ARTICLES OF ASSOCIATION OF

CAMBRIDGE UNIVERSITY BOAT CLUB

For consideration at the AGM on 29 November 2026
For adoption by Special Resolution on 29 November 2026

COMPANY NOT HAVING A SHARE CAPITAL

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1. Company name

The company's name is “Cambridge University Boat Club” (“CUBC”) (and in this document it is called “the club”).

2. Interpretation

In the articles:

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the club;

“the Administrative Secretary” means the person elected from time to time to fulfil certain responsibilities in accordance with article 30;

“the articles” means the club's articles of association;

“the Club Chair” means the person elected from time to time in accordance with the articles as the chair of the club;

“Charities Act” means the Charities Act 2011, as amended from time to time, insofar as it applies to the club;

“clear days” in relation to the period of a notice means a period excluding:
(i) the day when the notice is given or deemed to be given; and
(ii) the day for which it is given or on which it is to take effect;

“the club” means the company intended to be regulated by the articles;

“the Commission” means the Charity Commission for England and Wales;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the club;

“the CUBC Foundation” means The CUBC Foundation, a company limited by guarantee, co. no. 9727665 with exempt charitable status under paragraph 28(1) of schedule 3 of the Charities Act, and any successor organisation(s);

“the CUBC Training Squad” means the group of individuals designated by the Student Directors as training to represent Cambridge University against Oxford University in an annual rowing match;

“the CUBC Treasurer” means the person appointed from time to time in accordance with the articles as the treasurer of the club

“the directors” means the directors of the club, and includes any member or other person occupying the position of director, by whatever name called (and herein

sometimes referred to as an RM Board member). The directors are charity trustees as defined by section 177 of the Charities Act;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“the RM Board Chair ” means the person elected from time to time in accordance with the articles as the chair of the RM Board;

“Ex Officio Member” means any one of the Student Directors, the Club Chair, the RM Board Chair, the CUBC Treasurer or the Senior Members;

“the Foundation Member” has the meaning given in article 11;

“Life Member” means a member upon whom Life Membership is conferred pursuant to article 11;

“member” means an Ordinary Member, a Life Member or the Foundation Member as specified in article 11 (unless otherwise required by the context);

“the memorandum” means the club's memorandum of association;

“the Objects” has the meaning set out in article 4;

“the Oneclub Secretary” means the person elected from time to time to fulfil certain responsibilities in accordance with article 30;

“Ordinary Member” means a member upon whom Ordinary Membership is conferred pursuant to article 11;

“the President Lightweight Men” means the person elected from time to time in accordance with the articles to that office;

“the President Lightweight Women” means the person elected from time to time in accordance with the articles to that office;

“the President Openweight Men” means the person elected from time to time in accordance with the articles to that office;

“the President Openweight Women” means the person elected from time to time in accordance with the articles to that office;

“the RM Board” means the board of directors of the club established from time to time in accordance with the articles (unless otherwise required by the context and otherwise known as “the Rowing and Management Board”);

“The RM Board Chair” means the person elected from time to time in accordance with the articles as the chair of the RM Board;

"the Rowing Safety Officer" means the person(s) appointed from time to time in accordance with the articles to be responsible for safety in relation to activities pursued by the club;

"the Secretary to the RM Board" means any person appointed by the RM Board to perform the company secretarial duties of the club;

"the Senior Members" means the persons appointed from time to time in accordance with the articles to maintain relationships and communication with the University authorities;

"the Student Directors" means the officers of the club elected by the supplementary election described in article 30(2);

"the Student Leaders" means the officers of the club elected by the primary election described in article 30(2);

"the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland;

"the University" means The University of Cambridge. In respect of any notification, provision of information, approval or other contact which is required between the club and the University under or in connection with the articles, the Registry shall be treated as the appropriate body within the University for such purposes unless another body or person is nominated by the Registry and agreed upon by the Council;

"the Vice-Chancellor's Nominee" means the person appointed from time to time by the Vice-Chancellor of the University as his or her representative in accordance with the Articles and words importing one gender shall include all genders, and the singular includes the plural and vice versa;

"the Welfare Officer" means the person(s) appointed from time to time in accordance with the articles to be responsible welfare in relation to activities pursued by the club;

words importing one gender shall include all genders, including non-binary, and the singular includes the plural and vice versa

Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts and a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. Liability of members

The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the club in the event of its being

wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

(1) payment of the club's debts and liabilities incurred before he, she or it ceases to be a member;

(2) payment of the costs, charges and expenses of winding up; and

(3) adjustment of the rights of the contributories among themselves.

4. Objects

The club's objects are specifically restricted to the following:

(1) the advancement of amateur sport for the public benefit by encouraging and developing representative rowing at the University;

(2) the organisation or provision of facilities for the learning, teaching, coaching, practising and competing in representative rowing by members of the University with the object of promoting health and wellbeing; and

(3) the advancement of sports education of members of the University by the provision of support, assistance and encouragement for representative rowing in order to enable members of the University to develop their capabilities and fulfil their potential.

5. Powers

The club has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the club has power:

(1) to raise funds. In doing so, the club must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

(2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(3) to sell, lease or otherwise dispose of all or any part of the property belonging to the club. In exercising this power, the club must comply as appropriate with sections 117 and 122 of the Charities Act;

(4) to borrow money and to charge the whole or any part of the property belonging to the club as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The club must comply as appropriate with sections 124 – 126 of the Charities Act if it wishes to mortgage land;

(5) to co-operate with the University, other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(7) to acquire, merge with or to enter into any partnership or joint venture arrangement with

any other charity;

(8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(9) to employ and remunerate such staff as are necessary for carrying out the work of the club. The club may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;

(10) to:

(a) deposit or invest funds;

(b) employ a professional fund-manager; and

(c) arrange for the investments or other property of the club to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act;

(12) to establish subsidiary companies to assist or act as agents for the club; and

(13) to pay out of the funds of the club the costs of forming and registering the club both as a company and as a charity.

6. Application of income and property

(1) The income and property of the club shall be applied solely towards the promotion of the Objects.

(2) (a) A director is entitled to be reimbursed from the property of the club or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the club.

(b) A director may benefit from trustee indemnity insurance cover purchased at the club's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act.

(c) A director may receive an indemnity from the club in the circumstances specified in article 37.

(d) A director may not receive any other benefit or payment unless it is authorised by article 7.

(3) Subject to article 7, none of the income or property of the club may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member

of the club. This does not prevent a member who is not also a director receiving:

(a) a benefit from the club in the capacity of a beneficiary of the club;

(b) reasonable and proper remuneration for any goods or services supplied to the club.

7. Benefits and payments to the club's directors and connected persons

(1) General provisions

No director or connected person may:

(a) buy any goods or services from the club on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the club;

(c) be employed by, or receive any remuneration from, the club;

(d) receive any other financial benefit from the club;

unless the payment is permitted by sub-clause (3) of this article, or authorised by the court or the Commission.

(2) In this article, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(3) Scope and powers permitting directors' or connected persons' benefits

(a) A director or connected person may receive a benefit from the club in the capacity of a beneficiary of the club provided that a majority of the directors do not benefit in this way.

(b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the club where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act.

(c) Subject to sub-clause (4) of this article, a director or connected person may provide the club with goods that are not supplied in connection with services provided to the club by the director or connected person.

(d) A director or connected person may receive interest on money lent to the club at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A director or connected person may receive rent for premises let by the director or connected person to the club. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are

under discussion.

(f) A director or connected person may take part in the normal trading and fundraising activities of the club on the same terms as members of the public.

(4) Payment for supply of goods only – controls

The club and its directors may only rely upon the authority provided by sub-clause (3)(c) of this article if each of the following conditions is satisfied:

(a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the club or its directors (as the case may be) and the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the club.

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other directors are satisfied that it is in the best interests of the club to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the club.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

(f) The reason for their decision is recorded by the directors in the minute book.

(g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

(5) In sub-clauses (3) and (4) of this article:

(a) "club" includes any company in which:

(i) the club holds more than 50% of the shares; or

(ii) the club controls more than 50% of the voting rights attached to the shares; or

(iii) the club has the right to appoint one or more directors to the board of the company; or

(iv) the members of the company are the same or substantially the same as the members of the club.

(b) "connected person" includes any person within the definition in article 41 "Interpretation".

8. Declaration of directors' interests

A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the club or in any transaction or arrangement entered into by the club which has not previously been declared. A director must absent himself or herself from any discussions of the club directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the club and any personal interest (including but not limited to any personal financial interest).

9. Conflicts of interests and conflicts of loyalties

(1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

(c) the unconflicted directors consider it is in the interests of the club to authorise the conflict of interests in the circumstances applying.

(2) The club is authorised to engage in transactions or arrangements with the University notwithstanding any conflict of interest that may arise by reason of a duty of loyalty owed by a director to the University.

(3) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

10. Members

(1) The subscribers to the memorandum are the first members of the club and Ordinary or (as the case may be) Life Membership shall automatically be conferred upon each subscriber, other than the CUBC Foundation, in accordance with the eligibility criteria set out in article 11(1)(a) and 11(1)(b). In respect of the CUBC Foundation, Foundation Membership shall be conferred on it in accordance with article 11(1)(c).

(2) Membership is open to other individuals or organisations who:

(a) fulfil the eligibility criteria set out in article 11(1)(a) or 11(1)(b) or article 11(5);

and

(b) are approved by the directors.

(3) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the club to refuse the application.

(4) In the case of Ordinary Membership, any refusal by the directors must be notified to the University in writing with reasons as soon as practicable and, unless the University objects to the refusal within 14 days of notification, the refusal shall take effect. If the University objects, a meeting between the University and any or all of the directors shall be arranged within 14 days of the objection to discuss and resolve the matter

(5) In the case of Life Membership, any refusal by the director must be notified to the applicant in writing with reasons as soon as reasonably practicable and, unless the applicant objects within 14 days of notification, the refusal shall take effect. If the applicant objects, a meeting shall be arranged with the applicant to take place within 14 days of the objection, or such further period as may be agreed in writing, to discuss the matter with the applicant and for the applicant or the applicant's representative (who need not be a member of the club) to make representations.

(6) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(7) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.

(8) Membership is not transferable.

(9) The directors must keep a register of names and addresses of the members.

11. Classes of membership

(1) There shall be three classes of membership:

(a) *Ordinary Membership*: to be eligible for Ordinary Membership (subject to article 11(5)), an individual must be a resident member of the University *in statu pupillari* and a member of the CUBC training squad. Ordinary membership shall terminate from the date on which a person ceases to be a member of the CUBC training squad.

(b) *Life Membership*: to be eligible for Life Membership (subject to article 11(5)), an individual must have competed as part of a rowing crew representing Cambridge University and identified as such when taking part in an annual rowing race against a single rowing crew representing Oxford University and identified as such.

(c) *Foundation Membership*: this shall be conferred on the CUBC Foundation which shall be the Foundation Member of the club. No other organisation or individual shall be eligible for Foundation Membership.

(2) Ordinary and Life Members shall be entitled to vote in respect of the election of RM Board members but shall have no voting rights in respect of any other matters, except as expressly provided for in these articles.

(3) The Foundation Member shall be entitled to vote on all matters other than in respect of the election of RM Board members.

(4) The directors shall record the rights and obligations of the three classes in the register of members.

(5) The Student Directors may appoint to Ordinary or Life Membership any individual who has made a significant contribution to the Objects. In the case of appointment to Ordinary Membership, such appointment shall be on condition that it terminates at the end of the academic year of appointment, unless otherwise stated at the time of the appointment.

(6) Every Ordinary Member and every Life Member shall be approved as such by the RM Board and such approval shall not be unreasonably withheld.

(7) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

(8) The criteria for Ordinary Membership may only be varied if:

(a) three-quarters of the members of that class, and the University, consent in writing to the variation; or

(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation and the University gives its consent in writing.

(9) The rights attached to a class of membership may only be varied if:

(a) three-quarters of the members of that class (and, in the case of Ordinary Membership, the University) consent in writing to the variation; or

(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation (and, in the case of Ordinary Membership, the University gives its consent in writing).

(10) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

12. Termination of membership

Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist (other than in respect of a successor entity continuing the work of the CUBC Foundation in regard to Foundation Membership);

(2) the member resigns by written notice to the club unless, after the resignation, there would be less than two members;

(3) any sum due from the member to the club is not paid in full within six months of it falling

due;

(4) the member is removed from membership by a resolution of the directors (which, in the case of an Ordinary Member, has not been objected to by the University within 14 days of receipt of notice, which the directors must provide to the University as soon as practicable) that it is in the best interests of the club that his, her or its membership is terminated. This article 12(4) shall not apply to the Foundation Member. A resolution to remove a member from Life membership may only be passed if:

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed; and

(b) the member or, at the option of the member, the member's representative (who need not be a member of the club) has been allowed to make representations to the meeting;

or

(5) in the case of Ordinary Membership, a person ceases to be a member of the CUBC training squad.

13. General meetings

(1) An annual general meeting must be called by the Club Chair during the course of each presidential tenure. The date, venue and time of the annual general meeting shall be agreed with the RM Board.

(2) The business which is to be transacted at the annual general meeting includes, but is not limited to:

(a) ratification of appointments and co-options to the RM Board;

(b) the receipt of annual reports from the Student Directors, a senior coach of the club, the CUBC Treasurer and the Club Chair; and

(c) consideration of any matter referred for discussion by the RM Board.

(3) The directors may call a general meeting at any time.

(4) A general meeting must also be called where:

(a) members request the directors to call a general meeting pursuant to the provisions of the Companies Acts; or

(b) a meeting is requested, in writing, by at least ten Life Members of the Club and the request is approved by the RM Board.

(5) All members of the club are entitled to be present at meetings of the club.

(6) Any person intending to propose a motion at any meeting of the club must ensure that a copy of the motion, proposed and seconded, is submitted to the Administrative Secretary or the CUBC Treasurer at least six days before the date of the meeting at which the matter is to be discussed.

(7) The University may appoint a representative to attend and speak at (but not vote at) any general meeting of the club. If the University decides to appoint a representative for that purpose, it shall give the name of the representative to the Club Chair within a reasonable time in advance of the general meeting.

14. Notice of general meetings

(1) The minimum period of notice required to hold a general meeting of the club is twenty-one clear days for all general meetings including annual general meetings.

(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.

(4) The notice must be given to all the members, the directors, the auditors and to the University.

(5) The Secretary to the RM Board shall be responsible for ensuring that the agenda and any relevant papers for each meeting are circulated or made available to those entitled to attend meetings of the club not less than seven days before the date on which the meeting has been called.

(6) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the club.

15. Proceedings at general meetings

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is six Life Members (inclusive of a Senior Member and two of the three Student Directors) present in person or by proxy and entitled to vote upon the business to be conducted at the meeting. If matters other than the election of RM Board members are to be voted upon at the meeting, the quorum for that meeting must include the Foundation Member.

(3) The authorised representative of a member organisation shall be counted in the quorum.

(4) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the directors shall determine.

(5) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting. The agenda of the reconvened meeting, and any relevant papers for the meeting, must accompany the meeting notice.

(6) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

16. Chairing general meetings

(1) General meetings shall be chaired by the Club Chair or, in his or her absence, the CUBC Treasurer. If both the Club Chair and the Treasurer are absent, the meeting shall be chaired by a Senior Member.

(2) If the Club Chair, CUBC Treasurer and a Senior Member are absent or are not present within fifteen minutes of the time appointed for the meeting, a director nominated by the directors shall chair the meeting.

(3) If there is only one director present and willing to act, he or she shall chair the meeting.

(4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

17. Adjournment of general meetings

(1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

18. Voting at general meetings

(1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

(a) by the person chairing the meeting; or

(b) by at least two members present in person or by proxy and having the right to vote at the meeting; or

(c) by a member or members present in person or by proxy representing not less that one-tenth of the total voting rights of all the members having the right to vote at the meeting.

(2)

(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(b) The result of the vote must be recorded in the minutes of the club but the number or proportion of votes cast need not be recorded.

(3)

(a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting

(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

(4)

(a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

(5)

(a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(c) The poll must be taken within thirty days after it has been demanded.

(d) If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

19. Content of proxy notices

(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

(a) states the name and address of the member appointing the proxy;

(b) identifies the person, who must also be a member, appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the club not less than 48 hours before the meeting for which the appointment has been made in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as:

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

20. Delivery of proxy notices

(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the club by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

21. Written resolutions

(1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible member and to the University;

(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

(c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

(3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

22. Votes of members

(1) Subject to article 11, every member, whether an individual or an organisation, shall have one vote.

(2) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

(3) (a) Any organisation that is a member of the club may nominate any person to act as its representative at any meeting of the club.

(b) The organisation must give written notice to the club of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the club. The representative may continue to represent the organisation until written notice to the contrary is received by the club.

(c) Any notice given to the club will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The club shall not be required to consider whether the representative has been properly appointed by the organisation.

23. The RM Board - directors

(1) A director, otherwise known as a member of the RM Board, must be a natural person aged 16 years or older.

(2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 26.

(3) The minimum number of directors shall be seven but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

(4) A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

24. Powers of directors

(1) The directors shall manage the business of the club and may exercise all the powers of the club unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

(3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

25. Appointment of directors

(1) The club may by ordinary resolution (a) appoint a person who is willing to act and to be appointed as a member to be a director or (b) ratify the appointment of directors co-opted by the RM Board in accordance with the processes set out in articles 29 and 30.

(2) All members who are entitled to receive notice of a general meeting must be given not less than twenty-one clear days' notice of any resolution to be put to the meeting to appoint a director.

(3) The directors may appoint a person who is willing to act to be a director, provided it is in compliance with the processes set out in articles 29 and 30.

(4) The appointment of a director, whether by the club 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.

26. Disqualification and removal of directors

1) A director shall cease to hold office if he or she:

a) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

b) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act (or any statutory re-enactment or modification of those provisions);

c) ceases to be a member of the club;

d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

e) resigns as a director by notice to the club (but only if at least two directors will remain in office when the notice of resignation is to take effect); or

f) is absent without the permission of the directors from all their meetings held within a

period of six consecutive months and the directors resolve that his or her office be vacated.

2) In the event that a director is disqualified or removed pursuant to this article, and for such period during which that individual continues to hold the office, the RM Board may nominate another individual to be a director in his or her place and until a new appointment is made to the relevant office.

27. Remuneration of directors

The directors must not be paid any remuneration unless it is authorised by article 7.

28. Proceedings of the RM Board

1) The RM Board shall consist of all the directors and will be responsible for the club's financial, property, staff and business affairs to ensure that the Objects are met.

2) The directors may regulate the proceedings of the RM Board, or any committee thereof, as they think fit, subject to the provisions of the articles.

3) Any director may call a meeting of the RM Board.

4) The Secretary to the RM Board must call a meeting of the RM Board if requested to do so by a director.

5) A meeting of the RM Board may be called under this article by giving seven clear days' notice to each of the directors (unless all the directors agree to a lesser notice period). Such notice must state: (i) the proposed meeting date and time; (ii) the agenda of the meeting; and (iii) the location of the meeting and/or the proposed means of communication if it is anticipated that the directors will not be in the same place.

6) The Vice-Chancellor's Nominee, the Rowing Safety Officer, and the Welfare Officer must always receive notice of any meeting of the RM Board and shall be entitled to attend and to speak, but not to vote, at any such meeting.

7) Questions arising at a meeting shall be decided by a majority of votes.

8) For the purposes of decisions to be made by the RM Board, all members of the RM Board shall have one vote but, in the event of a tie, the chairman of the meeting shall have a casting vote.

9) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

10) (a) No decision may be made by the RM Board unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

(b) The quorum for meetings of the RM Board shall be six, including at least

four Ex Officio Members, two of whom must be Student Directors.

(c) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

11) If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

12)

a) Meetings of the RM Board shall be chaired by the RM Board Chair, whom failing the CUBC Treasurer, whom failing the Club Chair, whom failing one of the Senior Members, whom failing a director nominated by the directors.

~~b) Meetings of the RM Board shall be chaired by the RM Board Chair, whom failing the CUBC Treasurer, whom failing the Club Chair whom failing one of the Senior Members whom failing a director nominated by the directors.~~ The person appointed to chair meetings of the RM Board shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

13)

a) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

b) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

29. The RM Board

(1) The RM Board shall meet at least twice between the start of each University term and the start of the following University term.

(2) The directors on the RM Board will be the charity trustees of the club.

(3) Proceedings of the RM Board shall be regulated in accordance with article 28.0

(4) The members of the RM Board, who shall be elected or appointed as set out in article 30, shall be:

(a) the three Student Directors;

(b) the Club Chair;

(c) the RM Board Chair;

(d) the CUBC Treasurer;

(e) the Senior Members and

(f) such other persons (if any) as the RM Board may from time to time in its sole discretion co-opt to the RM Board for a period to be determined by the RM Board. Co-opted directors shall include any temporary replacement for any member of the RM Board at (a) to (e) above that vacates his or her office before the expiry of his or her term of office set out in article 30 provided that: (i) any temporary replacement for any member of the RM Board at (a) is a *bona fide* member of the University *in statu pupillari*: RM Board and (ii) any temporary replacement for any member of the RM Board at (e) is a resident member of the Senate of the University. Co-opted directors shall be entitled to vote at the meetings of the RM Board.

(5) If any proposed temporary replacement for any member of the RM Board at (d) fails to fulfil the criteria set out in article 30(5)(a), the RM Board may submit to the Cambridge University Registry a written notice, setting out reasonable details and qualifications of such proposed temporary replacement. If the Cambridge University Registry does not object in writing to such proposed temporary replacement within seven days of deemed receipt of such notice, the RM Board may appoint such person as a temporary replacement.

(6) The Secretary to the RM Board shall appoint a person who shall be responsible for ensuring that accurate minutes are kept of all business conducted at meetings of the RM Board.

30. Elected Positions and Appointments

1) Provisions Applicable to Elections

Unless otherwise determined by members in general meeting, the following provisions apply to elections of Student Leaders

(a) Any person standing for election must be a *bona fide* member of the University *in statu pupillari.*

(b) Subject to the limitations and exceptions specified in article 30(2), any person voting in an election must be resident in Cambridge, *in statu pupillari* and a Life Member at the date of the election.

(c) Elections must be held during Full Easter Term and must comprise a primary election and a supplementary election as described in Article 30(2).

(d) Any person may hold one or more Student Leader role.

(e) Every person elected shall hold office from the last day of the Full Easter Term in the year of his or her election until the penultimate day of the following Full Easter Term.

(f) Nominations for any office in Column 1 in article 30(2) must be sent to the Administrative Secretary not less than ten days before the date set for each election. The Administrative Secretary shall ensure that all nominations, together with any supporting material for the nomination, are sent to the appropriate electorate described in Column 2 in article 30(2) not less than five days before the date of the election.

(g) Any resident student(s) not otherwise qualified may participate in an election if nominated by the Student Directors and in receipt of the positive votes of at least three-quarters of the electorate present for that election.

2) **The Student Leaders**

Primary Election
The person specified in Column 1 is to be elected by the electorate specified in Column 2 and is to have the responsibilities specified in Column 3.

Column 1 **Elected Position**	**Column 2** **Electorate**	**Column 3** **Responsibilities**
President Openweight Men	Openweight men only	Ensure that the Objects are met and lead the openweight men's crew
President Openweight Women	Openweight women only	Ensure that the Objects are met Lead the openweight women's crew
President Lightweight Men	Lightweight men only	Lead the lightweight men's crew
President Lightweight Women	Lightweight women only	Lead the lightweight women's crew
Administrative Secretary	No limitation	Responsibilities as determined by the RM Board from time to time.
Oneclub Secretary	No limitation	Responsibilities as determined by the RM Board from time to time.

Supplementary Election
The position specified in Column 1 is to be filled by one of the persons specified in Column 2, elected by the electorate specified in Column 3.

Column 1 **Elected Position**	**Column 2** **Candidates**	**Column 3** **Electorate - Limitations**
Ex officio director and member of the RM Board	President Openweight Men or President Lightweight Men	Openweight men and Lightweight men only
Ex officio director and member of the RM Board	President Openweight Women or President Lightweight Women	Openweight women Lightweight women only
Ex officio director and member of the RM Board	Administrative Secretary or Oneclub Secretary	No limitation

3) Club Chair

a) The Club Chair, who must be a Life Member, shall be responsible for the long-term development of the club. In particular, the Club Chair will focus on relations with members, the University and other external parties (other than those for which the Senior Members are responsible). The Club Chair shall also be responsible for chairing all general meetings of the club, including annual general meetings, and may have other responsibilities as determined by the RM Board from time to time.

b) The Club Chair shall be elected at Annual General Meetings of the club as determined by the RM Board. Any member may nominate a person to be Club Chair (as long as the candidate is a Life Member).

c) A Life Member elected as Club Chair shall hold office for a term of up to a maximum of 4 years (as agreed with the RM Board), and shall be eligible for election for up to a maximum of 2 terms.

d) The Club Chair shall be a director by virtue of his or her office.

(4) RM Board Chair

a) The RM Board Chair, who must be a Life Member, shall be responsible for

(i) overseeing the annual operation and running of the club;

(ii) giving guidance and advice to the Club Co-ordinator on all matters relating to the running of the club, to the operation and maintenance of the club's assets and properties and to recruitment issues;

(iii) giving advice and guidance on operational matters relating to the rowing programme.

b) The RM Board Chair may appoint another member of the RM Board as his or her deputy temporarily to discharge any or all of his or her responsibilities.

c) The RM Board Chair shall be elected at Annual General Meetings of the club as determined by the RM Board. Any member may nominate a person to be Club Chair (as long as the candidate is a Life Member).

d) A Life Member elected as RM Board Chair shall hold office for a term of up to a maximum of 4 years (as agreed with the RM Board), and shall be eligible for election for up to a maximum of 2 terms.

e) The RM Board Chair shall be a director by virtue of his or her office.

5) CUBC Treasurer

a) The CUBC Treasurer, who must be: (i) a resident member of the Senate of the University; or (ii) an individual of at least MA standing in the University; or (iii) an individual approved for the purpose by the Junior Proctor, shall be responsible for the financial affairs of the club. In particular, the CUBC Treasurer shall have the power to bind the club and to engage and dismiss staff upon such terms as he or she thinks fit, subject to the agreement of the RM Board.

b) The CUBC Treasurer shall be appointed annually by the RM Board.

c) The CUBC Treasurer shall be a director and the secretary of the club by virtue of his or her office.

6) Senior Members

a. There shall be two Senior Members, who shall be resident members of the Senate of the University, shall be jointly accountable to the University for

ensuring that there is in place proper finance, administration and regulation of the club and may have such other responsibilities as determined by the RM Board and agreed by the Senior Members from time to time.

b. The Senior Members shall be appointed annually by the RM Board in consultation with the University.

c. The Senior Members shall be directors of the club by virtue of their office.

7) Vice-Chancellor's Nominee

d. The Vice-Chancellor's Nominee, who shall be a resident member of the Senate of the University with the status of not less than Pro-Vice-Chancellor, shall be appointed by the Vice-Chancellor for such period as the Vice-Chancellor chooses.

e. The Vice-Chancellor's Nominee may by notice in writing to the chairman of any meeting of the directors appoint one of the Senior Members to speak on his or her behalf at that meeting.

8) Administrative Secretary

a. The Administrative Secretary, who must be a *bona fide* member of the University *in statu pupillari*, shall assist (as required) with administrative matters related to the Objects, shall deal with all matters relating to the election of the Student Leaders and may have other responsibilities as determined by the RM Board from time to time.

9) Oneclub Secretary

a. The Oneclub Secretary, who must be a *bona fide* member of the University *in statu pupillari*, shall support the Presidents in their development of the mutually supportive relationships which underpin the future success of the club and may have other responsibilities as determined by the RM Board from time to time.

10) The Rowing Safety Officer(s)

a. The Rowing Safety Officer(s) shall be responsible for:

(i) ensuring that the club's safety procedures are at the forefront of best practice and embrace the policies of Cambridge University Sport.

(ii) the implementation of the Rowing Safety Guidelines as published from time to time by British Rowing; and

(iii) informing the RM Board, especially the Senior Members, of all matters relating to the safety aspects of the club's activities.

b. The Rowing Safety Officer(s) shall be appointed annually by the RM Board.

11) The Welfare Officer(s)

a. The Welfare Officer(s) shall be responsible for:

i) ensuring that the club's welfare policies are at the forefront of best practice and embrace the policies of Cambridge University Sport.

(ii) the implementation of the Safeguarding Guidelines as published from time to time by British Rowing; and

(iii) informing the RM Board, especially the Senior Members, of all matters relating to the welfare aspects of the club's activities.

b. The Welfare Officer(s) shall be appointed annually by the RM Board.

~~**11) Special Transitional Article**~~

~~The Student Leaders for the period ending on the penultimate day of the Full Easter Term 2021 shall be the persons nominated by the Chairs of Cambridge University Boat Club, Cambridge University Women's Boat Club and Cambridge University Lightweight Rowing Limited, having regard to the indicative elections conducted during the Full Easter Term 2020 as if these Articles were in force.~~

31. Delegation

(1) The directors may delegate any of their powers or functions to a committee of the RM Board comprising two or more directors but the terms of any delegation must be recorded in the minute book.

(2) The directors may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the club except in accordance with a budget previously agreed with the directors.

(3) The directors may revoke or alter a delegation.

(4) The RM Board may establish sub-committees and working parties to assist it in better fulfilling its responsibilities. Members of sub-committees and/or working parties need not be members of the club or the RM Board.

(5) All acts and proceedings of any committee or working party must be fully and promptly reported to the directors.

(6) The proceedings of any committee or working party shall be regulated as considered fit by the committee/working party, subject to the provisions of the articles and any terms or conditions specified by the directors.

(7) Any member of a committee or working party may call a meeting of the committee/working party.

(8) Questions arising at meetings of committees and working parties shall be decided by a majority of votes.

(9) In the case of an equality of votes at a meeting of a committee or working party, the

chairman of the meeting (if one has been appointed) shall have a second or casting vote.

(10) Meetings of committees and working parties may be held by suitable electronic means agreed by the committee/working party in which each participant may communicate with all the other participants.

32. Validity of directors' decisions

(1) Subject to article 32(2), all acts done by a meeting of the RM Board or a committee of directors shall be valid notwithstanding the participation in any vote of a director:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

(d) the vote of that director; and

(e) the director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

(2) Article 32(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 32(1), the resolution would have been void, or if the director has not complied with article 8.

33. Minutes

(1) The directors or the Secretary to the RM Board must keep minutes of all:

(a) appointments of co-opted directors made by the directors;

(b) proceedings at meetings of the club;

(c) meetings of the RM Board and committees of directors including:

(i) the names of the directors present at the meeting;

(ii) the decisions made at the meetings; and

(iii) where appropriate the reasons for the decisions.

(2) The Secretary to the RM Board shall ensure that minutes of all business transacted

at meetings of the club are confirmed as an accurate record at the beginning of the meeting following the one to which they refer.

34. Accounts

(1) The directors must prepare for each financial year accounts as required by the Companies Acts and the Charities Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The directors must keep accounting records as required by the Companies Act.

35. Provision of information to the University

The directors must supply annual accounts of the club to the University, together with such other information as the University may reasonably require from time to time, whether in connection with CUBC's registration as a club of the University (if applicable) or in relation to the need to ensure that CUBC is being administered on its behalf in accordance with paragraph 28(1)(a) of Schedule 3 of the Charities Act or otherwise.

36. Means of communication to be used

(1) Subject to the articles, anything sent or supplied by or to the club under the articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the club.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) Any notice to be given to or by any person pursuant to the articles:

(a) must be in writing; or

(b) must be given in electronic form.

(4) The club may give any notice to a member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

(c) by leaving it at the address of the member; or

(d) by giving it in electronic form to the member's address; or

(e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website.

The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

(5) A member who does not register an address with the club or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the club.

(6) A member present in person at any meeting of the club shall be deemed to have received notice of the meeting and of the purposes for which it was called.

(7) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(b) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(8) In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic form of communication, 48 hours after it was sent.

37. Indemnity

(a) The club shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

(b) In this article a “relevant director” means any director or former director of the club.

(1) The club may indemnify an auditor against any liability incurred by him or her or it:

(a) in defending proceedings (whether civil or criminal) in which judgment is given in his, her or its favour or he, she or it is acquitted; or

(b) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to he, she or it by the Court.

38. Rules

(1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the

club.

(2) The bye laws may regulate the following matters but are not restricted to them:

(a) the admission of members (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members in relation to one another, and to the club's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the club's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

(e) generally, all such matters as are commonly the subject matter of company rules.

(3) The club in general meeting has the power to alter, add to or repeal the rules or bye laws.

(4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members.

(5) The rules or bye laws shall be binding on all members of the club. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

39. Disputes

(1) Save for disputes concerning matters governed by statute, all disputes are to be referred to the Club Chair or, in his or her absence, one of the Senior Members, who shall attempt to achieve a consensual resolution within 14 days of referral. If a dispute is not resolved as a result of its referral to the Club Chair or Senior Member (as appropriate), it shall be referred on to the University whose decision shall be final.

(2) If a dispute arises between members of the club about the validity or propriety of anything done by the members of the club under the articles, and the dispute cannot be resolved by agreement within a period of one month, the parties to the dispute must first try in good faith to settle the dispute by mediation for which purpose a further period of one month must be allowed before resorting to litigation.

40. Dissolution

(1) Subject to articles 40(3) and 40(4), the members may at any time before, and in expectation of, its dissolution resolve that any net assets of the club after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the club be applied or transferred in any of the following ways:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

(2) Subject to articles 40(3) and 40(4) and any such resolution of the members of the club, the directors of the club may at any time before and in expectation of its dissolution resolve that any net assets of the club after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the club be applied or transferred:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

(3) No application or transfer of assets may be made pursuant to articles 40(1) and 40(2) without the prior written consent of the University.

In no circumstances shall the net assets of the club be paid to or distributed among the members of the club (except to a member that is a charity) and if no resolution in accordance with article 40(1) is passed by the members or the directors the net assets of the club shall be applied for charitable purposes as directed by the Court or the Commission.

41. Interpretation

In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 32 "connected person" means:

(a) a child, parent, grandchild, grandparent, brother or sister of the director;

(b) the spouse or civil partner of the director or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the director or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled:

(i) by the director or any connected person falling within sub-clause (a), (b) or (c) above; or

(ii) by two or more persons falling within sub-clause 41(d)(i), when taken together;

(e) a body corporate in which:

(i) the director or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

(ii) two or more persons falling within sub-clause 41(e)(i) who, when taken together, have a substantial interest.

(f) Sections 350 – 352 of the Charities Act apply for the purposes of interpreting the terms used in this article.