Company No: 260523

ITCHENOR SAILING CLUB LIMITED

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

NOTICE OF SPECIAL RESOLUTION

At the Annual General Meeting of the Company duly held at Itchenor Village Hall, Itchenor, West Sussex on the 12th day of April 2008 the following Resolution was duly passed as a Special Resolution

"That paragraph 26, reproduced below, of the Articles of Association be deleted and substituted by new paragraph 26 as appears hereunder

Existing paragraph 26

"A General Meeting shall be held in the spring and autumn of each year Such meetings shall be called respectively Spring Meetings and Autumn Meetings, and all other General Meetings shall be called Extraordinary Meetings For the purposes of the Act, the Spring Meeting shall be deemed to be the Annual General Meeting of the Club The Autumn Meeting shall be held before the end of October "

New paragraph 26

"A General Meeting shall be held in the spring and autumn of each year Such meetings shall be called respectively Spring Meetings and Autumn Meetings, and all other General Meetings shall be called Extraordinary Meetings. For the purposes of the Act, the Spring Meeting shall be deemed to be the Annual General Meeting of the Club The Autumn Meeting shall be held before the end of November "

Dated

12 April 2008

STEPHEN CARDEN-NOAD **Company Secretary**

18/04/2008

COMPANIES HOUSE

THE COMPANIES ACT, 1948 **COMPANY LIMITED BY GUARANTEE** ARTICLES OF ASSOCIATION

OF

ITCHENOR SAILING CLUB LIMITED

(as adopted by Special resolution passed on the 16th day of October 1965)

Amended on the following dates AGM 25 Mar 67

AGM 28 Mar 70

EGM 23 Oct 82

EGM 20 Oct 84

EGM 18 Oct 86

EGM 24 Oct 92

AGM 24 Apr 93

AGM 20 Apr 96

AGM 19 Apr 97

EGM 06 Dec 97

AGM 20 Oct 2001

AGM 12 Apr 2008

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

SAILING CLUB LIMITED

(Adopted by Special Resolution passed on 16 October 1965 as amended by Special resolutions passed on 25 March 1967, 28 March 1970, 23 October 1982, 20 October 1984, 18 October 1986, 24 October 1992, 24 April 1993, 20 April 1996, 19 April 1997, 6 December 1997, 20 October 2001 and 12 April 2008

PRELIMINARY

1 In these Articles -

"the "Act" means the Companies Act, 1948

"the Club" means the Company

"the Seal" means the Common Seal of the Club

"the Secretary" means the persons for the time being appointed to perform the duties of the Secretary or Assistant Secretary of the Club

"the United Kingdom" means Great Britain and Northern Ireland

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof

Express reference to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form

The burgee of the Club shall be blue with a white vertical stripe on which letter is borne a Shield Azure, with six Martlets three, two and one, or, a chief of the last, a Dolphin of the first, naiant

FULL MEMBERS

- For the purposes of the Act membership of the Club shall be limited to full members, namely
 - a The subscribers to the Memorandum of Association
 - b Persons of the age of 18 years or upwards who have been duly elected as full members in accordance with the articles of Association except for such periods of time as they may be allowed the privilege of Absentee membership
 - c Honorary life members who were full members immediately before election to Honorary membership

SPECIAL MEMBERS

- 4 Persons may be admitted to special membership. Special members include
 - a Honorary members (other than those who are full members)
 - b Junior members
 - c Temporary members
 - d Provisional members
 - e Guardian members
- Special members shall not be members of the Club for the purposes of the Act and shall not be subject to liability pursuant to the Memorandum of Association and shall not be eligible to hold office as members or elected members of the Committee of the Club or to receive notice of or to attend or vote at the meetings of the Club or to participate in any distribution of profits or assets in a winding up

HONORARY MEMBERSHIP

Honorary membership shall be conferred as a distinction. Honorary membership (except in respect of those who are full members) shall extend for such period as the Club in general meeting may in each case on election determine. Honorary members shall be proposed and seconded by full members of the club of not less than 3 years standing and elected by the club in General meeting.

JUNIOR MEMBERS

Young persons under the age of 18 years (but not normally under 12 years) may be elected as Junior Members. Subject as provided in Article 5, junior members may enjoy such rights and privileges in connection with the Club as the Committee may from time to time by byelaw determine. Except where they are children or grandchildren of full members, they must first be elected as provisional junior members in accordance with Articles 12 and 13 and are subject to the provisions of those Articles, provided that if a junior is still provisional on reaching the age of 18, he must re-apply as a provisional full member in which event the maximum period of 3 years referred to in Article 12 shall be reckoned from the date when he became a provisional junior member.

TEMPORARY MEMBERSHIP

Temporary and Guardian members may be admitted for such period and (subject as provided in Article 5) may enjoy such rights and privileges in connection with the Club as the Committee may from time to time by byelaw or resolution determine. Temporary and Guardian members shall not be entitled to fly the Club's burgee or wear a Club tie or Club buttons. Guardian membership is available for the parents or guardians of junior members who have no parent or guardian who is a member.

THE CLUB PREMISES AND FACILITIES

Subject to the express provisions of the Articles and the Memorandum of Association and to any bye-laws for the time being in force, all full members and honorary members shall be entitled at all times to use in common all the premises and property of the Club and to be supplied at such charges as the Committee shall from time to time determine, with such meals, refreshments and things as are provided by the Club for the use of its members. The use of the premises and property of the Club and the use of its facilities by special members (other than Honorary Members) may be varied by byelaw or resolution of the Committee

VISITORS

The Committee shall have the power to permit visitors and any person introduced by a full member as a guest to use gratuitously, in common with the members and special members of the Club, all the premises and property of the Club and its facilities on such occasions and with such limitations as the Committee may from time to time determine

ELECTION OF MEMBERS

- No candidate shall be eligible for election to full membership unless
 - a He has immediately prior to election been a junior member
 - b He has immediately prior to election been a provisional or provisional junior member for not less than two complete sailing seasons (which shall for this purpose be deemed to commence on 1st April and determine on the date of the meeting at which his application for full membership is considered by the Committee) except that the Committee may in its discretion take into account any period of temporary membership prior to provisional membership or any earlier period of provisional membership
 - c In exceptional cases he is proposed for full membership by the Commodore and seconded by the Vice Commodore
 - d The candidate is the husband or wife of a full member, or is a former full member applying for re-election

PROVISIONAL MEMBERSHIP

- All provisional members and provisional junior members are elected until 31st October in each year but shall be eligible for re-election by resolution of the Committee for the following year provided that (a) if elected after the 31st August in any year he shall not require re-election until 31st October in the following year and (b) no person may be a provisional for more than 3 consecutive years. Provisionals shall not be entitled to wear a Club tie or Club buttons
- Every candidate for provisional membership of the Club shall be proposed by one and seconded by another full member of the Club of not less than 3 years standing to both of whom the candidate must be personally well known. The proposer and the seconder must be unrelated to one another. The application for membership of every such candidate shall be in writing, signed by the candidate and by his proposer and seconder, and shall be in such form as the

Committee may from time to time approve Where exceptionally a candidate is not known to two such full members the application form may be endorsed by 2 Selection Committee members, one of whom should be the captain of the class in which he intends to sail. When such an endorsed candidate subsequently applies for full membership the application must then be proposed and seconded in the manner prescribed above for provisional membership.

- Applications for full or provisional membership shall be considered by the committee at least once between each spring meeting of the Club Every completed form of application for full or provisional membership shall be submitted to the Committee at the meeting at which applicants are considered next following the receipt thereof, and thereupon the Committee may either proceed to the election or rejection of the candidate, or may postpone such election or rejection. No candidate shall be elected by less than a majority of two-thirds of the members of the Committee present and voting at the election. If so desired by any member of the Committee, the voting shall be by ballot.
- Forthwith upon the election of any candidate the Secretary shall send him or her a notification of election, and upon payment of the appropriate entrance fee (if any) and subscription, such candidate shall forthwith become a member of the class of membership to which he or she has been elected

ADMISSION OF TEMPORARY MEMBERS

16 Candidates for temporary and guardian membership shall be proposed, seconded and elected in the same manner as other members except that in the absence of a proposer and seconder the application may be sponsored by a member of the General Committee. The Committee may discontinue temporary and guardian membership either generally or during any particular period of the year or as regards any class or classes of temporary and guardian members and may limit the period during which in any calendar year any person or class of persons shall be eligible for temporary and guardian membership

SUBSCRIPTIONS AND ENTRANCE FEES

- 17 The annual subscriptions and entrance fees (if any) payable by members shall be of such amounts as the Committee may from time to time determine
- Every member shall pay his or her entrance fee (if any) and first annual subscription on election and a subsequent annual subscription shall become due in advance on each 1st day of November during such time as he or she remains a member or on such other day as the Committee may determine, provided that the annual subscription paid on the election of a provisional or full member elected after the 30th day of August in any year shall cover not only the remainder of that year of election, but also the next following year. All subscriptions of temporary members shall be paid in advance for the whole of the period for which they are admitted.
- Any full member whose annual subscription is two months in arrears, shall be so notified of the fact by posting a letter to him at his last known address. Any full member whose annual subscription is three months in arrears (whether or not he has been so notified) shall have his name posted in the Club and if his subscription is still unpaid at the end of the fourth month he shall cease ipso facto to be a member of the Club and shall forfeit all right in and claim upon the Club and its property, but may be reinstated by the committee in their discretion on payment of all arrears. Any provisional member whose subscription is unpaid after one month after the date on which he has been notified that it is due shall thereupon cease to be a provisional member, but may be reinstated by the Committee in their discretion on payment of all arrears.
- 20 A temporary and a guardian membership shall cease ipso facto upon the expiration of the period of admission as a temporary member or a guardian member, but subject to any limitation imposed in pursuance of Article 16 he shall be eligible for re-election as a temporary member or a guardian member

21 A full member (or a junior member) who intends to be absent for the whole of any season (herein after referred to as an "absentee member") may apply to the Committee to pay a reduced subscription for such period as he or she continues to be an absentee member and the committee shall in their absolute discretion decide the amount of the reduction if any (which may vary according to individual circumstances) The committee shall make byelaws for the control of and shall regularly review all absentee memberships

LIFE MEMBERSHIP

A full member over 30 years of age may on completion of not less than 5 years of full membership apply to the Committee to be considered for Life membership and on payment of such sum as the Committee shall from time to time determine compound for all annual subscriptions not then in arrears. A member who has so compounded shall be a life member and shall so continue to be a full member without payment of any further subscription becoming due or payable unless he or she resign or be duly expelled or otherwise cease to be a member

RESIGNATION AND EXPULSION

- A member may retire from membership at any time by giving notice in writing of his or her resignation to the Secretary, but any resignation shall take effect without prejudice to such member's liability to pay his or her subscription in respect of the current period in which the resignation takes place
- If any member wilfully refuses or neglects to comply with the provisions of the Memorandum of Association or these Articles or the byelaws for the time being of the Club, or whose conduct is considered by the committee to be incompatible with the standards of behaviour reasonably required of members, such member shall be liable to expulsion or suspension by a resolution of the Committee Provided that in the case of expulsion at least one week before the meeting at which the resolution is to be put he or she shall have had notice thereof and of the intended resolution for his or her expulsion, and that he or she shall at such meeting, and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence which he or she may think fit. A member expelled under this Article shall forfeit all right in and claim upon the Club and its property
- If any member shall be adjudged bankrupt, or shall make any composition or arrangement with his or her creditors, or, being engaged in any profession shall on account of misconduct be prohibited by the governing body of such profession from continuing to practice under their regulations, he or she shall ipso facto cease to be a member of the Club and shall forfeit all rights in and any claim upon the Club and its property, but upon application being made by such member to the committee, stating the cause of the adjudication or of the making of the composition or arrangement or of the prohibition, as the case may be, such member may, if the Committee in their absolute discretion so resolve, be restored to his or her former rights

GENERAL MEETINGS

- A General Meeting shall be held in the Spring and Autumn of each year. Such meetings shall be called respectively Spring Meetings and Autumn Meetings, and all other General Meetings shall be called Extraordinary Meetings. For the purposes of the Act, the Spring Meeting shall be deemed to be the Annual General Meeting of the Club. The Autumn Meeting shall be held before the end of November.
- The Committee may call an Extraordinary Meeting whenever they think fit, or in default an extraordinary Meeting may be convened by requisitionists as provided by the Act. Provided that for the purposes of the Act twelve full members entitled to vote shall at any time be entitled to requisition, and in default of compliance with such requisition, to convene and Extraordinary Meeting not withstanding that they represent less than one tenth of the total voting rights involved.

The Spring Meeting and any meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least and any other meeting of the Club shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and in the case of special business, the general nature of such business. The notice shall be given in manner herein after mentioned (or in such other manner, if any, as may be prescribed by the Club in General Meeting) to such members of the Club as are under the provisions of these Articles entitled to receive notices from the Club. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any member shall not invalidate any resolution passed or proceeding at that meeting

PROCEEDINGS AT GENERAL MEETINGS

- All business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at a Spring or an Autumn Meeting shall also be deemed special with the exception as regards a Spring Meeting of the consideration of the accounts and balance sheet and the reports of the Committee and of the Auditors and the fixing of the remuneration, if any, of the auditors and as regards an Autumn Meeting of the election of Officers of the Committee
- No business shall be transacted at any General Meeting unless a quorum is present which, save as herein otherwise provided, shall be ten members personally present
- 31 If within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Chairman shall appoint and if at such adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- With the consent of any meeting at which a quorum is present the chairman may adjourn the meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as for the original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- The Commodore or failing him the Vice Commodore or failing him the senior Rear Commodore present and willing to preside shall preside at every General Meeting, but if none of these be present and willing to preside, then the members present shall choose some member of the Committee, or if there be no members of the Committee present and willing to preside, some full member of the Club who shall be present to preside
- At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present and entitled to vote unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman or by at least three members present, in person or by proxy and entitled to vote and unless a poll be so demanded a declaration by the Chairman that a resolution has been carried or has been carried by a particular majority or has been lost or not carried by a particular majority shall be conclusive and an entry to that effect in the Minute Book of the Club shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. If a poll be demanded in manner aforesaid it shall betaken immediately at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll may be taken by means of polling papers sent to the members for signature and return by them to the Club or in such other manner as the meeting may direct. A demand for a poll may be withdrawn.

- No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment
- In the case of an equality of votes either on a show of hands or at a poll the Chairman of the meeting shall be entitled to a further casting vote.
- 37 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 has been demanded

VOTES OF MEMBERS

- 38 Every member entitled to attend and vote and present in person shall have one vote on a show of hands and every member entitled to attend and vote and present in person or by proxy shall have one vote at a poll, provided that no member whose subscription is in arrears (nor any absentee member) shall have any right to attend either in person or by proxy at any General Meeting of the Club or to vote either on a show of hands or at a poll
- 39 The instrument appointing a proxy shall be in writing under the hand of the appointor and

"ITCHENOR SAILING CLUB LIMITED

I a member of the Club entitled to attend and vote hereby appoint or failing him as my proxy to vote for me on my behalf at the General Meeting of the Club to be held on the day of and at any adjournment thereof.

Signed this day of

The instrument appointing a proxy shall be deposited at the Club House or the Registered Office of the Club not less than 48 hours before the time for holding the meeting or adjourned meeting at which any person named in the instrument proposes to vote and in default the instrument shall not be treated as valid

OFFICERS AND COMMITTEE

- The Flag Officers of the Club shall consist of a Commodore, a Vice-Commodore, and three Rear-Commodores. The Club may by resolution in General Meeting elect an Admiral in addition to the foregoing officers and the Admiral (if any) for the time being shall be deemed to be the senior flag officer.
- 42 The Committee of the Club shall consist of the Flag Officers and an Honorary Treasurer who shall be ex-officio members and of six other full members of the Club of not less than three years standing (herein after referred to as "elected members") and not more than four further full members of the Club (herein after referred to as "special members")The Club in General Meeting may from time to time increase or reduce the number of elected members or special members and upon increase in the number of elected members make appointments to fill the vacancies thus created
- 43 For the purposes of the Act, the members of the Committee shall be Directors and the Secretary shall be an officer
- The Flag Officers, the Honorary Treasurer and the elected members of the Committee shall be elected by a ballot to be taken under the direction of the Chairman at the Autumn Meeting in every year and shall hold office until the 31st October of the following year provided that in the case of an adjournment if the election of Flag officers, the Honorary Treasurer and elected members of the Committee shall not have been completed at the time of adjournment, the retiring flag officers and the Honorary Treasurer and Committee shall continue to hold office

until the election shall be completed or until the 31st October of that year whichever shall be the later. A retiring Flag Officer and the Honorary Treasurer shall be eligible for re-election either to the same or any other office or as a member of the Committee.

- At each election of the Committee under Article 44 at least two of the members elected shall not have served thereon during the previous year. For this purpose any member of the Committee appointed under Article 48 after the 1st May in any year shall be deemed not to have served on the Committee during the year in which he was appointed. In the event that following any such election there shall not be at least two elected members who shall not have served on the Committee during the previous year the Committee shall as soon as practicable thereafter exercise their powers under Article 48 to fill the vacancy or vacancies by appointing to the Committee one or two members (as necessary) who have not served thereon during the year preceding such election. For the purpose of this Article the necessary number of vacancies shall be created or be deemed to be created in the following order.
 - a If an elected member has vacated office under Article 50 and the vacancy so caused has not been filled by the Committee pursuant to Article 48
 - b If an elected member has not attended at least half of the meetings of the Committee held during his last period of office and has not been excused by the Committee for good and sufficient reason
 - c If an elected member shall have given to the Secretary not less than 30 days before the Autumn Meeting notice that he does not wish to be re-elected
 - d If an elected member shall be nominated for election as a Flag Officer or Honorary Treasurer
 - e If there shall not be sufficient vacancies as a result of (a), (b), (c) and (d) then the vacancies shall be created by rendering ineligible for re-election for at least one year a sufficient number of the elected members who have served longest on the Committee In the case of there being two elected members with equal length of service the matter shall be determined by agreement between them or failing agreement by lot
- The special members shall be appointed by the Flag Officers and elected members from time to time and shall have special duties assigned to them as assistants to the Flag Officers. They shall hold office until the conclusion of the Autumn Meeting next following their appointment or until their earlier vacation of office pursuant to Article 50. And shall then be eligible for reappointment or election as Flag Officer or elected member.
- The name of every candidate for election as Flag Officer or Honorary Treasurer or elected member of the Committee (not being a retiring Flag Officer, Honorary Treasurer or elected member of the Committee) together with the names of his proposer and seconder shall be delivered to the Secretary not less than twenty-one clear days before the Autumn Meeting at which his election is to be proposed and the Secretary shall forthwith post the same in the Club House or other registered office for the time being of the Club
- 48 The Committee may from time to time fill any casual vacancy among the flag officers, honorary treasurer or elected members of the Committee, including any vacancy left unfilled at the last preceding Autumn meeting, but the person appointed to fill any such vacancy shall hold the office only until the dissolution or adjournment of the next Autumn Meeting, but shall be eligible for re-election as provided by Article 45
- 49 No person who is not a full member of the Club and has been a member for at least three years shall in any circumstances be eligible to hold office as a Flag Officer, Honorary Treasurer or elected or special member of the Committee

- 50 The office of any Flag Officer, Honorary Treasurer or elected or special member of the committee shall be vacated
 - a If a receiving order be made against him or he make any arrangement or composition with his creditors, or
 - b If he be found lunatic or become of unsound mind, or
 - c If he cease to be a full member of the Club, or
 - d If by notice in writing to the committee he resigns his office, or
 - e If he cease to hold office by virtue of any provision of the Act

POWERS OF THE COMMITTEE

- The affairs of the Club shall be managed by the Committee who may exercise all such powers of the Club and do on behalf of the Club all such acts and things as may be done by the Club and as are not by the Act or these Articles required to be done or authorised by the Club in General Meeting, provided that the Committee shall not without the sanction of the General Meeting of the Club sell or part with the land or premises of the Club, but so that this prohibition shall not prevent them from borrowing or raising money for the purpose of the Club upon the security of such land and premises in such manner as they may think fit
- Without prejudice to the generality of the foregoing powers the Committee may from time to time make, repeal and vary such bylaws as they may deem necessary, expedient or convenient for the proper conduct and management of the Club and in particular, but not exclusively, they may by such bylaws regulate
 - a The management of the Club's Club House, premises and grounds and times and hours of opening and closing the same or any part thereof
 - b The terms and conditions upon and extent to which provisional members, temporary members, guardian members, guests, junior members, children of members and visitors shall be permitted to use the premises and property of the Club

 The conduct of members of the Club in relation to one another and to the Club servants.
 - c The holding and conduct of sailing meetings and races by the Club, including the payment of entrance fees and provision of prizes
 - d Generally all such matters as are commonly the subject matter of Club rules, byelaws and regulations

Provided that any byelaw may be set aside by an Extraordinary Resolution passed at a General Meeting of the Club No byelaw shall be inconsistent with or shall affect or repeal anything contained in the Memorandum and Articles of Association of the Club or an Extraordinary Resolution previously passed

- The Committee shall adopt such means as they may deem sufficient to bring to the notice of members of the Club, the byelaws for the time being in force and all additions and alterations to and repeals of existing byelaws and the byelaws for the time being in force shall be binding upon all members of the Club
- The continuing members of the Committee may act notwithstanding any vacancy in their body, provided always that in case the members of the Committee shall at any time be reduced in number to less than the number constituting a quorum at a meeting of the Committee, it shall be lawful for them to act as the Committee for the purpose of filling up vacancies among the

elected members of their body or of summoning a General Meeting, but not for any other purpose

SECRETARY

The Secretary shall be appointed by the Committee for such term, at such remuneration (if any) and upon such conditions as the Committee may think fit and any Secretary so appointed may be removed by the Committee The Committee may likewise appoint and remove an Assistant Secretary

<u>SEAL</u>

The Seal shall be kept by the secretary and shall not be affixed to any instrument except by the authority of a resolution of the Committee and every instrument to which the seal shall be affixed shall be signed by two members of the Committee or by one member of the Committee and the Secretary and in favour of any person bona fide dealing with the Club, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

PROCEEDINGS OF THE COMMITTEE

- The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and may determine the quorum necessary for the transaction of business. Until otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- At the request of any member of the committee, the Secretary shall at any time summon a meeting of the Committee by notice served upon the several members thereof. No member of the Committee who is absent abroad shall be entitled to notice of meetings of the Committee.
- The Commodore or failing him, the Vice Commodore or failing him the senior Rear-Commodore present and willing to preside shall preside at every meeting of the Committee, but if none of these be present and willing to preside then the members present shall choose one of their number to preside
- A meeting of the members of the Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretion's by or under the regulations of the Club for the time being vested in the Committee generally
- The committee may delegate any of their powers to sub-committees and in particular they may establish and maintain a house sub-committee to deal with the management of the Club's premises and grounds subject to the control of the general Committee and they may set up a Sailing sub-committee to deal with the sailing meetings and race held by the Club and questions and disputes arising thereout or in connection therewith. The ex-officio members of the Committee shall ex-officio be members of all subcommittees. Any sub-committee may, with the sanction of the Committee, co-opt any one or more full members of the Club (not being members of the Committee) to serve on such sub-committee.
- 62 Every sub-committee shall conform to any regulations imposed by the committee, and the meetings and proceedings thereof shall be governed by the provisions of these Articles regulating the meetings and proceeding of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee as aforesaid
- The Committee shall cause proper minutes to be made of the proceedings of all meetings of the Club and of the Committee and of all the sub-committees of the committee and of all business transacted at such meetings and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the same body, shall be conclusive evidence without any further proof of the facts therein stated

ACCOUNTS

- The Committee shall cause proper accounting records to be kept with respect to
 - a The assets and liabilities of the Club
 - b All sums of money received and expended by the Club and the matters in respect of which receipt and expenditure take place
 - c All sales and purchases of goods by the Club

The accounting records shall be kept at the registered office of the Club or at such other place or places as the Committee shall think fit and shall always be open to the inspection of the members of the Committee

At every Spring Meeting the Committee shall lay before the Club an audited profit and loss account for the year ending the 31s^t day of October last previous, together with an audited balance sheet made up as on the same date

AUDIT

- Once at least in every year, the accounts of the Club shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more properly qualified auditor or auditors
- 67 The auditors shall be appointed and their duties regulated in accordance with the Act

NOTICES

- A notice may be served by the Club upon any member, either personally or by sending it, through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members. Unless he or she has a separate address or requests otherwise. Service may be effected
 - a In the case of a wife of a member by enclosing it in the same envelope as the notice to her husband
 - b In the case of a younger member (being a full member paying a reduced subscription on account of being below the age of 21) by enclosing it in the same envelope as the notice to his or her father where the father is a full member or if not in the same envelope as the notice to his or her mother where the mother is a full member, but in any such case only until the wife or younger member requests otherwise
- Any member whose address is outside the United Kingdom may give the Club an address within the United Kingdom at which notices may be served upon him, but otherwise no member whose address is outside the United Kingdom shall be entitled to receive any notice from the Club
- A notice, if sent by post shall be deemed to have been served on the day following that on which the same is put in the post, and in proving next such service it shall be sufficient to prove that the notice or the letter containing the notice was properly addressed and stamped and was put into the post