



THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

of

BOSHAM SAILING CLUB LIMITED

Thomas Eggar LLP
The Corn Exchange, Baffin's Lane,
Chichester, West Sussex PO19 1GE

Telephone +44 (0)1243 7786111
Facsimile +44 (0)1243 775640
DX no. DX 30300 Chichester

www.thomaseggar.com

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ARTICLES OF ASSOCIATION

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BOSHAM SAILING CLUB LIMITED

(as adopted by special resolution passed on 31st July 2010)

1. Interpretation

In these articles of association:

- 1.1 "**Act**" means the Companies Act 2006 including any statutory modification or re-enactment thereof from time to time in force;
- 1.2 "**Cadet Members**" means those persons referred to in article 9;
- 1.3 "**Club**" means Bosham Sailing Club Limited;
- 1.4 "**Electronic Communication**" means a communication transmitted (whether from one person to another, from one device to another, or from a person to a device or vice versa) by means of an electronic communication network or by other means but while in an electronic form;
- 1.5 "**Flag Officers**" means the persons provided for at article 22.1 ;
- 1.6 "**Full Members**" means all those persons (including Life Members) who have been admitted as and remain full members of the Club in accordance with the articles of association of the Club from time to time; Special Members and Absentee Members are not Full Members;
- 1.7 "**Honorary Member**" means any person admitted to special membership pursuant to article 13;
- 1.8 "**in Good Standing**" means in relation to a member, that all monies then due from him to the Club have been paid and he is not subject to disciplinary proceedings under article 16;
- 1.9 "**Life Member**" means any person who has been accepted to that category of membership of the Club prior to the date of adoption of these articles of association;

- 1.10 "**Objects**" has the meaning ascribed thereto in article 3.1;
- 1.11 "**Secretary**" means the company secretary of the Club or any other person appointed to perform the duties of the company secretary of the Club, including a joint, assistant or deputy company secretary;
- 1.12 "**Special Member**" means any person admitted to special membership pursuant to article 8.2;
- 1.13 "**Temporary Member**" means any person admitted to special membership pursuant to article 12;
- 1.14 "**Term**" means for the purposes of article 24.3 the period commencing on the date of the Annual General Meeting at which a Flag Officer is elected or, if earlier, the date on which he is appointed pursuant to article 24.5 and ending on the annual general meeting next following such election or appointment;
- 1.15 unless the context otherwise requires, words or expressions contained in these articles of association shall bear the same meaning as in the Act but excluding any statutory modification not in force when these articles of association became binding on the Club;
- 1.16 unless the context otherwise requires, the masculine shall include the feminine and, where appropriate, the singular the plural;
- 1.17 any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- 1.18 the headings shall not be taken as part of them or in any manner affect the interpretation or construction of these articles of association.

2. Registered Office

The registered office of the Club is to be situate in England and Wales.

3. The Objects of the Club

3.1 The objects (the "**Objects**") for which the Club is established are:

- 3.1.1 to encourage all form of yachting and boat sailing and to maintain a clubhouse or premises with a view to the promotion of the sport.
- 3.1.2 to carry on the business of owners, managers and operators of yacht clubs and sailing schools; and to carry on the business of water sports operators, the leasing, hiring, chartering of boats and vessels, and the operators of pleasure boats and vessels; and to carry on the business of proprietors of a licensed club and other recreation rooms and refreshment rooms and to carry on business as restaurant, cafe and hotel proprietors and to afford accommodation for gaming, dancing, entertainment, eating and meetings and gatherings of all descriptions; to build, alter, adapt, construct, repair, uphold, maintain and furnish a clubhouse or clubhouses, and all other buildings necessary or convenient for establishing and carrying on a licensed club or clubs.
- 3.1.3 to carry on any other trade or business and to take any action which can, in the opinion of the Flag Officers, be advantageously carried on by the Club in furtherance of the Objects set out in article 3.1.1.
- 3.2 The Club has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it and the validity of any act done by the Club shall not be called into question on the ground of lack of capacity by reason of anything in these articles of association.
- 3.3 The income and property of the Club shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Club other than on the winding up or dissolution of the Club.

Provided that nothing herein shall prevent any payment in good faith by the Club:

- 3.3.1 of reasonable and proper remuneration to any member, officer or servant of the Club for any services rendered to the Club and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Club;
- 3.3.2 of interest on money lent by a member of the Club at a rate per annum not exceeding such rate as may from time to time be determined by the Flag Officers;
- 3.3.3 to any Flag Officer of reasonable out-of-pocket expenses;

3.3.4 of reasonable and proper rent for premises demised or let by any member of the Club.

4. Liability of members

The liability of the members is limited.

5. Guarantee

Every Full Member of the Club undertakes to contribute such amount as may be required (not exceeding £10) to the Club's assets if it should be wound up while he is a Full Member or within one year after he ceases to be a Full Member, for payment of the Club's debts and liabilities contracted before he ceases to be a Full Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

6. Membership

Any individual whether or not the owner of a yacht or boat who is interested in yachting or boat sailing shall be qualified to be elected a member of the Club.

7. Full Members

For the purposes of the Act membership of the Club shall be limited to Full Members.

8. Special Members

8.1 Persons may be admitted to special membership.

8.2 Special Members include:

8.2.1 Honorary Members;

8.2.2 Cadet Members;

8.2.3 Absentee Members; and

8.2.4 Temporary Members.

8.3 Special Members shall not be members of the Club for the purposes of the Act and shall not be subject to liability pursuant to article 5 and shall not be eligible to hold office as a Flag Officer or to receive notice of or to attend or vote at the meetings of the Club or to participate in any distribution of profits or assets in a winding up.

9. Cadet Members

Young persons who have on 1st January in any year attained the age of 7 years but who have not yet attained the age of twenty-one (21) years may be elected as Cadet Members and (subject as provided in article 8.3) may enjoy such rights and privileges in connection with the Club as the Flag Officers may from time to time by byelaw determine.

10. Life Members

Every Life Member shall be entitled to all the privileges and be subject to all duties of a member of the Club during his life (subject, nevertheless, to the provisions of articles 15.2, 17.1 and 17.3) without any further payment, annual or otherwise, except in respect of his guarantee contained in article 5.

11. Absentee Members

11.1 A member who does not intend to use the facilities of the Club (whether sailing, social or otherwise) for one year or more (an "**Absentee Member**" and "**Absentee Membership**") shall be construed accordingly) may apply to the Flag Officers to continue as a member on payment of such reduced subscription and, subject to article 8.3, be entitled to enjoy such rights and privileges and be subject to such restrictions in connection with the Club as the Flag Officers may from time to time decide (which may vary according to individual circumstances).

11.2 The Flag Officers shall make bye-laws for the control of and shall regularly review all Absentee Memberships.

12. Temporary Members

The Flag Officers shall have power to appoint as members of the Club upon such terms and subject to such regulations as the Flag Officers may from time to time deem advisable any such persons eligible to be admitted as a member of the Club for such period not exceeding twelve (12) months as the Flag Officers may from time to time determine ("**Temporary Members**");

13. Honorary Members

13.1 The Flag Officers shall have power to appoint such persons who are not Full Members as they may determine as honorary members of the Club in recognition of services to or support given to the Club for such periods (including ()) by reference to the period during which the person concerned holds a particular office or for his life) as the Flag Officers may from time to time determine.

13.2 Honorary Members shall not be liable to pay any subscription in respect of their membership of the Club.

14. Election of Members

14.1 Except as provided in articles 12 and 13 every candidate for membership of the Club shall be proposed by one member of the Club and seconded by another member of the Club neither of whom shall be members of the same family and to whom the candidate shall be personally known, both of whom shall have been Full Members in Good Standing of the Club for at least two years immediately preceding the date of application for membership. The application for membership of every such candidate shall be made in writing, signed by the candidate and, if required by the Flag Officers, by his proposer and seconder, and shall be in such form as the Flag Officers may from time to time prescribe.

14.2 For the purposes of article 14.1 a person is a member of the proposer's or seconder's family if he or she is:

14.2.1 the spouse or civil partner of the proposer or seconder;

14.2.2 any other person (whether of a different sex or the same sex) with whom the proposer or seconder lives as a partner in an enduring family relationship (but not a grandparent, grandchild, sister, brother, aunt, uncle, nephew or niece of the proposer or seconder);

14.2.3 the child or step-child of the proposer or seconder; or

14.2.4 a parent of the proposer or seconder.

14.3 Every candidate for election (including candidates for election as Special Members only) shall be admitted to membership upon the majority vote of the members of the Flag Officers (who may cast their votes in person at a meeting of them duly convened and held or they may vote by any means of Electronic Communication), subject only to the receipt of the appropriate entrance fee and subscription from the date of application to the following 31st December or such other date as the Flag Officers may from time to time determine. The name, address and description of every candidate and the names of his proposer and seconder shall be posted in a conspicuous place in the Club at least fourteen (14) days before the candidate is considered for election for membership.

15. Subscriptions

- 15.1 The annual and other subscriptions and fees and entrance fee (if any) payable by members of the Club and the categories of membership of the Club shall be such as the Flag Officers may from time to time prescribe and who may provide either generally or as respects any particular member or members for the payment of annual subscriptions by instalments.
- 15.2 Subject to the express provisions of these articles of association and to any byelaws from time to time in force made by the Flag Officers as provided below, all members of the Club shall be entitled at all times to use in common all the premises and property of the Club, and to be supplied, at such charges as the Flag Officers shall from time to time determine, with such meals, refreshments and things as are provided by the Club for the use of its members.
- 15.3 Any member wishing to resign his membership of the Club shall give notice in writing of his intention to do so addressed to the Commodore and deposited at the club house of the Club from time to time before 31st December (or such other date that the Flag Officers shall determine) in any year, failing which such member shall be liable to pay the subscription for the next year. A member ceasing to be a member for any reason shall not be entitled to any refund of any subscription or other fees paid by him nor shall he cease to be liable for any sums due from him to the Club unless the Flag Officers otherwise so resolve.
- 15.4 Any member whose annual subscription is unpaid on 1st February (or such other date that the Flag Officers shall determine either generally or as regards any specific member) in any year, shall cease to be a member of the Club and shall forfeit all right in and claim upon the Club and its property unless the Flag Officers suspend the operation of this provision as regards any particular member on such terms as the Flag Officers at their discretion may determine, provided that, where in accordance with article 15.1 the Flag Officers have resolved that the subscription of any particular member may be paid by instalments, this article shall apply to non-payment of any such instalment within fourteen (14) days after the due date of the instalment.

16. Disciplinary Procedure

- 16.1 If the conduct of any member is in the opinion of the Flag Officers injurious to the character of the Club or objectionable in any respect (including if he is convicted of any criminal or civil offence, becomes bankrupt, or makes any composition or arrangement with his creditors or, being engaged in any profession, is prohibited by the disciplinary body of that profession from continuing to practise) the Flag Officers

may:

- 16.1.1 refer the conduct of the member concerned for consideration by a committee (the "**Members' Disciplinary Committee**") nominated by the Rear-Commodore Membership and approved by the Flag Officers comprising not less than three Full Members each of whom shall have been Full Members for the immediately preceding seven (7) years and one of whom shall be a former Flag Officer but none of whom shall be then current Flag Officers; and
 - 16.1.2 providing they have referred the conduct of the member concerned to the Members' Disciplinary Committee, suspend that member's privileges as a member of the Club until such time as the matter referred to the Members' Disciplinary Committee has been finally determined in accordance with articles 16.2 to 16.10 inclusive.
- 16.2 The Members' Disciplinary Committee shall meet to consider the conduct of any member referred to it under article 16.1 as soon as reasonably practicable and in so doing shall appoint one of its number to be the chairman (who shall have a casting vote in the event of an equality of votes) and otherwise shall have power to regulate its proceedings including the power to require the member concerned to appear before it and give an explanation of his conduct. The Members' Disciplinary Committee shall have power to make recommendations but not directions to the Rear-Commodore Membership or, in his absence, some other Flag Officer (other than the Commodore) appointed by the Commodore (the "**Nominated Flag Officer**") as to the penalty to be imposed or any alternative penalty that should be imposed. The Members' Disciplinary Committee shall make its recommendations (including any alternative penalties) with its reasons for them in writing to the Nominated Flag Officer (and at the same time shall send a copy of them to each of the other Flag Officers) as to the penalties (if any) to be imposed on the member concerned which may include but not be limited to:
- 16.2.1 suspending or continuing the suspension of that member's privileges for such period as the Members' Disciplinary Committee may recommend;
 - 16.2.2 requiring the member concerned to resign his membership of the Club; or
 - 16.2.3 such other penalty as they may in their sole discretion determine.
- 16.3 The Nominated Flag Officer shall within fourteen (14) days of receipt of the written recommendations and reasons of the Members' Disciplinary Committee consider such

recommendations which he may either adopt or request the Members' Disciplinary Committee to reconsider its recommendations but he may not substitute his own penalties on the member concerned.

- 16.4 If the Nominated Flag Officer adopts the recommendation of the Members' Disciplinary Committee he shall give notice of his decision in writing to the chairman of the Members' Disciplinary Committee and to the member concerned as soon as reasonably practicable after making his decision. He shall, at the same time, send a copy of the notice of his decision to each of the other Flag Officers.
- 16.5 If the Nominated Flag Officer decides to request the Members' Disciplinary Committee to reconsider its recommendation he shall give notice of that decision in writing to chairman of the Members' Disciplinary Committee as soon as reasonably practicable after making it, giving the reasons why he considers the recommendation should be reconsidered (and at the same time shall send a copy of that notice to each of the other Flag Officers). In that event, the Members' Disciplinary Committee shall meet to reconsider its recommendation within fourteen (14) days after receipt by the chairman of the Nominated Flag Officer's written notice requesting that it reconsider its recommendation. Having reconsidered its recommendation, it shall within the said fourteen (14) days either confirm its original recommendation to the Nominated Flag Officer or make a further recommendation to him (in either case a "**Second Recommendation**") as soon as reasonably practicable and in either case in writing. The Members' Disciplinary Committee shall at the same time send a copy of the Second Recommendation to each of the other Flag Officers. The Nominated Flag Officer shall accept the Second Recommendation and shall give notice of it in writing as his decision to the member concerned as soon as reasonably practicable after receipt of it by him.
- 16.6 If the member concerned does not comply with any penalty imposed and, in particular, where he has been required to resign, does not do so within one week of being asked to resign, the Flag Officers may resolve (having given the member concerned the opportunity to justify or explain his conduct) to expel him whereupon he shall forthwith cease to be a member of the Club and all sums that have been paid by the member shall be forfeited to the Club.
- 16.7 A member upon whom a penalty is imposed under the foregoing provisions of this article 16 may appeal by giving written notice to the Secretary within fourteen (14) days of receipt by him of notice of the penalty imposed upon him.
- 16.8 Upon receipt of a notice of appeal by the Secretary, the Nominated Flag Officer shall as soon as reasonably practicable convene a meeting of a sub-committee of the Flag

Officers comprising any three Flag Officers other than the Commodore and the Nominated Flag Officer for a date not later than fourteen (14) days after the date of receipt by him of the notice of appeal to consider the appeal and at which the member concerned shall have the right to attend and make representations.

16.9 In considering the appeal, the sub-committee of the Flag Officers shall have power:

16.9.1 to regulate its proceedings including the power to require the member concerned to appear before it and give an explanation of his conduct;

16.9.2 to require the production of any papers or other materials or evidence considered by either or both of the Members' Disciplinary Committee and the Nominated Flag Officer;

16.9.3 to admit new evidence; and

16.9.4 to make a final determination as to the penalty imposed or any alternative penalty that should be imposed.

16.10 The sub-committee of the Flag Officers shall give notice in writing to the member concerned and to the Members' Disciplinary Committee within seven (7) days of their final decision on the matter. There shall be no further right of appeal.

16.11 Any person who is expelled or who resigns as a member pursuant to the foregoing provisions of this article 16 may upon his application after the expiry of any relevant period be readmitted to membership by the Flag Officers at their discretion on such terms as the Flag Officers see fit.

17. Rights of Members

17.1 Subject to the provisions of these articles of association every member shall be entitled to all the rights and be subject to all the duties of a member of the Club.

17.2 Any member expelled in accordance with these articles of association, or otherwise ceasing to be a member of the Club, shall forfeit all right to or claim upon the Club or its property or funds or any return of fees paid and shall remain liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

17.3 The rights of a member as such shall be personal and shall not be transferable and shall cease upon his death.

18. General Meetings

- 18.1 The Club shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fourteen (14) months shall elapse between the date of one annual general meeting of the Club and that of the next. The annual general meeting shall be held at such time as the Flag Officers shall appoint at the clubhouse of the Club or such other place within a radius of ten (10) miles therefrom as the Flag Officers in their absolute discretion may determine.
- 18.2 The Flag Officers may, whenever they think fit, and shall, on a requisition made in writing by at least forty (40) Full Members or Full Members representing not less than one-tenth of the total voting rights of all the Full Members having at the date of deposit of the requisition a right to vote at general meetings, whichever is the lesser, convene a general meeting.
- 18.3 Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Club.
- 18.4 On receipt of the requisition the Flag Officers shall immediately proceed to convene a general meeting; if they do not within twenty one (21) days from the date of deposit of the requisition proceed to call a meeting, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them may convene such a meeting.
- 18.5 The accidental omission to give notice of any meeting to or the non-receipt of such notice by any member shall not invalidate the proceedings at that meeting.
- 18.6 No business shall be transacted at any meeting unless a quorum is present. Save as otherwise provided in these articles of association, thirty (30) Full Members personally present shall be a quorum.
- 18.7 If within half an hour from the time appointed for the meeting a quorum of members is not present, or, if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of Full 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 to such time and place as the Flag Officers may determine; and, if at the adjourned meeting a quorum of Full Members is not present within half an hour of the time appointed for the meeting, the Full Members present shall form a quorum.
- 18.8 The Commodore, and failing him the Vice-Commodore, and failing him a Rear

Commodore elected by the Full Members present shall preside as chairman at every general meeting of the Club.

- 18.9 If there is no such chairman, or, if at any meeting he is not present within fifteen (15) minutes of the time of holding the same, the Full Members present shall elect one of their number to be chairman of the meeting.
- 18.10 The chairman 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 any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 18.11 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles of association.
- 18.12 At any general meeting, unless a poll is demanded by the chairman or by at least five (5) Full Members having the right to vote at the meeting or by a Full Member or Full Members representing not less than one-tenth of the total voting rights of all the Full Members having the right to vote at the meeting, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, and an entry to that effect in the book of proceedings 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 the resolution.
- 18.13 If a poll is demanded in the above manner, the same shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 18.14 Every Full Member of the Club shall have the right to attend and vote at general meetings of the Club. No Full Member shall be entitled to vote at any meeting unless he is in Good Standing. Every Full Member of the Club entitled to vote shall have one vote and no more, except that, in case of equality of votes, the chairman shall have a second or casting vote.

19. Content of proxy notices

- 19.1 Only Full Members may appoint proxies.
- 19.2 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**")

which:

- 19.2.1 states the name and address of the Full Member appointing the proxy;
 - 19.2.2 identifies the person appointed to be that Full Member's proxy and the general meeting in relation to which that person is appointed;
 - 19.2.3 is signed by or on behalf of the Full Member appointing the proxy, or is authenticated in such manner as the Flag Officers may determine; and
 - 19.2.4 is delivered to the Club in accordance with these articles of association and any instructions contained in the notice of the general meeting to which they relate.
- 19.3 The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 19.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 19.5 Unless a proxy notice indicates otherwise, it must be treated as:
- 19.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 19.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

20. Delivery of proxy notices

- 20.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person.
- 20.2 An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 20.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 20.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to

execute it on the appointor's behalf.

21. President and Vice Presidents

The Flag Officers may appoint any Full Member in Good Standing to be the president or vice president of the Club to hold office for such period (subject as provided below) in each case for a period not exceeding seven (7) years as the Flag Officers may decide provided that there shall not be more than one president nor more than four vice presidents of the Club at any one time. The Flag Officers may at any time by notice in writing remove any president or vice president from such office. The president and any vice president shall not by virtue of that designation be deemed a director or be entitled to any remuneration. Nevertheless each of them shall receive, upon request, papers for and the minutes of meetings of the Flag Officers and may by invitation of the Flag Officers attend the meetings of the Flag Officers for the purpose of giving advice.

22. Flag Officers

22.1 The Flag Officers of the Club shall consist of a Commodore and the following Rear Commodores each taking primary responsibility as between the Flag Officers for following:

Flag Officer	Activities
Rear-Commodore House	Social activities within the Club
Rear Commodore Cadets	The activities of Cadet Members
Rear Commodore Cruisers	Cruiser activities
Rear Commodore Dinghies	Dinghy and day boat activities
Rear Commodore Planning	Planning for the future of the Club and all matters relating to the Club's land and buildings
Rear Commodore Membership	Club membership including disciplinary issues and assisting in developing and carrying out strategies for the recruitment and retention of members

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Rear Commodore Finance	The finance and accounts of the Club
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- 22.2 Only Full Members in Good Standing shall be eligible to be Flag Officers.
- 22.3 Subject to article 25, a Flag Officer shall hold office until the end of the annual general meeting next following his election or appointment under article 24.5.
- 22.4 For the purposes of the Act the Flag Officers shall be directors and the Secretary shall be an officer of the Club.

23. Burgees and Flags

The burgee of the Club shall be a red bell on a white background and the Commodore, Vice-Commodore, the Rear Commodores, President and the Vice Presidents from time to time and past Commodores shall be entitled to use the following variations thereof:

Commodore	A broad pennant with a red bell on a white background
Vice-Commodore	A broad pennant with a red bell and one red ball on a white background
Rear-Commodore	A broad pennant with a red bell and two red balls on a white background
President	A broad pennant with a white bell on a red background
Vice-President	A broad pennant with a white bell and one white ball on a red background
Past-Commodore	A rectangular flag with a red bell on a white background

24. Election of Flag Officers

- 24.1 The Flag Officers shall be elected at the annual general meeting of the Club.
- 24.2 The Flag Officers may elect one of the Rear Commodores to be Vice Commodore who shall adopt that title in substitution for his title of Rear Commodore but who shall retain the responsibilities of the office of Rear Commodore to which he was elected. The Flag Officers may at any time remove the Vice Commodore from that office upon electing another Rear Commodore to serve as Vice Commodore. In the event of such removal the Vice Commodore so removed shall revert to his former title as a Rear

Commodore. The Flag Officers may further fill any casual vacancy in the post of Vice Commodore by electing one of the other Rear Commodores to that post within four weeks of such vacancy arising. The Vice Commodore shall not automatically become Commodore nor automatically become a candidate for the office of Commodore upon the Commodore from time to time incumbent vacating his office as Commodore for any reason.

24.3 At every annual general meeting of the Club, in addition to the Flag Officers retiring under article 24.5, the Flag Officers who are required to retire pursuant to article 22.3 shall retire from office. The Flag Officers retiring shall be eligible for re-election at the same or any other general meeting of the Club PROVIDED THAT:

24.3.1 the Commodore may not serve more than three (3) consecutive Terms in that office; and

24.3.2 subject to article 24.3.1, no Flag Officer may serve in the same office for more than six (6) consecutive Terms;

24.4 Subject as provided above, the election of the Flag Officers shall take place in the following manner:

24.4.1 The Secretary shall post a notice inviting nominations for the election of Flag Officers in a prominent place in the club house of the Club not less than seventy (70) days immediately preceding the annual general meeting.

24.4.2 Any two (2) Full Members of the Club shall be at liberty to nominate any other Full Member in Good Standing to serve as a Flag Officer having previously received his assent;

24.4.3 The name of each Full Member so nominated and the office to which nominated, together with the names of his proposer and seconder, and details of the age and permanent address of the candidate, his occupation, the date he joined the Club, offices held within the Club, yachting experience (including types of craft owned or crewed together with the dates thereof) and any other general qualifications shall be sent in writing to the Secretary at least thirty-five (35) days before the annual general meeting;

24.4.4 A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, and the other information provided to the Secretary pursuant to article 24.4.3 shall be posted in a conspicuous place

in the clubhouse of the Club for at least twenty-one (21) days immediately preceding the annual general meeting and shall also be included in the notice of the annual general meeting;

24.4.5 Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order, and each Full Member present at the annual general meeting and qualified to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

24.4.6 In case there shall not be a sufficient number of candidates for election as Flag Officers, the Flag Officers may appoint a Full Member or Full Members (in each case in Good Standing) to fill the remaining vacancy or vacancies but any person so appointed shall retire at the next following annual general meeting;

24.4.7 If any candidate after being elected declines to serve, the candidate who has the next largest number of votes shall be deemed to be elected;

24.4.8 If two (2) or more candidates obtain an equal number of votes, the Flag Officers shall elect by secret ballot held at the annual general meeting one of such candidates by a simple majority of the Flag Officers present and voting. If an existing Flag Officer is one of the candidates, he shall nevertheless be entitled to vote in such secret ballot whether for himself or any other candidate. If on the taking of such ballot there is an equality of votes, the Commodore shall have a second or casting vote.

24.5 All casual vacancies arising amongst the Flag Officers (other than a vacancy arising in the office of Vice Commodore which may be filled in accordance with article 24.2) shall be filled by appointment by the Flag Officers. Any Flag Officer so appointed shall retire at the following annual general meeting.

25. Flag Officers' Vacation of Office

The office of a Flag Officer shall be vacated:

25.1 if he ceases to be a Full Member;

25.2 if he absents himself from the meetings of the Flag Officers for a continuous period of six (6) calendar months without special leave of absence from the other Flag Officers;

25.3 if he gives the other Flag Officers one (1) calendar month's notice in writing that he resigns his office;

25.4 if he is removed by an ordinary resolution passed at a general meeting of the Club.

26. The Secretary

The Secretary shall be appointed by the Flag Officers for such term, at such remuneration and upon such conditions as it may think fit. The Flag Officers shall have the power to terminate any such appointment and to fill a vacancy in the office.

27. Proceedings of the Flag Officers

27.1 Four (4) Flag Officers shall be a quorum at the meeting thereof. The continuing Flag Officers or a sole continuing Flag Officer may act notwithstanding any vacancies in their number, but, if the number of Full Members is less than the number fixed as the quorum the continuing Flag Officers may act only for the purposes of filling vacancies. The Commodore and failing him, the Vice-Commodore, and failing both of these, a Rear Commodore elected by the Flag Officers present shall act as chairman who in case of equality of votes shall have a casting vote. The Flag Officers shall exercise all rights available to them to procure that meetings of the Flag Officers are convened at regular intervals not exceeding three (3) months, by not less than forty eight (48) hours' notice in writing accompanied by an agenda specifying the business to be transacted.

27.2 Subject to these articles of association, Flag Officers participate in a Flag Officers' meeting, or part of a Flag Officers' meeting, when

27.2.1 the meeting has been called and takes place in accordance with these articles of association; and

27.2.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

27.3 In determining whether Flag Officers are participating in a Flag Officers' meeting, it is irrelevant where any director is or how they communicate with each other.

27.4 If all the Flag Officers participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

28. Powers and Duties of the Flag Officers

28.1 The Flag Officers shall cause proper books of account and/or computer records to be

kept in respect of:

- 28.1.1 all sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place; and
 - 28.1.2 the assets and liabilities of the Club.
- 28.2 The books of account and computer records of the Club shall be kept at the registered office of the Club, or at such other place or places as the Flag Officers think fit, and shall always be open to the inspection of Full Members upon the Rear Commodore Finance receiving fourteen (14) days' prior written notice.
- 28.3 Once at least in every year the Flag Officers shall lay before the Club in general meeting an account of income and expenditure for the period since the preceding account. A balance sheet shall be made out in every year and laid before the Club in general meeting, made available to the persons entitled to receive notices of general meetings in the manner in which notices are to be given under these articles of association. Every such account and balance sheet shall be accompanied by a report of the Flag Officers and the account, report and balance sheet shall be signed by two (2) Flag Officers, one of whom shall be the Rear Commodore Finance.
- 28.4 Subject to the provisions of the Act, these articles of association and to any directions given by special resolution, the Flag Officers shall exercise all such powers and do all such things as may be exercised or done by the Club, save such as are by these articles of association or by any statute from time to time in force required to be exercised or done by the Club in general meeting, and may act notwithstanding vacancies PROVIDED THAT:
- 28.4.1 the powers of the Flag Officers to lend money shall be limited to an amount not exceeding five per cent (5%) in the aggregate of the total membership subscription paid or due and payable in respect of the then current financial year of the Club, but so that any loans validly made pursuant to this authority shall not be invalidated by virtue of the total amount of loans outstanding subsequently exceeding such percentage;
 - 28.4.2 the Flag Officers shall not cause or permit the Club to do any of the following acts:
 - (a) without the unanimous agreement of all the Flag Officers at a meeting thereof convened by not less than forty eight (48) hours' notice in writing accompanied by an agenda specifying the business to be transacted or by a written resolution of the Flag Officers

(which may consist of several documents in like form signed by one or more of the Flag Officers) signed by all of the Flag Officers:

- (i) the borrowing (except from the Club's bankers) in the ordinary and proper course of its business); or
- (ii) the giving of any guarantee or indemnity to secure the liabilities or obligations of any person or company; or
- (iii) the entry into any contract, arrangement or commitment involving expenditure on capital account or the realisation of capital assets if the amount or the aggregate amount of the expenditure or realisation by the Club,

where in any such case the liability of the Club under the act or transaction concerned will or may exceed fifty per cent (50%) in the aggregate of the total membership subscription paid or due and payable in respect of the financial year of the Club in which the act or transaction is entered into by the Club; or

(b) without the approval of the Club in general meeting:

- (i) the borrowing (except from the Club's bankers) in the ordinary and proper course of its business); or
- (ii) the giving of any guarantee or indemnity to secure the liabilities or obligations of any person or company; or
- (iii) the entry into any contract, arrangement or commitment involving expenditure on capital account or the realisation of capital assets if the amount or the aggregate amount of the expenditure or realisation by the Club,

where in any such case the liability of the Club under the act or transaction concerned will or may exceed the total membership subscription paid or due and payable in respect of the financial year of the Club in which the act or transaction is entered into by the Club; or

- (iv) the sale, transfer, lease, assignment or other disposal of a material part of the undertaking, property or assets of the Club (or any interest in them) or the contracting to do so

otherwise than in the ordinary and proper course of its business.

28.5 Subject as provided in article 28.4 the Flag Officers may issue debentures, debenture stock, bonds, or obligations of the Club at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge of all or any of the property of the Club, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit PROVIDED THAT the amount from time to time remaining undischarged of moneys borrowed or secured by the Flag Officers as aforesaid (apart from temporary loans obtained from the Club's bankers in the ordinary course of business) shall not at any time, without the previous consent of the Club in general meeting, exceed the total membership subscription paid or due and payable in respect of the then current financial year of the Club but nevertheless no lender or other person dealing with the Club shall be concerned to see or inquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded.

29. Byelaws

29.1 Subject as provided in article 28.4, the Flag Officers shall have power from time to time to make, alter and repeal all such byelaws as they deem necessary or expedient or convenient for the proper conduct and management of the Club, and in particular, but not exclusively, they may by such byelaws regulate:

- 29.1.1 the terms and conditions upon which members of the Club, their children and guests, and visitors shall be permitted to use the premises and property of the Club;
- 29.1.2 the times of opening and closing of the facilities, clubhouse, and premises of the Club or any part of them and the permitted hours for the supply of intoxicating liquor;
- 29.1.3 the rules to be observed, and prizes or stakes to be played for by members of the Club playing any games on the premises of the Club;
- 29.1.4 the prohibition of particular games on the premises of the Club entirely or at any particular time or times;
- 29.1.5 the conduct of members of the Club in relation to one another, and to the

Club's staff;

- 29.1.6 the setting aside of the whole or any part or parts of the Club's premises for men and women or any other class or classes of members and the access to all or any part of the Club's premises by the members or any section or sections of them, at any particular time or times, or for any particular purpose or purposes;
 - 29.1.7 the imposition of fines for the breach of any byelaw or any article of association of the Club;
 - 29.1.8 subject as provided in article 14, the procedures for the election of members to the Club;
 - 29.1.9 the rights and privileges of and restrictions thereof of Special Members, Honorary Members and Absentee Members; and
 - 29.1.10 generally all such matters as are commonly the subject matter of the Club rules.
- 29.2 The Flag Officers shall adopt such means as they deem sufficient to bring to the notice of the members of the Club all such byelaws, alterations and repeals; and all such byelaws, so long as they shall be in force, shall be binding on all members of the Club provided that no byelaws shall be inconsistent with, or shall affect or repeal anything contained in the memorandum or articles of association of the Club and shall not be in breach of any statutory provision. Any byelaw may be set aside by a special resolution of a general meeting of the Club.
- 29.3 A Flag Officer who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 252 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Club or in which the Club is otherwise interested, shall declare the nature of his interest at a meeting of the Flag Officers in accordance with section 177 or 182 of the Act (as the case may be). Subject to such disclosure and the consent of the chairman of the meeting a Flag Officer shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.
- 29.4 The Flag Officers may delegate any of their powers to such committee or committees appointed by it and, with the exception of a committee being concerned with the purchase for the Club or the supply by the Club of intoxicating liquor, may have its

membership comprise Full Members of the Club other than Flag Officers PROVIDED THAT the Commodore and the Rear Commodore Finance shall ex-officio be members of all such committees. Any committee shall, in the exercise of the powers so delegated, conform to any regulations that may be prescribed by the Flag Officers. Any such delegation or appointment may be recalled or revoked by the Flag Officers at any time.

29.5 Nothing contained in these articles of association shall be deemed to prohibit the payment by the Club of any sum to the Secretary for clerical or other assistance.

30. Audit

An auditor or auditors shall be appointed and their duties regulated in accordance with the Act.

31. Seal

The Flag Officers shall provide for the safe custody of the common seal of the Club. The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Flag Officers and in the presence of at least two (2) Flag Officers or any one (1) Flag Officer and the Secretary or such other person as the Flag Officers may appoint for the purpose.

32. Indemnity

32.1 Subject to article 32.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

32.1.1 each relevant officer shall be indemnified out of the Club's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

- (a) in the actual or purported execution and/or discharge of his duties, or in relation to them; and
- (b) in relation to the Club's activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his

capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Club's affairs; and

32.1.2 the Club may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 32.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

32.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

32.3 In this article a "**relevant Flag Officer**" means any Flag Officer or former Flag Officer of the Club.

33. Insurance

33.1 The Flag Officers may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant Flag Officer in respect of any relevant loss.

33.2 In this article:

33.2.1 a "**relevant Flag Officer**" means any Flag Officer or former Flag Officer of the Club;

33.2.2 a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant Flag Officer in connection with that Flag Officer's duties or powers in relation to the Club or any pension fund of the Club.

34. Dissolution

If the Club shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of a special resolution of the Club and any other sanction required by the Act, divide among the Full Members in specie or in kind, the whole or any part of the assets of the Club and may, with the like sanction, vest the whole or any part of the assets of the Club in trustees upon such trusts for the benefit of the Full Members as he, with the like sanction, determines.

35. Means of communication to be used

35.1 Subject to these articles of association, anything sent or supplied by or to the Club under the articles of association may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any

provision of that Act to be sent or supplied by or to the Club.

35.2 Subject to these articles of association, any notice or document to be sent or supplied to a Flag Officer in connection with the taking of decisions by Flag Officers may also be sent or supplied by the means by which that Flag Officer has asked to be sent or supplied with such notices or documents from time to time.

35.3 A Flag Officer may agree with the Club that notices or documents sent to that Flag Officer in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than forty-eight (48) hours.

Names, Addresses and Descriptions

of Subscribers

For and on behalf of

MBC NOMINEES LIMITED

Classic House

174-180 Old Street

LONDON

EC1V 9BP

For and on behalf of

MBC SECRETARIES LIMITED

Classic House

174-180 Old Street

LONDON

EC1V 9BP

Dated the 6th day of January 1992

WITNESS to the above Signatures:

LYNN HUGHES

Classic House

174-180 Old Street

LONDON

EC1V 9BP

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

PRINT OF SPECIAL RESOLUTION

OF

BOSHAM SAILING CLUB LIMITED

(the **Company**)

Pursuant to section 283 of the Companies Act 2006

The following resolution was duly passed as a Special Resolution at the Extraordinary
General Meeting of the Company held on 31 July 2010.

SPECIAL RESOLUTION

"THAT the draft regulations circulated with the notice of Extraordinary General Meeting dated 7 July 2010 be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (including the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles under Section 28 of the Companies Act 2006)."

.....
M P Camps
Company Secretary