



(Est. 1860)

DURHAM AMATEUR ROWING CLUB

Durham Amateur Rowing Club 1860 Limited

Special General Meeting - Agenda

Notice is hereby given that a Special General Meeting of the members of Durham Amateur Rowing Club 1860 Limited will be held at 11.00am on Sunday 6th September 2026 at City Boathouse, Green Lane, Durham DH1 3JU to transact the following business:

Changes to Club Rules and Byelaws

As notified to members on 23rd February 2026 the Board of Trustees would like to adopt a new set of Club Rules and Bye Laws. Whilst these have been revised on occasion, they do not align fully with current practice or with the governance of the club as a charity and company limited by guarantee. We have taken the opportunity to revise them and edit them into a more logical sequence. The current rules require that changes are advertised for a period of at least 28 days in the 'boathouse' (this was done from 23rd February) and are then subject to approval by 75% of those members attending a meeting called to consider them.

1. To consider and if thought fit, pass the following motion by way of an ordinary resolution
 - a. The Club Rules and Byelaws as amended July 2024 be rescinded and replaced by new Club Rules and Byelaws as notified to members on 23rd February 2026 and available to view at https://www.durham-arc.org.uk/wp-content/uploads/DurhamARC1860Limited_Proposed_RulesByeLaws.pdf

Changes to the Company Articles regarding number of Directors / Trustees and terms of office.

The Board of Trustees of the club have been working on updating and streamlining the governance of the club and would like your approval for a number of changes. These are intended to support longer term planning, increase stability and improve participation by members.

We propose that the normal term of office of the directors/trustees of the charity be extended from one to two years, re-appointment limited to a further two terms (from four previously) and that the maximum board membership increase from six to seven. We have consulted with the Charity Commission on the proposed changes to the



(Est. 1860)

DURHAM AMATEUR ROWING CLUB

Durham Amateur Rowing Club 1860 Limited

Articles of Association of the charity and the Commission indicated that it was purely a matter for the club.

2. To consider and if thought fit, to pass the following two motions by way of Special Resolution
 - a. That the following clauses in the Articles of Association be amended as follows:

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;*

Company Number: 12532589 Charity Number 1196614
City Boathouse, Green Lane, Old Elvet, Durham DH1 3JU



(Est. 1860)

DURHAM AMATEUR ROWING CLUB

Durham Amateur Rowing Club 1860 Limited

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*

- b. That the articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies

Proxy forms are attached with this notice and need to be returned by 2nd September