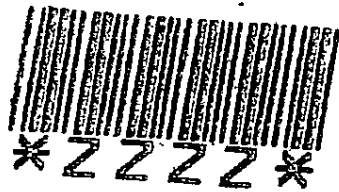


SEPARATOR SHEET

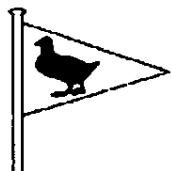


South Cerney Sailing Club
Co No. 00893478

THURSDAY



A44 *A5MCHH6B* 22/12/2016 #343
COMPANIES HOUSE



South Cerney Sailing Club

Lake 16, Station Road, South Cerney, Glos GL7 5TH

Notice & Agenda for Annual General Meeting

You are invited to attend the Club's AGM to be held in the Clubhouse on
SUNDAY 11 DECEMBER AT 2.30 pm

- 1 Agreement of Minutes of last year's AGM held on 13 December 2015 (a copy of these minutes is on the Clubhouse Notice Board or on request to the Club Secretary)
- 2 Commodore's Report
- 3 Treasurer's Report and receive the Independent Examination of Accounts (at last year's AGM it was agreed that there would be an Independent Examination of the 2015-2016 accounts rather than an Audit)
- 4 Special Business (all to be voted on as Special Resolutions requiring the agreement of at least 75%)
- 4 1 New Articles and Bye-Laws for South Cerney Sailing Club

The SCSC Memorandum and Articles were written in 1966 under Companies Act 1948. They fit the purpose at the time but have become outdated. The Companies Act 2006 simplified the requirements so there are now less items that our Articles **must** deal with.

The proposed New Articles & Bye Laws have been put together following consultations within the club and with the RYA legal department and the Executive Committee proposes that they be adopted by SCSC to become the club constitution. Final versions to be published on the website 11/11/2016.

The executive committee therefore invites the membership to

- 4 1 1 Approve the Proposed New Articles to replace the Current Articles, with the new Articles becoming effective at the close of this meeting
- 4 1 2 Approve the Proposed New Bye-Laws to replace the Current Club Rules and Regulations, with the new Bye-Laws becoming effective at the close of this meeting

*Both proposals were approved by the Membership at AGM of 11th Dec 2016
E. Heskell*

- 4 2 Audit or Independent Examination

- 4 2 1 SCSC is a small company under the Companies Act 2006 and an audit is no longer obligatory
- 4 2 2 The membership are invited to

- a) Approve the proposal by the Executive Committee that an independent Assurance Review be carried out on the 2016-2017 Financial accounts, by a suitably qualified practitioner, and
- b) Authorise the directors to use their discretion to select a suitably qualified practitioner offering a reasonable price

(If the New Bye Laws have been approved under 4 1 2 this is in line with the requirements of Bye Law 2 1 2 which come into effect at the close of this meeting)

If the New Bye Laws have not been approved under 4 1 2 the proposal sets aside (for one year only) those parts of Articles 11,13, 64-66 and rules 5-7 which require an Audit of Accounts and the appointment of Auditors and their remuneration to be approved at AGM)

South Cerney Sailing Club Ltd Company limited by guarantee
Registered office Lake 16, Station Road, South Cerney GL7 5TH
Registered in England and Wales Company number 893478

4 2 3 If proposal 4.2 2 is not passed by the Meeting then we will revert to the standard agenda item to 'Appoint Auditors & Agree their Remuneration'

4 3 Election of Officers (eligibility criteria)

4 3.1 For one year only we would like to set aside the following

Article 41 and Club Rule 6 which has a 4 consecutive year limit for service on the Exec, to allow a retiring committee member to stand for re-election as a committee member for a single year, being their 5th consecutive year if no-one is willing to stand who is eligible under these rules

4 4 Appointment of Company Secretary

4 4.1 Under the Companies Act 2006 Private Limited Companies are no longer required to appoint a Company Secretary unless there is an express requirement to do so in the Articles We propose that no company secretary be appointed for the 2016-2017 season, the directors have collective responsibility for ensuring that the secretarial legal requirements are met, with these tasks normally being carried out by the (Club) Secretary

4 4 2 This proposal is in line with proposed Bye Laws 2 1 (Legal Status of the Club) 8 2 (Directors' Responsibilities) which (if approved under Proposal 4 1.2) will come into effect at the end of the meeting

5 Election of Flag Officers, Officials and Executive Committee Members

A list of current nominees is shown below, as further nominations can be made up until the vote at the meeting, the full list will be made available at the meeting

6 AOB

No AOB items have been raised

Please send nominations for Flag Officers, Officials (Treasurer/Secretary) and Executive Committee members to the Club Secretary Liz Hassall These can be sent by email to hasliz2002@yahoo.co.uk, or by post to the club address above Any nominations for flag officers to be with the Club Secretary by **Sunday 4 December 2016**. Nominations for other positions can be put forward up until the vote is taken.

Please note that only members who have renewed their membership for the new season starting 1st November 2016 will be eligible to vote A Proxy Form is attached if you are unable to attend the AGM but would like to vote on the Special Business and are eligible to vote. Please return the Proxy Form to the Club Secretary, Liz Hassall, at the club address at least **48 hours before the meeting**

Liz Hassall, Club Secretary, on behalf of the SCSC Executive Committee

List of Candidates for Election as Directors as at 14/11/2016

Commodore	Malcolm Stone	Continuing, can serve to AGM 2017
Vice-Commodore	Dave Whittle	Continuing; can serve to AGM 2018
Rear-Commodore	Barry Medwell	Proposed
Treasurer	Bill Organ	Continuing; can serve to AGM 2019
Secretary	Liz Hassall	Continuing; can serve to AGM 2019
Committee Member (and assist RC with Galley responsibilities)	Pam Weeks	Continuing, can serve to AGM 2017
Committee Member (and Marketing)	Vernon Perkins	Continuing, can serve to AGM 2018
Committee Member (and Training Principal)	Chrs Williams	Continuing, can serve to AGM 2019
Committee Member (and Social Secretary)	Jo Neale	Proposed
Committee Member (and Cadet Class Captain)	Tim Hampton	Proposed
Committee Member (and specialise in review of risk assessments within the club)	Nigel Dibb	Proposed
Committee Member (and specialise in supporting the work of the Cadet Squadron within the club)	Richard Farrant	Proposed
Committee Member	Vacant	NB Paul Kimmens is willing to serve on the Sailing Committee as Sailing Secretary for 2016-2017, and also willing to stand as an executive committee member (representing this position) under proposed Special Resolution 4 3 1

MEMORANDUM of ASSOCIATION

OF

SOUTH CERNEY SAILING CLUB (SCSC or “The Club”)

Memorandum of Association of South Cerney Sailing Club	
1	The name of the company (hereinafter called ‘the company’) is ‘South Cerney Sailing Club Limited’
2	The Registered office of the Company will be situated in England
3	<p>The Objects for which the company is established are</p> <ol style="list-style-type: none"> 1 a) To acquire the assets, goodwill and liabilities of the voluntary and unincorporated association known as the South Cerney Sailing Club b) To establish, maintain and conduct a club for yachtsmen, sailing and other boat proprietors and others, and their friends c) To provide instruction in the arts of sailing and seamanship to young persons and others d) To purchase, take on lease or licence or otherwise acquire waters and lands for the purpose of, and to establish and maintain and conduct landing places, garages and grounds and generally any place where boats and other vessels may be moored, landed, stored, housed, tested, used or accommodated e) To improve, alter, adapt, repair and equip any such place as aforesaid f) To promote and hold regattas, water sports, race meetings, exhibitions and shows, and give entertainment of all kinds, and to join and assist others in so doing g) To provide club houses, grounds and conveniences including recreations, gymnasium, sleeping accommodation, swimming baths, food and other refreshments of all kinds h) Generally to provide all privileges, advantages, conveniences and accommodation usually provided by a club for its members, or which in the opinion of the Committee of Management might conveniently be provided by the company i) To operate for the benefit of the members as a yacht, sailing and other boat builders, repairers, insurance agents, owners and hirers, ships chandlers, printers, publishers, magazine proprietors, booksellers and to render to yachtsmen, boatmen and others any service or accommodation j) To consider all questions and matters affecting yachtsmen and boat proprietors, to collect and distribute statistics and information relating thereto, and to promote or approve legislative and other bills and measures as may be thought desirable <ol style="list-style-type: none"> 2 To carry on any business similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them 3 To purchase or sell, take or let on lease or licence, take or give in exchange or to hire, or otherwise acquire, hold or dispose of any estate or interest in lands, buildings, yachts, boats, easements,

concessions, machinery, plant, stock in trade, goodwill, trade marks, patents, copyright or licences or any other real or personal property or any right, privilege, estate or interest

- 4 To sell, lease, let or hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the company for such consideration as the company may think fit
- 5 To erect, build, construct, alter, improve, enlarge, maintain or work any railways, roads, wharves, stores, buildings, shops, factories, works, plant or machinery necessary for the company's activities
- 6 To borrow or raise money for the purposes of the company and for that purpose to mortgage or otherwise charge the whole or any part of the company's undertaking, property and assets
- 7 To pay out of the funds of the company all expenses of, or incident to, the formation, registration and advertising of the company
- 8 To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on a business of a nature similar to that which this company is authorized to carry on
- 9 To amalgamate with any company or persons having objects similar to those of this company
- 10 To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition, or for any public, general or useful object which the Committee of Management may think desirable or advantageous to the company
- 11 To invest the monies of the company not immediately required upon such securities, and in such manner as the Committee of Management may from time to time determine
- 12 To do all such things as are incidental or the company may think conducive to the attainment of the above objects or any of them

4 The income and property of the company, whencesoever derived, shall be applied solely towards the promotion of the objects of the company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the company

Provided nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration of any officer or servant of the company, or to any member of the company, in return for any services actually rendered to the company, nor prevent the payment of interest at a rate not exceeding one per cent per annum above the current bank rate on money lent or reasonable and proper rent for premises demised or let by any member of the company, but so that no member of the Committee of Management of the company shall be appointed to any salaried office of the company or any office of the company paid by fees

5 The liability of the members is limited

6 Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up during the time he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the rights of the contributories amongst themselves, such amount as may be required not exceeding £1

7 1 Upon dissolution of the company the entirety of net assets following the payment of creditors shall be donated to one or a combination of the following bodies

- i) *Royal Yachting Association or such organization as may have succeeded it as the governing body of the sport of sailing*
- ii) *Another Community Amateur Sports Club as defined by schedule 18 of the Finance Act 2002*
- iii) *A Charity registered as such under the Charities Act 1993*

7 2 The Committee of Management is to decide at the time of dissolution as to which of the bodies specified in Clause 7 1 and in what proportion, the entirety of the net assets are to be distributed to [EGM 3 Nov 2002]

NEW
ARTICLES OF ASSOCIATION
OF
SOUTH CERNEY SAILING CLUB (SCSC or “The Club”)

Approved by the Membership at the AGM of 11th December 2016
Effective 12th December 2016

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 to the Club

1 2 In these Articles, unless the context requires otherwise

Act means the Companies Act 2006

AGM means an Annual General Meeting of the Club

Articles means these articles of association and **Article** refers to a particular provision in them

Associate Member means a member of the Club who is not a Club Voting 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 Membership** shall be interpreted accordingly

Boating means sporting, recreational and other activities carried out in water-borne craft of any description powered by the wind or by mechanical means

Bye Laws means Bye Laws of the Club from time to time proposed by the Directors in accordance with Article 5

Club means the company regulated by these Articles

Club Voting Members means every person who 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, and Club Voting Membership shall be interpreted accordingly

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

Electronic form has the meaning given in section 1168 of the Act

Group Voting Member means an organisation (company, unincorporated association or other body) admitted to the club with one vote for the organisation, to cover all members in the group

Members means all members of the Club, whether Club Voting Members or Associate Members, and Membership shall be interpreted accordingly

Officers – has the meaning given in Article 6 1

Ordinary Resolution means a resolution passed by a simple majority of Club Voting Members

Sailing means sporting, recreational and other activities carried out in water-borne craft of any description powered by the wind

Special Resolution means a resolution of Club Voting Members passed by a majority of not less than 75%

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, corporate or unincorporated body (whether or not having separate legal personality)

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 these terms

1 8 In the event that these Articles conflict with, or clarify, the Memorandum of Association of the Club, then these Articles shall apply In particular Articles 3 & 4 supersede Memorandum 3, Article 21 supersedes Memorandum 4, Article 22 supersedes Memorandum 7

2 LIABILITY OF CLUB MEMBERS

2 1 The liability of each Club Voting Member is limited to £1, being the amount that each Club Voting Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Club Voting Member or within one year after he ceases to be a Club Voting Member, for

2 1 1 payment of the Club's debts and liabilities contracted before he ceases to be a Club Voting 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

PART 2: OBJECTS AND POWERS

3 Objects

3 1 The Club is established for the following purposes (listed in order of priority)

Primary

3 1 1 To promote and facilitate individual and community interest and participation in **Sailing**

3 1.2 To provide instruction in the arts of **Sailing** and seamanship to young persons and others

Ancillary

3 1 3 To provide other **Boating** activities, in support of or advantageous to the primary purposes of 3 1 1 and 3 1 2, as determined from time to time by the directors

3 1 4 To provide other social facilities for members as may from time to time be determined by the directors

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 **Boating** club

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 courses relating to **Boating** to Members and non-Members

4 1 4 provide advice or information,

4 1 5 co-operate with other bodies,

4 1 6 accept gifts and raise funds

4 1 7 borrow money

4 1 8 give security for loans or other obligations

4 1 9 acquire or hire property of any kind,

4 1 10 let or dispose of property of any kind

4 1 11 set aside funds for special purposes or as reserves against future expenditure

4 1 12 deposit or invest its funds in any manner

4 1 13 delegate the management of investments to a financial expert

4 1 14 insure the property of the Club against any foreseeable risk and take out other insurance policies to protect the Club when required

4 1 15 employ paid or unpaid agents, staff or advisors,

4 1 16 enter into contracts to provide services to or on behalf of other bodies

4 1 17 establish or acquire subsidiary companies, and

4 1 18 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' Powers and Bye Laws

- 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 that are not by these Articles required to be exercised by the Club Voting Members
- 5 2 The directors may from time to time make such reasonable and proper Bye Laws as they may deem necessary or expedient for the proper conduct and management of the Club, according to any procedures in the Bye Laws
- 5 3 The Bye Laws may regulate the following matters but are not restricted to them
 - 5 3 1 Classes and conditions of Membership
 - 5 3 2 The admission of Members, including the admission of organisations to Membership, to the Club, and the rights and privileges of such Members,
 - 5 3 3 Entrance fees, subscriptions and other fees or payments to be made by members and guests
 - 5 3 4 Procedures for dealing with disciplinary actions against members, and/or for the expulsion of Members, and/or for refusals to renew membership
 - 5 3 5 The procedure at general meetings and meetings of the directors' in so far as such procedure is not regulated by the Act or by the Articles
 - 5 3 6 Matters relating to the use of the Club Lake, grounds and facilities
- 5 4 The club in general meeting has the power to decide to adopt, alter, add to or repeal the Bye Laws
 - 5 4 1 But no such decision shall invalidate any prior act of the directors, made in good faith, which would have been valid in the absence of this decision
- 5 5 The directors must adopt such means as they think sufficient to bring the Bye Laws to the notice of Members
- 5 6 The Bye Laws shall be binding on all Members but no Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Articles

6 Eligibility and Election of Directors and Officers

- 6 1 The officers of the club are (if elected) the Flag Officers (Commodore, Vice Commodore, and Rear Commodore) and the Treasurer. The officers must be elected annually by the Club Voting Members at AGM, to hold office, subject to the provisions of Article 7, until the end of the following AGM,
 - 6 1 1 As directors, officers must meet all eligibility and election conditions that apply to directors, as set out in the Bye-Laws
 - 6 1 2 Officers must also meet any other conditions and comply with any responsibilities set out in the Bye Laws
- 6 2 Directors are elected by the Club Voting Members at the AGM each year, in accordance with any procedures set out in the Bye-Laws, and hold office from the conclusion of the AGM in which they are appointed until the conclusion of the AGM the following calendar year, subject to the provisions in Article 7
 - 6 2 1 A director must be a Club Voting Member and a natural person not disqualified from acting as a director under the provisions of Article 7 1

7 Termination of Office

7 1 A director's term of office automatically terminates if he or she

7 1 1 Ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law

7 1 2 Is absent without notice from two consecutive meetings of the directors and is asked by a majority of the other directors to resign

7 1 3 Is incapable, whether mentally or physically, of managing his/her own affairs

7 1 4 Resigns by written notice to the directors (but only if at least five directors will remain in office)

7 1 5 Is removed by the club voting members

8 Directors' Proceedings

8 1 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three

8 2 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

8 3 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

8 4 Any issue may be determined by a simple majority of the votes cast at a meeting, or online under Article 8 5, but a resolution in writing agreed by all the directors (other than any conflicted director who has not been authorised to vote) is as valid as a resolution passed at a meeting For this purpose the resolution may be contained in more than one document

8 5 Subject to the advance agreement of all the elected directors, business may also be **conducted online** provided at least the number of directors entitled to vote that are required to make a quorum at a meeting have provided their online agreement All directors must have opportunity to participate in any such online discussions and agreements Any such business conducted and decisions made between meetings shall be recorded and reported to the following committee meeting'

8 6 Every director has one vote on each issue and, in case of equality of votes, the chairman of the meeting shall have a second or casting vote

8 7 A procedural defect of which the directors are unaware at the time does not invalidate decisions taken

9 Delegation

9 1 In accordance with Article 5 1 above, the directors may exercise any powers of the Club which are not reserved to the Club Voting Members

9 2 The directors may delegate any of their functions to committees consisting of two or more individuals appointed by them on such terms as they think fit At least one member of each committee must be a director and significant decisions of committees must be reported to the directors

9 3 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors

10 Directors' Remuneration and Expenses

10 1 Directors may undertake any services for the Club that the directors decide Directors are entitled to such remuneration as the directors determine for services they may provide to the Club but not for acting as directors

10 2 The Club may pay any reasonable expenses which the directors properly incur in connection with the discharge of their responsibilities in relation to the Club

10 3 No director shall be appointed to any salaried office of the company or any office of the company paid by fees

11 Conflicts of Interest

11 1 The directors may, in accordance with the requirements set out in Article 11 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 to avoid conflicts of interest

11 2 Any authorisation under Article 11 1 shall be effective only if

11.2 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

11 2 2 Any requirement as to the quorum is met without counting the interested director and

11 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

11 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

11 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

11 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 Act, the resolution cannot be approved at that time, but directors may discuss at a later date if appropriate or pass the conflict to the Club Voting Members for approval by ordinary resolution

11 6 When all the directors of the Club are conflicted, the Directors may pass the conflict to the Club Members for approval by ordinary resolution

PART 4: MEMBERSHIP

12 Applications for Membership

- 12 1 Membership is open to any individual interested in the sport of Sailing Membership is not transferable
- 12 2 No person shall become a member unless
 - 12 2 1 That person has completed an application for Membership in a form approved by the directors from time to time and
 - 12 2 2 The directors have, or the person to whom they have delegated has, approved the application
- 12 3 Membership is also subject to any subscriptions set by the directors from time to time
- 12 4 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 5 The application and approval processes may be set by the directors from time to time and detailed in the Bye Laws

13 Termination of Membership

- 13 1 A member may withdraw from Membership by giving a minimum of 7 days' notice to the Club in writing
- 13 2 An individual's membership terminates when the individual dies, and a Group Voting Membership terminates when the organisation ceases to exist
- 13 3 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
 - 13 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 its Members and directors into disrepute
 - 13 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 or
 - 13 3 3 He has failed to observe the terms of these Articles and any Bye Laws from time to time
- 13 4 If the directors wish to terminate a person's Membership in accordance with Article 13 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 must consider any representations made by the Member and inform the Member of their decision following such considerations
- 13 5 A Member whose Membership is terminated under Article 13.3 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

14 General Meetings

- 14 1 Club Voting Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the directors before the commencement of the meeting)
- 14 1 1 except that a Club Voting Member who has not paid the relevant subscription for the current year shall not be entitled to notice of or to attend any general meeting nor to vote upon any resolution (whether in person or proxy and whether proposed at a general meeting or as a written resolution)
- 14.1 2 Any proxy appointment must be notified to the directors before the commencement of the meeting, and applies only to the specified meeting (including any adjournments) The breadth of authority given may be as broad or narrow as the appointor specifies
- 14 1 3 The accidental omission to give notice (provided it was the intention to issue notice) of a meeting to, or non-receipt of such a notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had, at the meeting
- 14 2 The Club must hold a general meeting as an AGM in each year in addition to any other general meetings in that year, and must specify the meeting as the AGM in the notices calling it The date of the AGM shall be notified to members at least 60 days before the meeting to allow members time to submit proposals under 15 2 2
- 14 3 A general meeting
- 14 3 1 may be called by the directors at any time and
- 14 3.2 must be called within 21 days of a written request from at least 10% of the Club Voting Membership or (where no general meeting has been held within the last year) at least 5% of the Club Voting Membership
- 14 4 For meetings requested under Article 14 3 2
- 14 4 1 The written request shall specify the general nature of the business to be dealt with, and the full text of any resolution that may properly and is intended to be moved at the meeting
- 14 4 2 The notice must include such proper information as provided under 14 3 1
- 14 4 3 The date of the meeting shall be within 28 clear days of the date the notice is sent
- 14 5 General meetings shall be called on at least twenty-one clear days written notice indicating the date, time and business to be discussed and (if any resolutions are to be proposed), setting out the terms of the proposed resolutions

15 Business to be transacted at General Meetings

- 15 1 At the AGM, members must
- 15 1 1 Receive the accounts of the Club for the previous financial year
- 15 1 2 Receive a report on the Club's activities
- 15 1 3 Elect the officers and other directors to hold office (subject to Article 7) until the next AGM
- 15 1 4 Approve the appointment of auditors (unless the Club is exempt from the requirement that its accounts be audited)
- 15 2 Members may also consider, debate or vote on any other business
- 15 2 1 Specified by the directors to be included in the notice convening the meeting
- 15 2 2 Requested in writing by a Club Voting Member to be included in the notice convening the meeting, such requests to be received by the directors at least 28 days' prior to the AGM
- 15 3 The business of any other general meeting shall be confined to the business stated in the notice convening the meeting

16 Proceedings at General Meetings

- 16 1 There is a quorum at a general meeting if the number of Club Voting Members present in person or by proxy is at least 20 or 10% of the total Club Voting Membership (whichever is lower)
- 16 1 1 The authorised representative of a Group Voting Member shall be counted in the quorum
- 16 2 The chairman at a general meeting shall be
 - 16 2 1 The Commodore if present and willing or
 - 16 2 2 The most senior flag officer or director present and willing or
 - 16 2 3 A Club Voting Member present in person at the meeting and elected by the Club Voting members present in person or by proxy
- 16 3 In the case of a general meeting called on request from the Club Voting Membership under the provisions of Article 14 3, the Chairman shall be elected as detailed in Article 16 2 3
- 16 4 Every Club Voting Member present in person or proxy has one vote on each issue
- 16 5 In the case of an equality of votes (whether by show of hands or by poll) the Chairman of the meeting shall be entitled to a second or casting vote
- 16 6 Except where otherwise provided in 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
- 16 7 A technical defect in the appointment of a Club Voting Member of which the Club Voting Members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution of the Club Voting Members

PART 5: ADMINISTRATIVE ARRANGEMENTS

17 Records and Accounts

17.1 The directors must comply with the requirements of the Companies Acts as to keeping records, the audit or independent assurance review of accounts and the preparation and transmission to the Registrar of Companies of information required by law including

17.1.1 annual returns,

17.1.2 annual reports, and

17.1.3 annual statements of account

17.2 The directors must also keep records of

17.2.1 all proceedings at meetings of the directors,

17.2.2 all resolutions in writing,

17.2.3 all reports of committees, and

17.2.4 all professional advice obtained

17.3 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 Members who are not Directors if the directors so decide

17.4 A copy of the Club's constitution and latest available statement of account must be supplied on request to any director

18 Indemnity

18.1 Subject to Article 18.2, a director or former director of the Club may be indemnified out of the Club's assets against

18.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club,

18.1.2 any liability incurred by that director in connection with the activities of the Club in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act), or

18.1.3 any other liability incurred by that director as an officer of the Club

18.2 This Article 18 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

19 Communications

19.1 Notices and other documents to be served on Members or directors under these Articles or the Companies Acts may be served

19.1.1 by hand,

19.1.2 by post,

19.1.3 by suitable electronic means, or

19.1.4 through publication on the Club's website

- 19 2 The only address at which a Member is entitled to receive notices sent by post is an address in the U K shown in the register of Members
- 19 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 19 3 1 24 hours after being sent by electronic means, posted on the Club's website or delivered by hand to the relevant address,
- 19 3 2 two clear days after being sent by first class post to that address,
- 19 3 3 three clear days after being sent by second class or overseas post to that address,
- 19 3 4 immediately on being handed to the recipient personally; or, if earlier,
- 19 3 5 as soon as the recipient acknowledges actual receipt
- 19 4 A technical defect in service of which the directors are unaware at the time does not invalidate decisions taken at a meeting

20 Amending the Articles

- 20 1 These Articles may be amended by special resolution of the Club Voting Members

21 Profits not to be distributed

- 21 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
- 21 2 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Club of
- 21 2 1 reasonable and proper remuneration to any Member, officer or servant of the Club for any services rendered to the Club,
- 21 2 2 interest on money lent by any Member of the Club 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,
- 21 2 3 reasonable and proper rent for premises demised or let by any Member or director, or
- 21 2 4 reasonable out-of-pocket expenses properly incurred by any director

22 Dissolution

- 22 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 Members of the Club, but shall be given or transferred, at the sole discretion of the directors, to
- 22 1 1 some other club that is a charity with purposes similar to those of the Club, and/or
- 22 1 2 some other club that is a registered Community Amateur Sports Club with purposes similar to those of the Club, and/or
- 22 1 3 the national governing body for the sport of yachting for use by that organisation for related community sports