

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THORNTON STEWARD SAILING CLUB LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set out opposite to them respectively in the second column thereof, if not inconsistent with the subject or context –

WORDS	MEANINGS
The Act	The Companies Act, 1948.
The Club	The above named Club.
These presents	These Articles of Association, and the regulations of the Club from time to time in force.
The Committee	The Committee of Management for the time being of the Club.
The Office	The registered office of the Club.
The Seal	The common seal of the Club.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof for the time being in force, shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of Members with which the Club proposes to be registered is 200 but the Committee may from time to time register an increase of Members.
3. The provisions of section 110 of the Act shall be observed by the Club, and every Member of the Club shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.

4. The Club is established for the purposes expressed in the Memorandum of Association.

5.(a) The subscribers to the Memorandum of Association and such other persons as the committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Club.

(b) Election of candidates to membership shall take place at a meeting of the Committee duly convened for that purpose and a simple majority of the Committee then present shall decide.

(c) A member of the Club shall cease to be a member on his resignation, bankruptcy or death.

(d) Should any member refuse or neglect to comply with the provisions of the Memorandum and Articles of Association or with the rules and byelaws of the club or should be guilty of any conduct or omission in the opinion of the Committee likely to be injurious to the club, such member shall be liable to expulsion by a resolution of the Committee provided that at least one week before the meeting at which such resolution is passed, a notice shall have been despatched to him at the address shown in the register of members, stating the nature of the resolution and the time and place at which it will be considered and intimating that he may attend and, before such resolution is passed, give orally or in writing such explanation or defence as he may think fit. The Committee may if they think fit and so specify in the notice debar a member liable to expulsion from using club premises pending consideration of such resolution. A member expelled under this rule shall forfeit all rights in and claim upon the club and its property. The vote on a resolution for expulsion shall be by ballot, and the resolution shall be carried if not less than two-thirds of the members of the Committee vote in favour of the resolution.

6(a) A candidate for membership shall send to the Secretary a signed form setting out his or her name and address and any other particulars the Committee shall require. The said form shall be prominently displayed in the Club premises for at least two weekends before the

election takes place. Persons who are candidates for election to membership shall have no rights whatsoever in relation to the use of the Club premises.

(b) Election of candidates to membership shall take place at a meeting of the Committee duly convened for that purpose, at which time the Committee may require the presence of the applicant, and a simple majority of the Committee then present shall decide.

(c) The Committee shall be under no obligation to give any reason for the exclusion of any candidate.

(d) Classes of Membership are:

Full-----Membership

19 years and over

Family-----Membership

Husband and Wife (together with any children under 18 years of age).

Junior-----Membership

12 – 18 years inclusive.

Temporary and/or Affiliated Membership. Outport Membership. Honorary Membership.

The conditions on which a person may be elected to Part, Temporary, Affiliated, Outport or Honorary Membership shall from time to time be determined by the Committee.

(e) There shall be an entrance fee of such sum as the Committee may from time to time prescribe. There shall be no entrance fee for persons under the age of 18 years.

(f) There shall be an annual subscription of such sum as the Committee may from time to time prescribe

(g) Entrance fee and first annual subscription shall be paid on receiving notice of election and thereafter the annual subscription on the 1st day of February in each year. A member elected after the 1st day of October in any year, who shall have paid his subscription for that year, shall not be required to pay any subscription for the following year.

(h) Any member who has not paid his annual subscription by the 1st day of June in any year shall be deemed to have resigned. A member's name may be restored at the discretion of the Committee in the light of any explanation offered.

(i) A member may introduce and sail with an occasional guest, but if such guest or guests are likely to become regular attendants during the whole or part of a sailing season the such guest shall be expected to apply for temporary Membership on a basis to be determined by the Committee.

GENERAL MEETINGS

7. The Club shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Club holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

9. The Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

10. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Act entitled to receive such notices from the Club; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.

11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Committee and of the Auditors, the election of Members of the Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business save as herein otherwise provided seven Full Members personally present shall be a quorum.

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

15. The Commodore or in his absence the Vice-Commodore or failing him a Rear Commodore shall preside as Chairman at every General Meeting, but if no such officer be present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Members present shall choose some other Member of the Committee, or if no Member be present, or if all the Members of the Committee present decline to take the chair, they shall choose some Member of the Club who shall be present to preside.

16. The Chairman may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is before or upon the declaration of the result of the show of hands demanded by the Chairman or by at least three Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

18. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

22. Subject as hereinafter provided, every full member, every outport member, every honorary member and every affiliated member shall have one vote. In the case of family members either husband or wife (but not both) shall have one vote as a full member. Junior members shall have no vote.

VOTES OF MEMBERS

23. Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote. A proxy must be a Full Member of the Club.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

27. A vote given in accordance with the terms of an instrument or proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit –

“ I, _____ ,
of _____ ,
a Member of Thornton Steward Sailing Club Limited,
hereby appoint _____ ,
of _____ ,
and failing him, _____ ,
of _____

“to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Club to be held on the _____ day of _____ and at every adjournment thereof.

As witness my hand this _____ day of _____ 19 ____.”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. Until otherwise determined by a General Meeting, the number of the members of the Committee shall not be less than six nor more than fifteen. The first members of the Committee shall remain in office until the Third Annual General Meeting and thereafter be elected annually except the officers of the Club who shall be elected annually in any event.

30. FLAG OFFICERS. The Flag Officers of the Club shall consist of a President, a Commodore, a Vice-Commodore, Rear Commodores (as required) and a Treasurer, who shall be appointed annually by the Club from among its Members at the Annual General Meeting, to hold office until the conclusion of the next Annual General Meeting. The retiring Officers shall be eligible for re-election. The first officers of the Club shall be appointed by the first members of the Committee.

31. No member of the Committee or Officer of the Club, shall receive any remuneration for his services in the capacity of Member of the Committee or Officer, but nothing herein contained shall be deemed to prohibit the payment by the Club of any sum to any Officer for clerical or other assistance.

32. The First Members of the Committee shall be the Subscribers to the Memorandum of Association.

33. No person who is not a member of the Club shall in any circumstances be eligible to hold office as a member of the Committee.

34. All casual vacancies arising among the Officers or other Members of the Committee shall be filled by the Committee. Any Officer or other Member of the Committee appointed under this Article shall retire at the next following Annual General Meeting, but shall be eligible as a candidate for re-election as an Officer or other Member of the Committee.

POWERS OF THE COMMITTEE

35. The business of the Club shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Club, and do on behalf of the Club all such acts as may be exercised and done by the Club, and as are not by statute or by these presents required to be exercised or done by the Club in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Club, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Club in General Meeting, but no regulation made by the Club in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

36. The Members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the Members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to Membership of the Club, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

ASSISTANT SECRETARY AND TREASURER

37. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Committee may from time to time by resolution appoint an assistant or Deputy Secretary or Treasurer and any person so appointed may act in place of the Secretary or Treasurer if there be no Secretary or Treasurer or no Secretary or Treasurer capable of acting or as assistant to such officer.

THE SEAL

38. The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least two Members of the Committee and of the Secretary, and the said Members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Club such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

39. The office of a Member of the Committee shall be vacated –

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If he ceases to be a Member of the Club.

(D) If by notice in writing to the Club he resigns his office.

(E) If he ceases to hold office by reason of any order made under section 188 of the Act.

(F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

(G) If he ceases to be a member by virtue of section 185 of the Act.

RETIREMENT OF OFFICERS AND OTHER MEMBERS OF THE COMMITTEE

40. At the Third Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, the members of the Committee for the time being shall retire from office but shall be eligible for re-election, except the officers of the Club who shall retire annually in any event.

41. The Club may, at the meeting at which a member of the Committee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

42. The Club may, at the meeting at which an Officer or other member of the Committee retires in manner aforesaid, fill up the vacated office by electing a person thereto.

43. No person not being a member of the Committee retiring at the meeting shall, unless recommended by the Committee for election, be eligible for election to membership of the Committee at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than fourteen clear days.

44. The Club may from time to time in General Meeting increase or reduce the number of members of the Committee and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

45. In addition and without prejudice to the provisions of section 184 of the Act, the Club may by Extraordinary Resolution remove any member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COMMITTEE

46. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes.

47. In case of any equality of votes the Chairman shall have a second or casting vote.

48. A Member of the Committee may, and on the request of a Member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee. A Member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

49. The Committee shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Committee at which he shall be present, and may determine for what

period he is to hold office, but if no such Chairman shall be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Committee present shall choose one of their number to be Chairman of the meeting.

50. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Club for the time being vested in the Committee generally.

51. The Committee may delegate any of their powers to sub-committees consisting of such Member or Members of the Committee or such other Members of the Club as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee.

52. All acts bona fide done by any meeting of the Committee or of any sub-committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Committee.

53. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Club and of the Committee and of sub-committees of the Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

54. A resolution in writing signed by all the members for the time being of the Committee or of any sub-committee of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

REGULATIONS

55. The Committee may, and the Sailing and House sub-committees established pursuant to Article 51 hereof with the approval of the Committee may, from time to time make Regulations not conflicting with these Articles governing matters within the responsibility of the Committee concerned, and affecting the conduct of Members and the use of facilities provided by the Club.

Such Regulations shall be signed by the Chairman (or by the Hon. Secretary on his behalf) of the Committee or sub-committee concerned and posted in the Club House and shall be operative and binding upon Members of the Club from the date of posting as if they formed part of these Articles.

BORROWING POWERS

56. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ACCOUNTS

57. The Committee shall cause proper books of account to be kept with respect to –

(A) all sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Club; and

(C) the assets and liabilities of the Club.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Club and to explain its transactions.

58. The books of account shall be kept at the office, or, subject to section 147(3) of the Act, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the Members of the Committee.

59. The Club in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the Members, other than Members of the Committee, of the accounts and books of the Club, or any of them, and subject to such restrictions the accounts and books of the Club shall be open to the inspection of such Members at all reasonable times during business hours.

60. At the Annual General Meeting in every year the Committee shall lay before the Club a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Club) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any 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 158 (1)(c) 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. The Auditors report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1967.

AUDIT

61. Once at least in every year the accounts of the Club shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

62. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act, and sections 13 and 14 of the Companies Act 1967, the Members of the Committee being treated as the Directors mentioned in those sections.

NOTICES

63. A notice may be served by the Club upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members.

64. Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Club an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Club.

65. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

66. Every Member of whatever class shall be entitled to receive notice of every Meeting of the Club whether or not he is under these Articles entitled to vote thereat.

DISSOLUTION

67. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Names, addresses and descriptions of Subscribers

Karl Trevor Stephenson Clifton House Exelby Civil Servant

John Richardson Pumphrey The Yews Barningham Rihmond Yorks Chartered Accountant

Henry Cheek 8 Killerby Drive Catterick Village Civil Servant

Frederick Anthony Craggs Mount Pleasant Carthorpe Bedale Farmer

Peter John Jagger The Vicarage Redmire Leyburn Clerk in Holy Orders

Tony Jerred 15 Lees Lane Romanby Northallerton Chartered Engineer

John Stewart Huntington The Old Hall Thoralby Leyburn Yorkshire Solicitor

Dated 12th March 1974

Witness to the above signatures:-

Ian Bruce Dodsworth

17 Meadow Drive

Scruton

Northallerton Chartered Engineer