

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5203436

The Registrar of Companies for England and Wales hereby certifies that  
BRITISH MARINE FEDERATION SOUTH WEST

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 11th August 2004



\*N05203436A\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

HC007B



Companies House

— for the record —

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

BRITISH FINE FIBRE  
SOUTH WEST

I, Robert Stephen Kelford a duly authorised Officer of Chettleburgh's  
of Secretarial Ltd. of Temple House 20 Holywell Row London EC2A 4XH

† Please delete as appropriate.

do solemnly and sincerely declare that Chettleburgh's Secretarial Ltd.  
is the body corporate named as Secretary of the Company in the statement  
delivered to the registrar under section 10(2) and that all the requirements  
of the Act in respect of the registration of the above company and of  
matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to  
be true by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at 135 High Street Hornchurch Essex RM12 4UH

Day Month Year  
On 05 08 2004

Please print name.

before me P.D.ROBINS

Signed

Date 5-8-2004

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

CHETTLEBURGH'S LIMITED  
Temple House 20 Holywell Row London  
EC2A 4XH Tel 020 7377 0381  
DX number 119511 DX exchange FinsburySquare

Com

This fo



A08  
COMPANIES HOUSE

0713  
10/08/04

Form revised June 1990

If you have completed and signed the form please send it to the  
registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFP000

# 30(5)(a)

**Declaration on application for registration of a company  
exempt from the requirement to use the word "limited" or  
"cyfyngedig"**

**Company Name in full**

BRITISH MARINE FEDERATION SOUTH WEST.

I, Robert Stephen Kelford a duly authorised Officer of Chettleburgh's

of Secretarial Ltd. of Temple House 20 Holywell Row London EC2A 4XH

a [~~Solicitor engaged in the formation of the company~~] [person named as  
director or secretary of the company in the statement delivered under  
section 10 of the Companies Act 1985]†do solemnly and sincerely declare  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835.

**Declarant's signature**

Declared at 125 HIGH STREET, HORNCHURCH, ESSEX RM12 4UH

Day Month Year

on 05/08/2004

• Please print name.

before me • P. D. ROBINS

**Signed**

**Date**

5-8-2004

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Tel

DX number

DX exchange

This

A08  
COMPANIES HOUSE

0714  
10/08/04

Form revised June 1998

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for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**



Companies House

for the record

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

10

First directors and secretary and intended situation of  
registered office

W20

Company Name in full

BRITISH MARINE FEDERATION  
SOUTH WEST

Proposed Registered Office

(PO Box numbers only, are not acceptable)

QUEEN ANNE WORKS

QUEEN ANNE BATTERY

Post town

PLYMOUTH

County / Region

Postcode

PL4 0LT

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.



Agent's Name

CHETTLEBURGH'S LIMITED

Address

Temple House, 20 Holywell Row

London

Post town

County / Region

Postcode

EC2A 4XH

Number of continuation sheets attached

3

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

CHETTLEBURGH'S LIMITED

Temple House, 20 Holywell Row, London

EC2A 4XH

Tel 020 7377 0381

DX number 119511, DX exchange FinsburySquare



E11  
COMPANIES HOUSE

0864  
10 18/04

Form revised July 1998

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

## Company Secretary (see notes 1-5)

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

<sup>††</sup> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the

Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

<sup>††</sup> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

**Company Secretary** (see notes 1-5)

Company name		BRITISH MARINE FEDERATION SOUTH WEST	
NAME	*Style / Title	MISS	*Honours etc
Forename(s)		PATRICIA ANNE	
Surname		FERGUSON	
Previous forename(s)			
Previous surname(s)		INGALIS	
Address <sup>††</sup>		CRANESWOOD	
		BOND STREET	
Post town		CORNWOOD	
County / Region		DEVON	Postcode PL21 9QE
Country		UK	

\* Voluntary details

<sup>††</sup> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

I consent to act as secretary of the company named on page 1

Consent signature

Date

28/7/04

**Directors** (see notes 1-5)

Please list directors in alphabetical order

<sup>††</sup> Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME	*Style / Title	MR	*Honours etc
Forename(s)		ROBIN DAVID	
Surname		EAST	
Previous forename(s)			
Previous surname(s)			
Address <sup>††</sup>		57 ENBAURMENT ROAD	
Post town		KINGSBRIDGE	
County / Region		DEVON	Postcode TQ7 1LA
Country			

Day Month Year

Date of birth

01 06 1941

Nationality

ENGLISH

Business occupation

BOAT BUILDER

Other directorships

BMF, MSW, SHFI

I consent to act as director of the company named on page 1

Consent signature

Date

29/7/04

# Company Secretary (see notes 1-5)

## Form 10 Continuation Sheet

CHWP000

Company Name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

# Company Secretary (see notes 1-5)

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Chettleburgh's Secretarial Ltd.

Previous forename(s)

Previous surname(s)

Address \*\*

Temple House

20 Holywell Row

Post town

London

County / Region

Postcode

EC2A 4XH

Country

England

\*\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Consent signature

Date

5/8/2004

I consent to act as secretary of the company named on page 1

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address \*\*

Post town

County / Region

Postcode

Country

\*\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Date of birth

Day Month Year

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date



## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc			
* Voluntary details		Forename(s)				
		Surname				
		Previous forename(s)				
		Previous surname(s)				
Address **						
<input type="checkbox"/>		Post town				
		County / Region	Postcode			
		Country				
		Date of birth				
		Day	Month	Year	Nationality	
Business occupation						
Other directorships						
		I consent to act as director of the company named on page 1				
Consent signature					Date	

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Signed

Signed

Signed

Signed

Signed

Signed

Date

Date

Date

Date

Date

Date

Date

5/8/2004

5203436

71316

NC

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10 AUG 2004

11633/60

THE COMPANIES ACTS 1985 and 1989

A PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION of

BRITISH MARINE FEDERATION SOUTH WEST



1. The name of the Company is:- BRITISH MARINE FEDERATION SOUTH WEST (the Company)
2. The Registered Office of the Company is situated in England and Wales.

#### OBJECTS

3. The objects of the BRITISH MARINE FEDERATION SOUTH WEST are:
  - 3.1 To promote, encourage and protect the interests of all Members who shall consist of individuals, firms and companies engaged in the ship and boat building industry or any trade associated with or allied to that industry in the South West of England (and other geographically associated areas).
  - 3.2 To collect, disseminate and facilitate the exchange of information, technical, statistical or otherwise and to provide opportunity for discussion and communication between Members.
  - 3.3 To represent Members on questions affecting the industry in discussions and communications with the Federation United Kingdom government departments and other United Kingdom statutory bodies or organisations.
  - 3.4 To print and publish or procure to be printed and published and to circulate or procure to be circulated such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to any of the objects of the BRITISH MARINE FEDERATION SOUTH WEST.
- 5 To advise Members where practical and on request on any matter arising in the course of their business relating to the ship and boat building industry or any trade associated with or allied to that industry in the South West of England (and other geographically associated areas) and to render any assistance possible in the circumstances or procure that such assistance is rendered.
- 6 To promote and in every way encourage public interest in the purchase and use of ships boats marine engines fittings equipment and any other product or service associated with or allied to the

CHETTLEBURGH'S LIMITED

Temple House

20 Holywell Row

London

EC2A 4XH

Tel: 020 7377 0381

Fax: 020 7377 6646

DX 119511 Finsbury Square

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industry or any allied or associated trade in the South West of England (and other geographically associated areas).

- 3.7 To encourage recruitment training and further technical and/or management education in the industry or any allied or associated trade.
- 3.8 To publish, present, promote, organise, conduct, provide, manage and produce such leaflets, papers, journals, magazines, booklets, literature, advertisements, audio and video tapes, discs, films, radio and television broadcasts, seminars, conferences, lectures, exhibitions and displays necessary to the attainment of the objects of the company and to enter into agreements or arrangements, with persons, firms, companies, local, county and national and international authorities to that end; to apply for, promote and obtain or join in applying for, promoting or obtaining any Act of Parliament, provisional order, Royal Charter, trade mark, copyright, patent or licence of any authority necessary for the furtherance or realisation of the objects of the company and to take all such steps and proceedings and to do all such acts and things either alone or jointly with others, whether by opposing applications or proceedings or otherwise as shall be necessary.
- 3.9 To establish, subsidise, promote, co-operate with, affiliate or become affiliated to, act as trustees or agents for or manage, lend to or otherwise deal and co-operate with associations, societies and bodies established for similar purposes in the United Kingdom and the rest of the world.
- 3.10 To engage promote and assist in development and research on any subject likely to be of interest to the Members.
- 3.11 In pursuance of its objects as set out above the BRITISH MARINE FEDERATION SOUTH WEST shall at all times act in accord with the objects and agreed policies of the Federation.
- 3.12 The BRITISH MARINE FEDERATION SOUTH WEST shall have the following powers exercisable in furtherance of its said objects but not otherwise namely:
  - 3.13 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
  - 3.14 to sell let or mortgage dispose of or turn to account all or any of the property or assets of the BRITISH MARINE FEDERATION SOUTH WEST
  - 3.15 to purchase or otherwise acquire plant and machinery including computer hardware and software furniture fixtures fittings and all

other effects of every description and to apply for registration of any patents rights copyrights licences and the like.

- 3.16 Subject to such consents as may be required by law to borrow money in such amounts and manner and upon such terms as the Company shall think fit, and when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner and to such person as are necessary to promote the objects of the Company, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future 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.
- 3.17 To take and accept any gift of money property or other assets whether subject to any special trust or not.
- 3.18 To draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts.
- 3.19 To invest moneys of the BRITISH MARINE FEDERATION SOUTH WEST not immediately required for its purposes in or upon such low risk 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.
- 3.20 To make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions.
- 3.21 To establish, promote or assist charitable companies with objects similar to those of the Company for the acquisition of the property or liabilities of the Company or to carry on any authorised activity of the Company or for any charitable purpose directly calculated to benefit the Company in the furtherance of its objects.
- 3.22 To purchase, acquire or undertake all or any of the property, liabilities and engagements of charitable associations, societies or bodies with which the Company may co-operate or federate.
- 3.23 To engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise organise carry on the work of and advise the BRITISH MARINE FEDERATION SOUTH WEST and to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives husbands and other dependants.

- 3.24 To amalgamate with any companies institutions societies or associations which shall have objects altogether or mainly similar to those of the BRITISH MARINE FEDERATION SOUTH WEST.
  - 3.25 To pay out of funds of the BRITISH MARINE FEDERATION SOUTH WEST the costs charges and expenses of and incidental to the formation of the BRITISH MARINE FEDERATION SOUTH WEST.
  - 3.26 To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and dependants.
  - 3.27 To pay out of the funds of the Company the reasonable and proper costs of forming and registering the Company.
  - 3.28 To do all such other lawful things as shall further the attainment of the above objects or any of them.
  - 3.29 The income and property of the Company shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company save as follows.
4. PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:
- 4.1 of reasonable and proper remuneration to any member, officer, employee or consultant of the Company including being a member of its Board for any services rendered to the Company. Subject to the provisions of the Articles, no director shall take or hold any interest in property belonging to the company. A director shall be permitted either by himself or by a firm or company in which he is interested to contract with the company for reward, providing that in the properly exercised discretion of the Board of Directors the rate of reward is not in excess of the open market rate applicable to such contract and provided that any such contract is awarded in accordance with the company's general policy and provided that any director who is interested in a contract or is associated with any person, organisation or company interested in a contract to which the company is a party shall:
    - 4.1.1 declare such interest to any Board Meeting of the Company discussing such contract and ensure that such interest is minuted and

- 4.1.2 without delay record his interest in the Register of Directors to be maintained by the Company Secretary at the Company's principal place of business
- 4.1.3 be entitled to address the Board but shall not be entitled to vote on any decision regarding the contract or be present when such vote is taken and shall withdraw from the room whilst the relevant matter is under consideration.
- 4.2 of reasonable and proper rent for premises demised or let by any member of the Company or of its Board;
- 4.3 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than 1 /100<sup>th</sup> part of the capital of that company;
- 4.4 of out-of-pocket expenses to any member of its Board and
- 4.5 of any premium of indemnity insurance to cover the liability of the Board which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Board knew to be a breach of trust or breach of duty or which was committed by the Board in reckless disregard of whether it was a breach of duty or not and provided also /that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board in their capacity as Directors of the Company;

PROVIDED THAT:-

- 4.6 In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

Subject nevertheless to the condition that no Member shall be entitled to vote on a resolution concerning the appointment of him as a Director of the Company nor any resolution concerning the payment to him of remuneration for services rendered by him to the Company or the payment of interest to him on money lent by him to the Company or the payment of rent for premises demised or let by him to the Company.

- 5. The liability of the Members is limited.
- 6. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding £1.

7. If upon the winding up of or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company, such institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

We, the persons whose names and addresses are subscribed below are desirous of being formed into a company in furtherance of this Memorandum of Association.

Names and Addresses of the Subscribers


Robin East  
Old Frogmore Road  
Frogmore  
Kingsbridge  
Devon  
TQ7 2NU

  
\* J. Rowland

JAMES ROWLAND  
COARSEWELL FARM  
UGBOROUGH  
IVYBRIDGE  
DEVON PL21 0HP


BOAT BUILDER

Patricia Ferguson  
Eurospars  
Queen Anne's Works  
Queen Anne's Battery  
Plymouth  
Devon  
PL4 0LT

  
\* S. King  
Director

PHOENIX (316) LTD  
QUEEN ANNE WORKS  
PLYMOUTH PL4 0LT

Robin Barrett  
Church House  
Queen Street  
Newton Abbot  
Devon  
TQ12 2QP

  
S. HARRIS  
IT Director  
\* **WBW SOLICITORS**

Church House, Queen Street

Dated the 5<sup>th</sup> AUGUST 2004 **NEWTON ABBOT TQ12 2QP**

\* <sup>PS</sup> Witness to the above signatures:-



THE COMPANIES ACT 1985 and 1989

A COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of

**BRITISH MARINE FEDERATION SOUTH WEST**

## **INTERPRETATION**

### **1. In these regulations:-**

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

'Auditor' means the auditor for the time being of the company elected in accordance with the Rules.

'clear days' in relation to the period of a notice means 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.

'company' means the **BRITISH MARINE FEDERATION SOUTH WEST**

'Council' means, the council for the time being of the Federation. The Federation shall be managed by the council which shall exercise its powers of management on behalf of its members.

'Board of Directors' means the board of director of the company.

'executed' includes any mode of execution.

'Federation' means the British Marine Industries Federation Limited a company registered in England and Wales (No: 2592936) whose registered office is situate at Meadlake Place Thorpe Lea Road Egham Surrey TW20 8HE.

'Federation Rules' means the written rules for the time being of the Federation.

'Member' means a member of the company (whether full associate or otherwise)

'Office' means the principal office of the company.

'President' means the president for the time being of the Federation

'Representative' means the individual person who shall be the accredited representative of a sole trader, partnership or company which shall be a Member. Such representative shall be either the owner of or a partner in the business (if a

sole trader or partnership respectively) or the nominee of a sole trader or partnership or director or senior employee of a company who shall have been accredited as the representative of such Member by the company prior to the nomination of such individual person for election as a member of company for the offices of Chairman or Vice-Chairman at the last meeting of the company prior to an election.

'the seal' means the common seal of the company.

'secretary' means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

'the United Kingdom' means Great Britain and Northern Ireland.

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

2. Words importing the masculine gender also include the neuter and feminine gender and word importing the singular number include also the plural number.
3. The expression 'person' includes any individual firm company club federation or association.

## **MEMBERS**

4. Classes of Members shall be determined from time to time by the Federation.
  - 4.2.1 Such persons as are admitted to membership in accordance with the Rules shall be members of a group association and a regional association. No person should be admitted a member of a group association or regional association unless he is approved by the Federation for membership both of the Federation and of a group association and regional association. The Federation shall consult with the appropriate group association and regional association prior to consideration of any application by the Federation. The Federation at a meeting of Council shall admit persons granted membership of the Federation to membership of a group association and a regional association in accordance with the Federation's memorandum and articles of association.
  - 4.2.2 Such persons as are admitted to membership in accordance with the Rules shall be members of a group association and a regional association. No person should be admitted a member of a group association or regional association unless he is approved by the Federation for membership both of the Federation and of a group association and regional association. The Federation shall consult with the appropriate group association and regional association prior

to consideration of any application by the Federation. The Federation at a meeting of Council shall admit persons granted membership of the Federation to membership of a group association and a regional association in accordance with the Federation's memorandum and articles of association.

- 4.2.3 The Federation shall not admit to membership of the Federation or a group association or regional association, any person whose application shall have been fully considered and rejected by the board of directors of the company of the group association or the regional association to which it is proposed the applicant shall become a member.
- 4.2.4 The Federation need not give reasons for the rejection of any application for membership
- 4.3 The categories of membership of the company shall be the same as those of the Federation.
- 4.4 A Member shall cease to be a Member if:-
  - 4.4.1 a Member shall give one month's notice in writing of termination if seeking to transfer to another Group Association/Regional Association but otherwise shall give six month's notice in writing of termination to the company.
  - 4.4.2 in the case of an individual he becomes of unsound mind or bankrupt.
  - 4.4.3 in the case of a company it goes into liquidation (other than voluntarily for the purposes of amalgamation or reconstruction) or is unable to pay its debts within the meaning of section 123 Insolvency Act 1986 (or suffers a distress or execution to be levied on or a receiver appointed of any property in connection with the business of the company or if it makes any arrangements with its creditors or if an administrator or administrative receiver is appointed pursuant to the Insolvency Act 1986 (or any statutory modification or re-enactment thereof)
  - 4.4.4 for any reason it ceases to be a member of the Federation
  - 4.4.5 there shall be any sum of money due and owing from the Member to the company either by way of subscription or otherwise and the Council shall in its absolute discretion determine that it shall cease to be a Member.
- 4.5 Further a Member shall also cease to be a Member if:-
  - 4.5.1 there shall be a material change in the ownership, management or control of the Member and the Council shall determine in its absolute discretion that it shall cease to be a Member.

4.5.2 there shall be a material change in the trade or business carried on by the Member and the Council shall determine in its absolute discretion that it shall cease to be a Member.

4.6 A Member shall notify the company and the Federation of any material change in the ownership management or control of the Member or if there shall be any material change in the trade or business carried on by the Member. The Federation shall consult with the company which shall have the right to present its views to the Federation prior to any decision being taken by the Federation. Having consulted with the company the Federation shall determine in its absolute discretion whether there shall be a material change as set out in clause 4.5 above.

5. Upon cessation of membership of the company for any reason such former Member shall not be entitled to any refund of any monies previously paid to the company by way of subscription or otherwise and any monies due and owing at the date of cessation of membership shall be immediately payable without abatement set off or demand.

#### **GENERAL MEETINGS**

6. The company shall in each calendar 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. The annual general meeting in each year shall be held at such time and place as the Board of directors of the company shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. The annual general meeting shall transact the following business:

7.1 to consider and approve the minutes of the last annual general meeting

7.2 to receive the report of the Chairman on the activities of the company during the previous year

7.3 to elect the Chairman and Vice-Chairman

7.4 to elect directors to the Board of directors of the company

7.5 to receive and consider the accounts of the company for the previous year and the Auditor's report on the accounts and the Treasurer's report as to the financial position of the company

7.6 to remove or elect the Auditor or confirm that he remain in office

7.7 to decide on any resolution which may be duly submitted in accordance with these Rules

8. The Board of directors of the company may call general meetings and on the written requisition of ten Members of the company signed by all such Members

shall forthwith proceed to convene an extraordinary general meeting for a date not later than 7 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Board of directors of the company to call a general meeting any member of the Board of directors of the company or any Member may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

- 9.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed.
- 9.2 in the case of an annual general meeting, by all the members entitled to attend and vote thereat, and
- 9.3 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.
- 9.4 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the Directors and Auditors.
- 9.5 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 at that meeting).

## **PROCEEDINGS AT GENERAL MEETINGS**

10. No business shall be transacted at any meeting unless a quorum is present ten persons or persons representing twenty five per cent of those Members entitled to vote upon the business to be transacted each being a Member or a proxy for a Member shall be a quorum. Only Full Members Associate Members and Honorary Members shall have a vote at any general meeting of the company.
11. Such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Board of Directors may determine.
12. The chairman (if any) of the Board of Directors or in his absence some other member of the Board of Directors nominated by the Board of Directors shall preside as chairman of the meeting but if neither the chairman nor such other member of the Board of Directors (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act the members of the Board of Directors present shall elect one of their number to be chairman and if there is

only one member of the Board of Directors present and willing to act he shall be chairman.

13. If no member of the Board of Directors is willing to act as chairman or if no member of the Board of Directors is present within 15 minutes after the time appointed for holding the meeting the members present and entitled to vote shall choose one of their number to be chairman.
14. Director shall notwithstanding that he may not be a Member be entitled to attend and speak at any general meeting.
15. The chairman may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) 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 14 days or more at least 7 Clear Days' notice in writing 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.
16. A resolution put to the vote of a meeting shall be decided on a show of hands unless the Members determine that such vote should take place by way of a ballot.
17. In the case of an equality of votes whether on a show of hands or on a ballot the chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he 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 executed by or on behalf of one or more Members.

#### **VOTES OF MEMBERS**

19. On a show of hands every Full Member Associate Member and Honorary Member present in person shall have one vote. On a ballot every Full Member Associate Member and Honorary Member present in person or by proxy shall have one vote.
20. Save as herein expressly provided no voting Member other than a voting Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the BRITISH MARINE FEDERATION SOUTH WEST in respect of his Membership shall be entitled to vote on any question either personally or by proxy or as a proxy for another Member or by post as set out in these Rules at any General Meeting.
21. An individual Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote whether on a show of hands or on a ballot by his receiver curator bonis or other person authorised in that behalf appointed by that court and any such receiver curator bonis or other person may on a ballot vote

by proxy. Evidence to the satisfaction of the members of the Board of Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office or at such other place as is specified in accordance with the Rules for the deposit of instruments of proxy not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

22. Votes may be given on a ballot either personally by a Representative or by proxy. On a show of hands a voting Member present only by proxy shall have no vote but a proxy for a corporation may vote on a show of hands. A corporation may vote by its Representative appointed as provided by the Act A proxy need not be a Member.
23. 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 chairman whose decision shall be final and conclusive.
24. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Directors may approve):

I/We

of

being a voting Member/Members of the above-named BRITISH MARINE  
FEDERATION SOUTH WEST hereby appoint

of or failing him

of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the  
annual/extraordinary general meeting of the BRITISH MARINE FEDERATION  
SOUTH WEST to be held on 20 and at any adjournment  
hereof.

Signed on

20 .

25. Where it is desired to afford voting Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Directors may approve):

I/We

of

being a voting Member/Members of the above-named BRITISH MARINE  
FEDERATION SOUTH WEST hereby appoint

of  
of

or failing him

as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the BRITISH MARINE FEDERATION SOUTH WEST to be held on 20 and at an adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \*for \*against

Resolution No 2 \*for \*against

strike out whichever is not desired.

Unless otherwise instructed the proxy may vote as he thinks fit or abstain from voting

Signed this day of 20 .

26. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board of Directors may:

26.1 be deposited at the Office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the BRITISH MARINE FEDERATION SOUTH WEST in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or

26.2 in the case of a ballot taken more than 48 hours after it is demanded be deposited as aforesaid after the ballot has been demanded and not less than 24 hours before the time appointed for the taking of the ballot or

26.3 where the ballot is not taken forthwith but is taken not more than 48 hours after it was demanded be delivered at the meeting at which the ballot was demanded to the chairman or to the Secretary or to any director and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

27. A vote given or ballot demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a ballot unless notice of the termination was received by the BRITISH MARINE FEDERATION SOUTH WEST at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the ballot demanded or (in the case of a ballot taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the ballot.



## **COMPOSITION OF THE BOARD OF DIRECTORS AND NUMBER OF DIRECTORS**

### **MEMBERS OF BOARD OF DIRECTORS**

28. The immediate past Chairman shall be an ex officio member of the Board of Directors unless otherwise determined by ordinary resolution the number of elected members of the Board of Directors inclusive of the Chairman Vice Chairman and immediate past Chairman shall be subject to a maximum of twelve but shall be not less than five.
29. The first members of the Board of Directors shall be the following representatives:- Robin East, Patricia Ferguson and Robin Barrett
30. Only an Honorary Member or a Representative of a Full Member or Associate Member shall be elected to hold office as a member of the Board of Directors.

### **CHAIRMAN AND VICE-CHAIRMAN**

31. The BRITISH MARINE FEDERATION SOUTH WEST shall at its Annual General Meeting elect a Chairman who shall at the time of his election be a member of the Executive Committee The Chairman shall in accordance with and subject hereto be entitled to preside at all meetings of the Executive Committee at which he shall be present The Executive Committee may delegate any of its powers to the Chairman pursuant hereto.
32. The BRITISH MARINE FEDERATION SOUTH WEST shall at its Annual General Meeting elect a Vice-Chairman who shall at the time of his election be a member of the Executive Committee. The Vice-Chairman shall in accordance with and subject hereto be entitled in the absence or at the request of the Chairman to preside at all meetings of the Executive Committee at which he shall be present. The Executive Committee may delegate any of its powers to the Vice-Chairman pursuant hereto.

### **TREASURER**

33. The Executive Committee may from time to time elect a Treasurer and may determine for what period he is to hold office and may remove from office any Treasurer so elected. The Treasurer need not be a Member of the BRITISH MARINE FEDERATION SOUTH WEST nor a director nominee partner or senior employee of a Member of the BRITISH MARINE FEDERATION SOUTH WEST. The Executive Committee may delegate to the Treasurer its powers hereunder relating to the Accounts of the Association and other powers pursuant hereto.

### **SECRETARY**

34. The Secretary shall be appointed by the Executive Committee for such term at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. The Secretary need not be a Member of the BRITISH MARINE FEDERATION SOUTH WEST nor a director nominee partner or senior employee of any Member of the BRITISH MARINE

FEDERATION SOUTH WEST. The Executive Committee may delegate any of its powers to the Secretary pursuant hereto.

## **POWERS OF THE BOARD OF DIRECTORS**

35.1 Subject to the provisions hereof and to any resolution duly passed by the Members in general meeting the business of the BRITISH MARINE FEDERATION SOUTH WEST shall be managed by the Board of Directors who may exercise all the powers of the BRITISH MARINE FEDERATION SOUTH WEST. No alteration of the Rules and no such resolution of the Members shall invalidate any prior act of the Board of Directors which would have been valid if that alteration had not been made or that resolution not passed. The powers given by this regulation shall not be limited by any special power given to the Board of Directors by the Rules and a meeting of the Board of Directors at which a quorum is present may exercise all powers exercisable by the Board of Directors.

35.2 The Board of Directors may delegate any of its powers to any member or members of the Board of Directors, or to any committee or committees consisting of members of the Board of Directors or to such other person or persons appointed expressly by Board of Directors as it thinks fit. Any member of the Board of Directors or appointed person or persons shall in the exercise of the powers so delegated, conform to any regulations imposed by the Board of Directors. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors and may otherwise regulate its own affairs.

## **DELEGATION OF DIRECTORS' POWERS**

36. The directors may delegate any of their powers to any committee consisting of a majority of their number. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying, provided that all acts and proceedings of such committees managing or executive directors shall be fully reported back to the directors as soon as possible.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

37.1 At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.

- 37.2 Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last re appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 37.3 If the company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
- 37.4 No person other than a director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless -
- 37.5 (a) he is recommended by the directors, or
- 37.6 (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or re-appointed.
- 37.7 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the company's register of directors.
- 37.8 Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
- 37.9 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.

- 37.10 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

## **ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

38. At the Annual General Meeting Full Members, Associate Members and Honorary Members of the BRITISH MARINE FEDERATION SOUTH WEST shall elect a Board of Directors of Representatives of Full Members, Associate Members and Honorary Members. An elected member of the Board of Directors shall serve for a period of three years. The Board of Directors may appoint a person who need not be an Honorary Member or a Representative of a Full Member or an Associate Member who is willing to act to be a member of the Board of Directors either to fill a vacancy or as an additional member of the Board of Directors. A member of the Board of Directors so appointed shall hold office only until the next following Annual General Meeting. If not eligible for election or he is not reappointed at such Annual General Meeting such appointed member shall vacate his office at the conclusion thereof.
39. A retiring member of the Board of Directors may offer himself for re-election.
40. A person seeking election as a member of the Board of Directors shall submit his name in writing to the Secretary not less than 21 days before the date appointed for the Annual General Meeting.

## **DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS**

- 41.1 The office of a member of the Board of Directors shall be vacated if:
- 41.2 being a Representative of a corporate Member the corporate Member enters into liquidation whether voluntary or compulsory, save for the purpose of reconstruction or amalgamation, or it enters into administrative receivership or an administration order is made against it or it enters into a voluntary arrangement with its creditors;
- 41.3.1 being a Representative of a Member who is a sole trader or partnership he or the sole trader or partnership shall become insolvent or commit any act of bankruptcy or suffer the filing of a petition in bankruptcy or makes any arrangements or composition with creditors or takes or suffers any similar action in consequence of a debt; or
- 41.3.2 he is suffering from a mental disorder and either:
- 41.3.2.1 he is admitted to hospital in pursuance of an application for admission for treatment, under the Mental Health Act 1983; or

- 41.3.2.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers in respect of his property or affairs;
- 41.4 being a Representative of a Member of the BRITISH MARINE FEDERATION SOUTH WEST, the Member he represents ceases to be a Member of the Federation;
- 41.5 being a director or employee or partner of a Member of the BRITISH MARINE FEDERATION SOUTH WEST he ceases to be such a director or employee or partner;
- 41.6 by notice in writing to the Board of Directors and the BRITISH MARINE FEDERATION SOUTH WEST he resigns his office
- 41.7 he ceases to hold office by reason of any order made under the Directors Disqualification Act 1985

#### **DIRECTORS' EXPENSES**

- 42. The directors may be paid all reasonable travelling, hotel and other out of pocket expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holder of debentures of the company or otherwise in connection with the discharge of their duties.

#### **INTERESTS OF MEMBERS OF THE BOARD OF DIRECTORS**

- 43.1 A member of the Board of Directors shall declare an interest prior to any consideration by the Board of Directors of any transaction or arrangement - and
  - 43.1.1 without delay record his interest in the Register of Directors to be maintained by the Company Secretary at the Company's principal place of business and
  - 43.1.2 be entitled to address the Board but shall not be entitled to vote on any decision regarding the contract or be present when such vote is taken and shall withdraw from the room whilst the relevant matter is under consideration.

#### **PROCEEDINGS OF DIRECTORS**

- 44. Subject to the provisions of the Rules the Board of Directors may regulate their proceedings as they think fit. The Board of Directors shall meet regularly and not less frequently than four times in each year A member of the Board of Directors may and the Secretary at the request of a member of the Board of Directors shall call a meeting of the Board of Directors. It shall not be necessary to give notice of a meeting to a member of the Board of Directors who is absent from the United

Kingdom Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote.

45. The quorum for the transaction of the business of the Board of Directors may be fixed by the Board of Directors and unless so fixed at any other number shall be three.
46. The continuing members of the Board of Directors or a sole continuing member of the Board of Directors may act notwithstanding any vacancies in their number but if the number of members of the Board of Directors is less than the number fixed as the quorum the continuing members or member of the Board of Directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
47. The Chairman of the Board of Directors shall preside at every meeting of the Board of Directors at which he is present. If the Chairman is not present the vice chairman of the Board of Directors shall preside. If neither the Chairman nor the Vice-Chairman is present within 15 minutes after the time appointed for the meeting the members of the Board of Directors present may appoint one of their number to be chairman of the meeting.
48. All acts done by a meeting of the Board of Directors or of a committee of the Board of Directors or by a person acting as a member of the Board of Directors shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director 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 Board of Directors and had been entitled to vote.
49. A resolution in writing signed by all the members of the Board of Directors entitled to receive notice of a meeting of the Board of Directors or of a committee of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the members of the Board of Directors as (as the case may be) a committee of the Board of Directors duly convened and held and may consist of several documents in the like form each signed by one or more members of the Board of Directors.
50. A member of the Board of Directors shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
51. The Members may determine in general meeting to suspend or relax to any extent either generally or in respect of any particular matter any provision of the Rules prohibiting a member of the Board of Directors from voting at a meeting of the Board of Directors or of a committee of the Board of Directors.
52. Where proposals are under consideration concerning the appointment of two or more members of the Board of Directors to offices or employments with the BRITISH MARINE FEDERATION SOUTH WEST or any body corporate in which the BRITISH MARINE FEDERATION SOUTH WEST is interested the proposals may be divided and considered in relation to each member of the Board of Directors separately and (provided he is not for another reason precluded from

voting) each of the members of the Board of Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

53. If a question arises at a meeting of the Board of Directors or of a committee of the Board of Directors as to the right of a member of the Board of Directors to vote the question may before the conclusion of the meeting be referred to the chairman of the meeting and his ruling in relation to any member of the Board of Directors other than himself shall be final and conclusive.

## **MINUTES**

- 54.1 The Board of Directors shall cause minutes to be made in books kept for the purpose:
- 54.2 of all appointments of officers made by the Board of Directors and
- 54.3 of all proceedings at meetings of the BRITISH MARINE FEDERATION SOUTH WEST and of the Board of Directors and of committees of the Board of Directors including the names of the members of the Board of Directors present at each such meeting.

## **ACCOUNTS**

55. The Federation shall:
- 55.1 provide a sum annually to the BRITISH MARINE FEDERATION SOUTH WEST with which to manage and operate BRITISH MARINE FEDERATION SOUTH WEST. The Board of Directors shall submit a budget annually to the Federation following receipt of which and after the Federation shall have consulted with the BRITISH MARINE FEDERATION SOUTH WEST the Federation shall allocate such sum as shall be agreed.
- 55.2 Members may at a general meeting subject to complying with clause 10.2 resolve to pay a sum with which to undertake a special project or projects. Such resolution shall require a majority of seventy five percent (75%) of Members entitled to vote.
56. The Board of Directors shall cause proper books of account to be kept with respect to:
- 56.1 all sums of money received and expended by the BRITISH MARINE FEDERATION SOUTH WEST and the matters in respect of which such receipts and expenditure take place;
- 56.2 all sales and purchases of goods by the BRITISH MARINE FEDERATION SOUTH WEST;  
and
- 56.3 the assets and liabilities of the BRITISH MARINE FEDERATION SOUTH WEST.

57. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the BRITISH MARINE FEDERATION SOUTH WEST and to explain its transactions.
58. At the annual general meeting in every year the Board of Directors shall lay before the BRITISH MARINE FEDERATION SOUTH WEST a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the BRITISH MARINE FEDERATION SOUTH WEST made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Directors and the Accountants or Auditors (if any) and copies of such account, balance sheet and reports shall not less than twenty one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the annual general meeting as set out herein.

#### **AUDIT**

- 59.1 Once at least in every year the accounts of the BRITISH MARINE FEDERATION SOUTH WEST shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more Auditors.
- 59.2 Auditors shall be appointed and their duties regulated as set out herein at each annual general meeting of the BRITISH MARINE FEDERATION SOUTH WEST.

#### **DISCIPLINARY ACTION**

- 60.1 Disciplinary action may be taken against any Member who:-
- 60.2.1 commits a breach of any code of proper business conduct adopted by the BRITISH MARINE FEDERATION SOUTH WEST or with which the BRITISH MARINE FEDERATION SOUTH WEST in general meeting resolves that the Members of the BRITISH MARINE FEDERATION SOUTH WEST should comply; or
  - 60.2.2 is otherwise guilty of illegal business conduct or of business conduct which in the opinion of the BRITISH MARINE FEDERATION SOUTH WEST or of the Board of Directors is improper or unfair; or
  - 60.2.3 commits any act of or involving fraud or fraudulent or negligent misrepresentation; or



- 60.2.4 makes any incorrect statement in or in relation to his application for membership of the BRITISH MARINE FEDERATION SOUTH WEST; or
- 60.2.5 fails to comply with an undertaking required of him by the Board of Directors pursuant to the Rules; or
- 60.2.6 is guilty of conduct which in the opinion of the BRITISH MARINE FEDERATION SOUTH WEST or of the Board of Directors is likely to bring the ship or boat building or associated industry in the South West region or the BRITISH MARINE FEDERATION SOUTH WEST or the Federation into disrepute.
- 60.3 The BRITISH MARINE FEDERATION SOUTH WEST shall submit to the Council or Disciplinary Committee any relevant evidence in its possession and Council or the Disciplinary Committee shall consult with the Board of Directors and seek its views in relation to any disciplinary matter relating to a Member and otherwise when it shall have a relevant interest in such disciplinary matter.
- 60.4 The Council or Disciplinary Committee shall have the power to suspend a Member against whom a complaint has been made or who is alleged to have been in breach of any provision of the Memorandum or Rules of Association or Rules of the BRITISH MARINE FEDERATION SOUTH WEST for a period of up to three months. During such period of suspension such Member shall not be entitled to exercise any of its rights or privileges as a Member of the BRITISH MARINE FEDERATION SOUTH WEST nor to attend or vote at meetings of the BRITISH MARINE FEDERATION SOUTH WEST whether in person or by proxy nor to enjoy any benefit or advantage it would otherwise have enjoyed as a Member but for its suspension. For the avoidance of doubt but without prejudice to the generality of the foregoing a suspended Member shall not use in any manner the Federation logo nor shall such Member be entitled to any discounts or concessions in relation to any exhibition trade fair or other event organised operated or coordinated by or through the Federation or the BRITISH MARINE FEDERATION SOUTH WEST to which such Member would otherwise have been entitled but for such suspension.
- 60.5 The Council or Disciplinary Committee shall notify the Member in writing of any complaint or disciplinary allegation made against such Member (and of any decision taken by the Council or Disciplinary Committee to suspend the Member). The Member shall be invited to respond to such complaint or allegations and shall be entitled to attend before the Council or Disciplinary Committee to answer any complaint or allegation.
- 60.6 The Council or Disciplinary Committee shall determine whether any complaint or allegation made against a Member should be upheld or dismissed and may hear evidence from any person making such complaint or allegation or any other person the Council or Disciplinary Committee in its absolute discretion thinks fit.

- 60.7 If a complaint or allegation against a Member is upheld the Council or Disciplinary Committee may impose such sanction as it sees fit upon such Member including but not limited to reprimanding suspending or expelling such Member.
- 60.8 On suspension or expulsion of a Member any sums due to the BRITISH MARINE FEDERATION SOUTH WEST remain payable and shall be paid immediately.
- 60.9 The Council or Disciplinary Committee and the Board of Directors shall at all times observe the rules of natural justice in carrying out any disciplinary procedure or investigation of any complaint or allegation against a Member.
- 60.10 For the avoidance of doubt if a Member of the BRITISH MARINE FEDERATION SOUTH WEST should have his membership of the Federation suspended or terminated for any reason then his Membership of the BRITISH MARINE FEDERATION SOUTH WEST shall likewise simultaneously be suspended or terminated.
- 60.11 Member against whom a complaint or allegation has been upheld may appeal to the President within twenty one days of the date on which such Member was informed by the Council or Disciplinary Committee of its decision. Such appeal must be made in writing setting out in full the grounds of the appeal and enclosing all relevant documentation in support of the appeal. The President shall be entitled to review all evidence presented to the Council or Disciplinary Committee and consult both with the Member and with the Council or Disciplinary Committee. The President's decision to allow or dismiss the Member's appeal shall be final. Any sanction imposed by the Council or Disciplinary Committee shall remain in force pending the President's decision on the Member's appeal.

## **THE SEAL**

61. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

## **ACCOUNTS**

62. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

## **NOTICES**

- 63.1 Any notice to be given to or by any person pursuant to the Rules shall be in writing except that a notice calling a meeting of the Board of Directors need not be in writing.
- 63.2 The BRITISH MARINE FEDERATION SOUTH WEST 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 registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the BRITISH MARINE FEDERATION SOUTH WEST an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such Member shall be entitled to receive any notice from the BRITISH MARINE FEDERATION SOUTH WEST.

63.3 A Member present either in person or by proxy at any meeting of the BRITISH MARINE FEDERATION SOUTH WEST shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called.

63.4 Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

### **INDEMNITY**

64. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the, Board of Directors, may otherwise be entitled any member of the Board of Directors or other office or auditor of the BRITISH MARINE FEDERATION SOUTH WEST shall be indemnified out of the assets of the BRITISH MARINE FEDERATION SOUTH WEST against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given, in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the BRITISH MARINE FEDERATION SOUTH WEST.

### **DISSOLUTION**

65.1 A resolution to dissolve the BRITISH MARINE FEDERATION SOUTH WEST shall only be proposed at a special general meeting and notwithstanding Rule 11 a quorum for such special general meeting shall be persons representing 75% of the voting Members. A resolution to dissolve the BRITISH MARINE FEDERATION SOUTH WEST shall be carried by a majority of not less than 75% of the voting Members present and voting.

65.2 The dissolution shall take effect from the date of the resolution and the Board of Directors shall be responsible for the winding-up of the assets and liabilities of the BRITISH MARINE FEDERATION SOUTH WEST.

65.3 Any property remaining after the discharge of the debts and liabilities of the BRITISH MARINE FEDERATION SOUTH WEST shall be given to the Federation which shall use such property insofar as it may be practical to do so for the benefit of any group association/regional association organised in the future to benefit those in the ship and boat building industry in the SOUTH WEST.

Names and Addresses of the Subscribers

Robin East  
Old Frogmore Road  
Frogmore  
Kingsbridge  
Devon  
TQ7 2NU

\*

J. Rowland  
JAMES ROWLAND  
COARSEWELL FARM  
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BOATBUILDER

Patricia Ferguson  
Eurospars  
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J. King  
\* Director

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Robin Barrett  
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S. Hall  
S. Hall  
\* it Director

**WBW SOLICITORS**

Church House, Queen Street  
NEWTON ABBOT TQ12 2QP

Dated the 5<sup>th</sup> AUGUST 2004

\* Witness<sup>es</sup> to the above signatures:-