

NEWHAVEN AND SEAFORD SAILING CLUB LIMITED

**COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
THE NEWHAVEN AND SEAFORD SAILING CLUB LIMITED
(Company Number: 01290424)**

**Adopted by Special Resolution on Monday 4 Jun 2012
Amended at Annual General Meeting Saturday 11th April 2015**

1 Interpretation

In these Articles

- 1 1 'the Act' means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force and includes all subordinate legislation from time to time made under it,
- 1 2 'the Club' means The Newhaven and Seaford Sailing Club Limited,
- 1 3 'Honorary Secretary' means the secretary of the Club or any other person appointed to perform the duties of the secretary of the Club, including a joint, assistant or deputy secretary,
- 1 4 'Model Articles' means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles,
- 1 5 the masculine includes the feminine and, where appropriate, the singular the plural
- 1 6 save as otherwise specifically provided, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles,
- 1 7 headings are used for convenience only and shall not affect the construction or interpretation of these Articles,
- 1 8 a reference to an "Article" is a reference to the relevant article of these Articles unless expressly provided otherwise,
- 1 9 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, and



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1 10 the Model Articles shall apply to the Club, except in so far as they are modified or excluded by these Articles

2 **Objects**

The Club is established for the following purposes

2 1 To provide and promote for the community the provision of facilities for, and the promotion of participation in, the sport of sailing and all its branches, along with associated social events and other facilities for members as may be from time to time determined,

2 2 To ensure that the Club is a non-profit making organisation and any surplus or gains arising from whatever source are to be reinvested in the Club. No distribution of cash or assets to members or third parties is permitted, other than donations to Charities or registered Community Amateur Sports Clubs (CASC's),

2 3 To ensure that the membership is open to all the community and without discrimination on the grounds of age (except as defined for Student Members in Article 10) ethnicity, nationality, gender, sexual orientation, religious beliefs or disability. The Directors may refuse membership or expel from membership only for good and sufficient cause, such as conduct or character likely to bring the Club or sport into disrepute. Appeal against such a decision may be made to the Club's members

2 4 To establish, maintain and conduct a sailing club in the accommodation of the members of the Club and their friends and generally afford to them all the usual privileges, advantages and accommodation of a sailing club,

2 5 To purchase and maintain the assets of the Club at Seaford and Piddinghoe and lay out and maintain the boat park and car park and to build or otherwise provide club houses and their usual facilities in connection therewith and to furnish, modify and maintain the same and permit the same to be used by members and employees of the Club and others either gratuitously or for payment,

2 6 To acquire by purchase, lease or otherwise any other lands or property situate contiguous or near to the premises of the Club and such as may be deemed by the Club likely to advance or benefit either directly or indirectly the interest of the Club,

2 7 To manage, improve and cultivate and maintain all or any part of the lands and other property of the Club and to demise, sell or otherwise deal with and dispose of the same either together or in portions for such considerations as the Club may think fit and in particular for shares, debentures or securities of any company purchasing the same

2 8 To purchase, hire, make or provide and maintain and to sell or otherwise dispose of all kinds of equipment and other things required or which may be conveniently used in connection with the lands, club house and other premises of the Club by persons frequenting the same, whether members of the Club or not,

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- 2 9 To buy, prepare, make, supply, sell and deal in all kinds of equipment and apparatus used in connection with all water sports but principally sailing or any other sport or pastimes and all kinds of liquors, provisions and refreshments acquired and used by members of the Club or other persons frequenting lands, club house, or premises of the Club,
- 2 10 To hire and employ all classes of persons considered necessary for the purpose of the Club and to pay to them and to other persons any return for services rendered to the Club, salaries, wages, charges and pensions,
- 2 11 To promote and hold either alone or jointly with any other association, club or persons, meetings, competitions and regattas in connection with the sport of sailing or any other sport or pastimes and to offer, give, or contribute towards prizes, medals and awards therefore and to promote, give of support dinners, balls, concerts and other entertainments,
- 2 12 To establish, promote or assist in establishing or promoting and to subscribe to or become a member of any other associations or clubs whose objects are similar or in part similar to the objects of the Club or establishment of or promotion of which may be beneficial to the Club providing that no subscription be paid to any other such association or club out of the funds of the Club except bona-fide in furtherance of the objects of the Club,
- 2 13 To support and subscribe to any charitable or public body and any institution, society or club which may be for the benefit of the Club or its employees or may be connected with the sport of sailing To give gratuities to any person who may have served the Club,
- 2 14 To invest and deal with the monies of the Club not immediately required upon such securities and in such manner as may from time to time be determined,
- 2 15 To borrow or raise and give security for money by issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or deed upon all or part of the property of the Club, and
- 2 16 To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them

3 Membership

- 3 1 The number of members with which the Club proposes to be registered is unlimited
- 3 2 Any person whether owner of a yacht or boat or not who is interested in sailing shall be qualified to be elected a member of the Club

4 Proposal of members

Except as provided in Article 8 every candidate for membership of the Club shall complete an application for membership in writing, signed by the candidate and shall be in such a form as the directors may from time to time prescribe

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5 Subscriptions

- 5 1 The annual and other subscriptions and entrance fee (if any) payable by members of the Club are to be such as the directors from time to time prescribe
- 5 2 The directors may provide either generally or as required for any particular member or members the payment of annual subscriptions by instalments
- 5 3 Every application for membership must be accompanied by a remittance to cover the entrance fee (if any) and the appropriate subscription from the date of application to the following 31st December

6 Life members

- 6 1 On the recommendation of the directors any person being a member of the Club may, at any general meeting of the Club, be elected a life member of the Club without any special payment for such life membership
- 6 2 A two-thirds' majority of those present and entitled to vote is necessary for election of a life member
- 6 3 Every life member is entitled to all the privileges and subject to all the duties of a member of the Club during his life (subject, nevertheless, to the provisions of Article 12) without any further payment, annual or otherwise, except in respect of his guarantee contained in Article 37 2

7 Distant and overseas members

Members residing beyond a radius of 100 miles from the club house and having no business or private address within that radius, and members intending to reside abroad for one year or more ('Associate Members') may continue as members on payment of a reduced subscription to be decided by the directors from time to time

8 Temporary and other members

The directors of the Club may, upon such terms and subject to such regulations as they may from time to time deem advisable and subject to Article 4, propose as members of the Club

- 8 1 Persons who are visiting or temporarily resident in the district locally or participating in courses organised by the Club (herein referred to as 'Temporary Members'),
- 8 2 Persons who may avail themselves of the amenities of the club house and premises of the Club at all times, except that they shall not be entitled to sail (hereinafter after referred to as Social Members),
- 8 3 Associate Members,
- 8 4 Persons (greater than age 16) in receipt of full-time education (hereinafter referred to as Student Members),
- 8 5 Honorary Members (subject to agreement by Management Committee and valid for one year),

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- 8 6 Life Members (subject to agreement at a general meeting),
8 7 Family Sailing Membership entitles both parents to vote and all family members to sail, and
8 8 Family Social Membership entitles all family members to avail themselves of the amenities of the club house and premises of the Club at all times without entitlement to vote or sail

9 Election of members

Every candidate for election as a member (including election to the special classes of membership specified in Article 8) must be elected by majority vote of the directors of the Club in committee

10 Rights of members

- 10 1 Subject to the express provisions of these Articles and to any byelaws made by the directors of the Club as provided below for the time being in force, all members of the Club are entitled at all times to use all the premises and property of the Club in common, and to be supplied, at such charges as the directors from time to time determine, with whatever meals, refreshments and things are provided by the Club for the use of its members
10 2 Subject to the provisions of these Articles every member is entitled to all the rights and subject to all the duties of a member of the Club provided that Associate, Student, Social, Temporary and Honorary Members do not have the right to nominate or be elected as directors of the Club
10 3 Children or young people under the age of 16 associated with members (excluding members listed in clause 8) are Cadet Members for which specific events and activities may be organised

11 Non-payment of subscriptions

- 11 1 Any member whose annual subscription is unpaid on the last day of February 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 directors suspend the operation of this provision before the following 1st April, which they may do as regards any particular member on such terms as they determine at their discretion
11 2 Where the directors have resolved in accordance with Article 5 that the subscription of any particular member may be paid by instalments, Article 11 1 applies to non-payment of any instalment

12 Expulsion of members

- 12 1 If the conduct of any member is in the opinion of the directors injurious to the character of the Club or objectionable in any respect, that member may be required by the directors to resign, the member may be expelled by resolution of the directors and then ceases to be a member of the Club, and all sums that have been paid by the member are forfeited
12 2 A member expelled under article 12 1 may appeal by giving written notice of appeal to the Honorary Secretary within 10 days from the posting of the notice of expulsion

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- 12 3 Upon receipt of a notice of appeal a general meeting must be convened within 14 days and, if that meeting passes a special resolution rescinding the expulsion, then the member must be reinstated as from the date of the resolution
- 12 4 Any member expelled in accordance with these Articles, or otherwise ceasing to be a member of the Club, forfeits all right to or claims upon the Club or its property or funds or any return of fees and remains liable for any outstanding fees or charges due at the date of expulsion or cessation
- 13 Rights of members personal**
The rights of a member are personal and are not transferable and cease upon his death
- 14 Annual general meeting**
- 14 1 The Club must hold a general meeting in each year as its Annual General Meeting ('AGM') in addition to any other meetings in that year, and must specify the meeting as the AGM in the notices calling it
- 14 2 Not more than 14 months must elapse between the date of one AGM and the next
- 14 3 The AGM must be held at such time and place as the directors appoint
- 15 General Meeting**
- 15 1 The directors may, whenever they think fit, and shall, on a requisition made in writing by any 5% or more of members entitled to vote at general meeting, convene a general meeting
- 15 2 Any requisition made by the members must state the general nature of the business to be dealt with at the meeting, may include the text of a resolution that may properly be moved, must be signed by the requisitionists and deposited at the registered office of the Club
- 15 3 On receipt of the requisition the directors must forthwith proceed to convene a general meeting
- 15 4 If the directors do not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitionists, or a majority of them may convene such a meeting
- 16 Notice of meetings**
Accidental omission to give notice of any meeting to or non-receipt of such notice by any member does not invalidate the proceedings at that meeting
- 17 Quorum**
- 17 1 No business may be transacted at any meeting unless a quorum is present
- 17 2 Five Directors are a quorum at a Directors meeting
- 17 3 At an Annual General Meeting or Extraordinary General Meeting, then 10% of the membership, as registered on the last day of March in that year, personally present, shall be a quorum

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17 4 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

17 4 1 if the meeting was convened on the requisition of members, it must be dissolved,

17 4 2 in any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine and, if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, the members present may form a quorum

18 Chairman

18 1 The Commodore, and failing him the President, shall preside as Chairman at every general meeting of the Club

18 2 If there is no such Chairman, or, if at any meeting he is not present within 5 minutes of the time of holding the meeting, the members present may elect one of their number who is a director to be Chairman of the meeting

18 3 If there is no director present, then the members may elect any one of their number to be chairman of the meeting

19 Adjournment

19 1 The Chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place

19 2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place

20 Passing of resolutions

20 1 At any general meeting

20 1 1 a declaration by the Chairman that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, and

20 1 2 an entry to that effect in the book of proceedings of the Club

are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded by the Chairman or by at least one-third of the members present and having the right to vote at the meeting

20 2 If a poll is demanded in the above manner, it must be taken in such manner as the Chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded

21 Voting rights

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- 21 1 Every member of the Club may attend general meetings and shall have the right to vote thereat except Associate, Student, Social, Temporary and Honorary members may not vote on matters appertaining to the management of the facilities as such, including the engagement or dismissal of staff employed A family member (other than the classes of membership specified in Article 8) shall include a vote for each partner
- 21 2 No member may vote at any meeting unless all the money then due from him to the Club has been paid
- 21 3 Every member of the Club entitled to vote has one vote and no more, except that, in case of equality of votes, the Chairman shall have a second or casting vote

22 Proxy voting

- 22 1 A member may vote either personally or by proxy (whether on a poll vote or otherwise)
- 22 2 A proxy must be appointed in writing under the hand of the appointor
- 22 3 The instrument appointing a proxy must be deposited at the registered office of the Club not less than 48 hours before the time of holding the meeting at which the person named in such instrument proposes to vote
- 22 4 Any instrument appointing a proxy must be in the following form -

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I (*name*) of (*address*), being a member of the above named Club, appoint (*name*) of (*address*), or, failing him, (*name*) of (*address*), as my proxy to vote in my name and on my behalf at the general meeting of the Club to be held on (*date*) and at any adjournment

Dated

(*signature of member*)

23 Directors

- 23 1 The Directors of the Club are the Commodore, Vice-Commodore, the Rear Commodore (Seaford), the Rear Commodore (Piddinghoe), the Rear Commodore (Newhaven), the Honorary Secretary, the Honorary Treasurer, the Honorary Sailing Secretary and not more than five members of the Club elected as herein provided
- 23 2 Five Directors are a quorum at a Directors' meeting
- 23 3 The Directors may from time to time elect a Chairman who in case of equality of votes may have a casting vote

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24 Officers

The officers of the Club shall consist of the Commodore, Vice-Commodore, the Rear Commodore (Seaford), the Rear Commodore (Piddinghoe), the Rear Commodore (Newhaven), the Honorary Secretary, the Honorary Treasurer, the Honorary Sailing Secretary, all of whom must be members of the Club

25 Remuneration

No director or officer of the Club shall receive any remuneration for his services in his capacity of director or officer without the agreement of the board of directors

26 Retirement of directors and officers

At every AGM of the Club, the officers and 3 other directors of the Club must retire from office. The directors to retire in each year shall be those who have been the longest in office since their last election but as between persons who became directors on the same day, those to retire shall (unless otherwise agreed between them) be determined by lot

27 Re-election of directors and officers

The officers and other retiring directors are eligible for re-election at the same or any other general meeting of the Club

28 Election of officers

Subject as provided above, the election of officers and other directors of the Club, must take place in the following manner

28 1 Any 2 members of the Club may nominate any other member to serve as an officer or other director of the Club, having previously received his assent

28 2 The name of each member so nominated, together with the names of his proposer and seconder, must be sent in writing signed by all 3 of them to the Honorary Secretary of the Club at least 21 days before the AGM

28 3 A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, must be posted in a conspicuous place in the club house of the Club for at least 14 days immediately preceding the AGM

28 4 Balloting lists must be prepared (if necessary) containing the names of the candidates only in alphabetical order

28 5 Each member present at the AGM and qualified to vote may vote for any number of candidates not exceeding the number of vacancies

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- 28 6 If insufficient candidates are nominated, the directors may elect a member or members to fill the remaining vacancy or vacancies
- 28 7 If any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed to be elected
- 28 8 If 2 or more candidates obtain an equal number of votes, the directors must select by lot from such candidates the candidate or candidates who is or are to be elected

29 Casual vacancies

- 29 1 All casual vacancies arising amongst the directors or officers of the Club must be filled by the directors
- 29 2 Any director or any officer appointed to fill a casual vacancy must retire at the following AGM

30 Removal of directors

- The office of a director is vacated if
- 30 1 he absents himself from meetings of the directors for a continuous period of 6 calendar months without special leave of absence from the other directors,
- 30 2 he gives the directors one calendar month's notice in writing that he resigns his office,
- 30 3 he is removed by ordinary resolution passed at a general meeting of the Club

31 Accounts

- 31 1 The directors of the Club must ensure that proper books of account are kept in respect of
- 31 1 1 all sums of money received and expended by the Club and the matters in respect of which the receipts and expenditure take place, and
- 31 1 2 the assets and liabilities of the Club
- 31 2 The books of account must be kept at the registered office of the Club, or at such other place or places as the directors think fit, and must always be open to the inspection of the directors
- 31 3 The directors must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Club, or any of them, are to be open to the inspection of members of the Club who are not directors
- 31 4 No member who is not a director has any right to inspect any account or book or document of the Club except as conferred by statute or authorised by the directors

32 Presentation of accounts

- 32 1 Once at least in every year the directors must lay before the Club in general meeting an account of income and expenditure for the period since the preceding account
- 32 2 A balance sheet must be made out in every year and laid before the Club in general meeting

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32 3 A copy of the balance sheet must be sent to, or 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 21 days prior to the meeting

32 4 Every account and balance sheet must be accompanied by a report of the directors and the account, report and balance sheet must be signed by 2 directors and countersigned by the Honorary Secretary

33 Powers of directors

33 1 The directors shall lay before the Club, in general meeting for agreement, any proposals for disposal or significant development of any land assets of the Club, such proposals to ensure that alternative land and facilities are made available to enable the Club to continue to function

33 2 The directors of the Club may exercise all such powers and do all such things as may be exercised or done by the Club, except where under these Articles or any statute for the time being in force the power must be exercised or the thing be done by the Club in general meeting

33 3 The directors may act notwithstanding vacancies

33 4 The directors of the Club 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

34 Byelaws

34 1 The directors of the Club may from time to time make, alter and repeal any byelaws they consider necessary or expedient or convenient for the proper conduct and management of the Club

34 2 The directors must adopt whatever means they consider sufficient to bring all byelaws, alterations and repeals to the notice of the members of the Club

34 3 All byelaws, so long as they are in force, are binding on all members of the Club

34 4 No byelaws may be inconsistent with, or affect or repeal anything contained in, the memorandum or articles of association of the Club, or be in breach of any statutory provision

34 5 Any byelaw may be set aside by a special resolution of a general meeting of the Club

35 Delegation

35 1 The directors of the Club may delegate any of their powers to a committee or committees, consisting of one or more members of the Club as appointed by the directors

35 2 Any committee concerned with the purchase for the Club, or supply by the Club, of alcohol, shall be over seen by a director

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35 3 In the exercise of the powers delegated to it, a committee must conform to any regulations prescribed by the directors

35 4 Any delegation of powers or appointment of a committee may be recalled or revoked by the directors at any time

36 Audit

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

37 Dissolution

37 1 The liability of the Members is limited

37 2 Every member of the Club undertakes to contribute such amount (not exceeding £20) to the assets of the Club in the event of it being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before he ceases to be a member and the cost, charges and expenses of winding up for the adjustment of the rights of the contributors alone

37 3 If upon the winding up or dissolution of the Club, there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Club and being registered as a Charity, a CASC or the Sports Governing Body for use by them for related community sports. Such institution or institutions to be determined by the members of the Club by a resolution passed at a general meeting at or before the time of the dissolution

38 Notices

38 1 A notice may be given by the Club to any member personally, electronically, or by sending it by post addressed to the member at his registered address

38 2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post

38 3 Where a notice is sent electronically it is deemed to be effected the next working day