

ROYAL SOUTHERN YACHT CLUB LIMITED
A Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

1 Interpretation

1.1 The regulations contained in Table C in the Schedule to the Companies Act (Tables A-F) Regulations 1985 or any replacement thereof shall not apply to the Club but the regulations contained in the following clauses (as originally adopted or from time to time altered by Special Resolution) shall be the Articles.

1.2 In these Articles the following terms shall have the meanings set out opposite them:

"the Act"	the Companies Act 2006 and any provisions of the Companies Acts 1985-1989 which are still in force and as further modified by any statutory modification or re-enactment thereof for the time being in force;
"Admiral"	an honorary member of the Club;
"Affiliate"	a temporary member (as so described in the Byelaws) as the case may be and the expression "Affiliates" shall include all of them if the context so requires;
"AGM"	the annual general meeting of the Club;
"Articles"	these Articles of Association;
"Association"	the previously unincorporated association known as the Royal Southern Yacht Club;
"Byelaws"	the Byelaws of the Club as amended from time to time;
"clear days"	in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and including the day for which it is given or on which it is to take effect;
"Club"	Royal Southern Yacht Club Limited and the recognised abbreviation of which is RSrNYC;
"Club Secretary"	the person appointed in accordance with these Articles;
"Commodore"	the Commodore of the Club as elected in accordance with these Articles;

"Company Secretary"	the person if any appointed to perform the duties of a company secretary of the Club;
"Committee"	the Executive Committee unless the context otherwise requires;
"Executive Committee"	the directors of the Club for the purposes of the Act as appointed from time to time under these Articles;
"Flag Officers"	the Admiral, Commodore, Vice Commodore, Rear Commodore Sailing and Rear Commodore House;
"House Committee"	the House Committee of the Club as defined in these Articles;
"Members"	the members of the Club as determined from time to time in accordance with these articles and Membership shall be construed accordingly;
"Memorandum"	the Club's Memorandum of Association;
"Objects"	the objects as set out in the Club's Memorandum;
"Office"	the registered office of the Club;
"Property"	The premises situated at Rope Walk, Hamble, Hampshire;
"Rear Commodore House"	the Rear Commodore House as elected in accordance with these Articles;
"Rear Commodore Sailing"	the Rear Commodore Sailing as elected in accordance with these Articles;
"Sailing Committee"	the sailing committee of the Club as defined in these Articles;
"Special Resolution"	a resolution passed at an annual or special general meeting by at least 75% of members voting;
"SGM"	a special general meeting of the Club
"Subscription"	the annual membership fee as determined by the Executive Committee;
"Trustees"	the Trustees as defined in these Articles;
"United Kingdom"	Great Britain and Northern Ireland;
"Vice Commodore"	the Vice Commodore of the Club elected in accordance with these Articles.

- 1.3 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act.
- 1.4 References to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form.
- 1.5 Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender; and words denoting persons include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.
- 1.6 Headings are inserted for convenience only and do not affect the construction of these Articles.
- 1.7 The Members may from time to time make, vary and revoke these Articles or the Memorandum of Association by a Special Resolution in a general meeting of the Club, The Executive Committee may make, vary and revoke the Byelaws.
- 1.8 For the avoidance of doubt the rights, privileges and obligations of the Members (other than their Subscription or Affiliation Fees) may only be amended by special resolution of the Members in a general meeting of the Club.

FLAGS

- 2 The burgee of the Club shall be blue with a red St George's cross with the Imperial Crown in the centre of the cross.
- 3 A Member of the Club shall be entitled to fly the Club burgee and a Member shall be entitled to fly an undefaced Blue Ensign, but only if issued with a permit by the Club by virtue of the Warrant issued by the Secretary of State for Defence dated 8th February 1985.

MEMBERS OF THE CLUB

- 4 The subscribers to the Memorandum are the first Members of the Club.
- 5 The members of the Association (other than temporary members of the Association) as at the date of Incorporation of the Club, became Members of the Club on signing a written consent to become a Member.
- 6 Membership of the Club shall subsequently include such other individuals as are admitted to Membership and have signed a written consent to become a member.
- 7 Every candidate for membership (other than as an Honorary or Temporary Member) shall be proposed by one member and seconded by another, each of at least two years' standing as Members of the Club. Both the Proposer and Secunder must have been personally acquainted with the Candidate for at least six months and they shall each despatch letters addressed to the Secretary giving all material particulars, including details of the Candidate's yachting experience, as to their knowledge of such Candidate and suitability for membership. Members of the Candidate's own family shall not be both proposer and seconder, nor may the proposer and seconder be from the same family.

- 8 No person having been refused Membership of the Club may use the Club under any reciprocal arrangements with another Club of which he or she may be a Member.
- 9 The Executive Committee is empowered to elect Honorary Members as it thinks fit. The total number of Honorary Members shall not exceed at any time five per cent of the total number of Members.
- 10 No Member shall participate in any privileges of the Club until any entrance fee and subscription due have been paid, or arrangements made to pay by direct debit and should the amount not be paid within four weeks of its becoming due, his election may be declared null and void.
- 11 Every Member shall have the right to attend and vote at any general meeting of the Club.
- 12 Save as otherwise provided by these Articles, every Member shall be permitted to enter the Clubhouse or other Club premises, make use of the facilities and privileges granted to Members and the opportunity to participate in any events organised by or for the Club.
- 13 All payments to the Club shall be in accordance with the Byelaws.
- 14 All Members and Affiliates shall pay any applicable Subscription or Affiliation Fees and all other charges set by the Executive Committee. The Executive Committee shall not increase the rate of subscriptions by more than 10% in any one year.
- 15 Any Member or Affiliate whose Subscription or Affiliation Fee is in arrears or who otherwise owes money to the Club shall be dealt with by the Executive Committee.

TERMINATION

- 16 A Member may resign from membership of the Club by written notice to the Club to that effect. Every such notice shall be deemed to take effect from the 1st September next following the receipt thereof or such other date as may be prescribed or permitted by the Executive Committee in its absolute discretion. Membership shall not be transferable in any event and shall cease immediately on death or on termination of Membership. Termination of Membership shall confer no right to a refund or abatement of membership fees or subscription in respect of the membership year in which the termination of Membership takes effect.
- 17 The Executive Committee may, if at any time it shall be of the reasonable opinion that the interests of the Club so require, terminate a Member's Membership or an Affiliate's membership in accordance with the Byelaws.

CONDUCT OF MEMBERS

- 18 The conduct of all Members of the Club shall be in accordance with the Byelaws
- 19 In case of circumstances that may occur likely to be injurious to the welfare, character or good name of the Club due to the conduct of any Member, the Executive Committee shall have the power to call upon such Member for an explanation in writing. In default of such explanation or if such explanation is, in the opinion of the Executive Committee, unsatisfactory or insufficient, the Executive Committee may invite by letter such Member to attend a meeting, on a date to be agreed, with 3 Members of the Executive Committee, The Member to be given, in advance, copies of any written documents proposed to be shown at the meeting, a statement of the matters to be raised and may bring another

Member to the meeting to speak in support. If following this meeting the Executive Committee is still not satisfied they may invite such Member to resign from the Club. In default of such resignation, the Executive Committee at a Special meeting to be held for the purpose, provided that at least six Members are present at such Meeting, may vote by ballot on expulsion of the Member. Any Member subject to the disciplinary action of the Executive Committee may not, for the time being, be subject to holding or standing for any office in the Club.

- 20 The Member whose conduct is under enquiry shall be given the opportunity either to attend the Special Meeting to state his case, or to submit an explanation writing.
- 21 In the case of expulsion the decision of the Executive Committee must be unanimous.
- 22 Any Member expelled may give notice of appeal to a Special General Meeting of the Club within 14 days from the transmission by recorded delivery letter of a copy of the resolution, and in that event, a Special General Meeting shall be held within 28 days in accordance with these Articles. Such a Member shall not enter the Club premises until the holding of such a Special General Meeting.

TEMPORARY MEMBERS

- 23 Temporary members shall be entitled to become Affiliates and shall be governed by the Byelaws.
- 24 Affiliates and Honorary Members who have not signed a written consent under these Articles here to shall not constitute Members for the purposes of company law. The Executive Committee may prescribe the rights and privileges for Affiliates and Honorary Members, set the Affiliate Fees and the terms of any Byelaws relating to them.

RECIPROCAL ARRANGEMENTS

- 25 Any Member of certain clubs with whom reciprocal arrangements have been made (a list of such clubs, approved by the Executive Committee, being kept by the Secretary) may be authorised by the Secretary to use the Club premises without payment for a period or periods not exceeding 14 days in the aggregate in any one year. Members of the Royal Southampton Yacht Club shall not, however (subject to any resolution from time to time made by the Executive Committee to the contrary) be so limited in such use of the premises.
- 26 The Secretary is empowered to invite owners of yachts visiting the Hamble River and their friends on board to use the Club premises and any Member, or Honorary Member can obtain from the Secretary a card of Invitation for the same purpose.
- 27 The names and addresses of those persons using the Club premises in pursuance of the Byelaws shall be entered in the book provided for the purpose. Intoxicating liquor may be sold in accordance with the licensing act 2003.
- 28 Members of the Club, other than Temporary Members, and Members of the clubs referred to in these Articles may introduce their friends as guests. Anyone introducing friends as guests under this Rule must remain in their company, and pay all expenses incurred by them, and be responsible that under no circumstances do their guests obtain supplies on their own account, or in any way infringe the Byelaws.

- 29 Names of guests must be entered in a book kept for the purpose. No stranger can be admitted into the Clubhouse under any circumstances, except through the personal introduction of a Member or while attending an event recognised by the Club or sponsored by a Member. The same guest, other than the spouse of a Member attending Club events, may not be Introduced more than five times in any calendar year. Members expelled or suspended under these Articles, and rejected candidates may only be Introduced as guests with the consent of the Executive Committee.

ANNUAL GENERAL MEETINGS

- 30 The Club shall hold a general meeting in every calendar year between 1 October and 30 November as its AGM and in such place as may be determined by the Executive Committee, and shall specify the meeting as such in the notices calling it. The AGM shall be held for the following purposes
- 30.1 to receive from the Executive Committee a full statement of account, pursuant to these Articles
 - 30.2 to receive from the Executive Committee a report of the activities of the Club since the previous AGM
 - 30.3 to elect the Flag Officers and other Members of the Executive Committee
 - 30.4 to appoint the Company's auditors
 - 30.5 to appoint the Honorary Treasurer and Company Secretary
 - 30.6 to elect the members of the Sailing Committee, House Committee and Ladies Committee in accordance with these Articles
 - 30.7 to elect Trustees in accordance with these Articles
 - 30.8 to transact such other business as may be brought before It in accordance with these Articles by providing at least 21 days' notice in writing of such business.

SPECIAL GENERAL MEETINGS

- 31 All general meetings other than the AGM shall be called Special General Meetings. An SGM shall be called on the written requisition of:
- 31.1 A Flag Officer and one member of the Executive Committee; or
 - 31.2 Two Trustees; or
 - 31.3 Three members of the Executive Committee; or
 - 31.4 Twenty-Five Members of the Club; who shall specify the reason for which the meeting is required. The Executive Committee shall forthwith and in any event not more than fourteen clear days following the receipt of the written request proceed to convene an SGM giving the Members at least twenty-one clear days' notice of such SGM.

NOTICE OF GENERAL MEETINGS

- 32 An AGM and an SGM called for the passing of a special resolution shall be called by at least six weeks' notice in writing.
- 33 The notice convening a general meeting shall specify the date, time and place of the meeting and state if the meeting is an AGM or an SGM.
- 34 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 any resolution passed or the proceedings at that meeting.
- 35 Any Member if supported by another Member, may submit any proposal for inclusion in the agenda at an AGM or SGM by giving written notice of it to the Company Secretary at least four weeks prior to the date of the meeting [but in the case of an SGM such proposal may only relate the reason for which notice of the SGM has been given.]
- 36 Nominations for Flag Officers and vacancies on the different committees for which elections are due to be held at an AGM or at an SGM called for the purpose of conducting such elections must be received in writing by the Company Secretary at least four weeks before the date of the meeting. Each nominee shall have a proposer and seconder.
- 37 The Company Secretary shall notify all members in writing of all nominations and proposals to be Included in the agenda for the meeting at least twenty-one days before the date of the meeting and shall post details of all nominations and proposals on a notice board in the Club premises.

PROCEEDINGS AT GENERAL MEETINGS

- 38 No business shall be transacted at any meeting unless a quorum is present at the start and throughout the meeting. A quorum shall not be less than fifty Members.
- 39 If such a quorum is not present within an hour from the time appointed for the commencement of the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall be deemed null and void if convened upon a requisition of Members. If convened in any other manner it shall stand adjourned for seven clear days at the same

time and place and, if at such adjourned meeting a quorum is not present within an hour from the time appointed for the holding the meeting, or if during the meeting a quorum ceased to be present, the Members present shall be a quorum.
- 40 The most senior Flag Officer present (excluding the Admiral) shall preside at the meeting, or in the absence of all Flag Officers a Member who shall be present and willing may be elected by those Members present to preside at the meeting. The occupant of the Chair shall have a casting vote in addition to his vote as a Member if there shall be an equality of the votes.
- 41 The chairman of the meeting 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 fourteen clear days or more, at least seven clear days' notice shall be given to Members specifying the date, 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.

- 42 A resolution put to the vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded in accordance with The Companies Act 2006. A resolution other than a Special Resolution shall be passed by a simple majority of those voting. A Special Resolution shall be passed by not less than 75% of those voting.
- 43 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is deemed shall be entitled to a casting vote in addition to the vote which he has already cast.

VOTES OF MEMBERS

- 44 Every Member present in person or by proxy has one vote on each Issue. A Member may not give discretion to their appointed proxy in regard to votes for the election of officers or other elected positions.
- 45 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected 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 of the meeting whose decision shall be final and conclusive.

FLAG OFFICERS

- 46 The Commodore, Vice Commodore and Rear Commodores shall be elected annually at the Annual General Meeting, but the Commodore shall not hold office in that rank for more than two years in succession. The names of those proposed and seconded as Flag Officers and eligible for election shall be circulated to Members in the same way as the names of the Executive Committee and the names shall appear on the Club Noticeboard for 21 days before the Annual General Meeting. In the event of the death or retirement of a Flag Officer during his or her period of office, a Special General Meeting may be called to replace him or her and to elect another Flag Officer for any vacancy created.

THE EXECUTIVE COMMITTEE

- 47 The affairs of the Club, including the power to borrow money, shall be governed by the Executive Committee who may authorise all such acts and exercise all such powers of the Club which are not by statute or these Articles required to be done or exercised by the Club in general meeting. Its Members shall successively become managers for all the property
of the Club from the date of their appointment as Members of the Committee to the date upon which they cease to be Members of the Committee.
- 48 The Committee shall elect its Chairman and Vice Chairman for the year at its first meeting. In the absence of the Chairman and Vice Chairman at any meeting the Committee shall elect one of Its Members as Chairman.
- 49 In the absence of any expression to the contrary in the Articles, Byelaws or decisions of the Executive Committee, a matter shall be carried if supported by a simple majority of the Executive Committee Members present and voting.

- 50 The Executive Committee shall consist of the Commodore, Vice Commodore, Rear Commodore Sailing, Rear Commodore House, Hon Treasurer, the Chairman or Vice-Chairman of the Sailing Committee, the Chairman or Vice-Chairman of the House Committee and three other Members elected at the AGM or at an SGM called for the purpose (Inter alia) of conducting such election, two of whom shall be owners of or have owned yachts, The Secretary may be in attendance at meetings of the Executive Committee.
- 51 The names of Members (other than the Flag Officers and Chairmen or Vice-Chairmen of the House and Sailing Committees) willing to serve, and eligible for election shall be placed on the Club Notice board for 21 days before the Annual General Meeting or before an SGM called for the purpose (Inter alia) of conducting such election, and with the names of the proposer and seconder in each case. The election shall be by ballot If the number of names shall exceed that of any vacancies. Any vacancy occurring in the Committee between the Annual Meetings may be filled by co-option by the Executive Committee, subject to there being an election at the next Annual Meeting to fill that vacancy.
- 52 The Honorary Treasurer shall be appointed at the AGM.
- 53 The ordinary Members of the Executive Committee shall be elected and shall hold office for a term of three years from the end of the AGM (or from the end of the AGM prior to the SGM, if the Member is elected at an SGM) at which their appointment was made or if elected to replace a Member who ceased to hold office early, for such shorter period. Save as aforesaid, elected Executive Committee Members shall not be eligible for reappointment until the next Annual General Meeting following the meeting at which they retire. At the election of two or more Members to the Executive Committee, those Members with the highest number of votes shall be elected for the longest period of time available to such nominee; and the Member receiving the next highest number of votes shall be elected for the next longest available period of time, and so on until all vacancies are filled. If there is a tie in the number of votes cast, then the Commodore or the Chairman of the Meeting shall have a second or casting vote.
- 54 The Executive Committee shall approve an annual budget for the Club based on proposals submitted by the Secretary to include the programmes and budgets of the Sailing and House Committees.
- 55 All letters of importance connected with the affairs of the Club shall be signed by the Chairman or the Vice Chairman of the Executive Committee for the time

DELEGATION OF THE COMMITTEE'S POWERS

- 56 The Executive Committee may delegate the exercise of any of their powers to any committee which shall include but shall not be limited to the Sailing Committee and the House Committee and the Ladies Committee. Any such delegation may be made subject to any conditions the Executive Committee may impose, and may be revoked or altered without notice.

DISQUALIFICATION AND REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

- 57 The office of an Executive Committee Member shall be vacated If:
 - a) He ceases to be an Executive Committee Member by virtue of any provisions of the Act; or

- b) he becomes prohibited by law from being a company director; or
- c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- d) he is, or may be, suffering from mental disorder; or
- e) he resigns his office by notice to the Club; or
- f) he is removed from office by an ordinary resolution of the members duly passed pursuant to section 168 of the Act; or
- g) he is requested to resign by notice in writing signed by all the other Executive Committee Members acting together; or
- h) he ceases to be a Member for any reason.

PROCEEDINGS OF EXECUTIVE COMMITTEE MEETINGS

- 58 The Executive Committee shall meet from time to time as it may desire in accordance with these Articles and may conduct its meetings including the giving of notice in such a manner as it prescribes from time to time in accordance with these Articles.
- 59 A quorum at a meeting of the Executive Committee is six Executive Committee Members
- 60 A notice convening an Executive Committee meeting shall specify the date, time and place of the meeting and state the business of the meeting.
- 61 Each Executive Committee Member shall be entitled to one vote, with the exception of the chairman who, in the case of an equality of votes, shall have a second and casting vote.
- 62 Any meeting of the Executive Committee may be held by way of video conferencing or conference telephone or similar equipment and facilities which allows every person participating to hear and speak to one another throughout such meeting provided that such equipment and facilities are necessary and available in which case the Club shall provide or pay for such facilities. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting situate.
- 63 A resolution in writing signed by all the Executive Committee Members entitled to receive notice of and to attend and vote at a meeting of the Executive Committee Members shall be as valid and effective as if it had been passed at a meeting of the Executive Committee duly convened and held and may consist of several documents in the like form each signed by one or more Executive Committee Members.
- 64 Save as otherwise provided by these Articles, an Executive Committee Member shall not vote at a meeting of the Executive Committee or any subcommittee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Club unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Club or any of its subsidiaries;

- b) the resolution relates to the giving to a third party of a guarantee, or indemnity in respect of an obligation of the Club or any of its subsidiaries for which the Executive Committee Member has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures or other debt securities of the Club or any of its subsidiaries, or by virtue of his being, or intending to become, a participator in the underwriting or sub-underwriting of an offer of any such debentures or other debt securities by the Club or any of its subsidiaries for subscription, purchase or exchange.
 - d) For the purposes of this regulation, an interest of a person who is, for any purposes of the Act connected with an Executive Committee Member shall be treated as an interest of the Executive Committee Member.
- 65 An Executive Committee Member shall not be counted in the quorum present at a meeting in relation to a resolution in which he not entitled to vote.
- 66 If a question arises at a meeting of the Executive Committee as to the right of an Executive Committee Member 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 Executive Committee Member other than himself shall be final and conclusive.

SAILING COMMITTEE

- 67 In addition to the Rear Commodore Sailing, the Secretary and the Sailing Secretary, the Sailing Committee shall consist of nine other Members who shall retire having served for three years and be eligible for re-election if there an unopposed vacancy on the Committee.
- 68 The names of Members willing to serve and eligible for election shall be placed on the Club Notice board for 21 days before the Annual General Meeting with the names of the proposer and seconder in each case. The election shall be by ballot if the number of names shall exceed that of any vacancies. Any vacancy occurring in the Sailing Committee between Annual General Meetings may be filled by co-option by the Sailing Committee subject to there being an election at the next Annual Meeting to fill that vacancy.
- 69 The Sailing Committee shall choose a Chairman and Vice-Chairman for the year at their first meeting. In the absence of the Chairman, the Vice-Chairman or Rear Commodore Sailing shall take the Chair. The Chairman of the Sailing Committee shall become a Member of the Executive Committee, except that in the event that the Rear Commodore Sailing is elected
Chairman of the Sailing Committee, the Vice-Chairman shall become the Member of the Executive Committee. The Sailing Committee shall have the power to co-opt additional nonvoting members so as to ensure that all sections of the Club's sailing activities are represented.
- 70 All matters relating to the Regattas and their management shall be under the control and direction of the Sailing Committee. The Sailing Committee shall prepare an annual plan of water-based activities together with a draft budget for those activities and submit them through the Secretary to the Executive Committee for approval.

- 71 The Sailing Rules shall be those of the Royal Yachting Association and International Sailing Federation, and the Solent Cruising and Racing Association unless otherwise specified.

HOUSE COMMITTEE

- 72 In addition to the Rear Commodore House and the Secretary, the House Committee shall consist of the Treasurer, the Chairmen for the time being of the Ladies and Entertainments Committees or their representatives and six ordinary Members. The ordinary Members shall retire having served three years and shall not be eligible for re-election until the Annual meeting next after that at which they retire.
- 73 The names of ordinary Members willing to serve and eligible for election shall be placed on the Club Notice board for 21 days before the Annual General Meeting with the names of the proposer and seconder in each case. The election shall be by ballot if the number of names shall exceed that of any vacancies. Any vacancy occurring in the House Committee between Annual meetings may be filled by co-option by the House Committee subject to there being an election at the next Annual Meeting to fill that vacancy.
- 74 The House Committee shall elect a Chairman and a Vice-Chairman for the year at their first meeting. in the absence of the Chairman, the Vice-Chairman or Rear Commodore House shall take the Chair. The Chairman of the House Committee shall become a Member of the Executive Committee except that in the event that the Rear Commodore House is elected Chairman, the Vice-Chairman shall become the member of the Executive Committee. The House Committee shall have the power to co-opt additional non-voting members on a temporary project basis.
- 75 The House Committee shall prepare an annual programme of shore-based events and activities for Members together with a draft budget and submit them through the Secretary to the Executive Committee for approval. The House Committee shall also oversee and/or make recommendations on such other matters as may be delegated by the Executive Committee from time to time.

LADIES COMMITTEE

- 76 In addition to the Flag Officers' Ladies, the Ladies Committee shall consist of nine ordinary Members who shall retire having served for three years and not be eligible for re-election until the next Annual General Meeting following the meeting at which they retired.
- 77 The names of ordinary Members willing to serve and eligible for election shall be placed on the Club Notice board for 21 days before the Annual General Meeting with the names of the proposer and seconder in each case, the election shall be by ballot If the number of names shall exceed that of any vacancies. Any vacancy occurring in the Ladies' Committee between Annual General Meetings may be filled by co-option by the Ladies' Committee subject to there being an election at the next Annual Meeting to fill that vacancy.
- 78 The Ladies' Committee shall choose a Chairman and Vice-Chairman for the year at their first meeting. in the absence of the Chairman, the Vice-Chairman shall take the Chair. The Chairman of the Ladies Committee or a representative appointed by her shall become a Member of the House Committee, The Committee shall have the power to co-opt additional non-voting members.

TRUSTEES

- 79 There shall be no more than four nor less than three Trustees who shall be elected from those Members who have formerly been Flag Officers of the Club. They shall be elected by the Club at Its Annual General Meeting or at a Special General Meeting when vacancies occur, and remain in office until reaching the age of 75, or death, or resignation, or removal. The Trustees shall not hold property on behalf of the Club, but shall be available in an advisory capacity.
- 80 A Trustee may be removed at any time by resolution of the Club at an Annual or Special General Meeting.

COMPANY SECRETARY AND CLUB SECRETARY

- 81 Subject to the provisions of the Act, the Company Secretary shall be appointed at the AGM for such term, and upon such conditions as the Members may think fit, and any Company Secretary so appointed may be removed by It. The Executive Committee shall appoint a head of staff to be known as the Club Secretary.

MINUTES

- 82 Any minutes of any meeting, if signed by the chairman at such meeting, or by the chairman at the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes.

ACCOUNTS

- 83 The Executive Committee shall cause accounting records of the Club to be kept in accordance with the Act.
- 84 Accounting records shall be kept at the Office or, subject to the Act, at such other place or places as the Executive Committee shall think fit.
- 85 The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of Members of the Club not being Executive Committee Members and no such Member (not being an Executive Committee Member) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or as authorised by the Executive Committee or by the Members in general meeting.
- 86 At the AGM in every year the Executive Committee shall lay before the Club a proper income and expenditure account for the period since the last accounts date (or in the case of the first accounting period since the incorporation of the Club made up to a date not more than seven months before such meeting) together with a proper balance sheet made up at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Committee Members and the auditors of the Club, and copies of such accounts, balance sheet and reports (all of which shall be prepared in accordance with the Act and any other statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, 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.

- 87 The Income of the Club shall be applied solely towards the provision of all or any of the Objects provided always, that subject to clause 5 of the Memorandum, any distribution to Members (other than in the case of winding up or dissolution of the Club or pursuant to and as a term of an acquisition or amalgamation approved by the Club in general meeting) is prohibited.

AUDITORS

- 88 Following completion of each financial year of the Club, and in any event not longer than one month after the end of each financial year, appropriately qualified auditors will be instructed to examine the accounts of the Club and the correctness of the income and expenditure account and balance sheet ascertained and the auditors shall report to the Club in accordance with section 475 of the Act within six months of being so instructed.
- 89 Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

- 90 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that:
- 90.1 a notice calling a meeting of the Executive Committee need not be in writing if so determined by a majority of the Executive Committee; and
 - 90.2 in addition, a notice convening a general meeting shall also be posted in Its entirety on the Club's notice board.
- 91 The Club may give any notice to a Member either personally or by sending it by email. A Member may request that his notice(s) are sent by post in a prepaid envelope addressed to the Member at his registered address or by leaving the notice(s) at that address.
- 92 A Member present at any meeting of the Club shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 93 Proof that an email or envelope containing a notice was properly addressed, prepaid and sent or posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted or email sent.

INDEMNITY

- 94 Subject to section 532 of the Act and the Memorandum every officer or servant of the Club shall be indemnified out of the assets of the Club against all losses or liabilities which such person may sustain or incur in or about the bona fide execution of the duties thereof or otherwise in relation thereto, including any liability incurred thereby in defending any proceedings, whether civil or criminal, in which Judgement is given in favour thereof or in which such person is acquitted or in connection with any application under which relief is granted by the Court, and no officer or servant shall be liable for any loss, damage or misfortune which may happen to be incurred by the Club in a bona fide execution of the

duties of the office thereof in relation thereto, and the Club may purchase and maintain Insurance against liability relating to the Club in respect of the negligence, default, breach of duty and breach of trust attaching to any officer or auditor of the Club for the time being provided always that the Executive Committee Members shall state the existence of any such Insurance in their report for each financial year.

- 95 If at any General Meeting or Special Meeting a resolution for the dissolution of the Club is passed, and there remains after the satisfaction of all its debts and liabilities any property whatsoever, (subject to any decision by special resolution at the meeting) the same shall not be paid or distributed among the Members of the Club, but shall be given or transferred to another legal entity established for the benefit of the Members with substantially the same or similar objects as the Club. The Executive Committee must take such actions as are necessary to carry out such transfer.