

THE COMPANIES ACTS 1948 TO 1981

And

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

COMPANY NO. 1832829

ARTICLES OF ASSOCIATION OF

SOUTH CAERNARVONSHIRE YACHT CLUB LIMITED

(As amended by Special Resolution passed at a Special General Meeting of the Club held on the 8th April 2012)

GENERAL

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

WORDS

MEANINGS

The Act

The Companies Act 1948

The Statutes

The Companies Acts 1948 to 1981, and every other Act for the time being in force concerning companies and affecting the Company

These presents

These Articles of Association, with any amendments thereto from time to time in force

The Club

The above-named Company

The Council

The Council of Management for the time being of the Club

The Office

The registered office of the Club

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Club.
6. A member shall be such person as signs an application for membership is admitted to membership and pays the entrance fee and the annual subscription as a voting member in accordance with the Rules SAVE THAT a person who is at the date of incorporation of the Club a full member of SCYC in accordance with its rules then in force shall not be required to pay an entrance fee if he applies for membership within twelve months of the date of incorporation.
7. Every candidate for membership (other than a member of SCYC who applies for membership within twelve months of the date of incorporation) shall complete an application form giving details required by The Council, such application being signed by a proposer and seconder. The application must be accompanied by the entrance fee and appropriate subscription. The Council or a sub-committee thereof having delegated power shall consider all applications for membership and shall within seven days of decision notify the applicant whether or not he has been admitted to membership; if the applicant is admitted to membership his name and other particulars shall be entered in the register of members, otherwise his entrance fee and subscription shall be returned.
8. Any member who wishes to retire shall notify the Secretary in writing and such notice shall be submitted to the next meeting of the Council or any sub-committee authorised to deal with such notices and provided that the member wishing to retire is not in arrears with his subscription nor have any other debt to the Club his retirement shall be effective from 30 September following that meeting but a member cannot retire whilst any moneys are owed to the Club by the member.
9. The Rules may provide for associate membership of the Club but any such associate member shall not have any liability under the terms of these presents or otherwise except as provided in The Rules nor shall such associate member have any rights to attend or vote at meetings of the Club.

GENERAL MEETINGS

10. The Club shall hold:
 - (a) A General Meeting in every calendar year as its Annual General Meeting at such time and place as maybe determined by the Council and shall specify the meeting as such in the notices calling it, provided

that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding annual General Meeting.

- (b) A General Meeting in Absersoch (or such other place where the Club may have its sailing headquarters) during the month of August in each year and such meeting shall be called “the Special General Meeting” for the year in which it is held the first such Special General Meeting being held in 1985 and for the purposes of the Statutes the Special General Meeting shall be an Extraordinary General Meeting of the Club.
11. All General Meetings, other than Annual General Meetings and Special General Meetings shall be called Extraordinary General Meetings.
12. The Council 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.
13. 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 Statutes entitled to receive such notices from the Club; but with the consent of all the members having the right to attend and vote thereof or of such proportion of them as prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
14. 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 proceedings, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. (a) At the Annual General Meeting members shall consider the income and expenditure account and balance sheet of the Club together with the reports of the Council and of the Auditors and shall appoint and fix the remuneration of the auditors.
- (b) At the Special General Meeting members shall elect members of the

Council and a Treasurer as required; appoint the Flag Officers, Vice Captain and such honorary officials as the members may authorise to hold Office for the following year commencing 1 October.

- (c) All other business of the Club transacted at an Annual General or Special General Meeting and all business conducted at an Extraordinary General Meeting other than the Special General Meeting shall be deemed special.
16. 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 twenty five members personally present shall be a quorum.
 17. 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 Council may determine.
 18. The Chairman shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, the Vice Chairman shall preside otherwise the members present shall choose some member of the Club who shall be present to preside.
 19. 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.
 20. 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 a t least twenty members present in person or by proxy, or by a member of 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 at resolution. The demand for a poll may be withdrawn.
21. Subject to the provisions of Article 22, 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.
 22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
 23. 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 casting vote.
 24. The demand for 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 demand.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member shall have one vote.
26. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Club in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall not have a vote. A proxy must be a member.
28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
29. 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of 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.

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

“I
of
a member of South Caernarvonshire Yacht Club Limited hereby appoint
of
and failing him,
of to vote for me on my behalf at the
Annual/Special/Extraordinary/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.

COUNCIL OF MANAGEMENT

32. Until otherwise determined by a General Meeting, the number of the members of the Council shall be not more than 8 elected members together with the Treasurer, Flag Officers and Vice Captain appointed at the Special General Meeting who shall be ex-officio members of the Council.

33. The first members of the Council shall be the subscribers to the Memorandum of Association who will be deemed to be the elected members and such persons as hold the offices specified in Article 32 in SCYC on 28 August 1984.

34. The Council may from time to time and at any time appoint any member of the Club as an elected member of the Council, either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum of elected members be not thereby exceeded. Any member so appointed shall retain his office only until the next Special General Meeting, but he shall then be eligible for re-election.

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

TREASURER

36. The Rear Commodore (Finance) shall be the Treasurer of the Club and shall be appointed by the Club in special General Meeting. He shall hold office on the same terms (other than length of term of office) as an elected member of the Council. The Rear Commodore (Finance) shall be the officer responsible for the Club's financial arrangements and accounts subject to the decisions of the Council to the members in General Meeting. No maximum term of office shall apply to the office of Rear Commodore (Finance).

POWERS OF THE COUNCIL

37. The business of the Club shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Club as they think fit, and may exercise all such powers 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 the Statutes 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 and to such Rules or bye-laws, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Club in General Meeting; but no Rule or bye-law made by the Club in General Meeting shall invalidate any prior act of the Council which would have been valid if such Rule or bye-law had not been made.
38. The Members for the time being of the Council may act notwithstanding any vacancy in their body' provided always that in case the members of the Council shall at any time be or be reduced in number to less than four elected members it shall be lawful for them to act as the Council 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.

THE RULES

39. The Council shall prepare rules and bye-laws governing the conduct of Club activities and the use of the Club facilities by Members. Associate Members and visitors and the payment of subscriptions or other fees, the conduct of members and others visiting the premises of the Club or participating in activities or competitions organised or supervised by the Club and such other matters as are appropriate in carrying out the objects of the Club. Such rules or bye-laws may be contained in more than one document and shall be approved by the members in General Meeting and may be revised or replaced

in similar fashion. Copies of such rules or bye-laws shall be available for inspection at all times by members, associate members or visitors but the Council shall not be required to supply individual copies to members except upon the payment of a fee which shall be determined by Council from time to time.

SECRETARY

40. Subject to section 21(5) of the Companies Act 1986 the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

41. The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Council or a properly constituted committee under the provisions of Article 53 which has been authorised to affix the Seal, and in the presence of at least two members of the Council or 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 COUNCIL

42. The office of a member of the Council 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.

There shall be no retiring age for members of the Council and Section 185 of the Act shall not apply.

ROTATION OF MEMBERS OF THE COUNCIL

43. At first Special General Meeting and at the Special General Meeting to be held in every subsequent year, one-half of the elected members of the Council for the time being, or if their number is not a multiple of two then the number nearest to one half, shall retire from office.
44. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election after has served a term of two years but not after he has served for a continuous period of four years but such member may be re-elected after an absence from Council membership of not less than one year.
45. The Club may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if eligible and 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.
46. All persons standing for election at the Special general meeting must submit their completed nomination forms to the office at SCYC no less than 28 days prior to the Meeting. Such nomination forms must include a proposer and a seconder and must be countersigned by the person to be proposed to indicate his/her willingness to be elected. The proposer and seconder must both be fully paid up members of the Club.
47. The Club may from time to time in General Meeting increase or reduce the number of members of the Council, 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.
48. 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 Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; any person so

appointed shall retain his office so long as the member in whose place he is appointed would have held the same if he had not been removed.

CHAIRMAN AND VICE CHAIRMAN

49. The Commodore and Vice commodore for the time being shall be respectively the Chairman and Vice Chairman.
50. The Chairman or in his absence the Vice Chairman shall preside at all meetings of the Council provided that in the absence of both officers the Council shall appoint a Chairman for the meeting.

PROCEEDINGS OF THE COUNCIL

51. The Council shall not hold less than six meetings in any year ending 30 September and a period of not more than three months may elapse between any two meetings SUBJECT THERETO the Council 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 or business. Unless otherwise determined, seven (7) Council Members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

NB. By resolution 4 of the Council dated 25th April 2009; the quorum for Council meetings was reduced to five members of whom at least two must be members of the Council other than Flag Officers.

52. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by not less than seven days notice served upon the several members of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
53. A meeting of the Council 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 Council generally.
54. The Council may delegate any of their powers to committees consisting of such member or members of the Council and such other members of the Club as they think fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superceded by any regulations made by the Council.

55. All acts bona fide done by any meeting of the Council or any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person or committee 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 Council or committee.
56. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Club and of the Council and of committees of the Council, 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.

ACCOUNTS

57. The Council shall cause accounting records to be kept in accordance with the requirements of the Statutes.
58. The accounting records shall be kept at the office, or, subject to the provisions of the Statutes, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
59. The Council 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 not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Council or by the Club in General Meeting.
60. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Statutes 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) 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 Council 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 next meeting be sent to

all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

- 61. Deleted.
- 62. Deleted.

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 PROVIDED THAT members may elect by notice in writing to the Secretary to have an alternative address for service during the months of April to September inclusive if such alternative address is within the districts of Arfon or Dwyfor District Council.
- 64. 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 second working day following that on which the letter containing the same is put into the post, and in providing 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.
- 65A.1. Without prejudice to Articles 63 to 65 inclusive, the Club may give notice to a member by electronic means provided that:-
 - 1.1 The member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which a notice may be sent by electronic means: and
 - 1.2 The electronic means used by the Club enables the member concerned to read the text of the notice.
- 65A.2 A notice given to a member personally or in a form permitted by Article 65A.1 shall be deemed to be given on the earlier of the day of which it is delivered personally and the day on which it was dispatched by electronic means, as the case may be.
- 65A.3 In this Article “electronic” means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and “by electronic means” means by any manner only capable of being so actuated.

INDEMNITY

66. Every member of the Council, agent, properly appointed and authorised member of any committee of the Council, auditor, secretary or other office for the time being of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in defending any proceedings, whether civil or criminal instituted against him in consequence of any act or omission whilst carrying out his authorised duties on behalf of the Club, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is given to him by the Court.

DISSOLUTION

67. The members may vote to wind up the Club if not less than three quarters of those present and voting support that proposal at a properly convened general meeting. Council will then be responsible for the orderly winding up of the Club's affairs. After settling all liabilities of the Club, Council shall dispose of the net assets remaining to one or more of the following:
- i) to another Club with similar sports purposes which is a registered charity and/or
 - ii) to another Club with similar sports purposes which is a registered CASC and/or
 - iii) to the Club's governing body for use by them for related community sports