

## **22. Directors**

- 22.1 A director must be a natural person aged 16 years or older.
- 22.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 26.
- 22.3 The minimum number of directors shall be not less than three and (unless otherwise determined by ordinary resolution) the maximum number of directors shall be seven.
- 22.4 The first directors shall be those persons notified to Companies House as the first directors of the charity.
- 22.5 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.
- 22.6 The directors shall be:
- 22.6.1 the Chairman who shall retire at the annual general meeting falling in the second year subsequent to first appointment but shall be eligible for re- appointment in accordance with these articles. The Chairman is the senior officer of the charity and shall have such further rights and privileges as the directors shall from time to time prescribe.
- 22.6.2 the Secretary who shall retire at the annual general meeting falling in the second year subsequent to first appointment but shall be eligible for re-appointment in accordance with these articles. The Secretary shall have particular responsibility for the records and correspondence of the charity and such rights and privileges as the directors shall from time to time prescribe and shall carry out the role of secretary set out in these Articles;
- 22.6.3 the Treasurer who shall retire at the annual general meeting falling in the second year subsequent to first appointment but shall be eligible for re-appointment in accordance with these articles. The Treasurer shall have particular responsibility for maintaining the financial books and records of the charity and such rights and privileges as the directors shall from time to time prescribe;
- 22.6.4 the Captain who shall retire at the annual general meeting falling in the second year subsequent to first appointment but shall be eligible for re-appointment in accordance with these articles. The Captain shall have particular responsibility for the selection of crews for regattas, race entries, training and coaching style and approach and such rights and privileges as the directors shall from time to time prescribe; and
- 22.6.5 the Charity may have up to three additional Directors with such rights and privileges as the Directors shall from time to time prescribe and who shall each retire at the annual general meeting falling in the second year subsequent to first appointment
- and each of the roles identified in articles 22.6.1 to 22.6.5 is an “office” of the club for the purposes of the limits of reappointment.

## **24. Retirement of directors**

- 24.1 At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the

directors. At each subsequent annual general meeting directors must retire from office (including the office of secretary, as applicable) as required by articles 22.6 to 22.6.5, 24.3 and 25.5.1 but can be reappointed pursuant to Articles 25 to 25.6 that no director can be reappointed more than two times consecutively to the same office (except for the office of President, to which this restriction shall not apply).

24.2 If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

24.3 The term of office of a director prior to re-appointment shall not normally exceed a period of two years

## **25. Appointment of Directors**

25.1 The charity may by ordinary resolution appoint a person who is willing to act to be a director.

25.2 No person may be appointed a director at any general meeting unless:

25.2.1 that person is a member of the Charity; or

25.2.2 not less than 19 nor more than 35 clear days' before the date of the meeting, the charity is given a notice that:

25.2.2.1 is signed by two members entitled to vote at the meeting;

25.2.2.2 states the member's intention to propose the appointment of a person as a director;

25.2.2.3 contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and

25.2.2.4 is signed by the person who is to be proposed to show his or her willingness to be appointed.

25.3 In the event of there being more nominations than vacancies for a post, there shall be an election at the general meeting as directed by the Chairman. The results of any such election must be announced by the Secretary as soon as reasonably possible after the election takes place.

25.4 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than 28 clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.

25.5 The directors may appoint a person who is willing to act to be a director.

25.5.1 A director appointed by a resolution of the other directors must retire at the next annual general meeting.

25.6 The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors or article 24.