

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
International Optimist Class Association (UK) Ltd

(adopted by special resolution passed in general meeting on 30 March 2019 and as amended by special resolutions passed in general meeting on 17 November 2021)

PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINED TERMS

1.1. The regulations contained in the Model Articles for Private Companies Limited by Guarantee set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008), shall not apply to the Association.

1.2. In these Articles, unless the context requires otherwise:

Act	means the Companies Act 2006;
AGM	means an annual general meeting of the Association;
Articles	means these articles of association, and Article refers to a particular provision in them;
Association	means the company regulated by these Articles;
Committee	means the main committee having delegated authority and powers from the Directors and constituted in accordance with Article 13;
Companies Acts	means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Association;

Director	means a director of the Association, and includes any person occupying the position of director, by whatever name called;
Electronic form	has the meaning given in section 1168 of the Act;
Member	means any member of the Association, whether an Ordinary Member or a Temporary Member, and Membership shall be interpreted accordingly;
Officers	means those persons holding specific positions on the Committee (and Officer shall mean any one of them);
Ordinary Member	means every person who has agreed to become a full member of the Association (and for the avoidance of doubt, is not a Temporary Member) and whose name is entered in the Association's register of members, in accordance with section 112 of the Act, and Ordinary Membership shall be interpreted accordingly;
Ordinary Resolution	means a resolution passed by a simple majority of the Ordinary Members present and voting in general meeting;
Secretary	means the company secretary of the Association, if appointed;
Special Resolution	means a resolution passed by not less than 75% of the Ordinary Members present and voting in general meeting;
Temporary Member	means every person who has agreed to become a temporary member of the Association for a period of two calendar months and whose name is entered in the

Association's register of members, in accordance with section 112 of the Act, and Temporary Membership shall be interpreted accordingly; and

Writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.3. In these Articles, unless the context requires otherwise:

- 1.3.1. other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the Association;
- 1.3.2. words in the singular shall include the plural and in the plural shall include the singular; and
- 1.3.3. a reference to one gender shall include a reference to the other genders.

1.4. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.5. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it, and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.6. A person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality) and that person's personal representatives, successors and permitted assigns.

1.7. Any phrase introduced by the terms including, include, in particular or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2. LIABILITY OF ORDINARY MEMBERS

2.1. The liability of each Ordinary Member is limited to £10, being the amount that each Ordinary Member undertakes to contribute to the assets of the Association in the event of it being wound up while he is

an Ordinary Member or within one year after he ceases to be an Ordinary Member, for:

- 2.1.1. payment of the Association's debts and liabilities contracted before he ceases to be an Ordinary Member;
- 2.1.2. payment of the costs, charges and expenses of winding up; and
- 2.1.3. adjustment of the rights of the contributories among themselves.

PART 2: OBJECTS

3. OBJECTS

3.1. The objects of the Association are to:

- 3.1.1. govern and promote, in the United Kingdom, the sailing and racing of Optimist dinghies;
- 3.1.2. encourage, support and facilitate the training of young people to sail and race; and
- 3.1.3. do all things necessary for or incidental to or conducive to the attainment of the above-mentioned objects.

PART 3: DIRECTORS

4. DIRECTORS

- 4.1. Subject to the Articles, the Directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.
- 4.2. Any Ordinary Member who is willing to act as a Director and is permitted by law to do so, may be appointed to be a Director:
 - 4.2.1. by Ordinary Resolution; or
 - 4.2.2. by a decision of the Directors, provided that such person shall retire at and may be reappointed by Ordinary Resolution at the immediately subsequent AGM.
- 4.3. A Director's term of office automatically terminates if he or she:

- 4.3.1. ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law;
- 4.3.2. a bankruptcy order is made against that person;
- 4.3.3. is absent without notice from 3 consecutive meetings of the Directors and is asked by a majority of the other Directors to resign;
- 4.3.4. is incapable, whether mentally or physically, of managing his/her own affairs;
- 4.3.5. resigns by written notice to the Directors but only if at least three Directors will remain in office; or
- 4.3.6. is removed by the Ordinary Members.

5. DIRECTORS' PROCEEDINGS

- 5.1. The Directors must hold at least four meetings each year.
- 5.2. The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than three, and, unless otherwise fixed, it is three.
- 5.3. A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.
- 5.4. The chairman or, if the chairman is unable or unwilling to do so, some other Director chosen by the Directors present presides at each meeting.
- 5.5. Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in Writing agreed by all the Directors (other than any conflicted Director who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
- 5.6. Every Director has one vote on each issue and, in case of equality of votes, the chairman of the meeting has a casting vote.
- 5.7. A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

6. DIRECTORS' POWERS

- 6.1. The Directors may exercise any powers of the Association which are not reserved to the Ordinary Members.

- 6.2. The Directors may delegate any of their functions to committees, including the Committee, consisting of two or more individuals appointed by them on such terms as they think fit. At least one member of every committee must be a Director and all proceedings of committees must be reported promptly to the Directors.
- 6.3. Committees to which the Directors delegate any of their powers must follow procedures which are based (to the extent applicable) on those provisions of the Articles which govern the taking of decisions by Directors.

7. CONFLICTS OF INTEREST

- 7.1. The Directors may, in accordance with the requirements set out in Article 7.2, authorise any situation in which a Director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Association which would, if not authorised, involve a Director breaching his duty under section 175 of the Act to avoid conflicts of interest.
- 7.2. Any authorisation under Article 7.1 shall be effective only if:
 - 7.2.1. the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors;
 - 7.2.2. any requirement as to the quorum is met without counting the interested Director; and
 - 7.2.3. the matter was agreed to without the interested Director voting or would have been agreed to if the interested Director's vote had not been counted.
- 7.3. A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Association for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a conflict of interests which has been authorised by the Directors in accordance with these Articles or by the Ordinary Members in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 7.4. If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Association in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes, unless

the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

- 7.5. Where the number of non-conflicted Directors is less than the quorum for the purposes of approving a resolution authorising any situation or transaction constituting a conflict as anticipated by the Companies Acts, the quorum shall be all the disinterested Directors.
- 7.6. When all the Directors are conflicted, the Association shall pass the conflict to the Ordinary Members for approval by Ordinary Resolution.

PART 4: MEMBERSHIP

8. APPLICATIONS FOR MEMBERSHIP

- 8.1. There are three types of Ordinary Membership available:
 - 8.1.1. FAMILY MEMBERSHIP. Family Membership is open to all members of a family who are normally resident at the same address on payment of the appropriate Membership subscription. Family Membership is available until the end of the calendar year in which the youngest child reaches the age of fifteen. Subject to the restricted voting rights set out in Article 12.1 below, each member of the family is deemed to be an Ordinary Member.
 - 8.1.2. INDIVIDUAL MEMBERSHIP. Individual Membership is available to any person on payment of the appropriate Membership subscription.
 - 8.1.3. HONORARY MEMBERSHIP. The Association may, on the recommendation of the Committee, elect individual honorary members for a fixed term, or for life, at the AGM. Individual Honorary Members are Ordinary Members but have no obligation to pay any Membership subscription.
- 8.2. In addition, on payment of the appropriate Membership subscription, the Association may accept applications for Temporary Membership, from individuals or family groups. No individual or member of the same family group may make more than one application for Temporary Membership in any year.
- 8.3. No person shall become a Member unless:
 - 8.3.1. that person has completed an application for Membership in a form approved by the Directors from time to time; and

8.3.2. the Directors (or their delegate) have approved the application,

save that on 31 December each year, subject always to Article 10.3, each Ordinary Member shall be deemed to have renewed their Membership for the following year.

8.4. Membership is subject to any subscriptions or affiliation fees that may be set by the Directors from time to time and is not transferable.

9. ORDINARY MEMBERSHIP RIGHTS

9.1. Only Ordinary Members over the age of 18 are eligible to stand for election as Directors or as members of the Committee.

9.2. Ordinary Members may be eligible to participate in events organised by the Association up to the end of the calendar year in which they reach the age of 15.

10. MEMBERSHIP SUBSCRIPTIONS

10.1. The Membership subscriptions are due on joining and, subject to Article 8.1.3, thereafter on 1 January each year, unless the date of joining is after that year's "End of Season" championships in which case there is no need to pay any subscription for the balance of that year but subscriptions will be due on the following 1 January for the following year.

10.2. On receipt of the Membership subscription from a Member, the Association will issue an acknowledgement (receipt) which may be in the form of a Membership card or similar for the purposes of that year.

10.3. If any Member has not submitted his/her application form and paid his/her subscription by 31 March in any year, his/her Membership shall automatically lapse and his/her name shall be removed from the Association's register of Members. Once removed, a Member's name may only be restored at the discretion of the Committee.

11. TERMINATION OF MEMBERSHIP

11.1. A Member may withdraw from Membership by giving 7 days' notice to the Association in Writing but no part of that Member's paid subscription shall be refundable.

11.2. Membership is not transferable.

11.3. A person's Membership terminates when that person dies.

11.4. The Directors may terminate the Membership of any Member without his or her consent by giving him written notice if, in the reasonable opinion of the Directors:

11.4.1. he or she is guilty of conduct which has or is likely to have a serious adverse effect on the Association or bring the Association or any or all of the Members and/or any or all of the Directors into disrepute;

11.4.2. he or she has acted or has threatened to act in a manner which is contrary to the interests of the Association as a whole; or

11.4.3. he or she has failed to observe any of the terms of these Articles.

11.5. If the Directors wish to terminate a person's Membership in accordance with Article 11.4, they must provide the Member with the opportunity to be heard in Writing or in person as to why his Membership should not be terminated. The Directors must consider any representations made by the Member and inform the Member of their decision following such consideration.

11.6. A Member whose Membership is terminated under Article 11.4 shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the Association any subscription or other sum owed by him or her.

12. GENERAL MEETINGS

12.1. Any Ordinary Member may attend and participate in general meetings. Only Ordinary Members over the age of 18 may vote at such meetings and those holding family Membership may cast only one vote per family. Temporary Membership does not confer any right on that Member to attend, participate in or vote at general meetings.

12.2. Ordinary Members over the age of 18 may attend and vote (and those holding family Membership may cast only one vote per family) at general meetings in person or by proxy (but only if the appointment of a proxy is in Writing and notified to the Secretary at least 48 hours before the commencement of the general meeting).

12.3. The Association must hold an AGM in each year in addition to any other general meetings in that year, and must specify the meeting as the AGM in the notice calling it.

- 12.4. In accordance with sections 303 to 306 of the Act, Ordinary Members may requisition the Directors to call a general meeting and may include the text of any resolution to be moved at that meeting.
- 12.5. There is a quorum at a general meeting if the number of Ordinary Members present in person or by proxy is at least 10.
- 12.6. At all general meetings, the chair is taken by the chairman or, failing him/her, the vice-chairman. In the absence of the chairman and the vice-chairman, the Ordinary Members shall choose one of their number to take the chair.
- 12.7. The chair of the meeting, may, with the consent of the meeting, adjourn any general meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 12.8. Except where otherwise provided by these Articles or the Companies Acts, a written resolution is as valid as an equivalent resolution passed at a general meeting. For this purpose, the written resolution may be set out in more than one document.
- 12.9. A technical defect in the appointment of an Ordinary Member of which the Ordinary Members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution of the Ordinary Members.

PART 5: THE COMMITTEE

13. THE COMMITTEE

- 13.1. Pursuant to Article 6.2, the board of Directors may delegate the management of the affairs of the Association to the Committee.
- 13.2. The Committee shall consist of up to fifteen Officers, each of whom shall be elected by Ordinary Resolution at an AGM to hold office until the conclusion of the next AGM.
- 13.3. Officers holding the positions of Chair, Vice Chair, Sailing Secretary, Teams Officer and any other position approved for this purpose by the Committee prior to receipt by the Secretary of any nomination for that position in any year pursuant to Article 13.5 may not hold the same position on the Committee for more than three years.

- 13.4. If a vacancy arises as to an Officer's position on the Committee between one AGM and the next, the Committee shall seek to fill that vacancy from within its own elected membership. If they are unable to fill the vacancy, they shall co-opt a replacement Officer who shall hold that position on the Committee until the next AGM.
- 13.5. Nominations for each position on the Committee must be proposed and seconded by Ordinary Members of the Association and notified to the Secretary 48 hours prior to circulation to Ordinary Members of the notice of AGM at which the Ordinary Resolution approving their appointment is to be put to the vote and must include agreement from the nominee that he/she is prepared to serve.
- 13.6. In the event of there being more than one valid nomination for any particular position on the Committee, each nomination shall be included in the notice of AGM and the election shall be decided by secret ballot, with the outcome of the vote being decided on a "first-past-the-post" basis. In the event of a tie, the election shall be decided by lot.
- 13.7. The Committee has power to form sub-committees and to co-opt additional members to these sub-committees for a period not extending beyond the next AGM. The Committee shall determine the terms of reference for each sub-committee and shall appoint a chairman for each sub-committee from among the elected members of the Committee. Each sub-committee shall report to the main Committee, and sub-committees' decisions are subject to review and ratification by the main Committee.
- 13.8. The Committee may create positions outside the Committee and determine job titles to fulfil functions as the need arises.
- 13.9. The Committee has power to create, amend and withdraw policies that, when in force, will be binding on the Members. These policies shall:
 - 13.9.1. include a policy to promote the Committee's engagement with regional representatives and race committee officials, and this may be achieved through the establishment of one or more sub-committees;
 - 13.9.2. where considered material, be published in on the Association's website; and
 - 13.9.3. otherwise be identified on the Association's website and made available to Members on request and without charge.

PART 6: ADMINISTRATIVE ARRANGEMENTS

14. RECORDS AND ACCOUNTS

- 14.1. The Directors must comply with the requirements of the Companies Acts as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies of information required by law including:
 - 14.1.1. confirmation statements; and
 - 14.1.2. annual statements of account.
- 14.2. The Directors must also keep records of all:
 - 14.2.1. proceedings at meetings of the Directors;
 - 14.2.2. resolutions in Writing;
 - 14.2.3. reports of committees; and
 - 14.2.4. professional advice obtained.
- 14.3. Accounting records relating to the Association must be made available for inspection by any Director at any time during normal office hours.
- 14.4. A copy of the Association's constitution and latest available statement of account must be supplied on request to any Director.

15. INDEMNITY AND INSURANCE

- 15.1. Subject to Article 15.3 but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
 - 15.1.1. each relevant officer shall be indemnified out of the Association's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's affairs; and

- 15.1.2. the Association may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 15.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 15.2. This Article 15 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 15.3. The Directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant officer in respect of any relevant loss.
- 15.4. In this Article 15:
 - 15.4.1. a relevant loss means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Association; and
 - 15.4.2. a relevant officer means any Director, Committee member or other officer or former Director, Committee member or other officer of the Association.
- 16. COMMUNICATIONS
 - 16.1. Notices and other documents to be served on Members or Directors under these Articles or the Companies Acts may be served:
 - 16.1.1. by hand;
 - 16.1.2. by post;
 - 16.1.3. by suitable Electronic form; or
 - 16.1.4. through publication in the Association's newsletter or on the Association's website.
 - 16.2. The only address at which a Member is entitled to receive notices sent by post is an address in the United Kingdom shown in the Association's register of Members.
 - 16.3. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 16.3.1. 24 hours after being:
 - 16.3.1.1. sent by Electronic form; or

- 16.3.1.2. posted on the Association's website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website; or
 - 16.3.1.3. delivered by hand to the relevant address;
 - 16.3.2. two clear days after being sent by first class post to that address;
 - 16.3.3. three clear days after being sent by second class or overseas post to that address;
 - 16.3.4. immediately on being handed to the recipient personally;
- or, if earlier, as soon as the recipient acknowledges actual receipt.
- 16.4. A technical defect in service of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

17. PROFITS NOT TO BE DISTRIBUTED

- 17.1. The income and property of the Association shall be applied solely in promoting the objects of the Association as set out in Article 3.1.
- 17.2. No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Association of:
 - 17.2.1. reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association;
 - 17.2.2. interest on money lent by any Member of the Association or Director at a reasonable and proper rate per annum not above the published base lending rate of a clearing bank to be selected by the Directors;
 - 17.2.3. reasonable and proper rent for premises demised or let by any Member or Director; or
 - 17.2.4. reasonable out-of-pocket expenses properly incurred by any Director, officer or servant of the Association.

18. DISSOLUTION

- 18.1. If the Association is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Association, but shall be given or transferred, as the sole discretion of the Directors, to:

- 18.1.1. some other association that is a charity with objects similar to those of the Association; or
- 18.1.2. the national governing body for the sport of yachting for use by that organisation for related community sports.