are incidental or conducive to the attainment of the above objects.

#### **USE OF SURPLUSES AND ASSETS**

- 3. Any surplus income or profits shall be reinvested in the company and used to further its objects. No surpluses or assets shall be distributed to members or third parties.

#### **MEMBERSHIP**

- 4. Membership of the club shall be open to anyone interested in the sport on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.
- 5. The Society shall have different classes of membership and subscription on a non-discriminatory and fair basis as set out in the Byelaws.
- 6. The Society shall keep subscriptions at levels that will not pose a significant obstacle to people participating.
- 7. The first members of the Society shall be:
  - a. the subscribers to the memorandum of association; and
  - b. every person who at the date of the incorporation of the Society is a member of one or both of the unincorporated associations “The Pontardawe and Swansea Angling Society in partnership with Tawe Disabled Fishers” and “The Tawe Disabled Fishers Association”.
- 8. After incorporation other persons admitted to membership in accordance with these articles and the Byelaws made in accordance with these articles shall be members of the Society.
- 9. A permit / membership certificate shall be issued to each member.
- 10. A member may at any time withdraw from the Society by giving written notice to the Society. Membership shall not be transferable and shall cease on death.
- 11. Members shall comply with the Byelaws.
- 12. The Directors shall have the power, after proper enquiry, to refuse membership, or remove it, only for good cause such as failing to comply with the Byelaws, conduct or character prejudicial to the Society or likely to bring the Society or sport into disrepute. Any such refusal or removal shall be notified and explained in writing. Any appeal against refusal or removal shall be considered by the Management Committee, including the Directors.
- 13. Membership shall lapse if not renewed each year by payment of the annual subscription by the due date, as specified in the Byelaws.

#### **APPOINTMENTS**

- 14. A Management Committee of no fewer than fifteen and no more than twenty members, excluding Life Committee Members, shall be appointed by members at the Annual General Meeting.
- 15. Three members of the Management Committee shall be appointed Directors and act as Chairman, Secretary and Treasurer.
- 16. Other members of the Management Committee shall be appointed Vice-Chairman, Minutes Secretary, Social Secretary and Disabled Membership Secretary.

17. Two members of the Society, not necessarily members of the Management Committee, shall be appointed Auditors. Unless the Act requires otherwise, the Auditors need not be professionally qualified.
18. One member of the Society may be appointed Life President. The office of Life President is an honorary one carrying with it no management responsibilities. The Life President is not precluded from holding other appointments provided for in these articles.
19. The first appointments to the above positions shall be of those persons holding the equivalent positions with the unincorporated association "The Pontardawe and Swansea Angling Society in partnership with Tawe Disabled Fishers" at the time of the formation of the company.
20. The Management Committee may co-opt additional members as it sees fit.
21. All appointments shall be for one year, except that:
  - a. The Chairman and Vice-Chairman shall normally hold office for two years and the Vice-Chairman shall succeed the Chairman at the end of his term of office. If necessary, replacements for the Chairman or Vice-Chairman may be appointed in the intervening years.
  - b. The Life President's appointment shall be for life.
  - c. The Annual General Meeting may appoint members who have given long and faithful service as Life Members of the Management Committee. Such Life Members shall be in addition to those appointed annually.
  - d. The positions of appointees who fail to renew their membership by the due date shall become vacant.
22. No person shall be appointed or reappointed a Director at any general meeting unless:
  - a. he is recommended by the Directors; or
  - b. not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Society of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of Directors together with notice executed by that person of his willingness to be appointed or reappointed.
23. To fill a vacancy for a Director the Management Committee may appoint until the next Annual General Meeting one of their number who is willing to act.

#### ***DISQUALIFICATION AND REMOVAL OF DIRECTORS***

24. The office of a Director shall be vacated if:
  - a. he ceases to be a member of the Society;
  - b. he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
  - c. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - d. he is, or may be, suffering from mental disorder and either:
    - i. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - e. he resigns his office by notice to the company; or

- f. he shall for more than six consecutive months have been absent without permission of the Management Committee from meetings of the Management Committee held during that period and the Management Committee resolves that his office be vacated.

#### **GENERAL MEETINGS**

- 25. An Annual General Meeting, which all members are entitled to attend, shall be held in December of each year. The meeting shall:
  - a. receive an annual report from the Directors;
  - b. receive the Financial Statements of the Society;
  - c. appoint the Management Committee, Directors, Auditors, Minutes Secretary, Social Secretary, Disabled Membership Secretary and, when appropriate, a Life President.
  - d. have the power to appoint members who have rendered long and faithful service:
    - i. as Life Members of the Management Committee, during such time as they remain members; and/or
    - ii. as Life Members of the Society;
  - e. have the power to make, alter, add to or revoke Byelaws, binding on all members of the Society, for the carrying out of the objects of the Society, provided that:
    - i. such Byelaws are consistent with anything contained in these Articles or in the Memorandum of Association;
    - ii. notice of any proposed change is given to the Secretary in writing not less than 14 days before the date of the meeting;
  - f. at the conclusion of the matters on the agenda and at the discretion of the Chairman, consider any other matters requested by members present.
- 26. The Management Committee may call additional general meetings as they see fit.
- 27. The Directors:
  - a. may call additional general meetings as they see fit; and
  - b. on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act.

#### **RESOLUTIONS**

- 28. The following shall require a special resolution and may not be passed as a written resolution:
  - a. any proposal to remove a director or auditor before the expiry of their term of office;
  - b. any proposal to amend the Society's memorandum or articles of association or to dissolve the Society.
- 29. Notice of intention to move a special resolution at a meeting of the members shall be given to the Secretary in writing not less than 28 days before the meeting.
- 30. A special resolution shall require a majority of not less than 75% of the members voting in person or by proxy (whether by a show of hands or a poll).
- 31. For other matters an ordinary resolution of the members may be passed:
  - a. as a written resolution in accordance with the provisions of the Act; or
  - b. at a meeting of the members.
- 32. In the case of a proposal to amend the Byelaws, notice of intention to move an ordinary resolution at a meeting of the members shall be given to the Secretary in writing not less than 14 days before

the meeting.

33. An ordinary resolution shall require:
- a. in the case of a resolution at a meeting of the members, a simple majority of the members voting in person or by proxy (whether by a show of hands or a poll);
  - b. in the case of a written resolution, a simple majority of those entitled to vote.
34. Amendment of proposals:
- a. A proposal requiring a special resolution may not be amended after inclusion in the notice of the meeting.
  - b. A proposal requiring an ordinary resolution which is considered at a meeting of the members may, at the discretion of the Chairman, be amended during debate at the meeting.

#### **NOTICE OF GENERAL MEETINGS**

35. Notice of the Annual General Meeting may be included in the permit / membership certificate issued to each member and shall specify the time and place of the meeting and the general nature of the business to be transacted.
36. The notice of the Annual General Meeting shall inform members that details of:
- a. any person:
    - i. who is recommended by the Directors for appointment or reappointment as a Director at the meeting; or
    - ii. in respect of whom notice has been duly given to the Society of the intention to propose him at the meeting for appointment or reappointment as a Director;
  - b. any proposal to make, alter, add to or revoke any Byelaws; and
  - c. any other proposal of which notice has been given
- may be requested from the Secretary during the 14 days prior to the meeting. Individual notice of such details need not be given to all members.
37. Other general meetings shall be called by at least fourteen clear days' notice. Notice of such meetings shall be given to all the members and to the Directors and Auditors.
38. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

39. No business shall be transacted at any meeting unless a quorum is present. Twelve members entitled to vote shall be a quorum.
40. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
41. The Chairman or in his absence the Vice-Chairman or other member nominated by the Management Committee shall preside as Chairman of the meeting, but if neither the Chairman nor such other member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present and entitled to vote shall choose one of their number to be Chairman.
42. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.

Otherwise it shall not be necessary to give any such notice.

43. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- a. by the chairman; or
  - b. by at least two members having the right to vote at the meeting
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
44. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
45. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
46. Any poll duly demanded shall be taken forthwith in a manner directed by the chairman, who may appoint scrutineers for the purpose from amongst the members present. The result of the poll shall be deemed to be the resolution of the meeting.
47. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

#### **VOTES OF MEMBERS**

48. On a show of hands every member present in person or by proxy shall have one vote. On a poll every member present in person or by proxy shall have one vote.
- In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
49. Save as otherwise provided by the articles, no member shall vote at any meeting on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Society.
- For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Society), connected with a Director shall be treated as an interest of the Director.
- If a question arises as to the right of a member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member other than himself shall be final and conclusive.
- A member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
50. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
51. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

**“Pontardawe and Swansea Angling Society Limited**

I, ....., of ....., being a member of the above-named Society, hereby appoint .....of ..... as my proxy to vote in my name and on my behalf at the general meeting of the Society to be held on ....., and at any adjournment thereof.

Signed ..... on .....”.



52. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:
- a. in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - b. in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications
    - i. in the notice convening the meeting, or
    - ii. in any instrument of proxy sent out by the Society in relation to the meeting, or
    - iii. in any invitation contained in an electronic communication to appoint a proxy issued by the Society in relation to the meeting,be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

53. A vote given or poll demanded by proxy shall be valid notwithstanding the previous cancellation of the authority of the person voting or demanding a poll unless notice of the cancellation was received by the Society at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.

#### ***POWERS AND PROCEEDINGS OF THE MANAGEMENT COMMITTEE***

54. Subject to the provisions of the Act, of the memorandum and of the articles and to any directions given by special resolution, the business of the Society shall be managed by the Management Committee who may exercise all the powers of the company.

No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Management Committee which would have been valid if that alteration had not been made or that direction had not been given.

The powers given by this article shall not be limited by any special power given to the Management Committee by the articles and a meeting of the Management Committee at which a quorum is present may exercise all powers exercisable by the Management Committee.

55. The Management Committee may appoint any person to be the agent of the Society for such purposes and on such conditions as they determine.

56. Subject to the provisions of the articles, the Management Committee may regulate their proceedings as they think fit.

57. The Management Committee shall normally meet monthly but may agree to meet more or less frequently.

Any two Directors may agree to call additional meetings of the Management Committee as they see fit. Notice of such meetings shall be given by the Secretary to all the members of the Management Committee and shall specify the time and place of the meeting and the general nature of the business to be transacted.

Six members shall be a quorum.

58. Questions arising at meetings of the Management Committee shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

59. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Management Committee at which he is present. But if there is no Director holding that office, or if the Director

holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members of the Management Committee present may appoint one of their number to be Chairman of the meeting.

60. The Management Committee may delegate any of their powers to any committee consisting of one or more members. They may also delegate to any Director such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Management Committee may impose and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of the Management Committee so far as they are capable of applying.
61. All acts done by a meeting of the Management Committee, or of a sub-committee, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Management Committee or of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued in office and had been entitled to vote.

#### **REMUNERATION AND EXPENSES**

62. Members (whether or not Directors or members of the Management Committee) acting with the authority of the Management Committee shall be entitled to such remuneration and expenses for the duties undertaken by them as the Management Committee may by ordinary resolution determine.

#### **MINUTES**

63. The Management Committee shall cause minutes to be made in books kept for the purpose of all proceedings at meetings of the Society, and of the Directors, and of committees, including the names of those present at each such meeting.

#### **ACCOUNTS AND AUDIT**

64. The Society's accounting period shall run from 1<sup>st</sup> November to 31<sup>st</sup> October each year.
65. Unless the Act requires otherwise, the Financial Statements presented to the members at the Annual General Meeting shall be examined by the two Auditors appointed at the preceding Annual General Meeting, who shall certify whether they are satisfied that the Financial Statements present a true and fair view of the finances of the company. The Auditors shall be given access to all records and any explanations which they seek. If either such Auditor is unavailable when required, the Management Committee shall appoint a member of the Society (not necessarily a member of the Management Committee) as a replacement.
66. No other member shall (as such) have any right to inspect any accounting records or other book or document of the Society except as conferred by statute or authorised by the Management Committee or by ordinary resolution of the Society.

#### **NOTICES**

67. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Management Committee) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.
68. The Society may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Society by the member. A member whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Society.
69. A member present, either in person or by proxy, at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

70. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

#### ***INDEMNITY***

71. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other member or Auditor acting on behalf of the Society with the authority of the Management Committee shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

#### ***WINDING UP***

72. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to a registered Community Amateur Sports Club (CASC), a registered charity or an angling governing body for use by them in related community sports. Such organisation (or organisations) shall be determined by the members of the Company at or before the time of dissolution.