

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

- of -

**MINIMA YACHT CLUB LIMITED**  
**(Company No. 07773971)**

(as adopted by special resolution passed on 20 January 2013)

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**ARTICLES OF ASSOCIATION**

- of -

**MINIMA YACHT CLUB LIMITED**

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**PART 1**

**DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY**

**1. Defined terms**

**1.1 In these Articles, unless the context requires otherwise:**

"the Act" means the Companies Act 2006 as modified  
by statute or re-enacted from time to time;

"Articles" means these articles of association, as may be  
amended from time to time;

"bankruptcy" includes individual insolvency proceedings in  
a jurisdiction other than England and Wales  
or Northern Ireland which have an effect  
similar to that of bankruptcy;

"Board" means the board of directors of the Club  
established from time to time in accordance

	with Article 18, the members of which are the directors of the Club for the purposes of the Companies Acts;
"Boat Park"	means the piece of Land within Home Park adjoining Barge Walk which the Club has been granted a licence to use by Historic Royal Palaces for members to park their Boats;
"Commodore"	means the person elected from time to time in accordance with these Articles as the commodore of the Club;
"clear days"	means a period of days exclusive of the day on which the notice is served and of the day for which it is given;
"Club"	means MinimaYacht Club Limited;
"Clubhouse"	means the premises known as 48a High Street Kingston Upon Thames Surrey KT1 1HN;
"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 company, and includes any person occupying the position of director, by whatever name called;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;

"Elected Director"	means a director elected in accordance with Article 18.2.4;
"electronic form"	has the meaning given in Section 1168 of the Act;
"Flag Officer"	means the Commodore, Vice-Commodore or Rear-Commodore elected in accordance with the Articles;
"general meeting"	means an annual general meeting or other general meeting of the Club;
"hard copy form"	has the meaning given in Section 1168 of the Act;
"Life Member"	means a member who is appointed as a life member pursuant to Article 32.2.4;
"member"	means the persons admitted to the membership of the Club in accordance with Article 29 and any Rules from time to time in force;
"Non-Voting Members"	means all members of the Club other than the Voting Members and who shall not be members for the purposes of the Companies Acts;
"ordinary resolution"	has the meaning given in Section 282 of the Act;
"participate"	in relation to a directors' meeting, has the meaning given in Article 11;

"proxy notice"	has the meaning given in Article 41.1;
" RYA "	means the Royal Yachting Association (a company limited by guarantee with company number 00878357 which is the governing body for all forms of boating within the United Kingdom) of RYA House, Ensign Way, Hamble, Southampton, Hampshire SO31 4YA;
"Rear-Commodore"	means the person from time to time elected in accordance with these Articles as the rear-commodore of the Club;
"Rules"	means the rules and regulations of the Club made by the Board or by the Club in general meeting, as amended from time to time;
"Secretary"	means the secretary of the Club elected from time to time in accordance with these Articles and who shall also be the company secretary for the purposes of the Companies Acts;
"special resolution"	has the meaning given in Section 283 of the Act;
"subsidiary"	has the meaning given in Section 1159 of the Act;
"Vice-Commodore"	means the person from time to time elected in accordance with these Articles as the vice-commodore of the Club;
"Voting Members"	means the members of the Club who, under these Articles are entitled to receive notice

of, attend and vote at general meetings and who are members of the Club for the purposes of the Companies Acts;

"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.

- 1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Act.
- 1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.
- 1.4 For the purposes of Section 20 of the Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

## **2. Objects**

- 2.1 The objects for which the Club is established ("Objects") are:
  - 2.1.1 principally to promote and facilitate community participation in the sports of sailing, canoeing and other water or related eligible sports as defined in Section 661 (1) of the Corporation Tax Act 2010;
  - 2.1.2 to provide and maintain Club premises at 48A High Street, Kingston upon Thames, Surrey KT1 1HN and/or such other premises as the Club may from time to time decide and club-owned sailing and canoeing equipment for the use of its members (without discrimination);
  - 2.1.3 to sell or supply food and/or drink and provide social and other facilities and activities as an adjunct to the sporting purposes of the Club;



- 2.1.4 to obtain funding for the activities of the Club by collecting entrance fees, membership subscriptions, and racing fees, by obtaining sponsorship and other available funding;
- 2.1.5 to promote amateur sailing and canoeing within the Club;
- 2.1.6 to affiliate to the RYA;
- 2.1.7 to acquire, establish, own, operate and turn to account in any way for the members' benefit the facilities of the Club together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable;
- 2.1.8 to carry on any other trade or business (subject to the terms of any lease or licence of any premises occupied by the Club) and to take any action which can, in the opinion of the Board, be advantageously carried on by the Club in furtherance of the Objects set out in Article 2.1.1;
- 2.1.9 to make rules, regulations, bye-laws and standing orders concerning the operation of the Club including without limitation regulations concerning disciplinary procedures that may be taken against the members;
- 2.1.10 to undertake and execute charitable trusts relating to the activities of the Club;
- 2.1.11 to make donations or offer support to sailing, canoeing and other water or related eligible sports clubs which are charities or community amateur sports clubs; and
- 2.1.12 to do all such other things as shall be thought fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.

### **3. Powers**

3.1 The Club shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (the "Powers").

3.2 The income and property of the Club shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Club or third parties other than other registered community amateur sports clubs or charities. No member shall be paid a salary, bonus fee or other remuneration for sailing, canoeing or undertaking other sporting activities representing the Club.

3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Club:

3.3.1 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses;

3.3.2 of interest on money lent by a member of the Club or its directors at a commercial rate of interest;

3.3.3 of reasonable and proper rent for premises demised or let by any member of the Club or by any director;

3.3.4 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Club;

3.3.5 to the Secretary for clerical or other assistance;

3.3.6 of other payments as are permitted by these Articles.

### **4. Liability of members**

4.1 The liability of each member is limited to £1, 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 is a member or within one year after he ceases to be a member, for any of the items set out in Article 4.2.

4.2 The items for which the members undertake to contribute are:

4.2.1 payment of the Club's debts and liabilities contracted before he ceases to be a member;

4.2.2 payment of the costs, charges and expenses of winding up; and

4.2.3 adjustment of the rights of the contributories among themselves.

## **PART 2**

### **DIRECTORS**

#### **DIRECTORS' POWERS AND RESPONSIBILITIES**

##### **5. Directors' general authority**

5.1 Subject to these Articles, any Rules made pursuant to them and the Companies Acts, the Board is responsible for the management of the Club's business, for which purpose it may exercise all the powers of the Club.

5.2 No Rule made by the Club in general meeting pursuant to Article 48 shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.

5.3 The Voting Members may, by special resolution, direct the Board to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Board have done before the passing of the resolution.

##### **6. Directors may delegate**

6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

6.1.1 to such person or committee;

6.1.2 by such means (including by power of attorney);

6.1.3 to such an extent;

6.1.4 in relation to such matters or territories; and

6.1.5 on such terms and conditions;

as it thinks fit.

and, with the exception of committees or persons concerned with the purchase for the Club or the supply by the Club of intoxicating liquor, may have its membership comprised from members of the Club over the age of 18 years. The Flag Officers shall ex-officio be members of all such committees.

6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.

6.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

6.4 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

## **7. Committees**

7.1 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

7.2 The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

7.3 The quorum for meetings of any committee formed pursuant to the provisions of the Articles shall be five.

## **DECISION-MAKING BY DIRECTORS**

### **8. Directors to take decisions collectively**

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 9.

### **9. Unanimous decisions**

9.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

9.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

9.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.

9.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

### **10. Calling a meeting of the Board**

10.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that a meeting shall be held at least once in every three calendar months and at least four such meetings shall be held in each year.

- 10.2 The Board shall report on their activities to the members at the annual general meeting.
- 10.3 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Secretary to give such notice.
- 10.4 Notice of any meeting of the Board must indicate:
- 10.4.1 its proposed date and time;
  - 10.4.2 where it is to take place; and
  - 10.4.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 10.5 Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

**11. Participation in meetings of the Board**

- 11.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:
- 11.1.1 the meeting has been called and takes place in accordance with these Articles, and
  - 11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.

- 11.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

**12. Composition of the Board and Quorum**

- 12.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than five, and unless otherwise fixed it is five.
- 12.3 Subject to Article 12.4, the Board may act notwithstanding any vacancy in their body.
- 12.4 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:

12.4.1 to call a general meeting so as to enable the members to fill a casual vacancy arising among the directors; or

12.4.2 to admit members to the Club.

**13. Chairing of meetings of the Board**

- 13.1 The Commodore shall be chairman of the Board. The Commodore shall preside as chairman at all meetings of the Board at which he shall be present.
- 13.2 If at any meeting the Commodore is not present within fifteen minutes after the time appointed for holding the meeting or he is not willing to preside, the members of the Board present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is known as the chairman.

**14. Casting vote**

14.1 If the numbers of votes for and against a proposal are equal, the Commodore or other director chairing the meeting of the Board has a casting vote.

14.2 Article 14.1 shall not apply to give a casting vote to the Commodore or other director chairing the meeting (as appropriate) if, in accordance with these Articles, the Commodore or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

**15. Conflicts of interest**

15.1 Subject to Article 15.2, if a proposed decision of the Board 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.

15.2 The prohibition under Article 15.1 shall not apply when:

15.2.1 the Board approves the director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest;

15.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the Act; or

15.2.3 the director's conflict of interest arises from a permitted cause.

15.3 For the purposes of Article 15.2, the following are "permitted causes":

15.3.1 a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Club or any of its subsidiaries (if any);

15.3.2 subscription, or an agreement to subscribe, for securities of the Club or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and



- 15.3.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Club or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors.
- 15.4 For the purposes of this Article 15, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 15.5 Subject to Article 15.6, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.
- 15.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 15.7 A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Club only where such matter has been authorised by the Board in accordance with Section 175 of the Act.
- 16. Records of decisions to be kept**
- 16.1 The Board must ensure that the Club keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Board and by the Club at general meeting.
- 16.2 Any such records, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

- 16.3 Copies of all such records shall be made available by the Secretary to any member of the Board for inspection upon request.

**17. Directors' discretion to make further rules**

- 17.1 Subject to those Rules to be made, varied or revoked by the Voting Members in general meeting in accordance with Article 48 below the Board shall have the power to make, vary and revoke the Rules including, but not limited to, Rules:

17.1.1 creating regulations, standing orders and/or bye-laws for the better administration of the Club and to regulate the function, role and operation of committees to assist the board in the better administration of the Club;

17.1.2 setting or adopting such other regulations or policies, including for example child protection and equity policies, as the board thinks fit; and

17.1.3 in relation to licensable activities of the Club,

provided that nothing in those Rules shall prejudice the Club's status as a Community Amateur Sports Club under Schedule 18 of the Finance Act 2002 and provided that the said Rules shall be consistent with these Articles and the Companies Acts. In the event of any conflict between these Articles and the Rules the Articles shall prevail.

**APPOINTMENT OF DIRECTORS**

**18. Methods of appointing directors**

- 18.1 The number of directors shall be not less than five and shall be subject to a maximum of eleven.

- 18.2 The directors and members of the Board shall consist of:

18.2.1 a Commodore;

18.2.2 a Vice-Commodore;

18.2.3 a Rear-Commodore;

(collectively known as “the Flag Officers”); and

18.2.4 up to eight (or such lower number as the Board shall from time to time decide) Elected Directors;

18.3 The Board may at its discretion award honoraria to such persons as it thinks fit.

18.4 All acts carried out in good faith at any meeting of the Board or of any committee or sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

**19. Election of Flag Officers and Elected Directors**

19.1 The Flag Officers and Elected Directors shall be elected at the annual general meeting of the Club.

19.2 At the annual general meeting each year the Flag Officers and Elected Directors shall retire and shall be eligible for re-election in accordance with these Articles. The election for the office of Flag Officers and Elected Directors shall be conducted in accordance with Article 27.

19.3 Except as provided in Articles 23.2, 24.2 and 25.2 a Flag Officer so elected shall hold office from the date on which he is elected, until the annual general meeting in the year following his election at which meeting he shall retire but he may be re-elected for a further one year term.

19.4 An Elected Director so elected shall hold office from the date on which he is elected, until the annual general meeting in the year following his election at which meeting he shall retire but may be re-elected for a further one year term.

**20. Termination of director's appointment**

20.1 Without prejudice to the provisions of Section 168 of the Act, a person shall cease to be a director of the Club as soon as:

20.1.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;

20.1.2 a bankruptcy order is made against that person;

20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

20.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

20.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

20.1.6 that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board and all other members of the Board resolve that his office be vacated;

20.1.7 that person is requested to resign by all the other members of the Board acting together;

20.1.8 that person ceases to be a member; or

20.1.9 notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

- 20.2 A Secretary who is removed from office as an officer of the Club and/or Company Secretary for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.

**21. Directors' remuneration**

Without prejudice to Article 22 no Director shall be paid a salary or fee or receive any remuneration or other benefit in money or money's worth from the Club for discharging his duties as such.

**22. Directors' expenses**

- 22.1 Without prejudice to Article 21, the Club may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

22.1.1 meetings of the Board or committees of the Board; or

22.1.2 general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

**PART 3**

**ELECTED POSITIONS**

**23. Commodore**

- 23.1 The Commodore shall be elected at the annual general meeting each year. The election of the Commodore shall be in accordance with Article 27. A member so appointed shall hold office for a one year term retiring at the next annual general meeting but shall, except as provided in Article 23.2, be eligible for re-election. The Commodore shall be a director and shall have such rights and privileges as the Voting Members in general meeting shall from time to time prescribe. The Commodore must be a Voting Member.

- 23.2 A Commodore who has held this office for three successive years is not eligible for re-election as a Commodore at the next annual general meeting but is eligible for election at the annual general meeting in the subsequent year.

**24. Vice-Commodore**

- 24.1 The Vice-Commodore shall be elected at the annual general meeting each year. The election of the Vice-Commodore shall be conducted in accordance with Article 27. A member so appointed shall hold office for a one year term retiring at the next annual general meeting but shall, except as provided in Article 24.2, be eligible for re-election. The Vice-Commodore shall be a director and shall have such rights and privileges as the Voting Members in general meeting shall from time to time prescribe. The Vice-Commodore must be a Voting Member.

- 24.2 A Vice-Commodore who has held this office for three successive years is not eligible for re-election as a Vice-Commodore at the next annual general meeting but is eligible for election at the annual general meeting in the subsequent year.

**25. Rear-Commodore**

- 25.1 The Rear-Commodore shall be elected at the annual general meeting each year. The election of the Rear-Commodore shall be conducted in accordance with Article 27. A member so appointed shall hold office for a one year term retiring at the next annual general meeting but shall, except as provided in Article 25.2, be eligible for re-election. The Rear-Commodore shall be a director and shall have such rights and privileges as the Voting Members in general meeting shall from time to time prescribe. The Rear-Commodore must be a Voting Member.

- 25.2 A Rear-Commodore who has held this office for three successive years is not eligible for re-election as a Rear-Commodore at the next annual general meeting but is eligible for election at the annual general meeting in the subsequent year.

**26. Secretary**

- 26.1 The Secretary shall be elected at the annual general meeting each year. The election of the Secretary shall be conducted in accordance with Article 27. A member so appointed shall hold office for a one-year term retiring at the next annual general meeting but shall be eligible for re-election.
- 26.2 The Secretary shall be the Company Secretary and an officer of the Club and shall have such rights and privileges as the Voting Members in general meeting shall from time to time prescribe. The Secretary must be a Voting Member.

**27. Elections**

- 27.1 Any Voting Member may nominate another member to be Commodore, Vice-Commodore, Rear-Commodore, Secretary or an Elected Director. Any person nominated as a member of the Board or a Secretary must be a Voting Member. Any nomination must be made on the form prescribed from time to time by the Board. Any nomination must be seconded by another Voting Member. Each Voting Member may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not later than such date as the Board shall prescribe each year.
- 27.2 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting as directed by the Board. The results of any such election must be announced at the annual general meeting by the Board.

**28. Casual Vacancies**

A casual vacancy arising among the offices of the Flag Officers, Secretary or the Elected Directors shall be filled by the Club in general meeting provided always that the person appointed to fill the vacancy shall hold office until the next annual general meeting (at which he shall retire) but shall be eligible for re-election in accordance with these Articles.

## **BECOMING AND CEASING TO BE A MEMBER**

### **29. Applications for membership**

29.1 The subscribers to the Memorandum of Association of the Club; and such other persons who have completed an application for membership in a form approved by the Board and are admitted to membership by the Board in accordance with these Articles shall be the members of the Club.

29.2 No person shall become a member of the Club unless:

29.2.1 that person has completed an application for membership in a form approved by the Board, and

29.2.2 the Board has approved the application.

29.3 For the avoidance of doubt membership is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of the sport or the good conduct and interests of the Club and no person shall be denied membership of the Club on the grounds of race, ethnic origin, nationality, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs. A person may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting.

29.4 For the purposes of registration the number of members is declared to be unlimited.

29.5 A person shall not be entitled to use the Club premises or any of the facilities of the Club until two days have passed since his application for membership was submitted, whether or not he is admitted as a member before those two days have lapsed.

29.6 The Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members and may provide, either generally or as respects any particular member or members, for the payment of annual subscriptions by instalments provided that the Board shall use its best



endeavours to ensure that the fees set by it do not preclude open membership of the Club.

**30. Conditions of membership**

30.1 All members shall be subject to the Rules.

30.2 The members shall pay any entrance fees and annual subscription set by the Board under Article 29.6. Any member whose subscription fee is more than three months in arrears shall be deemed to have resigned his membership of the Club provided that the Board may, at its discretion, reinstate such member upon payment of the arrears. Where, in accordance with Article 29.6, the Board have resolved that the subscriptions of any particular member may be paid by instalments, this Article shall apply to non payment of any such instalment within 14 days after the due date of the instalment.

**31. Termination of membership**

31.1 Every member, upon admission to membership and thereafter, is deemed to have notice of, and undertakes to comply with, the Articles and the Rules and any Regulations of the Club. Any refusal or neglect to do so, or any conduct which, in the opinion of the Board is either unworthy of a member or otherwise injurious to the interests of the Club, shall render a member liable to disciplinary action by the Board which may include expulsion or non-renewal of membership.

31.2 Before taking any such disciplinary action, the Board shall call upon such member for a written explanation of the member's conduct and shall give the member full opportunity of making explanation to the Board, or of resigning. A resolution to apply any sanction shall be carried by a majority decision.

31.3 The Board may exclude the member from the Club's premises until a meeting considering his conduct and any sanction to be applied has been held. For the avoidance of doubt, the member shall be entitled to attend the Club's premises to attend that meeting (if it is held at them and if invited to do so by the Board) for the purpose of making his representations.

- 31.4 The Board may temporarily suspend or exclude a member from particular training sessions, racing and/or wider Club activities and/or any premises occupied by the Club when in their opinion such action is in the interests of the Club.
- 31.5 A member may appeal against expulsion or non-renewal of membership or other disciplinary sanction applied by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting.
- 31.6 A member may resign from membership of the Club by giving at least seven clear days' notice to the Club in writing addressed to the Secretary and deposited at the Clubhouse before 31 December (or such other date as the Board shall determine) in any year, failing which such member shall be liable to pay the subscription for the next year.
- 31.7 Any person ceasing to be a member for any reason shall return all keys to the Clubhouse and the Boat Park, any other Club property and any Club or external body's trophy or trophies held by him forthwith. The member shall also pay all arrears of subscriptions, boat permit fees and any other monies due to the Club and remove their boat(s) and other property from the Boat Park and Clubhouse forthwith. Upon re-application to join by a former member the Board may, at its discretion, excuse payment of an entrance Fee.
- 31.8 A membership terminates automatically when that person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.
- 31.9 The membership of a Temporary Member shall expire at the end of the membership period prescribed by the Rules (or failing which, by the Board).
- 31.10 Membership is not transferable.
- 31.11 Any person ceasing to be a member for any reason forfeits all rights in relation to and claims upon the Club, its property and its funds and has no right to the return of

any part of his subscription or other fees paid by him nor shall he cease to be liable for any sums due from him to the Club unless the Board otherwise so resolve,

## **ORGANISATION OF GENERAL MEETINGS**

### **32. Annual General Meetings**

32.1 The Club shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that so long as the Club holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.

32.2 The annual general meeting shall be held for the following purposes:

32.2.1 to receive from the Board the Club's accounts;

32.2.2 to receive from the Board a report of the activities of the Club since the previous annual general meeting;

32.2.3 to announce the election (as appropriate) of the Commodore, Vice-Commodore, Rear-Commodore, Secretary, and the Elected Directors to be appointed in accordance with these Articles; and

32.2.4 to transact such other business as may be brought before it including without limitation the appointment of Life Members (in recognition of outstanding contribution or long service to the Club).

32.3 All general meetings, other than annual general meetings, shall be called general meetings.

### **33. Attendance and speaking at general meetings**

33.1 A person is able to exercise the right to vote at a general meeting when:

33.1.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

33.1.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

33.2 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

**34. Quorum for general meetings**

34.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

34.2 Subject to Article 37.6 fifteen Voting Members present in person shall be a quorum.

**35. Chairing general meetings**

35.1 The Commodore shall chair general meetings if present and willing to do so. If the Commodore shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, the Vice-Commodore shall preside. If the Vice-Commodore is not present or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start the Rear-Commodore shall preside. If the Rear-Commodore is not present or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start:

35.1.1 the directors present, or

35.1.2 (if no directors are present), the meeting,

35.1.3 must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

- 35.2 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

**36. Attendance and speaking by non-members**

The chairman of the meeting may permit Non-Voting Members and other persons who are not members of the Club to attend and speak at a general meeting.

**37. Adjournment**

- 37.1 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.

- 37.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

37.2.1 the meeting consents to an adjournment, or

37.2.2 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.

- 37.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 37.4 When adjourning a general meeting, the chairman of the meeting must:

37.4.1 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

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

- 37.5 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 seven clear days' notice of it:-

37.5.1 to the same persons to whom notice of the Club's general meetings is required to be given, and

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

37.6 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 provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting five Voting Members present in person shall be a quorum.

### **VOTING AT GENERAL MEETINGS**

#### **38. Voting: general**

38.1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.

38.2 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 these Articles.

#### **39. Errors and disputes**

39.1 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.

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

#### **40. Poll votes**

40.1 A poll on a resolution may be demanded:

40.1.1 in advance of the general meeting where it is to be put to the vote, or

- 40.1.2 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.
- 40.2 A poll may be demanded by:
- 40.2.1 the chairman of the meeting;
- 40.2.2 the Board; or
- 40.2.3 five or more members present in person or proxy having the right to vote on the resolution or, if less, a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution.
- 40.3 A demand for a poll may be withdrawn if:
- 40.3.1 the poll has not yet been taken, and
- 40.3.2 the chairman of the meeting consents to the withdrawal.
- 40.4 Polls shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 40.5 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 40.6 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

**41. Content of proxy notices**

- 41.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- 41.1.1 states the name and address of the member appointing the proxy;
- 41.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 41.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 41.1.4 is delivered to the Club in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

- 41.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- 41.3 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.

- 41.4 Unless a proxy notice indicates otherwise, it must be treated as:

- 41.4.1 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
- 41.4.2 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.



**42. Delivery of proxy notices**

- 42.1 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.
- 42.2 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.
- 42.3 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.
- 42.4 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.

**43. Amendments to resolutions**

- 43.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 43.1.1 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
- 43.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 43.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 43.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

- 43.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 43.3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 43.4 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.

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **44. Means of communication to be used**

- 44.1 Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Club.
- 44.2 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board 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.
- 44.3 A director may agree with the Club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### **45. No right to inspect accounts and other records**

- 45.1 Except as provided by law or authorised by the Board or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a member.

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **46. Indemnity**

46.1 Subject to Article 46.2, a relevant director or the Secretary of the Club or an associated company may be indemnified out of the Club's assets against:

46.1.1 any liability incurred by that director or the Secretary in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;

46.1.2 any liability incurred by that director or the Secretary in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the Act); and

46.1.3 any other liability incurred by that director or the Secretary as an officer of the Club or an associated company.

46.2 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.

46.3 In this Article:

46.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

46.3.2 a "relevant director" means any director or former director of the Club or an associated company.

### **47. Insurance**

47.1 The Board may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director or the Secretary in respect of any relevant loss.

47.2 In this Article:

47.2.1 a "relevant director" means any director or former director of the Club or an associated company;

47.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and

47.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

**48. Rules**

48.1 Subject to Article 17, the Voting Members in general meeting may from time to time make, vary and revoke Rules:

48.1.1 setting out the different categories of membership of the Club;

48.1.2 setting out the criteria for admission to membership of the Club for the different categories of members;

48.1.3 relating to the rights, privileges and obligations of members; and

48.1.4 relating to the rights, privileges and obligations of the Flag Officers and the Secretary.

48.2 Rules made pursuant to Article 48.1 must, in order to be valid, be compliant with the Companies Acts and these Articles.

**49. Dissolution**

If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or

distributed to another registered community amateur sports club for sailing, canoeing or other water related sports, to the RYA for use in community related boating initiatives, or to a charitable organisation.