

THE COMPANIES ACTS 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

DALGETY BAY SAILING CLUB LIMITED

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DALGETY BAY SAILING CLUB LIMITED

Registered No. SC4335857

PART 1

DETAILS, INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In these Articles, unless the context requires otherwise:

"the 2006 Act" means the Companies Act 2006 as modified
by statute or re-enacted from time to time;

"Articles" means these articles of association, as may be
amended from time to time;

"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than Scotland which have an effect similar to that of bankruptcy;
"Board"	means the board of directors of the Club established from time to time in accordance with Article 18, the members of which are the directors of the Club for the purposes of the Companies Acts;
"clear days"	means a period of days exclusive of the day on which the notice is served and of the day for which it is given;
"chair of the meeting"	has the meaning given in Article 36.2;
"Club"	means the above named company;
"Commodore"	means the person from time to time elected in accordance with these Articles as the commodore of the Club;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Club;
"director"	means a director of the Club, and includes any person occupying the position of director, by whatever name called;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;

"Elected Director"	means a director elected in accordance with Article 18.2.8;
"electronic form"	has the meaning given in Section 1168 of the 2006 Act;
"general meeting"	means an annual general meeting or other general meeting of the Club;
"Honorary Member"	means a member who is appointed as an honorary member pursuant to Article 33.2.6 and the Rules;
"member"	means the persons admitted to the membership of the Club in accordance with Article 30 and any Rules from time to time in force;
"Non-Voting Members"	means all members of the Club other than the Voting Members and who shall not be members for the purposes of the Companies Acts;
"ordinary resolution"	has the meaning given in Section 282 of the 2006 Act;
"participate"	in relation to a directors' meeting, has the meaning given in Article 11;
"proxy notice"	has the meaning given in Article 42.1;
"Rear-Commodore"	a person from time to time elected in accordance with these Articles as a rear-commodore of the Club;

"Rules"	means the rules and regulations of the Club made by the Board or by the Club in general meeting, as amended from time to time;
"the RYA"	means the Royal Yachting Association, or any successor body thereto;
"Secretary"	means the secretary of the Club appointed from time to time in accordance with these Articles;
"special resolution"	has the meaning given in Section 283 of the 2006 Act;
"subsidiary"	has the meaning given in Section 1159 of the 2006 Act;
"Vice-Commodore"	the person from time to time elected in accordance with these Articles as the vice-commodore of the Club;
"Voting Members"	means the members of the Club who, under these Articles are entitled to receive notice of, attend and vote at general meetings and who are members of the Club for the purposes of the Companies Acts; and
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the 2006 Act.

1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.

1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

2. Objects

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

2.1.1 to acquire and undertake all properties, assets and liabilities and to carry out the powers, obligations, duties and general objects of the unincorporated association known as Dalgety Bay Sailing Club and to indemnify Dalgety Bay Sailing Club, its officers, members, and members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Dalgety Bay Sailing Club and in respect of all liabilities, obligations and commitments (whether legally binding or not, and including for the avoidance of doubt any liabilities howsoever and whensoever arising and whether directly or indirectly in connection with or in respect of radioactive or other contamination) of Dalgety Bay Sailing Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of such assets and undertaking;

2.1.2 to provide facilities for and promote participation of the whole community in the sport of sailing;

2.1.3 to provide and maintain Club premises at Dalgety Bay or such other location as the Board may determine and club-owned sailing and sailing-related equipment for the use of its members (without discrimination);

2.1.4 to provide other ordinary benefits of an amateur sports club as set out in Part 13 Chapter 9 Corporation Tax Act 2010 including without limitation

provision of sporting facilities, provision and maintenance of sailing boats, rescue boats and other sporting equipment owned by the Club, the provision of suitably qualified coaches, coaching courses, medical treatment, insurance, and pre- and post-event refreshments;

- 2.1.5 to sell or supply food and/or drink, sailing-related clothing and equipment, and provide other activities as a social benefit which in each case arises incidentally from the sporting purposes of the Club;
- 2.1.6 to provide reasonable hospitality to temporary members and guests;
- 2.1.7 to obtain funding for the activities of the Club by collecting entrance fees, membership subscriptions, event fees, by obtaining sponsorship and other available funding;
- 2.1.8 to affiliate to the RYA;
- 2.1.9 to comply with and uphold the rules and regulations of the RYA as amended from time to time and the rules and regulations of any body to which the RYA is affiliated;
- 2.1.10 to acquire, establish, own, operate and turn to account in any way for the members' benefit the sailing facilities of the Club together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable;
- 2.1.11 to make rules, regulations, bye-laws and standing orders concerning the operation of the Club including without limitation regulations concerning disciplinary procedures that may be taken against the members;
- 2.1.12 to undertake and execute charitable trusts relating to the activities of the Club;
- 2.1.13 to make donations or offer support to sailing clubs which are charities or community amateur sports clubs; and

2.1.14 to do all such other things as shall be thought fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.

3. Powers

3.1 The Club shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects and shall be operated in such a way as to maintain its status as a Community Amateur Sports Club.

3.2 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, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Club or third parties other than other registered community amateur sports clubs or charities. No member shall be paid a salary, bonus fee or other remuneration for sailing, windsurfing or powerboating or carrying out other watersports services for the Club.

3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Club:

3.3.1 of any honoraria or remuneration to any director or member of the Club in accordance with Articles 18.3 and/or 21.1;

3.3.2 to any director, committee or other member of reasonable and proper out-of-pocket expenses in accordance with Article 22;

3.3.3 of interest on money lent by a member of the Club or its directors at a commercial rate of interest;

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

3.3.5 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors, officers or members (or any of them) in relation to the Club;

- 3.3.6 of any indemnity to the Board and members acting properly in the course of the running of the Club against any liability incurred in the proper running of the Club (but only to the extent of its assets); or
- 3.3.7 other payments as are expressly permitted by these Articles or expressly approved by a special resolution of the members of the Club.
- 3.4 The Club shall have full and due regard to, and shall give effect to, all applicable laws concerning non-discrimination and child protection.
- 3.5 Any two directors authorised by the Board shall have the power to enter into agreements on behalf of the Club with the Crown Estates Commissioners to administer moorings for members of the Club in the Dalgety Bay area, or any other area in which the Club has operations or facilities.
- 3.6 The prior approval (by way of ordinary resolution) of the members shall be required for the disposal of any asset of the Club having an original cost to the Club (or to Dalgety Bay Sailing Club) of £10,000 or more.
- 3.7 Notwithstanding Article 3.6, the prior approval (by way of special resolution) of the members shall be required for the disposal (whether by sale or otherwise) of all or any part of the Club's grounds and / or buildings (or interest therein).
- 3.8 The property and funds of the Club cannot be used for the direct or indirect private benefit of members other than as permitted by these Articles and the Rules and all surplus income or profits shall be reinvested in, or held in reserve by, the Club.
- 3.9 No commercial activity may be carried out on the Club's grounds and / or buildings except such as directly benefits the Club or as permitted in terms of the Rules.
- 3.10 The Club shall have power to discipline the members in accordance with these Articles and the Rules and to refer its members to be disciplined by the RYA where so required by any applicable rules and regulations of the RYA.

4. Liability of members

- 4.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a member or within one year after he ceases to be a member, for any of the items set out in Article 4.2.
- 4.2 The items for which the members undertake to contribute are:
- 4.2.1 payment of the Club's debts and liabilities contracted before he ceases to be a member;
 - 4.2.2 payment of the costs, charges and expenses of winding up; and
 - 4.2.3 adjustment of the rights of the contributories among themselves.

PART 2
DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' general authority

5.1 Subject to these Articles, the Rules and the Companies Acts, the Board is responsible for the management of the Club's business and affairs, for which purpose it may exercise all the powers of the Club.

5.2 No Rule made by the Club in general meeting pursuant to Article 49 shall invalidate any prior act of the Board which would have been valid if such Rule had not been made.

6. Directors may delegate

6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

6.1.1 to such person or committee;

6.1.2 by such means (including by power of attorney);

6.1.3 to such an extent;

6.1.4 in relation to such matters; and

6.1.5 on such terms and conditions,

as it thinks fit.

Such delegation may, but need not, be in writing.

6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.

6.3 If the Board so specifies, any such delegation may expressly authorise further delegation of the Board's powers by any person to whom they are delegated.

6.4 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

7. Committees

7.1 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

7.2 The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

7.3 The quorum for meetings of any committee formed pursuant to the provisions of these Articles shall be two persons present in person, of whom at least one shall be a director (subject to Articles 7.6 and 7.7).

7.4 Committees shall have at least one director appointed to them, but the other members of any committee need not be directors.

7.5 The Board may appoint and remove any person from a committee in its sole discretion, subject to Article 7.6. All committee members shall retire automatically on the date of any annual general meeting.

7.6 The Club shall have the following standing committees, with the following permanent members (provided that there are persons holding such positions) (but without prejudice to Article 7.3), unless the Board resolves otherwise:-

Committee	Permanent Members
Sailing	Rear Commodore (Sail) Sailing Secretary

Social	Rear Commodore (Social) Social Secretary
Shore	Rear Commodore (Shore) Shore Secretary
Training	Rear Commodore (Training) Training Co-ordinator

7.7 The following provisions shall apply as regards standing committees:-

7.7.1 each standing committee will be chaired by the relevant Rear Commodore with the other permanent member as vice-chair;

7.7.2 each member of each standing committee shall have one vote;

7.7.3 the quorum for each standing committee shall be two persons present in person, of whom at least one shall be a permanent member of the relevant committee (provided that there is at least one person holding such position as a permanent member);

7.7.4 they shall meet at intervals of no more than 13 weeks;

7.7.5 any member of the Club may attend and speak at meetings of any standing committee but may not vote or form part of the quorum.

DECISION-MAKING BY DIRECTORS

8. Directors to take decisions collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 9.

9. Unanimous decisions

9.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

9.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

9.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.

9.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

10. Calling a meeting of the Board

10.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least seven such meetings shall be held in each year and no more than 13 weeks shall elapse between meetings.

10.2 The Board shall report on their activities to the members at the annual general meeting.

10.3 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Secretary to give such notice.

10.4 Notice of any meeting of the Board must indicate:

10.4.1 its proposed date and time;

10.4.2 where it is to take place; and

- 10.4.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 10.5 Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.
- 10.6 Board meetings shall be called on a minimum of 14 clear days' notice, except in the case of emergency or where such notice period has been waived by a majority of the directors then holding office.

11. Participation in meetings of the Board

- 11.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:
- 11.1.1 the meeting has been called and takes place in accordance with these Articles, and
- 11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.
- 11.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 11.4 All or any of the members of the Board or any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to speak to and hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly.

- 11.5 A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the Board (if that number is sufficient to constitute a quorum) or by all the members of a committee for the time being so entitled shall be as valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of the committee properly called and constituted. The resolution may be contained in one document or in several documents in like form each signed by one or more of the directors or members of the committee concerned. In this article, references to "**in writing**" include the use of communications in electronic form.
- 11.6 All acts done by the Board or by any committee or by any person acting as a director or member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or committee or person so acting or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if each such member or person had been properly appointed and was qualified and had continued to be a director or member of the committee and had been entitled to vote.

12. Composition of the Board and Quorum

- 12.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.
- 12.3 Subject to Article 12.4, the Board may act notwithstanding any vacancy in their body.
- 12.4 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- 12.4.1 to fill a casual vacancy arising among the directors in accordance with Article 28;

12.4.2 to call a general meeting so as to enable the members to fill a casual vacancy arising among the directors; or

12.4.3 to admit members to the Club.

13. Chairing of meetings of the Board

13.1 The Commodore shall be chair of the Board. The Commodore, whom failing the Vice-Commodore, shall preside as chair at all meetings of the Board at which they shall be present.

13.2 If at any meeting neither the Commodore nor the Vice-Commodore is present within fifteen minutes after the time appointed for holding the meeting or if present neither of them are willing to preside, the members of the Board present shall choose one of their number to chair of the meeting. The person so appointed for the time being is known as the chair.

14. Casting vote

14.1 If the numbers of votes for and against a proposal are equal, the Commodore or other director chairing the meeting of the Board has a casting vote.

14.2 Article 14.1 shall not apply to give a casting vote to the Commodore or other director chairing the meeting (as appropriate) if, in accordance with these Articles, the Commodore or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. Conflicts of interest

15.1 Subject to Article 15.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Club in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15.2 The prohibition under Article 15.1 shall not apply when:

- 15.2.1 the Board approves the director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest;
 - 15.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or
 - 15.2.3 the director's conflict of interest arises from a permitted cause.
- 15.3 For the purposes of Article 15.2, the following are "permitted causes":
- 15.3.1 a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Club or any of its subsidiaries (if any);
 - 15.3.2 subscription, or an agreement to subscribe, for securities of the Club or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 15.3.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Club or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors.
- 15.4 For the purposes of this Article 15, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 15.5 Subject to Article 15.6, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.
- 15.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as

participating in the meeting (or that part of the meeting) for voting or quorum purposes.

- 15.7 A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Club only where such matter has been authorised by the Board in accordance with Section 175 of the 2006 Act.

16. Records of decisions to be kept

- 16.1 The Board must ensure that the Club keeps a record, in writing, for at least 5 years (or such longer period as is required by law) from the date of the decision recorded, of every unanimous or majority decision taken by the Board, and standing or other committee, and by the Club in general meeting.

- 16.2 Any such records, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

- 16.3 Any such records shall be circulated to all members of the Board.

- 16.4 The Secretary shall keep, or cause to be kept, minutes of each Board meeting, committee meeting and general meeting of the Club and these shall be approved, or adjusted where appropriate and approved, at the next Board, committee or general meeting and a copy then posted in the Club's clubhouse.

- 16.5 Minutes of committee meetings shall be presented by the relevant director or directors appointed to such committees at the next Board meeting.

17. Directors' discretion to make further rules

Except in respect of those Rules which may only be made, varied or revoked by the Voting Members in general meeting in accordance with Article 49 below, the Board shall have the power to make, vary and revoke the Rules including, but not limited to, Rules:

- 17.1 setting out different categories of membership of the Club;
- 17.2 setting the criteria for admission to membership of the Club for the different categories of members;
- 17.3 creating regulations, standing orders and/or bye-laws for the better administration of the Club and to regulate the function, role and operation of committees to assist the Board in the better administration of the Club;
- 17.4 setting or adopting such other regulations or policies, including for example child protection and equity policies, as the Board thinks fit; and
- 17.5 in relation to licensable activities of the Club,

provided that nothing in those Rules shall prejudice the Club's status as a Community Amateur Sports Club under Schedule 18 Finance Act 2002 and provided that the said Rules shall be consistent with these Articles and the Companies Acts. A copy of all such Rules shall be posted in the Club's clubhouse and the Secretary shall keep a record of all current and superseded Rules.

APPOINTMENT OF DIRECTORS

18. Methods of appointing directors

- 18.1 The number of directors shall be not less than three and shall be subject to a maximum of ten.
- 18.2 The members of the Board shall be:
 - 18.2.1 the Commodore;
 - 18.2.2 the Vice-Commodore;
 - 18.2.3 the Secretary;
 - 18.2.4 the Rear-Commodore (Sail);

18.2.5 the Rear-Commodore (Shore);

18.2.6 the Rear-Commodore (Training);

18.2.7 the Rear-Commodore (Social);

18.2.8 up to three (3) other elected directors, comprising the Treasurer, the Membership Secretary and the Marketing Officer.

18.3 The Board may at its discretion award honoraria to such persons as it thinks fit provided that the honoraria shall not to any extent be determined by or conditional upon the profits or losses derived from some or all of the activities of the Club or by reference to the level of the Club's gross income from some or all of its activities.

18.4 All acts carried out in good faith at any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office and the Company shall (to the extent permitted by the 2006 Act) indemnify any such person in respect of any liability arising as a result of such defect.

19. Directors to be Members

19.1 All directors shall be members (but need not be Voting Members) of the Club.

19.2 All directors must have been a member of the Club and / or Dalgety Bay Sailing Club (but not necessarily in the same category of membership) for not less than one full membership year at any time prior to taking office as director.

20. Termination of director's appointment

20.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Club as soon as:

- 20.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - 20.1.2 a bankruptcy order is made against that person;
 - 20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 20.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 20.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have as a director;
 - 20.1.6 that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board and all other members of the Board resolve that his office be vacated;
 - 20.1.7 that person is requested to resign by all the other members of the Board acting together;
 - 20.1.8 that person ceases to be a member of the Club; or
 - 20.1.9 notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 20.2 Any vacancy arising as a result of the operation of this Article 20 shall be filled in accordance with these Articles.

21. Directors' and members' remuneration

- 21.1 Subject to the provisions of the Companies Acts, and to Articles 3.2, 3.3 and 21.2, the Board may enter into an agreement or arrangement with any director or member for his employment by the Club or for the provision by him of any services outside the scope of the ordinary duties of a director. No member or director shall be present at any Board, committee or general meeting (or the relevant part thereof) at which any such agreement or arrangement to which he is or would be a party is discussed, or vote on any resolution to approve any such agreement or arrangement.
- 21.2 The Club shall not pay any director or member any remuneration in relation to his role on the Board or any committee of the Club save for any honoraria awarded in accordance with Article 18.3.

22. Directors' expenses

- 22.1 Without prejudice to Article 21, the Club may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
- 22.1.1 meetings of the Board or committees of the Board; or
- 22.1.2 general meetings,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club, but with the exception of travel expenses between the Club's premises and their place of residence.

PART 3
APPOINTMENTS AND ELECTED POSITIONS

23. Commodore

At the annual general meeting each year after election to such office, the Commodore shall retire but shall be eligible for election or re-election for any elected office in accordance with these Articles (provided that a person may not offer himself for election or re-election as Commodore on more than two consecutive occasions). The election for the office of Commodore shall be conducted in accordance with Article 28. The Commodore shall be a director by virtue of his office and shall have such rights and privileges as the Board or Voting Members in general meeting shall from time to time prescribe.

24. Vice-Commodore

At the annual general meeting each year after election to such office, the Vice-Commodore shall retire but shall be eligible for election or re-election for any elected office in accordance with these Articles. The election for the office of Vice-Commodore shall be conducted in accordance with Article 28. The Vice-Commodore shall be a director by virtue of his office and shall have such rights and privileges as the Board or Voting Members in general meeting shall from time to time prescribe.

25. Secretary

At the annual general meeting every third year after election to such office, the Secretary shall retire but shall be eligible for election or re-election for any elected office in accordance with these Articles. The election for the office of Secretary shall be conducted in accordance with Article 28. The Secretary shall be a director and the company secretary by virtue of his office (but without prejudice to the appointment of any other person as an additional or joint company secretary) and

shall have such rights and privileges as the Board or Voting Members in general meeting shall from time to time prescribe.

26. Rear Commodores

At the annual general meeting each year after election to such office, each Rear-Commodore shall retire but shall be eligible for election or re-election for any elected office in accordance with these Articles. The election for the office of Rear-Commodore shall be conducted in accordance with Article 28. A Rear -Commodore shall be a director by virtue of his office and shall have such rights and privileges as the Board or Voting Members in general meeting shall from time to time prescribe.

27. Other Elected Directors

At the annual general meeting every third year after election to such office, each other Elected Director shall retire but shall be eligible for election or re-election for any elected office in accordance with these Articles. The election for the office of Elected Director shall be conducted in accordance with Article 28.

28. Elections, Casual Vacancies and Alternate Directors

28.1 Where the election is to be made at an annual general meeting or other general meeting, any Voting Member may nominate another member to be the Commodore, Vice-Commodore, Secretary, a Rear-Commodore or another Elected Director. Any nomination must be made on the form prescribed from time to time by the Board. Any nomination must be seconded by another Voting Member. Each Voting Member may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary not less than 7 days prior to the general meeting. Candidates may, but need not, be nominated by the Board in the notice calling the relevant general meeting.

28.2 If there are the same number of candidates as there are vacancies for a post, those candidates shall not be appointed as directors at the relevant general meeting without an election, but shall require to be elected, at the relevant general meeting. In the event of there being more nominations than vacancies, there shall be an election at the relevant general meeting as directed by the Board (and for the avoidance of

doubt, if any persons are validly nominated and seconded in accordance with Article 28.1 in addition to any persons who may be nominated in the notice calling the relevant general meeting, all of such persons shall be the subject of an election at the relevant general meeting). The results of any such election must be announced promptly by the Board and if possible at the relevant meeting.

- 28.3 A casual vacancy arising among the offices of Commodore, Vice-Commodore, Rear-Commodore, Secretary or the Elected Directors, may be filled by the Board or by the Club in general meeting provided always that the person appointed to fill the vacancy shall hold office only until the next annual general meeting of the Company but shall be eligible for election or re-election in accordance with these Articles and provided that the Board may only fill such a vacancy if such action would not place the Club in breach of any law or regulation.
- 28.4 Any director may at any time by writing under his hand and deposited at the Club's clubhouse, or delivered at a meeting of the directors, appoint any other director to be his alternate director and may in like manner at any time terminate such appointment.
- 28.5 The appointment of an alternate director shall terminate on the happening of any event which if he were a director would cause him to vacate such office or if his appointor ceases to be a director (retirement at any general meeting at which the director is re-elected being for such purpose disregarded).
- 28.6 An alternate director shall be entitled to receive notices of meetings of the Board and shall be entitled to attend and vote as a director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all the functions of his appointor as a director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were his appointor. An alternate director's signature to any resolution in writing of the directors shall be as effective as the signature of his appointor. Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate (in addition to his own vote as a director) and shall count towards determining whether a quorum of the Board is present as if he were his appointor (in addition to his own

presence as a director). An alternate director shall not (save as aforesaid) have power to act as a director or be deemed to be a director for the purposes of these Articles.

28.7 An alternate director shall not be entitled to receive from the Company any remuneration in respect of his position as an alternate director.

29. Other Appointments

29.1 The Club shall elect (or in the absence of such election, the Board may appoint) persons to the following positions:-

29.1.1 Sailing Secretary;

29.1.2 Social Secretary;

29.1.3 Shore Secretary;

29.1.4 Training Co-ordinator;

29.1.5 Assistant Treasurer;

29.1.6 Such other positions as the Board may determine.

29.2 Any person elected or appointed pursuant to Article 29.1 shall not be a director of the Company and shall not form part of the quorum or be entitled to vote at meetings of the Board however such persons may attend and speak at meetings of the Board and attend and speak at or be members of committees.

29.3 The provisions of Article 28 shall apply mutatis mutandis to the election of any person to a position under this Article 29.

BECOMING AND CEASING TO BE A MEMBER

30. Applications for membership

- 30.1 The subscribers to the Memorandum of Association of the Club and such other persons as are or have been admitted to membership by the Board in accordance with the Club's articles of association or who on 1 November 2012 became members by reason of being former members of the unincorporated association known as the Dalgety Bay Sailing Club, shall be the members of the Club (so long as such person(s) subsequently (a) has not resigned, (b) has not failed to renew membership when required to do so or (c) has not otherwise ceased to be a member).
- 30.2 The members of the Club shall comprise Voting Members and Non Voting Members, as specified in the Rules.
- 30.3 No person shall become a member of the Club unless:
- 30.3.1 that person has completed an application for membership in a form approved by the Board; and
 - 30.3.2 any procedural requirements set out in the Rules have been complied with; and
 - 30.3.3 the Board has approved the application.
- 30.4 For the avoidance of doubt membership is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of the sport or the good conduct and interests of the Club or for another good cause (such as conduct or character likely to bring the sport or the Club into disrepute) and no person shall be denied membership of the Club on the grounds of race, ethnic origin, nationality, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs. A person may appeal against such

decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting.

- 30.5 For the purposes of registration the number of members is declared to be unlimited.
- 30.6 A person shall not be entitled to any privileges of the Club until 14 days have passed since his application for membership was submitted, whether or not he is admitted as a member before those 14 days have lapsed.
- 30.7 Subject to the Rules, the Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of members provided that the Board shall use its best endeavours to ensure that the fees set by it do not preclude open membership of the Club.

31. Conditions of membership

- 31.1 All members shall be subject to and bound by the Rules.
- 31.2 The members shall pay any entrance fees and annual subscription set by the Board under Article 30.7, subject to any waiver permitted by the Rules.

32. Termination of membership

- 32.1 A member shall be excluded from membership following the operation of the Club's disciplinary procedure, if that is the sanction which is applied pursuant to such procedure.
- 32.2 A member may withdraw from membership of the Club by giving not less than seven clear days' notice to the Club in writing.
- 32.3 A membership terminates automatically when that person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership (including but not limited to payment of the relevant subscription by the relevant date) set out in these Articles or the Rules.
- 32.4 Membership is not transferable.

- 32.5 Any person ceasing to be a member forfeits all rights in relation to and claims upon the Club, its property and its funds and has no right to the return of any part of his subscription. The Board may refund an appropriate part of a resigning member's subscription if it considers it appropriate taking account of all the circumstances.

ORGANISATION OF GENERAL MEETINGS

33. Annual and other General Meetings

- 33.1 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 Board and shall specify the meeting as such in the notices calling it. Each annual general meeting shall be held no later than 30 November in the relevant calendar year.
- 33.2 The annual general meeting shall be held for the following purposes:
- 33.2.1 to receive from the Board the Club's accounts;
 - 33.2.2 to approve the Club's financial proposals, budget, entrance fees and subscriptions for the next following financial year;
 - 33.2.3 to receive from the Board a report of the activities of the Club since the previous annual general meeting;
 - 33.2.4 to appoint the Club's auditors or independent qualified accountants (as the case may be);
 - 33.2.5 to elect (as appropriate) the Commodore, Vice-Commodore, Rear-Commodores, Secretary and the other Elected Directors and any other office holders to be elected in accordance with these Articles; and
 - 33.2.6 to transact such other business as may be brought before it (including without limitation the appointment of Honorary Members on the basis set out in the Rules).

- 33.3 All general meetings, other than annual general meetings, shall be called general meetings. Such meetings may be called at any time by the Board.
- 33.4 General meetings (including annual general meetings but excluding adjourned meetings) shall be called by formal notice to Voting Members of at least 14 clear days. Such notice shall (except where there is a single item of business) include or be accompanied by an agenda of specific business for the meeting and (if relevant) a list of vacant Board positions. A general meeting shall limit its business to that listed in the notice of and (if applicable) agenda for the meeting.
- 33.5 At least 28 clear days prior to the date of any general meeting, the Club shall notify Voting Members of the place, time and date of the meeting and the general nature of the business to be discussed, so as to give Voting Members time to submit proposals for discussion. Such notice shall not constitute notice of the general meeting for the purposes of the 2006 Act and shall be without prejudice to the provisions of the 2006 Act. Failure to give such notice shall not render the general meeting unconstitutional or invalid, provided that the failure shall be waived by an ordinary resolution passed at such general meeting. Without prejudice to members' rights under the 2006 Act, any Voting Member requiring to raise any proposal for discussion shall notify the Board of such proposal in writing, with a seconder, not less than 21 days prior to the date of the meeting.
- 33.6 The advance notice (pursuant to article 33.5) and the formal written notice of the general meeting together with the agenda, copy Resolutions and other documents sent or supplied by the Club to Voting Members in connection with the general meeting may also be posted in the Clubhouse.
- 33.7 Without prejudice to the 2006 Act, a general meeting shall be called by the Board upon the written request of not less than 10 Voting Members and must be held within 45 days of receipt of such a request by the Company. Section 303(2)(b) (Members' power to require directors to call general meeting), Section 292(5) (Members' power to require circulation of written resolution) and Section 314(2) (Members' power to require circulation of statements) of the 2006 Act shall each apply to the Club as if the reference therein to 5% was reduced to 10 Voting Members, if this would be less than 5% of the Voting Members.

34. Attendance and speaking at general meetings

34.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

34.2 A person is able to exercise the right to vote at a general meeting when:

34.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

34.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

34.3 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

34.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

34.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

35. Quorum for general meetings

35.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

35.2 Subject to Article 38.6, fifteen per cent (15%) of the Voting Members of the Club present in person shall be a quorum. Once the general meeting shall be quorate, it shall be deemed to remain quorate notwithstanding that any persons departing the meeting may reduce the numbers present to less than fifteen per cent (15%) of the Voting Members of the Club present in person.

36. Chairing general meetings

36.1 The Commodore shall chair general meetings if present and willing to do so. If the Commodore shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, the Vice-Commodore (failing whom one of the Rear Commodores) shall preside. If the Commodore, Vice-Commodore or any Rear Commodore is not present or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start:

36.1.1 the directors present, or

36.1.2 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

References in this Article 36 to the Commodore, Vice-Commodore or any Rear Commodore shall be to the retiring office holder in the case of an annual general meeting.

36.2 The person chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

36.3 The chair of the meeting may be guided on constitutional matters by the Secretary or by any other director or member selected by the chair as having a sound knowledge of these Articles.

36.4 With regard to procedural matters at general meetings, the ruling from the chair on any such matter shall be final provided that any such decisions must conform to these Articles.

37. Attendance and speaking by non-members

The chair of the meeting may permit other persons who are not members of the Club to attend and speak at a general meeting.

38. Adjournment

38.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, the chair of the meeting must adjourn it.

38.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

38.2.1 the meeting consents to an adjournment, or

38.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

38.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

38.4 When adjourning a general meeting, the chair of the meeting must:

38.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

38.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

38.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

38.5.1 to the same persons to whom notice of the Club's general meetings is required to be given, and

38.5.2 containing the same information which such notice is required to contain.

- 38.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting then the meeting shall be adjourned again, and at such second adjourned meeting not less than two (2) Voting Members shall be a quorum.

VOTING AT GENERAL MEETINGS

39. Voting: general

- 39.1 Every Voting Member and director shall be entitled to receive notice of, attend general meetings and cast the number of votes to which he is entitled to cast in accordance with the Rules.

- 39.2 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.

40. Errors and disputes

- 40.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

- 40.2 Any such objection must be referred to the chair of the meeting whose decision is final.

41. Poll votes

- 41.1 A poll on a resolution may be demanded:

41.1.1 in advance of the general meeting where it is to be put to the vote, or

41.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 41.2 A poll may be demanded by:
- 41.2.1 the chair of the meeting;
 - 41.2.2 the Board; or
 - 41.2.3 two or more Voting Members present in person or proxy having the right to vote on the resolution.
- 41.3 A demand for a poll may be withdrawn if:
- 41.3.1 the poll has not yet been taken, and
 - 41.3.2 the chair of the meeting consents to the withdrawal.
- 41.4 Polls shall be taken as the chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 41.5 A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 41.6 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

42. Content of proxy notices

42.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

42.1.1 states the name and address of the Voting Member appointing the proxy;

42.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

42.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

42.1.4 is delivered to the Club not less than 48 hours before the meeting is due to take place and in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

42.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

42.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

42.4 Unless a proxy notice indicates otherwise, it must be treated as:

42.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

42.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

43. Delivery of proxy notices

43.1 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. The proxy delivered by or on behalf of such a person shall be deemed to be withdrawn in the event that a member so attends in person, whether or not such person votes on any relevant resolution.

- 43.2 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.
- 43.3 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.
- 43.4 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.

44. Amendments to resolutions

- 44.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 44.1.1 notice of the proposed amendment is given to the Club in writing by two persons entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
 - 44.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 44.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 44.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

- 44.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 44.3 With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 44.4 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

PART 4
ADMINISTRATIVE ARRANGEMENTS

45. Means of communication to be used

45.1 Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Club. The non-receipt by a member of a notice or communication sent by the Club in accordance with Article 45.3 shall not invalidate the holding of the meeting and shall not entitle such member to make any claim.

45.2 In these Articles, references to a notice "**in writing**" include the use of communications in electronic form and/or publication on a website in accordance with the 2006 Act.

45.3 Without prejudice to Article 45.1, any notice or document (including a membership certificate) may be served on or delivered to any member by the Club either personally, or by sending it through the post addressed to the member at his registered address, or by leaving it at that address addressed to the member or (where a member has consented to receive communications in electronic form) by sending it in electronic form to an address for the time being notified by the member concerned to the Club, or by publication on a web-site in accordance with the 2006 Act, or by any other means authorised in writing by the member concerned. The onus is on members to provide up to date email and postal address details to the Club, and in the event that any notice or document is served at a member's last notified email or postal address, it will be deemed to have been duly delivered to such member. The Club will communicate by email with all members who have provided the Club with an email address and who have consented to receive communications in electronic form. Notices sent:-

45.3.1 by personal delivery shall be deemed to have been delivered when they have been delivered to the recipient in person;

- 45.3.2 by leaving at a member's address shall be deemed to have been delivered when they have been left at that address;
- 45.3.3 by post shall be deemed to have been delivered on the working day after posting in the case of first class post or special delivery post, and on the second working day after posting in the case of second class post;
- 45.3.4 by email shall be deemed to have been delivered when the email has been transmitted, unless a delivery failure notice has been received by the sender (which shall not include an out of office automatic reply, or similar);
- 45.3.5 by publication on a website shall be deemed to have been delivered at the time of publication.

45.4 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

45.5 A director may agree with the Club that notices or documents sent to that director 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 48 hours.

46. Accounts and other records, and financial matters

46.1 Except as provided by law or authorised by the Board or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a member.

46.2 The Club shall keep adequate and detailed records containing a correct account of all money received and dispensed by the Club, and such other accounting records as are required by law.

- 46.3 The Club's financial year shall run from 1 October to 30 September annually. The Club shall not require to appoint auditors unless required to do so in terms of the Companies Act 2006. If no auditors are appointed, an independent qualified accountant shall be instructed to examine the state of the Club's funds and prepare a report to be tabled at the annual general meeting following the financial year end.
- 46.4 The Board shall prepare and present to the annual general meeting a profit and loss account, income and expenditure statement, and balance sheet as at the Club's financial year end immediately prior to such annual general meeting (which shall be audited or reported on by an independent qualified accountant), and together with a budget including a schedule of planned capital and revenue expenditure for the next following financial year.
- 46.5 The Club may borrow funds and, where necessary, use the assets of the Club as security for such borrowing for the purpose of constructing Club buildings or for any other purpose provided such purpose and the terms of borrowing have been previously approved by the members by ordinary resolution in general meeting.
- 46.6 In exceptional circumstances (which shall be determined by the Board) the Club may, in addition to any borrowing agreed at a previous general meeting, borrow up to a figure of 10% of the previous financial year's turnover for a maximum period of two months.

DIRECTORS' INDEMNITY AND INSURANCE

47. Indemnity

47.1 Subject to Article 47.2, a relevant director of the Club or an associated company may be indemnified out of the Club's assets against:

47.1.1 any liability incurred by that director in connection with any actual or alleged negligence or default, breach of duty or breach of trust in relation to the company or an associated company,

47.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act),

47.1.3 any other liability incurred by that director as an officer of the Club or an associated company.

47.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

47.3 In this Article:

47.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

47.3.2 a "relevant director" means any director or former director of the Club or an associated company.

48. Insurance

48.1 The Board may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director in respect of any relevant loss.

48.2 In this Article:

48.2.1 a "relevant director" means any director or former director of the Club or an associated company;

48.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund; and

48.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

49. Rules

49.1 Subject to Article 17, only the Voting Members by way of an ordinary resolution passed in general meeting may from time to time make, vary and revoke Rules 1.1, 1.6, 2, 3, 4, 5, 6, 7 and 8.

49.2 Rules made pursuant to Article 49.1 must, in order to be valid, be compliant with the Companies Acts and these Articles.

50. Dissolution

50.1 If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or distributed to another registered community amateur sports club for sailing or to the RYA for use in community related sailing initiatives, or to a charitable organisation.

50.2 In the event of the membership of the Club falling below 25 members (in total and of whatever category), the Club shall be obliged to enter a members' voluntary liquidation and to dispose of its assets in terms of the other provisions of these Articles.