

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association
of
HOEOCA LIMITED

1. The name of the Company (hereinafter called "the Association") is HOEOCA LIMITED.
2. The registered office of the Association is to be situated in England and Wales.
3. The objectives for which the association is established are: -
 - (a). To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as "the Heart of England Offshore Cruising Association"
 - (b). To establish, maintain, conduct and be responsible for all the liabilities of the Association (carried on otherwise than for profit) for the following purposes: -
 - (i). To encourage amateur yacht sailing and motor boat cruising.
 - (ii). To encourage the study of seamanship, pilotage and navigation.
 - (iii). To provide social interaction between members of the Association.
 - (c). To buy, charter and deal in all kinds of boats, vessels, gear, equipment, fittings, apparatus, articles of apparel and materials in connection with the objectives.
 - (d). To hire and employ all classes of persons considered necessary for the purposes of the Association and to pay to them and to other persons in return for services rendered to the Association salaries, wages, charges and pensions.
 - (e). To establish, promote, or assist in establishing or promoting, and to subscribe to or become a member of any other association or clubs whose objects are similar or in part similar to the objects of the Association. Provided that no subscription be paid to any such association or club out of the funds of the Association, except bona fide in furtherance of the objects of the Association.
 - (f). To support and subscribe to any charitable or public body, and any institution, society, or club which may be for the benefit of the Association, or may be connected with sailing.
 - (g). To invest and deal with the monies of the Association not immediately required, upon such securities, and in such manner as may from time to time be determined.



- (h). To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely: -

- (a) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (b) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (c) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (d) To borrow or raise money on such terms and on such security as may be thought fit.
- (e) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (f) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (g) To do all such things as are incidental to the attainment or furtherance of the said objects or any of them.

Provided that: -

- (i) In the case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Committee of the Association shall be chargeable for any such property that may come into their hands and

shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Committee have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Committee, but shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association shall be applied solely towards the promotion of its objects 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 members of the Association and no member of its Committee shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association: -

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Committee) for any services rendered to the Association;
 - (b) of interest at a rate not exceeding Bank of England base rate plus 1 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Committee;
 - (c) to any member of its Committee of out-of-pocket expenses;
 - (d) to a company of which a member of the Association or of its Committee may be a member holding not more than one hundredth part of the capital of such company.
5. No additions, alterations, or amendments shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Association shall cease to be a company to which section 30 of the Companies Act 1985 applies.
6. The liability of the members is limited
7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £1.00.

8. The Association may only be voluntarily wound up at an extraordinary general meeting called specifically for that purpose, where 75% of all the existing members vote in favour either in person or by proxy. In the event of a voluntary winding up, the net assets of the Association after the discharge of all debts and liquidation expenses will be donated to the Royal National Lifeboat Institution.

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

Richard Callaghan
596 Warwick Road
Solihull
West Midlands. B91 1AD

Thomas Mitchell
12 Queen Eleanors Drive
Knowle, Solihull
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Anthony Edwin Rowe
10 Hillmorton Road
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3 Fieldhouse Close
Henley in Arden
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Martin Woods
28 Lordswell Road
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The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

HOEOCA LIMITED

1. Preliminary

For the avoidance of doubt the regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these articles and the regulations contained in Table A to any Companies Act or Companies (Consolidation) Act prior to the Companies Act 1985 and the regulations contained in Table a of the companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company. These Articles alone shall constitute the regulations of the Company.

2. Interpretation.

In these Articles the following expressions have the following meanings unless inconsistent with the context: -

“the Act”	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
“these Articles”	These Articles of Association, whether as originally adopted or as from time to time altered by special resolution.
“the Association”	HOEOCA LIMITED.
“clear days”	In relation to the period of a notice means that period that 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 takes effect.
“the Committee”	The directors for the time being of the Association or (as the context shall require) any of them acting as the board of directors of the association.
“executed”	Includes any mode of execution.
“office”	The registered office of the Association.
“in writing”	Written, printed, or lithographed, or partly one, and partly another, and other modes of representing or producing words in a visible form.
“seal”	The common seal of the Association (if any).
“secretary”	The secretary of the Association or any person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary.
“the United Kingdom”	Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the Company.

3. Members.

- 3.1. The subscribers to the Memorandum of Association of the Association and such other persons as are admitted to membership in accordance with these Articles shall be members of the Association. No person shall be admitted a member of the Association unless he is approved by the Committee. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Committee require signed by him and proposed and seconded by existing members of the Association.
- 3.2. The number of members of the Association is to be decided by the Committee from time to time, taking into consideration factors such the capacity of the Association to run rallies, organise speaker nights and such other events.
- 3.3. The Association will have two classes of membership:
 - 3.3.1. Adult Member – any person over the age of 18 years and whether boat owners or not, who are interested in sailing shall be eligible for election as an Adult Member subject to these Articles;
 - 3.3.2. Young Adult Member – any person over the age of 16 but less than 18 with a parent or guardian who is an Adult Member of the Association shall be eligible for election as a Young Adult Member subject to these Articles. Young Adult Members shall only be permitted to attend sailing events in company with their parent or guardian and with the concurrence of all other crew on the boat to be shared. This category of membership does not have voting rights and would pay an annual membership subscription of 50% of the Adult Member rate.
- 3.4. A candidate for membership of the club shall send to the Secretary a form from time to time specified by the Committee, providing details of the candidate's name address, contact details and relevant experience.
- 3.5. Election of a candidate shall take place at a meeting of the Committee duly convened for the purpose. Candidates may, and on the request of any one member of the Committee shall, be elected by ballot. The unanimous vote of the members attending the meeting shall be necessary for the election of a candidate.
- 3.6. Any member desirous of retiring from the Association shall notify his intention to the Secretary at or before the Annual General Meeting, otherwise he will be liable for the next year's subscription. A member may at any time withdraw from the Association by giving at least seven clear days' notice to the Association provided that after such withdrawal the number of members remaining is not less than two.

- 3.7. The rights of a member as such shall be personal and shall not be transferable on death.

4. General Meetings.

- 4.1. The Committee may call general meetings.
- 4.2. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it: and not more than fourteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Committee shall appoint.
- 4.3. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4.4. The Committee may, whenever they think fit, and shall, on a requisition made in writing by any twenty or one fifth of the members (whichever is the less) convene an extraordinary general meeting.
- 4.5. Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitioners and deposited at the registered office of the Association.
- 4.6. On receipt of the requisition the Committee shall forthwith proceed to convene an extraordinary general meeting.
- 4.7. The accidental omission to give notice of any meeting to or non-receipt by any member shall not invalidate the proceedings at that meeting.
- 4.8. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting, with the exception of the consideration of the financial statements and the ordinary reports of the Committee and independent examiner, the election of officers and committee members.
- 4.9. No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 20 members personally present shall be a quorum.
- 4.10. If within half an hour from the time appointed for the meeting a quorum of members is not present, the meeting if convened on the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place; and if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.

- 4.11. The Commodore, and failing that the Vice-Commodore, shall preside as chairman at every general meeting of the Association.
- 4.12. If there is no such chairman, or if at any meeting he is not present within five minutes of the time of holding the same, the members present shall choose someone of their number who is a member of the Committee to be chairman of the meeting, and if there shall be no Committee member present, then the members shall choose any one of their number to be chairman.
- 4.13. The chairman may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.14. At any general meeting, unless a poll is demanded by the chairman or by at least one third of the members personally present, a declaration by the chairman that a resolution has or has not been carried and an entry to that effect in the book of proceedings of the Association 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.
- 4.15. Every member of the Association shall have the right to attend general meetings of the Association and have the right to vote thereat. No member shall be entitled to vote at any meeting unless all monies then due from him to the Association have been paid. Every member of the Association entitled to vote shall have one vote and no more, except that, in case of equality of votes, the chairman shall have a second or casting vote.
- 4.16. On a poll votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor. The instrument appointing a proxy shall be deposited at the registered office of the Association not less than forty-eight hours before the time of holding the meeting at which the person named in such instrument proposes to vote. An instrument appointing a proxy shall be in the following form: -

4.17.

HOEOCA LIMITED

"I"

"of"

"being a member of HOEOCA LIMITED hereby appoint"

"of"

"as my proxy to vote for me and on my behalf at the annual (or extraordinary) general meeting of the Association to be held on the day of and at any adjournment thereof."

Signed this day of .

5 Notice of general meetings.

- 5.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it is agreed in accordance with section 3369(3) of the Act. The notice shall: specify the time and place of the meeting and only in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such; and be given to all members and to the Committee and to the auditors or the independent examiner for the time being of the Association.
- 5.2 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the profit and loss account, balance sheet and the reports of the Committee and the auditors or independent examiner and the appointment of and the fixing of the remuneration of the auditors.
- 5.3 Notwithstanding that the Company does not have a share capital every notice convening a general meeting shall comply with section 372 (3) of the Act as to giving information to members in regard to their right to appoint proxies.
- 5.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

6 Subscriptions.

- 6.1 The annual subscription shall be payable on election and thereafter becomes due on 1st June, and shall be such sum as the Association in general meeting prescribe. New members starting after 1st January will not be required to pay an annual subscription until the 1st June following the anniversary of their membership commencing.
- 6.2 Any member who has not paid the subscription by 1st October or following two written reminders will have their name removed from the list of members. A member's name so removed may only be restored on such terms as the Committee may determine.

7 Committee and Officers

- 7.1 The Committee of the Association shall be the officers of the Association and not less than two and not more than five other members of the Association elected as herein provided.
- 7.2 Five members shall be a quorum at a Committee Meeting. The Commodore or failing that the Vice Commodore will be the chairman of the Committee. In the absence of the Commodore or Vice Commodore the Committee

members may elect one of themselves as chairman. The chairman shall have a casting vote in the case of an equality of votes.

- 7.3 The officers of the Association shall be the Commodore, Vice Commodore, Rear Commodore Cruising, Rear Commodore Supplies, Rear Commodore Training, Rear Commodore Racing, Rear Commodore Communications, Honorary Secretary and Honorary Treasurer all of whom shall be members of the Association.
- 7.4 No member of the Committee or officer of the Association shall receive any remuneration for their services in the capacity of a member of the Committee or officer but nothing herein contained shall be deemed to prohibit the payment by the Association of any sum to the Honorary Secretary or Honorary Treasurer for clerical or other assistance. All Committee members are entitled to reclaim out of pocket expenses from the Association.
- 7.5 The Commodore will hold office for three years at the termination of which period he or she will retire and not be eligible for re-election to the Committee for a period of three years. The Vice-Commodore will hold office for three years at the termination of which period he or she will be eligible for re-election to the Committee. The Rear Commodores Cruising, Supplies, Training, Racing and Communications, the Honorary Secretary, the Honorary Treasurer and Committee members will hold office for two years and will be eligible for re-election at the end of this period.
- 7.6 Subject as hereinbefore provided the election of officers and other members of the Committee of the Association shall take place in the following manner: -
 - (a). Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Committee of the Association, having previously received their assent.
 - (b). The name of each member so nominated, together with the names of the proposer and seconder, shall be sent in writing to the Honorary Secretary at least fourteen days before the annual general meeting.
 - (c). Balloting lists shall be prepared (if necessary) containing the names of the candidates and the positions for which they have been nominated, and each member present and qualified to vote shall have one vote for each vacant position.
 - (d). In the case there shall not be a sufficient number of candidates nominated the Committee shall fill up the remaining vacancy or vacancies.
 - (e). If any candidate after being elected declines to serve, the candidate who has the next largest number of votes for that position shall be deemed elected.

- (f). If two or more candidates for a position obtain an equal number of votes, the Committee shall select by lot from such candidates the candidate who is to be elected.

7.7 All casual vacancies arising amongst the Committee or officers of the Association shall be filled by the Committee. Any member of the Committee or any officer so appointed shall retire at the following annual general meeting but shall be eligible as a candidate for election as a member of the Committee or officer at such annual general meeting.

7.8 The office of a Committee member or officer shall be vacated: -

- (a). If his or her membership of the association is voided in accordance with rule 6.2 hereof;
- (b). If he or she absents himself/herself from the meetings of the Committee for a period of six calendar months without special leave of absence from the other members of the Committee;
- (c). If he or she gives the Committee one calendar month's notice in writing that he/she resigns from office;
- (d). If he or she is removed by extraordinary resolution passed at a general meeting of the Association.

8 Powers and Duties of the Committee.

8.1 The Committee of the Association shall cause proper books of account to be kept in respect of: -

- (a). All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place; and
- (b). the assets and liabilities of the association.

8.2 The books of account shall be kept at the registered office of the Association, or at such other place or places as the Committee think fit, and shall always be open to inspection of the Committee. The Committee shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Association, or any of them, shall be open to inspection of members of the Association not being members of the Committee and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Committee.

8.3 Once at least in every year the Committee shall lay before the Association in general meeting an account of income and expenditure for the period since the preceding account. A balance sheet shall be made out in every year and laid before the Association in general meeting, made up to a date not more

than six months before such meeting, and a copy thereof shall, twenty-one days previously to the meeting, be sent to the persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder. Every such account and balance sheet shall be accompanied by a report of the Committee and the account, report and balance sheet shall be signed by two members of the Committee and countersigned by the Honorary Secretary.

- 8.5 The Committee shall exercise all powers and perform all duties of Directors under The Act and any statutory modifications or re-enactment thereof for the time being in force, and subject to the provisions of the Memorandum of Association and these rules shall have full powers of management and control of the Association, and shall exercise all such powers, and do all such acts and things, as may be exercised and done by the Association, and are not hereby or by statute required to be exercised or done by the Association in General Meeting. Sub-sections (1) to (6) of Section 185 of the Act shall not apply to the Association.

9 Regulations

- 9.1 The Committee of the Association shall have power from time to time to make alter and repeal all such regulations as they deem necessary or expedient or convenient for the proper conduct of the Association.
- 9.2 The Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Association all such regulations, alterations and repeals; and all such regulations so long as they shall be in force, shall be binding upon all members of the Association. Provided, nevertheless, that no regulations shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association or the rules of the Association and that any regulation may be set aside by a special resolution of a general meeting of the Association.
- 9.3 The Committee of the Association may from time to time delegate any of their powers to a sub-committee or sub-committees, consisting of one or more members of the Association, and not necessarily a member or members of the Committee, as they shall think fit to appoint, and may recall or revoke any such delegation or appointment. Provided that no sub-committee concerned with the purchase for the Association or with the supply by the Association of intoxicating liquor shall include any members who are not Committee members. Any sub-committee shall, in the exercise of the powers so delegated, conform to any regulations that may be prescribed by the Committee.

10 Audit.

In accordance with the provisions of The Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more qualified auditor or auditors. The Committee may at its discretion appoint an

independent examiner in place of an auditor or auditors provided that 10% of the members have not given notice to the Committee requiring an audit. The independent examiner may be a member of the Association, but may not be a member of the Committee.

11. Seal.

The Committee shall provide for safe keeping of the common seal of the Association. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least two members of the Committee and the Honorary Secretary or such other person as the Committee may appoint for the purpose; and these two members of the Committee and the Honorary Secretary, or other person as aforesaid, shall sign every instrument to which the seal of the association is so affixed in their presence.

12. Dissolution.

Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have the effect as if the provisions thereof were repeated in these Rules. Upon winding up and dissolution of the Association the net assets thereof, after discharging all liabilities and liquidation expenses, shall not be divided among the members but shall be donated to the Royal National Lifeboat Institution.

13. Notices.

A notice may be given by the Association to any member either personally or by sending it by post to him or her at his or her registered address or by email to the email address supplied by the member. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.

14. Indemnity.

- 14.1 Subject to the provisions of section 310 of the Act but without any prejudice to any indemnity to which a committee member (including an alternate committee member) or other officer of the Association or auditor or independent examiner of the Association shall be indemnified out of the assets of the Association against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the court, and no committee member (including an alternate committee member) or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the lawful execution of the duties of his office or in relation thereto.

- 14.2 The Committee shall have the power to purchase and maintain for any committee member, (including an alternate committee member) officer or auditor or independent examiner of the Association insurance against any such liability as is referred to in section 310 (1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a committee member (including as an alternate committee member) officer auditor or independent examiner.
- 14.3 The committee may authorise the committee members of the Association to purchase and maintain insurance at the expense of the Association for the benefit of any committee member (including an alternate committee member), other officer auditor or independent examiner of such Association in respect of such liability, loss or expenditure as is referred to in article 14.2.

15. Marginal Notes.

Any marginal notes and the headings in these Rules shall not be taken as part thereof, or in any manner affect the interpretation or construction of the same.