

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION
OF
SPINNAKER SAILING CLUB LIMITED**

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Articles of Association
of
SPINNAKER SAILING CLUB LIMITED (the “Club”)

PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINED TERMS

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

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

Act	: means the Companies Act 2006;
AGM	: means an annual general meeting of the Club;
Articles	: means these articles of association, and Article refers to a particular provision in them;
Associate Member	: means a member of the Club who is not a Voting Member, and who therefore neither has voting rights at general meetings nor any other rights to which members of companies are entitled under the Articles or the Companies Acts, and Associate Membership shall be interpreted accordingly;
Bye Laws	: means the bye laws of the Club from time to time;
Club	: means the company regulated by these Articles;
Companies Act	: means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Club;
director	: means a director of the Club, 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;
Federated Member	: a member of a Group Member;

Group Member	: a company, unincorporated association or other body admitted as a Voting Member of the Club;
Member	: means all members of the Club (including Federated Members), whether Voting Members or Associate Members, and Membership shall be interpreted accordingly;
Officers	: has the meaning given in Article 6;
ordinary resolution	: means a resolution passed by a simple majority of the Voting Members;
Sailing	: means sporting, recreational and other activities carried out in water-borne craft of any description powered by the wind or by mechanical means;
special resolution	: means a resolution of the Voting Members passed by a majority of not less than 75%;
Voting Member	: means every person who agrees to become a member of the Club for the purposes of the Act and whose name is entered in the Club's register of members, in accordance with section 112 of the Act, and Voting Membership shall be interpreted accordingly;
writing	: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

- 1.3.1. other words or expressions bear the same meaning as in the Act as in force on the date when these Articles become binding on the Club;
- 1.3.2. words in the singular shall include the plural and in the plural shall include the singular;
- 1.3.3. a reference to one gender shall include a reference to the other genders.
- 1.3.4. the headings are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4. 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 amendments or re-enactment and includes any

statute, statutory provision or subordinate legislation which it amends or re-enacts.

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

2. LIABILITY OF CLUB MEMBERS

- 2.1. The liability of each Voting Member is limited to £10, being the amount that each Voting Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Voting Member or within one year after he ceases to be a Voting Member, for:
 - 2.1.1. payment of the Club's debts and liabilities contracted before he ceases to be a Voting Member;
 - 2.1.2. payment of the costs, charges and expenses of winding up; and
 - 2.1.3. adjustment of the rights of the contributories among themselves.

PART 2: OBJECTS & POWERS

3. OBJECTS

- 3.1. The Club is established for the following purposes:
 - 3.1.1. to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as The Spinnaker Club
 - 3.1.2. to promote and facilitate community participation in the sport of Sailing; and
 - 3.1.3. to provide a club house, social and other facilities for Members as may from time to time be determined by the directors.

4. POWERS

- 4.1. In pursuance of the object set out in Article 3.1, the Club has the power to:
 - 4.1.1. establish, maintain and conduct a sailing club;
 - 4.1.2. promote and hold, either alone or jointly with any other association, club or persons, meetings, competitions and regattas for the purpose of competitive sailing and to offer, give, or contribute towards prizes, medals, and awards;
 - 4.1.3. to provide training courses relating to Sailing to Members and non-members;
 - 4.1.4. provide advice or information;

- 4.1.5. co-operate with other bodies;
- 4.1.6. accept gifts and raise funds;
- 4.1.7. borrow money;
- 4.1.8. give security for loans or other obligations;
- 4.1.9. acquire or hire property of any kind;
- 4.1.10. let or dispose of property of any kind;
- 4.1.11. set aside funds for special purposes or as reserves against future expenditure;
- 4.1.12. deposit or invest its funds in any manner;
- 4.1.13. delegate the management of investments to a financial expert;
- 4.1.14. insure the property of the Club against any foreseeable risk and take out other insurance policies to protect the Club when required;
- 4.1.15. employ paid or unpaid agents, staff or advisers;
- 4.1.16. enter into contracts to provide services to or on behalf of other bodies;
- 4.1.17. establish or acquire subsidiary companies; and
- 4.1.18. do anything else within the law which promotes or helps to promote the objects set out in Article 3.1.

PART 3: DIRECTORS

5. POWERS AND BYE-LAWS

- 5.1. The directors are responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club that are not by these Articles, required to be exercised by the Voting Members.
- 5.2. The directors may from time to time make such reasonable and proper rules or Bye Laws as they may deem necessary or expedient for the proper conduct and management of the Club.
- 5.3. The Bye Laws may regulate the following matters but are not restricted to them:
 - 5.3.1. the admission of Members to the Club (including the admission of organisations to Membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payment to be made by Members;
 - 5.3.2. the conduct of Members of the Club in relation to one another, and to the Club's employees and volunteers;

- 5.3.3. the setting aside of the whole or any part of the Club's premises at any particular time or time or for any particular purpose or purposes;
 - 5.3.4. the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Act or by the articles;
 - 5.3.5. generally, all such matters as are commonly the subject matter of club rules.
- 5.4. The Club in general meeting has the power to adopt, alter, add to or repeal the rules or Bye Laws.
 - 5.5. The directors must adopt such means as they think sufficient to bring the rules and Bye Laws to the notice of Members.
 - 5.6. The rules or Bye Laws shall be binding on all Members but no rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

6. OFFICERS

- 6.1. The Officers are, if appointed, the Commodore, Vice-Commodore, Rear-Commodore Sailing, Rear-Commodore House and Treasurer (the Officers), all of whom must be Voting Members and must also meet any other conditions and comply with any duties and responsibilities set out in any Bye Laws. A Federated Member may not be an Officer.
- 6.2. The Officers shall be directors of the Club and shall cease to hold office if they cease to be a director.
- 6.3. The Commodore, Vice Commodore, Rear Commodore Sailing, Rear Commodore House and Treasurer may not hold the same office for more than three consecutive terms.
- 6.4. The first Officers shall be the persons holding the corresponding offices in the unincorporated association known as The Spinnaker Club on the date of the transfer of all the assets and liabilities of The Spinnaker Club to the Club. The first Officers shall hold office until the annual general meeting of the Club next after the transfer of the assets and liabilities but shall be eligible for re-election to that office pursuant to Article 9. No period of office in the unincorporated association known as The Spinnaker Club shall be taken in to account for the purposes of Article 6.3

7. DIRECTORS

- 7.1. The minimum number of directors shall be four and the maximum number of directors shall be seven in addition to the Officers.
- 7.2. No more than two Federated Members may be directors at any one time. If two directors are Federated Members, the Federated Members must not be members of the same Group Member.

7.3. The first directors shall be those persons notified to Companies House as the first directors of the Club.

7.4. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

8. QUALIFICATION

8.1. A director must be a natural person who has reached the age of at least eighteen years.

8.2. A director must be a Voting Member or a Federated Member.

8.3. No-one may be appointed a director if he or she would be disqualified from acting as a director under the provisions of Article 10.

9. ELECTION AND APPOINTMENT

9.1. The directors and Officers shall be elected at the AGM in each year to hold office until the conclusion of the next following AGM.

9.2. A person who is elected or appointed as an Officer shall, as a result of that election or appointment, be a director of the Club.

9.3. A person may not be elected as an Officer or a director at a general meeting unless:

9.3.1. the person is a retiring Officer or director and is eligible for re-election; or

9.3.2. the person is eligible for election and gives not less than 21 days' notice of his or her intention to stand for election that:

a. is signed by two Voting Members to propose and second the candidate;

b. contains the details that if the person were to be elected, the Club would have to file at Companies House;

c. is signed by the person who is proposed to show his or her willingness to act; and

d. in the case of a Federated Member, is signed on behalf of the relative Group Member.

9.4. If there is only one candidate for a vacant position as an Officer, the election to that office shall be by a simple majority on a show of hands. If there is more than one candidate, the election shall be conducted by ballot.

9.5. If the number of candidates for election as a director at any AGM is equal to or less than the number of vacancies to be filled then all the candidates shall be elected if two thirds of the Voting Members present in person or by proxy vote in favour of such election.

9.6. If the proposed resolution to elect the directors pursuant to article 9.5 is not passed, the following provisions shall apply:

- 9.6.1. the election of each director shall be conducted separately;
 - 9.6.2. the election shall be by ballot; and
 - 9.6.3. a director shall be elected if a simple majority of the Voting Members present in person or by proxy vote in favour of his or her election.
- 9.7. If the number of candidates for election as a director at any AGM exceeds the number of vacancies, the election shall be by ballot.
- 9.8. The directors may appoint any person who is eligible and willing to act as a director or as an Officer either as an additional director or to fill any vacancy.
- 9.9. A director or Officer appointed by a resolution of the directors must retire at the next AGM but shall be eligible for election.
- 9.10. The election or appointment of a director or Officer whether by the Club in general meeting or by the directors must not cause the number of directors to exceed any number fixed as the maximum number of directors.

10. TERMINATION OF OFFICE

- 10.1. A director's term of office automatically terminates if he or she:
- 10.1.1. ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
 - 10.1.2. ceases to be a Voting Member or a Federated Member;
 - 10.1.3. is absent without notice from six consecutive meetings of the directors and is asked by a majority of the other directors to resign;
 - 10.1.4. is incapable, whether mentally or physically, of managing his/her own affairs;
 - 10.1.5. resigns by written notice to the directors (but only if at least two directors will remain in office); or
 - 10.1.6. is removed by the Voting Members.

11. DIRECTORS' PROCEEDINGS

- 11.1. The directors must hold at least five meetings each year.
- 11.2. The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 11.3. Any director may call a meeting of the directors.
- 11.4. No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means in which a participant or participants may communicate with all the other participants.

- 11.5. 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 two and, unless otherwise fixed, it shall be four.
- 11.6. A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 11.7. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 11.8. A meeting of the directors may be held in person or by suitable electronic means agreed by the directors in which all participants may communicate with all the other participants.
- 11.9. The Commodore or (if the Commodore is unable or unwilling to do so) some other director chosen by the directors present shall chair the meeting.
- 11.10. 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.
- 11.11. Every director has one vote on each issue and, in case of equality of votes, the chairman of the meeting has a casting vote.
- 11.12. A procedural defect of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

12. DELEGATION

- 12.1. The directors may delegate any of their functions to committees consisting of two or more individuals appointed by them on such terms as they think fit. At least one member of every committee must be a director and all proceedings of committees must be reported promptly to the directors.
- 12.2. Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.

13. DIRECTORS' REMUNERATION AND EXPENSES

- 13.1. Directors may undertake any services for the Club that the directors decide. Directors are entitled to such remuneration as the directors determine for services they may provide to the Club but not for acting as directors of the Club. The Treasurer may be paid for services provided to the Club in the capacity of treasurer.
- 13.2. There must at all times be a majority of directors who have not received remuneration under clause 13.1.
- 13.3. The Club may pay any reasonable expenses which the directors properly incur in connection with the discharge of their responsibilities in relation to the Club.

14. CONFLICTS OF INTEREST

- 14.1. The directors may, in accordance with the requirements set out in Article 14.2, authorise any situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Club which would, if not authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest.
- 14.2. Any authorisation under Article 14.1 shall be effective only if:
 - 14.2.1. 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;
 - 14.2.2. any requirement as to the quorum is met without counting the interested director; and
 - 14.2.3. 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.
- 14.3. A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Club for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a conflict of interests which has been authorised by the directors in accordance with these Articles or by the Voting 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.
- 14.4. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Club in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes, unless the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 14.5. 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.
- 14.6. When all the directors of the Club are conflicted, the Voting Members may approve the conflict of interest by ordinary resolution.

PART 4: MEMBERSHIP

15. APPLICATIONS FOR MEMBERSHIP

- 15.1. Membership is open to any individual, body corporate or unincorporated association interested in the sport of Sailing regardless of sex, age, disability, race sexual orientation, gender re-assignment, pregnancy or maternity, religion or belief.
- 15.2. Membership is not transferable.

- 15.3. No person shall become a Member unless:
- 15.3.1. that person has completed an application for Membership in a form approved by the directors from time to time; and
 - 15.3.2. the directors have approved the application.
- 15.4. The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Club to refuse the application. If an application is refused, the directors shall, on the written request of the applicant, refer the application to the next general meeting of the Club and the application shall be determined by ordinary resolution of the Voting Members.
- 15.5. Membership is also subject to any entrance fee, subscriptions or affiliation fees that may be proposed by the directors and approved by Voting Members at the AGM of the Club.
- 15.6. Every person who, at the date of incorporation of the Club, had paid a subscription fee to, and was a member of, the unincorporated club known as The Spinnaker Club referred to in Article 3.1.1, and who, on or before 31st December 2015, or during such extended period as the directors may determine, signs and delivers to the Club the form of Membership prescribed by the directors, shall be admitted as a Member of the Club.

16. THE RIGHTS AND OBLIGATIONS OF MEMBERS

- 16.1. The directors may from time to time propose the creation of different classes of Membership with different rights and obligations or the variation of the rights and obligations attached to any class of Membership but the proposals shall not take effect unless approved by the Voting Members by ordinary resolution.
- 16.2. The rights and obligations of the Voting Members arising under the Articles may only be varied by a special resolution of the Voting Members.
- 16.3. No-one other than a Voting Member shall be entitled to notice of or to attend and vote at any general meeting of the Club provided that a Voting Member who has not paid the relative subscription for the current year shall not be entitled to notice of or to attend any general meeting nor to vote upon any resolution (whether in person or by proxy and whether proposed at a general meeting or as a written resolution).
- 16.4. The Voting Members may elect any person as an Honorary Member of the Club for a fixed period or for life. An Honorary Member shall be a Voting Member and be entitled to all the rights of a Voting Member. An Honorary Member shall not be required to pay any joining fee or subscription but must comply with any Bye Laws and pay any other sums due to the Club under the Bye Laws.
- 16.5. A Group Member shall have one vote.

17. GROUP MEMBERSHIP

- 17.1. A Group Member may nominate a Federated Member to act as its representative at any meeting of the Club.
- 17.2. A Group Member must give written notice to the Club of the name of its representative. The representative shall not be entitled to represent the Group Member at any meeting unless the notice has been received by the Club. The representative may continue to represent the Group Member until written notice to the contrary is received by the Club.
- 17.3. Any notice given to the Club will be conclusive evidence that the representative is entitled to represent the Group Member or that his or her authority has been revoked. The Club shall not be required to consider whether the representative has been properly appointed by the Group Member.
- 17.4. The Club shall not be concerned whether a Federated Member who votes on behalf of a Group Member casts that vote in accordance with any direction from the Group Member.
- 17.5. The Club may by notice in writing to a Group Member require the Group Member to nominate a different Federated Member to exercise the rights of a Group Member.

18. TERMINATION OF MEMBERSHIP

- 18.1. A Member may withdraw from Membership by giving 7 days' notice to the Club in writing.
- 18.2. Membership terminates when a person dies or a Group Member ceases to exist.
- 18.3. The directors may terminate the Membership of any Member without his consent by giving him written notice if, in the reasonable opinion of the directors:
 - 18.3.1. he is guilty of conduct which has or is likely to have a serious adverse effect on the Club or bring the Club or any or all of the Members and directors into disrepute; or
 - 18.3.2. any sum due from the Member to the Club is not paid in full within three months of it falling due; or
 - 18.3.3. he has acted or has threatened to act in a manner which is contrary to the interests of the Club as a whole; or
 - 18.3.4. he has failed to observe the terms of these Articles or any Bye Laws; or
 - 18.3.5. it is for any other reason in the best interests of the Club that his membership be terminated.
- 18.4. If the directors wish to terminate a person's Membership in accordance with Article 18.3, they must give notice to that Member and provide the Member

with the opportunity to be heard, in writing or in person, as to why his Membership should not be terminated or to voluntarily cancel his Membership. The directors must consider any representations made by the Member and must inform the Member of their decision in writing.

- 18.5. A Member whose Membership is terminated under Article 18.3 shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Club any subscription or other sum owed by him.

19. GENERAL MEETINGS

- 19.1. The Club must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 19.2. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 19.3. The directors may call a general meeting at any time. The directors must call a general meeting on receiving a written request to that effect signed by at least 5% of the Voting Members and specifying the nature of the business to be transacted at that meeting and in default the Voting Members may call a general meeting in accordance with the Act.

20. NOTICE OF GENERAL MEETINGS

- 20.1. The minimum periods of notice required to hold a general meeting of the Club are:
 - 20.1.1. twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution; and
 - 20.1.2. fourteen clear days for all other general meetings.
- 20.2. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Voting Members to appoint a proxy under section 324 of the Companies Act 2006 and article 25.
- 20.3. The business to be transacted at an annual general meeting shall be the consideration of the accounts and the directors' report, the election of the Officers and the directors, and the appointment of an auditor (unless the Club is exempt from the requirement that its accounts be audited) and any other business:
 - 20.3.1. specified by the directors to be included in the notice convening the meeting; or
 - 20.3.2. requested in writing to be included in the notice convening the meeting by a Voting Member at least 21 days prior to the date of the meeting
- 20.4. The business of any other general meeting shall be confined to the business stated in the notice convening the meeting.

- 20.5. The notice must be given to all the Voting Members and to the directors and auditors (if auditors have been appointed).
- 20.6. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Club.

21. PROCEEDINGS AT GENERAL MEETINGS

- 21.1. No business shall be transacted at any general meeting unless a quorum is present.

- 21.2. A quorum is:

- 21.2.1. twenty five Voting Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

- 21.2.2. 20% of the total Voting Membership at the time, whichever is the lesser.

- 21.3. The authorised representative of a Group Member shall be counted in the quorum.

- 21.4. If:

- 21.4.1. a quorum is not present within half an hour from the time appointed for the meeting; or

- 21.4.2. during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the directors shall determine unless the meeting has been called upon the requisition of Voting Members, in which case it shall be dissolved.

- 21.5. The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

- 21.6. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Voting Members present in person or by proxy at that time shall constitute the quorum for that meeting.

22. CHAIRING GENERAL MEETINGS

- 22.1. General meetings shall be chaired by the Commodore.

- 22.2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

- 22.3. If there is only one director present and willing to act, he or she shall chair the meeting.

- 22.4. If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Voting Members present in person or by proxy and entitled to vote shall appoint a person to chair the meeting.

23. ADJOURNMENTS

- 23.1. The Voting Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 23.2. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 23.3. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 23.4. If a meeting is adjourned by a resolution of the Voting Member for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

24. VOTING AT GENERAL MEETINGS

- 24.1. Subject to article 16.2 every Voting Member, whether an individual or a Group Member, shall have one vote. The person who is chairing the meeting shall not have a second or casting vote in the event of a tie.
- 24.2. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 24.3. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 24.3.1. by the person chairing the meeting; or
- 24.3.2. by at least five Voting Members present in person or by proxy and having the right to vote at the meeting.
- 24.4. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 24.5. The result of the vote must be recorded in the minutes of the Club but the number or proportion of votes cast need not be recorded.
- 24.6. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 24.7. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 24.8. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.

- 24.9. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 24.10. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 24.11. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 24.12. The poll must be taken within thirty days after it has been demanded.
- 24.13. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 24.14. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

25. PROXY NOTICES

- 25.1. Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:
 - 25.1.1. states the name and address of the Voting Member appointing the proxy;
 - 25.1.2. identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
 - 25.1.3. is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 25.1.4. is delivered to the Club in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 25.2. The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 25.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 25.4. Unless a proxy notice indicates otherwise, it must be treated as:
 - 25.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 25.4.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

26. DELIVERY OF PROXY NOTICES

- 26.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that

meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person but if the person does so, the proxy is revoked.

- 26.2. An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 26.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 26.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

27. WRITTEN RESOLUTIONS

- 27.1. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - 27.1.1. a copy of the proposed resolution has been sent to every eligible Member;
 - 27.1.2. a simple majority (or in the case of a special resolution a majority of not less than 75%) of Voting Members has signified its agreement to the resolution; and
 - 27.1.3. it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 27.2. A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 27.3. In the case of a Group Member its authorised representative may signify its agreement.

28. RECORDS AND ACCOUNTS

- 28.1. 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:
 - 28.1.1. annual returns;
 - 28.1.2. annual reports; and
 - 28.1.3. annual statements of account.
- 28.2. The directors must also keep records of:
 - 28.2.1. all proceedings at meetings of the directors;

- 28.2.2. all resolutions in writing;
 - 28.2.3. all reports of committees; and
 - 28.2.4. all professional advice obtained.
- 28.3. Accounting records relating to the Club must be made available for inspection by any director at any time during normal office hours.
- 28.4. A copy of the Club's constitution and latest available statement of account must be supplied on request to any director.

29. INDEMNITY

- 29.1. Subject to Article 29.2, a director or former director of the Club may be indemnified out of the Club's assets against:
- 29.1.1. any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club;
 - 29.1.2. any liability incurred by that director in connection with the activities of the Club in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); or
 - 29.1.3. any other liability incurred by that director as an officer of the Club.
- 29.2. This Article 29 does not authorise any indemnity
- 29.2.1. In respect of a liability arising from any fraud, wilful default or misconduct; or
 - 29.2.2. which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

30. COMMUNICATIONS

- 30.1. Notices and other documents to be served on Members or directors under these Articles or the Companies Acts may be served:
- 30.1.1. by hand;
 - 30.1.2. by post;
 - 30.1.3. by suitable electronic means.
- 30.2. The only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Members.
- 30.3. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 30.3.1. 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 30.3.2. two clear days after being sent by first class post to that address;

- 30.3.3. three clear days after being sent by second class or overseas post to that address;
 - 30.3.4. immediately on being handed to the recipient personally; or, if earlier,
 - 30.3.5. as soon as the recipient acknowledges actual receipt.
- 30.4. A technical defect in service of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

31. PROFITS NOT TO BE DISTRIBUTED

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

32. DISSOLUTION

- 32.1. If the Club is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Club, but shall be given or transferred, as determined by the Voting Members of the Club by special resolution passed at a General Meeting at or before the time of the dissolution or, failing that, at the sole discretion of the directors, to:
- 32.1.1. a charity which supports sailors or sailing; or
 - 32.1.2. the sport's governing body for use in the community related sport for which the Club existed.