

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

Whitefriars Sailing Club Limited

PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

1 DEFINED TERMS

- 1.1 The regulations contained in the Model Articles for Private Companies Limited by Guarantee set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008), shall not apply as the articles of association of the Club.
- 1.2 In these Articles, unless the context requires otherwise:

Act	means the Companies Act 2006;
AGM	means a General Meeting held as the Club's Annual General Meeting;
Articles	means these articles of association, and Article refers to a particular provision in them;
Associate Club member	means a member of the Club who is not a Voting Club Member, and who therefore neither has voting rights at General Meetings nor any other rights to which members of companies are entitled under the Articles or the Companies Acts, and Associate Club Membership shall be interpreted accordingly;

Board Reserved Matters	has the meaning given in Article 8.8;
Clear days	means a period of notice of the specified length excluding the day of the meeting and the day on which the notice is given;
Club	means Whitefriars Sailing Club Limited, the company regulated by these Articles;
Club Rules	means the Rules of the Club from time to time approved by a resolution of the board of Directors;
Companies Acts	means the Companies Acts (as defined in Section 2 of the Act) in so far as they apply to the Club;
Director	means a Director of the Club and includes any person occupying the position of Director, by whatever name called;
electronic form	has the meaning given in Section 1168 (hard copy and electronic form and related expressions) of the Act;
General Meeting	means any General Meeting of the Club, including any General Meeting held as the Club's AGM;
Member	means all members of the Club, whether Voting Club Members or Associate Club Members and membership shall be interpreted accordingly;
Officers	Has the meaning given in Article 6.1;

ordinary resolution	means a resolution passed at a General Meeting by a simple majority of the Voting Club Members;
RYA	means the Royal Yachting Association registered in England with the company number 878357;
sailing	means sporting, recreational and other activities carried out in water-borne craft of any description powered manually or by the wind and includes the provision of support for all those activities by power driven craft;
Secretary	means the Company Secretary of the Club, if appointed and any person appointed by the Directors of the Club to perform any of the duties of the Secretary, including, but not limited to, a joint, assistant or deputy secretary;
special resolution	means a resolution at a General Meeting passed by a majority of not less than 75% of the Voting Club Members;
subsidiary	has the meaning given in Section 1159 of the Act;
Voting Club Member	means every person who has agreed to become a company member of the Club and whose name is entered in the Club's register of members in accordance with Section 112 of the Act;
writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.3 In these Articles, unless the context otherwise requires:

- 1.3.1 other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the Club;

- 1.3.2 words in the singular shall include the plural and in the plural shall include the singular; and;
 - 1.3.3 a reference to one gender shall include a reference to the other genders.
- 1.4 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it, and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 A person includes a natural person, and that person's personal representatives, successors and permitted assigns.
- 1.7 Any phrase introduced by the terms including, include, in particular or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 2 LIABILITY OF VOTING CLUB MEMBERS**
- 2.1 The liability of each Voting Club Member is limited to £1, being the amount that each Voting Club Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Voting Club Member or within one year after he ceases to be a Voting Club Member, for:
 - 2.1.1 payment of the Club's debts and liabilities contracted before he ceases to be a Voting Club Member;
 - 2.1.2 payment of the costs, charges and expenses of winding up; and
 - 2.1.3 adjustment of the rights of the contributories among themselves.
- 2.2 Associate Club Members shall not have any liability to contribute to the assets of the Club in the event of its being wound up.

PART 2: OBJECTS & POWERS

3 OBJECTS

3.1 The Club is established for the following purposes:

- 3.1.1 to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as Whitefriars Sailing Club;
- 3.1.2 to promote and facilitate healthy recreation by the provision of facilities for the sport of sailing;
- 3.1.3 To be fully affiliated to the RYA (Royal Yachting Association)
- 3.1.4 to provide social and other facilities for Members as may from time to time be determined by the Directors; and
- 3.1.5 the promotion of good fellowship between Members, their friends and guests.

4 POWERS

4.1 In pursuance of the objects set out in Article 3.1, the Club has the power to:

- 4.1.1 establish, maintain and conduct a Sailing Club at Lake 26 in the Cotswold Lakes;
- 4.1.2 promote and hold, either alone or jointly with any other association, club or persons, meetings, competitions and regattas for the purpose of competitive sailing and to offer, give, or contribute towards prizes, medals, and awards;
- 4.1.3 provide training;
- 4.1.4 obtain and maintain recognition by the RYA as an RYA Recognised Training Centre;
- 4.1.5 provide advice or information;
- 4.1.6 co-operate with other bodies;
- 4.1.7 accept gifts and raise funds;
- 4.1.8 borrow money;
- 4.1.9 give security for loans or other obligations;

- 4.1.10 acquire or hire property of any kind;
- 4.1.11 let or dispose of property of any kind;
- 4.1.12 set aside funds for special purposes or as reserves against future expenditure;
- 4.1.13 deposit or invest its funds in any manner;
- 4.1.14 delegate the management of investments to a financial expert;
- 4.1.15 insure the property of the Club against any foreseeable risk and take out other insurance policies to protect the Club when required;
- 4.1.16 employ paid or unpaid agents, staff or advisers;
- 4.1.17 appoint a legal adviser to the Club;
- 4.1.18 enter into contracts to provide services to or on behalf of other bodies;
- 4.1.19 establish or acquire subsidiary companies; and
- 4.1.20 do anything else within the law which promotes or helps to promote the objects set out in Article 3.1.

PART 3: DIRECTORS

5 DIRECTORS

- 5.1 The Directors are responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club other than those which are required by the Companies Acts or by these Articles to be exercised by the Club in General Meeting.
- 5.2 The board of Directors of the Club shall, unless otherwise determined by the Club by ordinary resolution passed at a General Meeting, comprise the following Directors:
 - 5.2.1 the Commodore;
 - 5.2.2 the Vice Commodore;
 - 5.2.3 the Rear Commodore (Sailing);
 - 5.2.4 the Rear Commodore (Lake and Grounds);

- 5.2.5 the Rear Commodore (House and Facilities);
 - 5.2.6 the Training Principal;
 - 5.2.7 the Treasurer;
 - 5.2.8 up to two additional Directors appointed as representatives of Club Members (who shall not serve for more than of two years). On the expiry of the two-year term, a representative of Club Members shall not be eligible for re-appointment to that role for one year.
- 5.3 Subject to Article 5.2, any Voting Club Member who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:
- 5.3.1 by ordinary resolution passed at a General Meeting; or
 - 5.3.2 by the Directors in accordance with any procedures set out in the Club Rules. Any person so appointed by the Directors shall retire at the next AGM and shall then be eligible for re-appointment.
- 5.4 Each Director shall retire at each Annual General Meeting and shall be eligible for re-appointment. A Flag Officer (being the roles of Commodore, Vice-Commodore and Rear Commodore) shall not serve for more than three consecutive years in any one role but shall be eligible for appointment to any other role of Flag Officer at the Annual General Meeting.
- 5.5 The office of a Director automatically terminates if he:
- 5.5.1 ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law;
 - 5.5.2 ceases to be a Voting Club Member;
 - 5.5.3 is convicted of an offence involving dishonesty;
 - 5.5.4 has a bankruptcy order made against him, compounds with his creditors generally or applies to the court for an interim order under Section 253 of the Insolvency Act 1986 in connection with a voluntary arrangement under that Act or any analogous event occurs in relation to him in another country;
 - 5.5.5 is absent without notice from two consecutive meetings of the Directors and is asked by a majority of the other Directors to resign;
 - 5.5.6 is incapable, whether mentally or physically, of managing his own affairs;

- 5.5.7 resigns by written notice to the Directors (but only if at least two Directors will remain in office); or
 - 5.5.8 is removed by the Voting Club Members.
- 5.6 If a Director stops being a Director for any reason, he will also automatically cease to be a member of any committee or sub-committee of the Directors.

6 OFFICERS

- 6.1 The Officers of the Club (who must all be Voting Club Members) are:
- 6.1.1 the Commodore;
 - 6.1.2 the Vice Commodore;
 - 6.1.3 the Rear Commodores;
 - 6.1.4 the Training Principal;
 - 6.1.5 the Treasurer;
 - 6.1.6 the Secretary;
 - 6.1.7 the Membership Secretary;
- 6.2 Each of the Officers must for the duration of their appointment as an Officer meet and satisfy any conditions and comply with any duties and responsibilities set out in the Club Rules.
- 6.3 The Officers (other than any Officer who is also to be appointed as a Director whose appointment as a Director and officer will be made in accordance with Article 5) shall be appointed by the Voting Club Members at the AGM each year. All Officers shall hold office from the conclusion of the AGM at which they are appointed until the conclusion of the AGM the following calendar year.
- 6.4 All Officers shall be eligible to stand for re-appointment if they satisfy the requirements of these Articles and the Club Rules.

7 DIRECTORS' PROCEEDINGS

- 7.1 Subject to the provisions of these Articles, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. At any time, any Director may, and the Secretary

at the request of a Director shall, call a meeting of the Directors by giving notice to the other Directors. Notice need not be in writing and may be sent to any address provided by the Director.

- 7.2 Any Director may (before or after any meeting of the Directors) waive notice of any meeting and any waiver may be retroactive.
- 7.3 The Directors must hold at least ten meetings each year.
- 7.4 Subject to Article 10.5, the quorum for Directors' meetings may be fixed from time to time by the Directors, but it must never be less than five, including a Flag Officer and, unless otherwise fixed, it is five. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
 - 7.4.1 to appoint further Directors; or
 - 7.4.2 to call a General Meeting so as to enable the Voting Club Members to appoint further Directors.
- 7.5 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.
- 7.6 The Commodore or (if the Commodore is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting of the Directors.
- 7.7 Matters to be decided at a meeting of the Directors shall be decided by a majority of the votes cast at that meeting.
- 7.8 Any Director may, and the Secretary at the request of a Director shall, propose a written resolution by giving written notice to the other Directors. A Directors' written resolution is adopted when all of the Directors who would have been entitled to vote on such resolution if it had been proposed at a meeting of the Directors have: (i) signed one or more copies of it; or (ii) otherwise indicated their agreement to it in writing. A Directors' written resolution is not adopted if the number of Directors who have signed it is less than the quorum for Directors' meetings. Once a Directors' written resolution has been adopted, it must be treated as if it had been a resolution passed at a Directors' meeting in accordance with these Articles.
- 7.9 Every Director has one vote. In the case of an equality of votes at a meeting

of the Directors, the chairman of the meeting shall have a second or casting vote.

- 7.10 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

8 DIRECTORS' POWERS

- 8.1 The Directors may exercise any powers of the Club which are not reserved to the Voting Club Members in General Meeting.
- 8.2 The Directors may delegate any of their powers or discretions to committees consisting of two or more individuals appointed by them on such terms and subject to such conditions as the Directors may think fit. If the Directors have delegated any power or discretion to a committee, any references in these Articles to using that power or discretion includes its use by the committee.
- 8.3 At least one member of every committee must be a Director and all proceedings of committees must be reported promptly to the Directors.
- 8.4 Unless the Directors decide not to allow this, any committee can sub-delegate any of its powers or discretions to sub-committees. References in these Articles to committees include sub-committees permitted under this Article.
- 8.5 The Club Rules may contain provisions in relation to the proceedings of committees. Subject to any such provisions, the meetings and proceedings of any committee to which the Directors delegate any of their powers shall follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by Directors.
- 8.6 The Directors may revoke any delegation in whole or part or alter its terms and conditions.
- 8.7 No action or decision relating to any of the matters specified in Article 8.8 (the Board Reserved Matters) shall be taken by the Club or any of the Directors or Officers unless the board of Directors of the Club gives its prior approval to proceed.
- 8.8 The Board Reserved Matters are:
- 8.8.1 establishing different classes of Membership and deciding who will be eligible for admission to them and what their rights and obligations will be;

- 8.8.2 borrowing money;
- 8.8.3 giving security for loans or other obligations;
- 8.8.4 acquiring or hiring property of any kind (other than in the ordinary course of the activities of the Club);
- 8.8.5 letting or disposing of property of any kind (other than in the ordinary course of the activities of the Club);
- 8.8.6 setting aside funds for special purposes or as reserves against future expenditure;
- 8.8.7 depositing or investing the Club's funds in any manner;
- 8.8.8 delegating the management of investments to a financial expert;
- 8.8.9 entering into contracts to provide services to or on behalf of other bodies;
- 8.8.10 commencing any litigation or other proceedings against any person;
- 8.8.11 establishing or acquiring subsidiary companies.

9 DIRECTORS' REMUNERATION AND EXPENSES

- 9.1 Directors may undertake any services for the Club that the Directors decide.
- 9.2 Directors are not entitled to any remuneration in respect of their appointment as Directors of the Club or for providing their services to the Club as Directors.
- 9.3 The Club may pay any reasonable expenses which the Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

10 CONFLICTS OF INTEREST

- 10.1 The Directors may, in accordance with the requirements set out in Article 10.2, authorise any situation in which a Director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Club which would, if not authorised, involve a Director breaching his duty under section 175 of the Act (duty to avoid conflicts of interest) to avoid conflicts of interest.
- 10.2 Any authorisation under Article 10.1 shall be effective only if:

- 10.2.1 the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors;
 - 10.2.2 any requirement as to the quorum is met without counting the interested Director; and
 - 10.2.3 the matter was agreed to without the interested Director voting or would have been agreed to if the interested Director's vote had not been counted.
- 10.3 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Club for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a conflict of interests which has been authorised by the Directors in accordance with these Articles or by the Voting Club Members in General Meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 10.4 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Club in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes, unless the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 10.5 Where the number of non-conflicted Directors is less than the quorum for the purposes of approving a resolution authorising any situation or transaction constituting a conflict as anticipated by the Companies Acts, the quorum shall be all the disinterested Directors.
- 10.6 When all the Directors of the Club are conflicted, the Club shall pass the conflict to the Voting Club Members for approval by ordinary resolution.

PART 4: MEMBERSHIP

11 APPLICATIONS FOR MEMBERSHIP

- 11.1 Membership is open to any individual interested in the sport of sailing.

Membership is not transferable.

11.2 No person shall become a Member unless:

11.2.1 that person has completed an application for Membership in a form approved by the Directors or by any committee of the Directors from time to time; and

11.2.2 the Directors or the Membership Secretary has approved the application.

11.3 Membership is also subject to any subscriptions or affiliation fees that may be set by the Directors from time to time.

11.4 Every person who, at the date of incorporation of the Club, was a member of the unincorporated club known as Whitefriars Sailing Club referred to in Article 3.1.1, and who, on or before 1 April 2025, or during such extended period as the Directors may determine, signs and delivers to the Club the form of Membership prescribed by the Directors, shall be a Member of the Club from incorporation.

11.5 The Directors may establish different classes of Membership and decide who will be eligible for admission to them and what their rights and obligations will be.

12 TERMINATION OF MEMBERSHIP

12.1 A Member may withdraw from Membership by giving seven days' notice to the Club in writing by way of notice sent to the Secretary.

12.2 A person's Membership terminates when that person dies or ceases to exist.

12.3 The Directors or any committee of the Directors may terminate the Membership of any Member without his consent by giving him written notice if, in the reasonable opinion of the Directors or the members of that committee (as applicable):

12.3.1 he is guilty of conduct which has or is likely to have a serious adverse effect on the Club or bring the Club or any or all of the Members and Directors into disrepute;

12.3.2 he has acted or has threatened to act in a manner which is contrary to the interests of the Club as a whole;

12.3.3 (in respect of adult Members only) he has failed on three consecutive occasions to perform the duties which have been allocated to him as

a Member in accordance with the Club Rules;

12.3.4 he has failed to observe the terms of these Articles or the Club Rules;

12.4 If the Directors or any committee of the Directors wish to terminate a person's Membership in accordance with Article 12.3, they must give notice to that Member and provide the Member with the opportunity to be heard in writing or in person as to why his Membership should not be terminated. The Directors or members of the committee (as applicable) must consider any representations made by the Member and inform the Member of their decision following such consideration.

12.5 A Member whose Membership is terminated under Article 12.3 shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Club any subscription or other sum owed by him.

13 GENERAL MEETINGS

13.1 All General Meetings shall be held at the registered office of the Company or at any other address in the United Kingdom that the Directors may decide.

13.2 Voting Club Members may require the Directors to call a General Meeting of the Club in accordance with the requirements of the Act.

13.3 Voting Club Members are entitled to attend and vote at General Meetings in person or via a video conference link provided and managed by the Directors.

13.4 Associate Club Members are entitled to attend and speak, but not vote, at General Meetings.

13.5 The chairman of a General Meeting may permit other persons who are not Members to attend and speak at a General Meeting.

13.6 Voting Club Members may also, from time to time discuss and determine any business put before them by the Directors or set out in a valid request by the Voting Club Members to call a General Meeting pursuant to Article 13.7;

13.7 A General Meeting may be called by the Directors at any time and must be called within 21 days of a written request from Voting Club Members who represent at least 20% of the total voting rights of all the Voting Club Members having a right to vote at General Meetings.

13.8 General Meetings are called on at least 14 clear days' written notice

indicating the business to be discussed and (if any resolutions are to be proposed) setting out the terms of the proposed resolutions.

- 13.9 There is a quorum at a General Meeting if the number of Voting Club Members present in person or by proxy is at least thirty.
- 13.10 The Commodore shall preside as chairman of any General Meeting at which he is present and willing to do so. If he is not present or is unwilling, the Vice Commodore, shall preside failing whom any Director present and willing to act and, if more than one, chosen by the Directors present at the meeting, shall preside as chairman of that meeting. If no Director is present within 10 minutes after the time appointed for holding the meeting and willing to act as chairman, a Voting Club Member may be elected to be the chairman of that meeting by a resolution of the Club passed at that meeting.
- 13.11 Every Voting Club Member present in person or via a video conference link provided and managed by the Directors has one vote on each issue.
- 13.12 Except where otherwise provided by these Articles or the Companies Acts, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a General Meeting. For this purpose, the written resolution may be set out in more than one document.
- 13.13 A technical defect in the appointment of a Voting Club Member of which the Voting Club Members are unaware at the time does not invalidate a decision taken at a General Meeting or a written resolution of the Voting Club Members.

14 ADJOURNMENT

- 14.1 If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 14.2 The chairman of the meeting may adjourn a General Meeting at which a quorum is present if:
 - 14.2.1 the meeting consents to an adjournment; or
 - 14.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 14.3 The chairman of the meeting must adjourn a General Meeting if directed to

do so by the meeting.

14.4 When adjourning a General Meeting, the chairman of the meeting must:

14.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and

14.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

14.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least 7 clear days' notice:

14.5.1 to the same persons to whom notice of the Club's General Meetings is required to be given; and

14.5.2 containing the same information which such notice is required to contain.

14.6 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

15 VOTING: GENERAL

15.1 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

16 ERRORS AND DISPUTES

16.1 No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

16.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

17 POLL VOTES

17.1 A poll on a resolution may be demanded:

17.1.1 in advance of the General Meeting where it is to be put to the vote; or

17.1.2 at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 17.2 A poll may be demanded by:
- 17.2.1 the chairman of the meeting;
 - 17.2.2 the Directors;
 - 17.2.3 two or more persons having the right to vote on the resolution; or
 - 17.2.4 a person or persons representing not less than one tenth of the total voting rights of all the Voting Club Members having the right to vote on the resolution.
- 17.3 A demand for a poll may be withdrawn if:
- 17.3.1 the poll has not yet been taken; and
 - 17.3.2 the chairman of the meeting consents to the withdrawal.
- 17.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

18 AMENDMENTS TO RESOLUTIONS

- 18.1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
- 18.1.1 notice of the proposed amendment is given to the Club in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - 18.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 18.2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:
- 18.2.1 The chairman of the meeting or a Voting Member proposes the amendment at the General Meeting at which the resolution is to be proposed; and
 - 18.2.2 the amendment does not have the effect of negating the motion or go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 18.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

ANNUAL GENERAL MEETING

- 18.4 The Club must hold a General Meeting as an AGM in each year during the months of November or December in addition to any other General Meetings in that year and must specify the meeting as the AGM in the notice calling it.
- 18.5 Nominations in writing for the posts of Directors shall be proposed by at least two Voting Members and be given to the Secretary before 15th October. The permission of each nominee to stand for a post must be stated on the nomination form. The list of nominees shall be posted in the Clubhouse and on the Club Website by the Secretary by 31st October. Directors who wish to stand for a further year may do so without being nominated (subject to the limitations in Article 5). If a post of Director is vacant and no nominations have been received for that post, a nomination by two Voting Members may be accepted at the AGM.
- 18.6 If there is more than one candidate nominated for a post of Director, the candidates will leave the room while a vote is taken by show of hands, or if the Chair of the meeting so decides by poll and the candidate with the greatest number of votes shall be deemed elected.
- 18.7 At the AGM, no business shall be discussed except the following:
- 18.7.1 any business that the Directors have ordered to be inserted in the notice convening the meeting;
 - 18.7.2 the accounts of the Club for the previous financial year;
 - 18.7.3 a written report by the Commodore on the Club's activities;
 - 18.7.4 any business that has been notified to the Secretary by a Voting Club Member before 31st October and published in the notice convening the meeting;
 - 18.7.5 to appoint the Directors; and
 - 18.7.6 to approve the arrangements for an examination of the Club's annual accounts by a competent person other than the Treasurer.

PART 5: ADMINISTRATIVE ARRANGEMENTS

19 RECORDS AND ACCOUNTS

- 19.1 The Directors must comply with the requirements of the Companies Acts as

to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies of information required by law including:

19.1.1 annual returns;

19.1.2 annual reports; and

19.1.3 annual financial statements.

19.2 The Directors must also keep records of:

19.2.1 all proceedings at meetings of the Directors;

19.2.2 all resolutions in writing;

19.2.3 all reports of committees; and

19.2.4 all professional advice obtained.

19.3 Accounting records relating to the Club must be made available for inspection by any Director at any time during normal office hours and may be made available for inspection by Voting Club Members who are not Directors if the Directors so decide.

19.4 A copy of the Club's latest available financial statements must be supplied on request to any Director.

20 INDEMNITY

20.1 A Director or Officer or former Director or Officer of the Club may be indemnified out of the Club's assets against:

20.1.1 any liability incurred by that Director or Officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Club; or

20.1.2 any other liability incurred by that Director or Officer of the Club.

20.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

21 INSURANCE

21.1 The Directors may decide to purchase and maintain insurance, at the

expense of the Club, for the benefit of any relevant Director or Officer of the Club in respect of any relevant loss.

21.2 In this article:

21.2.1 a "relevant Director or Officer " means any Director or Officer or former Director or Officer of the Club; and

21.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director or Officer in connection with that Director's or Officer's duties or powers in relation to the Club.

22 COMMUNICATIONS

22.1 Notices and other documents to be served on Members or Directors under these Articles may be served:

22.1.1 by hand;

22.1.2 by post;

22.1.3 by suitable electronic means; or

22.1.4 through publication in the Club's newsletter or on the Club's website.

22.2 The only address at which a Member is entitled to receive notices sent by post is an address in the United Kingdom shown in the register of Members.

22.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

22.3.1 24 hours after being sent by electronic means, posted on the Club's website or delivered by hand to the relevant address;

22.3.2 two clear days after being sent by first class post to that address;

22.3.3 three clear days after being sent by second class or overseas post to that address;

22.3.4 immediately on being handed to the recipient personally; or, if earlier,

22.3.5 as soon as the recipient acknowledges actual receipt.

22.4 A technical defect in service of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

23 AMENDING THE ARTICLES

- 23.1 These Articles may be amended at a General Meeting by special resolution of the Voting Club Members.

24 PROFITS NOT TO BE DISTRIBUTED

- 24.1 The income and property of the Club shall be applied solely in promoting the objects of the Club as set out in Article 3.1.

- 24.2 No dividends or bonus may be paid or capital otherwise returned to the Voting Club Members, provided that nothing in these Articles shall prevent any payment in good faith by the Club of:

24.2.1 reasonable and proper remuneration to any Voting Club Member, officer or servant of the Club for any services rendered to the Club;

24.2.2 interest on money lent by any Voting Club Member or Director at a reasonable and proper rate per annum not above the published base lending rate of a clearing bank to be selected by the Directors;

24.2.3 reasonable and proper rent for premises demised or let to the Club by any Voting Club Member or Director; or

24.2.4 reasonable out-of-pocket expenses properly incurred by any Director.

25 DISSOLUTION

- 25.1 If the Club is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Voting Club Members, but shall be given or transferred, at the sole discretion of the Directors, to:

25.1.1 a charity and/or

25.1.2 a sailing club with purposes which are similar to the Club; and/or

25.1.3 the RYA or other British national governing body for the sport of sailing for use by that organisation for related community sports.

26 CLUB RULES

- 26.1 Each Member shall comply with all of the provisions contained in the Club Rules which are expressed to apply to, or which relate to, Members.

End of Articles