

Company Registration Number: 4446786

THE COMPANIES ACTS 1985 to 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
SEA VIEW YACHT CLUB LIMITED**

**BATES, WELLS & BRAITHWAITE
Cheapside House
138 Cheapside
London EC2V 6BB**



The Companies Acts 1985 to 1989

**Company Limited By Guarantee and
Not Having a Share Capital**

**Memorandum
And
Articles Of Association
Of
Sea View Yacht Club Limited**

1. The name of the Company (hereinafter called the "Club" is "SEA VIEW YACHT CLUB LIMITED").
2. The Club's registered office is to be situated in England and Wales.
3. The Club's objects are:
 - (A) (i) To encourage amateur sailing and boat racing.
 - (ii) To carry on all or any of the business of a yacht club, proprietors of sports and other clubs, hotels, restaurants, licensed premises, holiday accommodation, sports outfitters, billiards rooms, bridge clubs, café and refreshment rooms, dressing rooms, laundries, libraries, dance halls, concert halls and rooms for public and private use, amusement caterers to promote and organise yachting and boating activities of all kinds and any other sports, pastimes, leisure and recreational activities and events, to establish maintain and conduct a club for the benefit, advantage, convenience, pleasure or accommodation of the members of the Club and such other persons as the Club thinks fit and to encourage social intercourse among the members of the Club.
 - (iii) To purchase or otherwise take on all or part of the assets, undertaking and liabilities of the unincorporated association known as Sea View Yacht Club and to enter into any agreement or agreements, including giving any undertakings, warranties or indemnities, for that purpose.

- (iv) To redevelop the club house and any building, premises, land or property of the Club and to enter into any agreement or agreements, including giving any undertakings, warranties or indemnities, for that purpose.
- (B) To carry on any other trade or business which may seem to the Club capable of being conveniently carried on in connection with the objects specified in sub-clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Club.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, boats, buildings, staging, slipways, breakwaters, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Club's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any boats, staging, slipways, breakwaters, roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Club's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money in such manner as the Club shall think fit for the purposes of or in connection with the Club's business, and for the purposes of or in connection with the borrowing or raising of money by the Club to become a member of any building society.
- (F) For the purposes of or in connection with the business of the Club to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Club by a trust deed or other assurances. To issue and deposit any securities which the Club has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Club or of its customers or other persons or corporations having dealings with the Club, or in whose businesses or undertakings the Club is interested, whether directly or indirectly.

- (G) To receive money on deposit or loan upon such terms as the Club may approve.
- (H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Club receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Club's holding or subsidiary company or otherwise associated with the Club in business.
- (I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Club, or of any company which is for the time being the Club's holding or subsidiary company or otherwise associated with the Club in business or who are or were at any time directors or officers of the Club or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Club or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Club not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (L) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Club, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in

respect of dividend, repayment or capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Club may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (M) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Club, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (N) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Club or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Club, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (O) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Club is authorised to carry on or possessed of property suitable for the purposes of the Club, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Club.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Club for such consideration as the Club may think fit.
- (Q) To amalgamate with any other company whose objects are or include objects similar to those of this Club, whether by sale or purchase subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (R) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities or any other company.
- (S) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (T) To do all such things as are incidental or conducive to the above objects or any of them.
- (U) To pay out of the funds of the Club any premium in respect of any indemnity insurance to cover the liability of the members of the General Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of duty of which they may be guilty in relation to the Club. No such insurance shall extend to any claim arising from any act or omission which the members of the General Committee (or any of them) knew to be a breach of duty or which was committed by the members of the General Committee (or any of them) in reckless disregard of whether it was a breach of duty or not.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anyway limited by reference to or inference from any other paragraph or the name of the Club and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

- 4. The liability of the members is limited.
- 5. Every member of the Club undertakes to contribute such amount as may be required (not exceeding £1) to the Club's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Club's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 6. The income and property whatsoever and wheresoever derived of the Club shall be applied solely towards the promotion of the objects of the Club as herein set forth and no part thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Club but so that nothing herein contained shall prevent the payment in good faith of remuneration or of reasonable travelling and other expenses necessarily incurred in the

performance of Club business or of reasonable and proper premiums in respect of indemnity insurance effected in accordance with sub-clause 3(U) hereof to any director, officer or servant of the Club or to any member of the Club in return for services rendered to the Club.

7. If any property remains after the Club has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Club. It shall instead be given or transferred to some other club or unincorporated body or association or body of persons or any company having objects similar to those of the Club selected by the members by special resolution and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as Clause 6 of this Memorandum imposes upon the Club.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBER

1. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

2. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

3. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

Company Registration Number: 4446786

The Companies Acts 1985 to 1989

**Company Limited By Guarantee and
Not Having a Share Capital**

Articles of Association

of

Sea View Yacht Club Limited

Interpretation

1. In these Articles and the Memorandum of Association the following terms shall have the following meanings:-

| <u>Term</u> | <u>Meaning</u> |
|------------------|--|
| 1.1 "Act" | the Companies Act 1985 including any statutory modification or re-enactment for the time being in force |
| 1.2 "Articles" | the Articles of Association of the Club |
| 1.3 "Bye-laws" | the bye-laws made from time to time in accordance with Article 56 |
| 1.4 "clear days" | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect |
| 1.5 "Club" | Sea View Yacht Club Limited |
| 1.6 "Club year" | the accounting period of the Club from time to time (which, at the date |

- of adoption of these Articles, shall begin on 1 November and end on the next following 31 October)
- 1.7 "Flag Officers" all or any of the individuals appointed in accordance with Article 50
- 1.8 "General Committee" the committee constituted in accordance with Article 47 whose members will be the directors (as defined in the Act) of the Club
- 1.9 "Member" a member of the Club, whether Voting or Non Voting
- 1.10 "Memorandum" the Memorandum of Association of the Club
- 1.11 "Non Voting Member" a member of the Club appointed in accordance with Article 4 who is not entitled to attend and vote at general meetings of the Club
- 1.12 "Office" the registered office of the Club
- 1.13 "Rules" the Memorandum, Articles and Bye-laws
- 1.14 "Secretary" the secretary of the Club or any other person appointed to perform the duties of the secretary of the Club, including a joint, assistant or deputy secretary
- 1.15 "Summer Period" the period between mid-July and late-August, the dates of which are fixed by the General Committee and published in the Club's fixtures lists
- 1.16 "Voting Member" a member of the Club appointed in accordance with Article 3 who is entitled to attend and vote at general meetings of the Club
- 2.1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Club.

- 2.2 In these Articles, words importing the masculine shall include the feminine and vice versa.

Membership

Voting Members

3. The subscribers to the Memorandum and such other individuals as are admitted to the following categories of membership in accordance with the Articles shall be Voting Members of the Club:
- 3.1 Honorary Life Members
 - 3.2 Life Members
 - 3.3 Full Members
 - 3.4 Members aged 23 to 26 (inclusive)
 - 3.5 Members aged 18 to 22 (inclusive)
 - 3.6 Wife or husband of a Voting Member
 - 3.7 Widow of a Voting Member
 - 3.8 Honorary Members

Non Voting members

4. Such individuals as are admitted to one of the following categories of membership of the Club in accordance with the Articles shall be Non Voting Members of the Club:
- 4.1 Cadet members aged 8 to 17 (inclusive)
 - 4.2 Bridge members
 - 4.3 Associate Sailing members
 - 4.4 Young Associate Sailing members
 - 4.5 Temporary members
 - 4.6 Mermaid Charter members
 - 4.7 Overseas members

5. Application for Membership

- 5.1 Subject to the provisions of Articles 7 to 14 (inclusive), every individual who wishes to become a Member shall:

- 5.1.1 deliver to the Club an application for membership in such form as the General Committee require and obtainable from the Secretary;
 - 5.1.2 be nominated by two existing Voting Members who are not husband and wife and who have been Voting Members of the Club or its predecessor in title for more than 2 years at the date of nomination who shall give written recommendations in respect of the application for membership except if the members of the General Committee in their absolute discretion decide such recommendations are unnecessary; and
 - 5.1.3 be known, or have been introduced, to a member of the General Committee.
- 5.2 Membership of the Club shall be open to all persons interested in the sport of sailing irrespective of sex, ethnicity, nationality, disability, sexual orientation, religion or beliefs, or age, provided that Cadet Members are aged 8 or over and Members 18 or over.
- 5.3 The name of each individual applying for membership and the names of the Voting Members by whom he or she has been nominated shall be displayed at the Office by the General Committee at least one calendar month before the meeting of the General Committee at which their application for membership is to be considered.
- 5.4 An individual shall be accepted for membership by the General Committee voting by a simple majority of those present.
- 5.5 New Members shall be notified of their acceptance as Members by the Secretary and shall be sent a copy of the Rules together with a direct debit mandate for their subscription, entrance fee and other sums due to the Club. Such Members shall not be entitled to use the Club facilities until the direct debit mandate has been returned to the Secretary and any amount due has been paid.

Cessation of membership

6. Membership shall not be transferable and shall cease on death. A Member shall cease to be a Member:-
- 6.1 on the expiry of at least one calendar month's notice (or such lesser period of notice as may be agreed between the General Committee and the resigning Member) given by him or her to the Club of his or her intention to withdraw; or
 - 6.2 at the General Committee's absolute discretion if any subscription or other sum payable by the Member to the Club is not paid on the due date

and remains unpaid two months after the same became due by the Club notifying him or her in writing that he or she has been removed as a Member from the date stated in the notice; or

- 6.3 by resolution of two-thirds or more of the members of the General Committee present and voting that the Member be expelled on the grounds that the conduct of the Member, either on or outside the Club's premises is detrimental to the character, interests or good order of the Club or that the Member refuses to comply with any provision of the Rules. Such a resolution shall not be passed unless the Member has been given at least fourteen clear days' notice in writing that the resolution is to be proposed and inviting the Member to withdraw in accordance with Article 6.1. A Member expelled by such a resolution shall be notified of such expulsion by the Secretary in writing and shall remain liable to pay to the Club any subscription or other sum due to the Club.

7. Honorary Life Membership

- 7.1 The General Committee may in exceptional cases recommend to the Voting Members in annual general meeting that any individual be admitted as an Honorary Life Member.
- 7.2 Any Voting Member who has reached the age of 75 and who has been a Voting Member of the Club for at least 50 years may be proposed by the General Committee for election as an Honorary Life Member by the Voting Members at the annual general meeting immediately following his or her 75th birthday.

8. Cadet Membership

- 8.1 Individuals between their eighth and eighteenth birthdays may be elected to the Club as Cadet Members providing that the General Committee is satisfied (in their absolute discretion) that he or she will take an active part in sailing. The General Committee may withdraw membership if in their absolute discretion they consider that the Cadet Member has ceased to take an active part in sailing.
- 8.2 Cadet Members shall on reaching the age of eighteen become Voting Members of the Club and will become liable for the appropriate subscription for Voting Members with effect from the beginning of the Club year following their eighteenth birthday.
- 8.3 Temporary Cadet Members may be admitted in accordance with Article 13.

9. Bridge Membership

- 9.1 The General Committee may at its absolute discretion admit any individual nominated by a Voting Member or by a Bridge Member as a Bridge Member. Bridge Members may only use the Club when Bridge is being played. They may not introduce guests or nominate Temporary Members. Nominations must be made in writing to the Secretary and the name of the individual so nominated displayed at the Office.
- 9.2 At least two clear days must elapse between the nomination of an individual and his or her admission as a Bridge Member.

10. Honorary Membership

- 10.1 The General Committee shall at its discretion admit any individual as an Honorary Member. His or her name shall be recorded by the Secretary in the register of Members of the Club.
- 10.2 Honorary Members shall have the same rights and obligations as Temporary Members except that they may introduce guests.

11. Associate Sailing Membership

- 11.1 The General Committee may at its absolute discretion admit any individual nominated by a Voting Member as an Associate Sailing Member. Associate Sailing Members may use the Club when participating in organised racing, except during the Summer Period, under conditions laid down by the General Committee. Associate Sailing Members may not introduce guests or nominate Temporary Members. Nominations must be made in writing to the Secretary and the name of the individual so nominated displayed at the office.
- 11.2 At least two clear days must elapse between the nomination of an individual and his or her admission as an Associate Sailing Member.

12. Young Associate Sailing Membership

The General Committee may at its absolute discretion admit any child of a Member under the age of 8 (on the application of the child's parent) who wishes to learn to sail as a Young Associate Sailing Member. Young Associate Sailing Members may only use the Club when they are involved in an organised Club sailing activity and will at all times be subject to the Club Bye-laws regarding children.

13. Temporary Members

- 13.1 Subject to the provisions of this Article, the General Committee may at its absolute discretion admit any individual nominated by a Voting Member as a Temporary Member. Nominations must be made in writing

to the Secretary and the name of the individual so nominated shall be entered in the register of Temporary Members by the Secretary.

- 13.2 At least two clear days must elapse between the nomination of an individual and his or her admission as a Temporary Member.
- 13.3 No person shall become a Temporary Member for more than four weeks in any one calendar year nor during more than one calendar year in any period of five consecutive calendar years.
- 13.4 Temporary Members shall not introduce guests. The Voting Member who nominates the Temporary Member shall be responsible for ensuring that he or she is aware of the Rules and conforms to them.

14. Mermaid Charter Membership

The General Committee may at its absolute discretion admit any individual who sails during periods of charter as a Mermaid Charter Member, provided he or she is already a member of a recognised Yacht Club or Sailing Association. Mermaid Charter Members may use the Club facilities whenever they are sailing during the Club year in which the period of charter falls. The availability of boats to Mermaid Charter Members will be at the discretion of the Secretary. Individual subscriptions will be included within the Mermaid charter fees.

15. Visiting Yachtsmen

Owners or charterers of visiting yachts, who are members of a recognised Yacht Club, together with their amateur crews living on board may, whilst their yachts are lying off Seaview, be invited by the Flag Officers or General Committee to use all or any of the facilities of the Club for a continuous period of, or for broken periods not exceeding a total of, seven days in any one calendar year, provided that their names are entered in the register of visiting yachtsmen by the Secretary. Such invitation shall be on terms that visiting yachtsmen shall comply with the Rules and customs of the Club.

Subscriptions

16. Members' fees and subscriptions

Subject to Articles 18, 19 and 21, the General Committee may levy:

- 16.1 an entrance fee in respect of new Members; and
- 16.2 an annual subscription in respect of membership of the Club;

at such rate for each category of Member as shall have been agreed by the Voting Members by ordinary resolution at the last annual general meeting at which the rates are put to the Voting Members for approval.

17. Payment of fees and subscriptions

- 17.1** Annual subscriptions shall be paid to the Club by direct debit in equal instalments no later than 1 November and 1 May in each Club year. Members who do not pay the relevant by direct debit shall be subject to a surcharge of £10.00 unless the annual subscription is paid in full on or before the start of the Club year in respect of which it is due.

18. Frozen Subscriptions

With effect from and including 1st November 2003 the provisions of this Article will cease to apply except in the cases of a Member who was over 60 years of age before that date and a widow whose husband died before that date. Subject as aforesaid.

- 18.1** Full Members over 60 years of age whose combined age and years of membership of the Club or its predecessor in title ("age and membership") exceed 80 will thereafter be entitled to pay subscriptions at the rate of subscription prevailing on the date they achieve age and membership provided that they so notify the Secretary before the beginning of the next Club year.
- 18.2** Wives or husbands of Voting Members over 60 years of age whose combined age and membership exceeds 80 will thereafter be entitled to pay subscriptions at the rate of subscription payable by them as the wife or husband of a Voting Member on the date they achieve age and membership provided that they notify the Secretary of their entitlement before the beginning of the next Club year.
- 18.3** A widow of a Voting Member, who was also a Voting Member before the death of her husband, will thereafter be entitled to pay subscriptions at the rate of subscription payable by her as a wife of a Voting Member at the date she became a widow regardless of her age and membership.
- 18.4** For the purpose of this Article a Voting Member who has left the Club (or its predecessor in title) and rejoined may count the total number of years for which he or she has paid the subscription towards the number of years of membership.

19. Overseas residents

Any Voting Member who is resident outside the UK may be allowed, on written application made to the Secretary before the start of the Club year and subject to the approval of the General Committee to pay a

reduced subscription for Overseas members If any Overseas member shall use the Club for more than eight days, of which no more than four days shall be during the month of August, during any Club year he or she will be required to pay the subscription which he or she would otherwise be obliged to pay in respect of that Club year.

20. Unpaid Subscriptions

20.1 The Secretary shall notify all Members whose subscriptions and other sums due to the Club are not paid when they are due. The names of any Members who have not paid their subscriptions and other sums due to the Club one month after they are due may, at the discretion of the General Committee, be displayed at the Office.

20.2 Any Member whose subscription or any other sums due to the Club are in arrears shall not have use of the Club premises and may become subject to Article 6.2.

21. Redevelopment Levy

21.1 Subject to the provisions of this Article, for a period of ten years starting on 1 November 2000, Members will be liable to pay semi-annual fees in addition to subscriptions or entrance fees ("Redevelopment Levy").

21.2 The semi-annual fees referred to in Article 21.1 are:

| | | |
|---------|-----------------------------|------|
| 21.2.1 | Honorary Life Member | £nil |
| 21.2.2 | Life Member | £30 |
| 21.2.3 | Full Member | £30 |
| 21.2.4 | Voting Member aged 23 to 26 | £15 |
| 21.2.5 | Frozen Full Member | £15 |
| 21.2.6 | Voting Member aged 18 to 22 | £10 |
| 21.2.7 | Wife or husband of a Member | £20 |
| 21.2.8 | Widow of a Member | £20 |
| 21.2.9 | Frozen Spouse/Frozen Widow | £10 |
| 21.2.10 | Cadet member | £5 |
| 21.2.11 | Bridge member | £5 |
| 21.2.12 | Honorary Member | £nil |

- | | | |
|---------|--------------------------------|------|
| 21.2.13 | Associate Sailing member | £5 |
| 21.2.14 | Young Associate Sailing member | £nil |
| 21.2.15 | Temporary member | £nil |
| 21.2.16 | Mermaid Charter member | £nil |
- 21.3 Members who choose to pay all of their Redevelopment Levy before 31 December 2000 will be entitled to a discount of 20% on the total that they would otherwise be due to pay over the ten years after allowing for any changes of category that would occur over the period on the basis of age and/or of membership (but not of marital status).
- 21.4 Members elected after 31 October 2000 shall pay, in addition to their entrance fee, the total amount of Redevelopment Levy that they would have been liable to pay had they been a Member from the date of introduction of the Redevelopment Levy scheme through to their actual date of election (or, if less, the total amount of the Redevelopment Levy that they would have been liable to pay during the 5 years prior to their election). The total amount of Redevelopment Levy due from a Member will be calculated after allowing for any changes of category of membership that would have occurred over the relevant period on the basis solely of age, except that Members who are the wife or husband of a Member will be assumed to have been married throughout. Following their election they will be liable for the remaining instalments of the Redevelopment Levy appropriate to their membership category.
- 21.5 Members who have not already paid all their Redevelopment Levy and choose to pay all the remaining instalments of their Redevelopment Levy, following the payment of the instalment due on 1 May 2002, before 30 June 2002 will be entitled to a discount of 18.75% on the total that they would otherwise be due to pay over the eight years after allowing for any changes of category that would occur over the period on the basis of age and/or of membership (but not of marital status).

22. Miscellaneous

- 22.1 A Member who has resigned in accordance with Article 6.1 may (in the absolute discretion of the General Committee) be exempted from the obligation to pay an entrance fee in accordance with Article 16.1 in respect of his or her subsequent re-admission as a Member.
- 22.2 The subscription for Temporary members shall be determined by the General Committee from time to time. If a Temporary member becomes a Full Member during a Club year, he or she shall be entitled to a refund of any subscription in respect of his or her Temporary membership which he or she has paid for that Club year.

- 22.3 Subscriptions payable by Mermaid Charter Members shall be included within the charter fees charged by the Club.
- 22.4 A Member whose notice of resignation given in accordance with Article 6.1 expires after the next subscription instalment date (described in Article 17.1) before which it is given shall pay the Club the subscription due on that subscription instalment date.

General Meetings

23. Annual General Meeting

The Club shall hold an annual general meeting within 18 months of the adoption of these Articles and afterwards once in each calendar year. It shall be held at such time and at such place as the General Committee considers suitable.

24. Other General Meetings

The General Committee may call a general meeting at any time. The General Committee shall call a general meeting on receiving a requisition to that effect, signed by at least thirty Voting Members (who are not also members of the General Committee) having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Act.

25. Length of Notice

Any annual general meeting or any other general meeting shall be called by at least 21 clear days' written notice.

26. Content of Notice

Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect. All resolutions or nominations must be delivered to the Secretary in writing at least 28 days before the meeting.

Service of Notice

Notice of general meetings shall be given to every Voting Member and to the General Committee and to the auditors of the Club.

27. Other Meetings

An informal meeting of the Club may be held in August of each year, at the discretion of the Flag Officers, to discuss such matters as the chair of the meeting, who shall be the Commodore or any other Flag Officer, shall in his discretion decide. Such a meeting shall not have the status of a general meeting and no resolutions or special resolutions may be passed at such meeting.

Proceedings at General Meetings

28. No business shall be transacted at any meeting unless a quorum is present. Fifty members entitled to vote upon the business to be transacted, each being a Voting Member or a proxy for a Voting Member, shall be a quorum.
29. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days when the quorum shall be as specified in Article 29.
30. The senior Flag Officer present or, in the absence of a Flag Officer, some other Voting Member chosen by the Voting Members shall preside as chair of the meeting.
31. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting or in accordance with Article 30), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
32. Except as required by the Act or any other provision of company law or in respect of a matter not placed on the agenda in advance of the meeting, decisions at an annual general meeting shall be made by ordinary resolution and decisions at any other general meeting shall be made by special resolution.
34. A resolution put to the vote of a meeting shall be decided on a show of hands unless the General Committee in its discretion agrees to a poll in respect of what it deems to be unusual or significant matters. A poll may only be held when the notice of the meeting has included proxy forms.
35. Unless a poll is held a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
36. A poll shall be taken at the meeting and the chair 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 held.

37. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
38. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.
39. A resolution in writing executed by or on behalf of each Voting Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more Voting Members. The date of a written resolution shall be the date on which the last Voting Member signs. Copies of all proposed written resolutions of the Voting Members shall be sent to the Club's auditors before being passed.

Votes of Voting Members

40. A Voting Member may appoint any other Voting Member to be his or her proxy.
41. A Voting Member who has appointed a proxy to attend and vote on his or her behalf may before the commencement of the meeting in respect of which the appointment has been made, withdraw the form of appointment of proxy, and vote in person.
42. On a show of hands every Voting Member present in person shall have one vote. On a poll every Voting Member present in person or by proxy shall have one vote.
43. No Voting Member shall be entitled to vote at any general meeting at the discretion of the chair if any monies payable by him or her to the Club are in arrears.
44. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.
45. A proxy shall be in a form approved by the General Committee and must be received by the Club at least 48 hours before a meeting or

adjourned meeting. The chair of the meeting shall rule on any question of validity of a proxy form.

The General Committee

Number of members of the General Committee

46. Unless otherwise decided by ordinary resolution of the Voting Members the maximum number of the members of the General Committee shall be eighteen

The members of the General Committee

47. Subject to Articles 68 and 69 the General Committee shall comprise:
- 47.1 Two Trustees in accordance with Article 48.1;
- 47.2 up to eight Committee Members appointed by the Voting Members in accordance with Article 49.1;
- 47.3 the Flag Officers;
- 47.4 the Honorary Treasurer; and
- 47.5 up to three individuals appointed by the General Committee in accordance with Article 53.1.

Trustees

- 48.1 The General Committee shall nominate for election by the Membership two Trustees. The Trustees shall be voting members of the General Committee. The Trustees shall be entitled to call a General Meeting provided both are agreed so to do.
- 48.2 Each Trustee shall hold office for a period of eight years, but will not be eligible for re-election thereafter.

Committee Members

- 49.1 The Voting Members may by ordinary resolution appoint up to eight Voting Members to be Committee Members. Each such appointed Voting Member shall have been nominated by two other Voting Members other than his or her spouse in writing delivered to the Secretary no less than 28 clear days before the date of the annual general meeting at which his or her appointment is to be voted upon. Such nominations shall be displayed at the Office for no less than 21 clear days before the date of the annual general meeting. The Committee

Members so appointed will hold office for the four Club years immediately following the Club year during which the annual general meeting is held.

- 49.2 At the expiry of the four year period referred to in Article 49.1 each Committee Member shall retire and shall be ineligible for re-election for a period of twelve months.
- 49.3 The General Committee may at its absolute discretion appoint a Voting Member who is willing to be a member of the General Committee to fill a casual vacancy on the General Committee. The appointment of such a Voting Member shall be approved by ordinary resolution of the Voting Members at the first annual general meeting following his or her appointment, failing which such Voting Member shall retire from office with effect from the end of the Club year during which the annual general meeting is held. If his or her appointment is so approved, he or she shall hold office for the Club year during which he or she was appointed and for the three successive years at the expiry of which he or she shall retire and shall be ineligible for re-appointment for a period of twelve months.

Flag Officers

- 50.1 The Voting Members shall at each annual general meeting appoint any of the Voting Members nominated in accordance with Article 50.2 as:
- 50.1.1 Commodore;
 - 50.1.2 Vice-Commodore;
 - 50.1.3 Rear-Commodore (Sailing); and
 - 50.1.4 Rear-Commodore (Administration).
- 50.2 No Voting Member shall be eligible for appointment as a Flag Officer unless he or she has been proposed and seconded by two other Voting Members in writing received by the Secretary at least 28 days, and displayed on the Club notice board at least 21 days, before the annual general meeting at which his or her appointment is proposed.
- 50.3 A Flag Officer shall hold office for the Club year immediately following the Club year during which the annual general meeting at which he or she is appointed was held but shall be eligible for re-appointment:
- 50.3.1 to the same rank in respect of the two successive Club years; and
 - 50.3.2 subject to Article 50.3.1, to any other Flag Officer rank in respect of the eight successive Club years;

provided that after nine years' continuous service as a Flag Officer, he or she will not be eligible for re-appointment in respect of the three Club years immediately following the last Club year during which he or she so serves.

- 50.4 If any rank of Flag Officer becomes vacant during the Club year, the General Committee shall appoint a Voting Member to fill the vacancy. The name of the Voting Member appointed shall be displayed on the Club notice board for at least 28 days following the appointment. A Flag Officer so appointed shall retire at the end of the Club year for which his predecessor was appointed but shall be eligible for re-appointment in accordance with Article 50.3.

51. Other Officers

The General Committee shall at its absolute discretion appoint the following officers:

- 51.1 the Honorary Treasurer;

- 51.2 the Secretary;

to serve for such term as the General Committee shall think fit.

52. The General Committee may at any time remove any of the officers referred to in Article 51.

53. Co-option

- 53.1 The General Committee may co-opt up to three additional Voting Members to be members of the General Committee to serve for such term as the General Committee shall think fit.

54. Powers of the General Committee

- 54.1 Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Club shall be managed by the General Committee who may exercise all the powers of the Club. No alteration of the Memorandum or Articles shall invalidate any prior act of the General Committee which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the General Committee by the Articles and a meeting of the General Committee at which a quorum is present may exercise all powers exercisable by the General Committee.

- 54.2 All provisions, wines, spirits, liquors and other such items shall be under the control of the General Committee for the benefit of the Members.

55. The General Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Club for such purposes and on such conditions as they determine.

Bye-laws

56. The General Committee shall have power from time to time to make, vary and revoke Bye-laws for the internal affairs of the Club and the conduct of Members provided that such Bye-laws shall not be inconsistent with the Memorandum and Articles. All such Bye-laws shall, until revoked by the General Committee or set aside by the Voting Members in general meeting, be binding upon the Members.

Delegation of General Committee's powers

57. Subject to Articles 58 to 67 (inclusive) the General Committee may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
- 57.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee; and
 - 57.2 the composition of any such committee shall be entirely in the discretion of the General Committee and may include non-members provided that the chair of any such Committee shall be a member of the General Committee;
 - 57.3 a list of such committees and the membership of the same shall be displayed at the Office; and
 - 57.4 the deliberations of any such committee shall be reported regularly to the General Committee and any resolution passed or decision taken by any such committee shall be reported forthwith to the General Committee and for that purpose every committee shall appoint a secretary; and
 - 57.5 all delegations under this Article shall be revocable at any time; and
 - 57.6 the General Committee may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

Finance Committee

58. The General Committee shall appoint a committee (the "Finance Committee") which shall:

- 58.1 prepare the annual budget, in conjunction with the budget holders for approval by the General Committee;
- 58.2 produce and review the management accounts and annual accounts;
- 58.3 report to the General Committee on important financial matters; and
- 58.4 make recommendations to the General Committee on all financial matters including long-term planning and funding of major projects.
- 59.1 The Finance Committee shall comprise the Flag Officers, the Honorary Treasurer and a maximum of three other Members.
- 59.2 The Vice-Commodore or, in his absence, the Honorary Treasurer shall act as the chair of the Finance Committee.
- 59.3 The quorum for the transaction of business of the Finance Committee shall be three.

Sailing Committee

- 60. The General Committee shall appoint a committee (the "Sailing Committee") which shall:
 - 60.1 plan and co-ordinate the Club fixture list and all sailing events;
 - 60.2 be responsible for ferrying arrangements and the nanny boat, safety arrangements afloat, moorings and race marks.
- 61. The Sailing Committee shall comprise the Rear Commodore (Sailing), Captains of Classes of 10 or more boats requiring separate races or their nominees and three Members one of whom shall represent race officials
- 62.1 The Rear Commodore (Sailing) shall act as chair of the Sailing Committee.
- 62.2 The Sailing Committee shall not have power to incur expenditure in excess of the budgeted expenditure notified to it by the General Committee in writing.

Mermaid Sub-committee

- 63. The General Committee shall appoint a committee to manage the Mermaid fleet (the "Mermaid Committee"). The captain of the Mermaids shall act as chair of the Mermaid Committee.

House and Premises Committee

64. The General Committee shall appoint a committee (the "House and Premises Committee") which shall:
- 64.1 recommend a social programme to the General Committee;
 - 64.2 organise the social programme approved by the General Committee;
 - 64.3 maintain fire-fighting equipment;
 - 64.4 organise catering;
 - 64.5 organise bridge;
 - 64.6 organise prize draws;
 - 64.7 be responsible for the upkeep of the Club premises, including the boathouse, staging and slipways.
- 65.1 The House and Premises Committee shall comprise the Rear Commodore (Administration) and a maximum of nine other Members.
- 65.2 The Rear Commodore (Administration) or such other of their number as the General Committee shall from time to time appoint shall act as chair of the House and Premises Committee.
66. The House and Premises Committee shall not have power to incur expenditure in excess of the budgeted expenditure notified to it by the General Committee in writing.

Committee Proceedings

67. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the General Committee so far as the same are applicable and are not superseded by any regulations made by the General Committee.

Qualification, Disqualification and Removal of the members of the General Committee

68. No person may be appointed as a member of the General Committee:
- 68.1 unless he or she has attained the age of 18 years; or
 - 68.2 in circumstances such that, had he or she already been a member of the General Committee, he or she would have been disqualified from acting under the provisions of Article 69.
69. The office of a member of the General Committee shall be vacated if:-

- 69.1 he or she ceases to be a member of the General Committee by virtue of any provision of the Act or he or she becomes prohibited by law from being a member of the General Committee; or
- 69.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 69.3 he or she is, or may be, suffering from mental disorder and either:-
 - 69.3.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - 69.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- 69.4 he or she resigns his or her office by notice to the Club (but only if at least two members of the General Committee will remain in office when the notice of resignation is to take effect).
- 70. Any elected member of the General Committee may be disqualified by the other members of the General Committee if he or she has been absent from a half or more than half of the meetings of the General Committee duly convened in the preceding 12 months.

Expenses of the General Committee

- 71. Subject to the agreement of the General Committee, the members of the General Committee may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the General Committee or committees of the General Committee or general meetings or separate meetings of the holders of debentures of the Club or otherwise in connection with the discharge of their duties.

Proceedings of the General Committee

- 72. Subject to the provisions of the Articles, the General Committee may regulate their proceedings as they think fit.
- 73. The Commodore may, and the Secretary at the written request of five members of the General Committee shall, call a meeting of the General Committee. Notice of every meeting of the General Committee stating the general particulars of all business to be considered at such meeting

shall be sent by post to each member of the General Committee at least 21 clear days before such meeting except in the case of emergency when a meeting may be summoned upon such notice as the Flag Officers, or a majority of them, deem expedient.

74. Except as provided otherwise in these Articles, questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
75. The quorum for the transaction of the business of the General Committee shall be one Flag Officer and four members of the Committee being entitled to vote.
76. The continuing General Committee or a sole continuing member of the General Committee may act notwithstanding any vacancies in their number but, if and so long as the number of members of the General Committee is less than the number fixed as a quorum, the members of the General Committee may act for the purpose of increasing the number of members of the General Committee to that number or of summoning a general meeting of the Club but for no other purpose.
77. The most senior Flag Officer present shall be the chair at meetings of the General Committee.
78. All acts done by a meeting of the General Committee, or of a committee of the General Committee, or by a person acting as a member of the General Committee shall, even if afterwards discovered that there was a defect in the appointment of any member of the General Committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the General Committee and had been entitled to vote.
- 79.1 Subject to disclosure in accordance with section 317 of the Act, a member of the General Committee shall not be entitled to vote at a meeting of the General Committee or of a committee established by the General Committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Club.
- 79.2 A member of the General Committee may attend and be counted in the quorum present at a meeting notwithstanding that he is not entitled to vote on a particular resolution considered at that meeting.

General

Guests

80. Subject to the provisions of these Articles, a Member may introduce guests into the Club up to a maximum of four at any one time without the prior permission of a member of the General Committee. On entry of the guest the Member concerned must immediately enter his or her name in the guest book provided and before any drink or food is purchased for the guest.
81. Guests shall not order or pay for any beer, wine or spirits
82. Guests must at all times be accompanied by the Member introducing them except while the Member is taking part in a race organised by the Club.
83. No one shall be introduced into the Club as a guest, whether as a guest of one Member or more than one Member, on more than eight days in any calendar year, of which only three shall be during the month of August. Weekends falling between 15 September and the following 30 April (inclusive), but excluding the week-end Maunday Thursday to Easter Monday inclusive, will count as one day against the entitlement of eight days under this Article.
84. No member shall introduce into the Club persons who are rejected candidates for membership or who have been expelled from the Club.

Opening Hours

85. The Clubhouse and bar shall be opened and closed at such times as the General Committee may determine. These times shall be published in the Bye-laws of the Club.

Non-Member Social Functions

86. Non-members may be admitted to the Club premises to attend any social functions with the prior approval of the General Committee. Intoxicating liquor may be sold to such persons by or on behalf of the Club for consumption on the premises. Such social functions shall not exceed twelve in any one year and shall be restricted to functions held by or in support of sporting, literary, social, philanthropic or charitable clubs, societies or associations.

Amendment to Memorandum and Articles

87. No amendment may be made to any provision of the Memorandum or Articles except by special resolution of the Voting Members in general meeting.
88. Any alteration to a provision of the Memorandum or Articles made at a meeting other than an annual general meeting shall remain in force until the next annual general meeting at which such alteration shall be confirmed or rejected.

Burgee

89. The Club burgee shall be white with a red border and two interlaced letters "S" in black in the centre.

Secretary

90. Subject to the provisions of the Act, the Secretary shall be appointed by the General Committee for such term and at such remuneration and upon such conditions as they may think fit and may be removed by them at any time.

Minutes

91. The General Committee shall cause minutes to be made in books kept for the purpose:-
 - 91.1 of all appointments of officers made by the General Committee; and
 - 91.2 of all proceedings at meetings of the Club and of the General Committee, and of committees of the General Committee, including the names of the members of the General Committee present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or member of the General Committee, be sufficient evidence of the proceedings.

Accounts and Reports

92. The Club may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Club may be inspected by the Members but subject thereto the statutory books and accounting records shall be open to inspection by the Members during usual business hours.
93. The General Committee shall comply with the requirements of the Act (or any statutory re-enactment or modification of the Act) as to keeping financial records, the audit or examinations of accounts and the

preparation and transmission to the Registrar of Companies of annual reports and accounts.

94. The accounts shall be made up to the end of each Club year and shall be audited annually. The auditors shall be appointed annually at the annual general meeting. The accounts shall be presented to the annual general meeting for adoption. A copy of the accounts shall be sent to each Voting Member with the notice and agenda for the annual general meeting.

Notices

95. Any notice to be given to or by any person pursuant to the Articles shall be in writing.
96. The Club may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his or her registered address or by leaving it at that address, or by facsimile or by electronic means to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her.
97. A Voting Member present either in person or by proxy, at any meeting of the Club shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
98. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication or facsimile has been transmitted to the correct address or number shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

99. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the General Committee may otherwise be entitled, every member of the General Committee or other officer or auditor of the Club shall be indemnified out of the assets of the Club against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Club, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Winding-up

100. The provisions of clauses 5 and 7 of the Memorandum of Association relating to the winding-up or dissolution of the Club shall have effect and be observed as if the same were repeated in the Articles.

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

1. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

2. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

3. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation: