

# BEWL VALLEY SAILING CLUB

## MEMORANDUM & ARTICLES OF ASSOCIATION



*revised February 2009*

**The Companies Acts 1986, 1989 & 2006**  
**Company limited by Guarantee and not having a Share Capital**

**Memorandum of Association**  
**of**  
**Bewl Valley Sailing Club**

1. The name of the company (hereinafter called "The Club") is  
BEWL VALLEY SAILING CLUB

2. The Registered Office of the Club is to be situated in England and Wales

3. The objects for which the club is established are:

(a) To take over the whole or any part of the real and personal property belonging to and to undertake all or any of the liabilities of an unincorporated society known as Bewl Valley Sailing Club.

(b) To promote the sport of sailing, including windsurfing, in all its branches and in particular (without prejudice to the generality of the foregoing) to promote the racing and cruising of sailing boats and seamanship generally.

(c) To establish, maintain and conduct an association, society or club for persons interested in the sport of sailing and others to provide clubhouses, meeting places and all other facilities which are or may be provided by an association society or club for its members or others.

(d) To acquire by purchase lease or otherwise land and buildings at or near Bewl Bridge Reservoir Sussex or elsewhere and to lay out and maintain the same for sailing or other sports and pastimes and to build otherwise a Clubhouse and usual facilities in connection therewith and to furnish modify and maintain the same and to permit the same to be used by members of the Club and others either gratuitously or on payment.

(e) To sell let mortgage dispose of or turn to account all or any part of the property or assets of the Club as may be thought expedient with a view to the promotion of its objects

(f) To borrow or raise money for the purposes of the Club on such terms and on such security as may be thought fit

(g) To invest the monies of the Club not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(h) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Club.

(i) To subscribe to any local or other charities and to grant donations for any public purpose and to provide a superannuation fund for the servants of the Club or otherwise to assist any such servants, their widows and children.

(j) To establish and support, and to aid in the establishment and support of, any other associations formed for all or any of the objects of the Club.

(k) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.

(l) To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.

(m) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Club shall be applied solely towards the promotion of its objects set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Club, provided that nothing herein shall prevent any payment in good faith by the Club:

(a) of a reasonable and proper remuneration to any member, officer or servant of the Club for any services rendered to the Club;

(b) of interest on money lent by any member of the Club at a rate per annum not exceeding 2 per cent more than Base Rate as quoted by the Club's principal bankers;

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

5. The liability of the members is limited.

6. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Club contracted before he ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £5.00.

7. 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 not be paid to or distributed among the members of the Club, but shall be given or transferred to

some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

**NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS**

Douglas James Wilson Taylor 14 Wybourne Rise Tunbridge Wells	Physician
Anthony Kenric Stapleton Franks Becketts Matfield Tonbridge Kent	Company Director
John Alan Thornley 1 Deepdene Wadhurst East Sussex	Insurance Broker
John Frank Yeates Field House Sandown Park Tunbridge Wells	Company Director
Kent Frederick Stanley Baynes Murrells Tresco Nevil Court Tunbridge Wells	Chartered Accountant
John Richard Garratt Chessenden Rolvenden Cranbrook	Army Officer
Eric Salter Cerne New Road Rotherfield	Director
Witness to the above signatures:-	
M N Devonshire 28 Great James Street London WC1	Solicitor
Dated this 19th day of March 1979	

**The Companies Acts 1986, 1989 & 2006  
Company limited by Guarantee and not having a Share Capital  
Articles of Association  
of  
Bewl Valley Sailing Club**

**DEFINITIONS**

1. In these Articles the words standing in the first column of the following Table shall bear the meaning set opposite to them respectively in the second column if not inconsistent with the subject or context:-

WORDS	MEANING
The Act	The Companies Act 1985 and every Statutory modification and re enactment thereof for the time being in force
The 2006 Act	The Companies Act 2006
These Articles	These Articles of Association and the Regulations of the club from time to time in force
The Club	The above named company
The Council	The Board of Directors for the time being of the club
The Committee	The management group comprising directors and elected non director members responsible for the management of the sailing activities of the club
The Office	The registered office of the club
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In writing	Written printed or lithographed or partly one and partly another and other modes of representing or producing words in visible form
Clear days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
The Seal	The Common Seal of the Club

Any words importing the singular number only shall include the plural and vice versa

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

Words importing persons shall include corporations

Subject as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meaning in the Articles

## **2. OBJECTS**

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

## **3. MEMBERSHIP**

The number of memberships with which the Club proposes to be registered is limited to 1380 memberships

4. There shall be the following classes of members:-

- (a) Full Members;
- (b) Supernumerary Members;
- (c) Honorary Members;
- (d) Affiliate Members.

These classes of members may be divided into such sub-classes as the Council may from time to time prescribe. All classes and sub-classes of members shall be subject to such Rules and Bye-Laws as the Council may make from time to time.

5. The first members of the Club shall be:-

(a) the Subscribers to the Memorandum of Association, who shall be full members: and

(b) every person who at the incorporation of the Club was a member of the unincorporated body known as Bewl Valley Sailing Club, and who shall consent to become a member of the Club, and each such shall be of the class of member of the Club corresponding to the class of member of the said unincorporated body to which he belonged. Every member of the Club who shall previously to his becoming a member of the Club have paid his current subscription (if any) due as a member of the said unincorporated body shall not be liable to pay any further sum by way of subscription to the Club in respect of his then class of membership for the period covered by his subscription to the said incorporated body. The Council may make such adjustment as it in any particular case or cases deems appropriate.

6. Every application for full or supernumerary or affiliate membership shall be in writing and in such form as shall from time to time be prescribed by the Council. Every application shall be signed by the applicant. The Council may in its absolute

discretion without giving any reason elect or reject any application for membership.

7. The Committee shall recommend and the Council shall have power to elect any person as an honorary member.

8. No person whose application for membership is rejected shall be reconsidered for election for a period of one year after the date of his rejection.

9. The Honorary Secretary shall forthwith inform a candidate who has been elected of his admission to membership. No person shall be entitled to the right to privileges attaching to the class of membership of the Club to which he has been elected until he has paid the entrance fee and the first Annual Subscription applicable to the class of membership to which he has been elected.

10. The Council may admit any person to temporary membership of the Club as the Council may from time to time decide. A temporary member shall not be entitled to attend or vote at any General Meeting of the Club nor shall he be qualified to be elected as an officer or member of the Council and shall enjoy such rights and privileges as the Council shall from time to time determine, provided that

(a) in the case of a person applying or being nominated for membership of the Club, there shall be an interval of at least seven days between such application or nomination and admission to temporary membership;

(b) in the case of a person becoming a temporary member without prior application or nomination, there shall be an interval of at least seven days between such person becoming a member and their enjoyment of the rights and privileges of temporary membership.

11. The rights or privileges of membership shall be personal and incapable of transfer by the act of any member or by the operation of law and shall cease on death.

## **ENTRANCE FEES AND SUBSCRIPTIONS**

12. Every person applying for membership of the Club in any class of membership other than honorary membership shall pay an entrance fee of an amount to be determined from time to time by the Council

13. Every member of the Club other than honorary members shall pay an Annual Subscription of such sum as shall from time to time be determined by the Council in respect of each class or sub-class of membership. The Council shall not increase either any Annual Subscription or any Craft Registration Fee by an amount which in either case exceeds the sum of:

(a) the increase during the preceding twelve months in the Retail Price Index (or any equivalent replacement index) quoted as a percentage per annum; and

(b) 5% per annum, without the prior approval of a General Meeting.

14. The Annual Subscription of a member shall be payable on election and thereafter on the first day of April in each year or on such other date as the Council may from time to time prescribe.

15. A member shall not be entitled to any of the rights or privileges of membership whilst his subscription is in arrears.

#### **CONDITIONS OF MEMBERSHIP**

16. Membership of the Club shall be conditional on:-

(a) A member undertaking to comply at all times with all regulations issued and Bye-laws made by the landlord relating to the use of the recreational facilities at Bewl Bridge Reservoir and

(b) A member undertaking not to launch, attempt to launch, or sail any craft at any time when sailing shall be prohibited by an Officer of the Club or any person authorised by the Council in that behalf or by any duly authorised representative of the landlord

(c) Compliance by the member with all sailing instructions issued by the Committee of the Club;

(d) A member using a craft for sailing or other purposes insuring the same against Third Party Risks as specified in the Bye-laws.

17. Junior membership of the Club shall additionally be conditional upon:-

(a) Production by the junior member of written consent from his parent or guardian to go afloat;

(b) His wearing personal buoyancy at all times while afloat;

(c) His obeying any direction given for whatever reason by an Officer of the Club, the club professional, the Officer of the Day or other person appointed by the Council

#### **CRAFT REGISTRATION FEES**

18. No member shall sail use or park on the Club premises any craft trolley or trailer without first having paid such Craft Registration Fee as the Council shall from time to time prescribe.

#### **CESSATION OF MEMBERSHIP**

19. A member may resign his membership by notice sent to the Honorary Secretary and such notice shall become effective on the date when it is accepted by the Council provided that the Council shall not unreasonably withhold or delay its acceptance of such a notice of resignation provided further that the member shall remain liable for his subscription for the then current year and shall not be entitled to be repaid any part of any subscription paid by him.

20. A member who is adjudicated bankrupt shall ipso facto cease to be a member provided that it shall be in the discretion of the Council to reinstate him as a member if they shall think fit

21. The Honorary Secretary may give notice in writing to any member whose subscription remains unpaid for a period of 30 days or such longer period as the Council shall from time to time determine after the date on which it became payable requiring him to pay the arrears of such subscription. The Council may cancel the membership of any member whose subscription remains unpaid for more than 14 days after the date of the said notice from the Honorary Secretary provided it shall be in the discretion of the Council to reinstate him as a member if the Council shall think fit.

22. (a) Any full or supernumerary member whose conduct in the opinion of the Council is objectionable, or who fails to comply with these Articles or with the Rules and Bye-Laws, or whose continued membership is not in the best interests of the Club may, by a majority vote of the Council, be expelled from or suspended from membership of the Club and the decision of the Council shall be final. A person expelled under this Article will not be considered for re-election to the Club for one year from the date on which his or her expulsion takes effect. A person may be suspended from membership under this Article for any period not in excess of 6 months

(b) No member shall be expelled or suspended from membership unless and until he or she has been given notice in writing of the resolution to expel or suspend him or her and of the time and place when and where the Council shall consider the resolution for his or her expulsion or suspension and given an opportunity of attending before the Council or explaining to them in writing his or her conduct. Such explanation may be in writing or in person but no member shall be entitled to be legally represented before the Council Any member under the age of 18 given notice as aforesaid shall be entitled to be represented before the Council by an adult.

(c) The Council shall have power under this Article to expel or suspend from membership a full member if the conduct of such member's spouse or children, enrolled as supernumerary members in the Club, falls within paragraph (a) above.

(d) The vote on a resolution for expulsion or suspension shall be by ballot and a resolution shall be carried only if not less than three-quarters of the members of the council personally present vote in favour of the resolution.

#### **GENERAL MEETINGS**

23. The Club shall hold a General Meeting in every calendar year as its Annual General Meeting at such time (being not later than 31st December in each year) and place as may be determined by the Council and shall specify the meeting as such in notices calling it provided that every Annual General Meeting except the first shall be held not more than 15 months after the holding of the last preceding such meeting and that so long as the Club holds its first Annual General Meeting within 18 months

after its incorporation it need not hold it in the year of its incorporation or in the following year. The Council shall give not less than 10 weeks' notice of the date fixed for the Annual General Meeting to each member.

**24.** All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings

**25.** The Council may call Extraordinary General Meetings whenever it considers such course necessary and shall upon a requisition made in writing by not less than 10 per cent of the number of members entitled to vote at a General Meeting convene an Extraordinary General Meeting to consider such matters as shall be stated in the requisition. An Extraordinary General Meeting shall in default be convened by such requisitionists as is provided by Section 303 of the 2006 Act.

**26.** Twenty-one days notice at least of any General Meeting specifying the place day and hour of the meeting and in the case of special business the general nature of the business shall be given in the manner hereinafter mentioned to every member of the Club entitled to vote at the General Meeting, the Auditors and to such other persons as are under the Act entitled to receive such notices from the Club.

**27.** The accidental omission to give notice of a meeting to send any voting or ballot paper or other document or the non-receipt of such notice voting or ballot paper or other document by any person entitled to receive any such notice or document shall not invalidate any resolution passed or proceeding had at any meeting

#### **PROCEDURES AT GENERAL MEETINGS**

**28.** All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting with the exception of consideration of accounts, balance sheets and the reports of the Council and Auditors, the election of members of the Council in place of those retiring, the appointment and fixing of remuneration of the Auditors.

**29.** No business shall be transacted at any meeting unless a quorum of not less than 20 members entitled to vote is present at the commencement of such business. If within half an hour of the time appointed for the meeting a quorum is not present a meeting convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present it shall be adjourned sine die.

**30.** The Commodore or in his absence the Vice Commodore shall preside as Chairman of every General Meeting of the Club. If neither the Commodore or the Vice Commodore is present the members present shall choose one of the Rear Commodores to take the Chair. If none of the Flag Officers shall be present within 15 minutes of the time appointed for holding the meeting the members present shall choose someone of their own number to take the Chair.

**31.** The Chairman may with the consent of the meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given in the same manner as the original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at the adjourned meeting.

**32.** At any General Meeting a resolution put to the vote at the meeting shall be decided by a show of hands unless before or upon the declaration of the result of the show of hands a poll shall be demanded by the Chairman or at least five members present in person having the right to vote. Unless a poll is so demanded a declaration by the Chairman that a resolution or a show of hands has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive and an entry to that effect in the Minute Book shall be conclusive evidence thereof. The demand for a poll may be withdrawn.

**33.** If a poll is demanded in a manner aforesaid it shall be taken forthwith in such manner as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

**34.** At General Meetings of the Club each full member over the age of 18 years shall have one vote. Supernumerary, honorary and affiliate members shall not be entitled to vote at General Meetings. On a poll each member entitled to vote at a General Meeting shall have one vote.

**35.** In the case of an equality of votes whether on a show of hands or on a poll the Chairman at the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

**36.** Any full member of the Club who desires to propose a resolution at any Annual General Meeting of the Club shall give notice thereof in writing to the Honorary Secretary not less than six weeks before the date fixed for the Annual General Meeting.

#### **HONORARY OFFICERS / COUNCIL MEMBERS**

**37.** The Officers of the Club shall be:-

- (1) The Commodore;
- (2) The Vice Commodore;
- (3) The Rear Commodore(s);
- (4) The Honorary Secretary;
- (5) The Honorary Treasurer.
- (6) The Club General Manager

38. The Officers who shall all be full members shall be elected by the Club at an Annual General Meeting of the Club.

39. The Officers shall hold office from the time of their election at an Annual General Meeting for a period of three years

40. The retiring Officers shall be eligible for re-election

41. If any Officer shall die, resign or be removed from office the Council shall at the meeting held next after the date on which the vacancy shall occur appoint some other member of the Club to fill the vacancy. Such person so appointed shall hold office for the remainder of his predecessor's term of office and shall be eligible for re-election.

42. The Commodore, Honorary Secretary, The Honorary Treasurer, The Club General Manager will serve as Executive Directors on the Council. The Commodore may appoint up to three additional members to serve as non-executive directors to be confirmed and/or reelected at the next AGM.

43. The Council shall have power to appoint a Club President; such position shall be non-executive. The President shall serve office for not more than 4 consecutive years and need not be a member of the Club

#### **COMMITTEE**

44. The Committee of the Club shall consist of:-

- (a) The Officers;
- (b) Not less than four nor more than nine members of the Club elected by the members at an Annual General Meeting, provided that only full members shall be eligible for election as members of the Committee. No member of the Committee shall vacate or be required to vacate his office as a member of the Committee on or by reason of his attaining or having attained the age of 70 or any other age and any member of the Committee retiring or liable to retire under the provisions of the Articles or any person proposed to be appointed as a member of the Committee shall be capable of being elected or re-elected as a member of the Committee notwithstanding that he has attained the age of 70 and no special notice need be given of any resolution for the election or re-election as a member of the Committee of any person who shall have attained the age of 70 and it shall not be necessary to give to the members notice of the age of any member of the Committee or any person proposed to be elected or re elected as such.

45. A member of the Committee shall vacate office:-

- (a) If a Receiving Order is made against him or he makes any arrangement or composition with his Creditors;
- (b) If he becomes of unsound mind;
- (c) If he is no longer a member of the Club;

- (d) If by notice in writing to the Honorary Secretary he resigns his office;
- (e) If he ceases to hold office by reason of any order made under Section 188 of the Act;
- (f) If he shall fail to attend four consecutive meetings of the Committee without the consent of the Committee.

46. Each member of the Committee other than the Officers shall hold office from the time of their election at an Annual General Meeting until the election of members of the Committee at the next Annual General Meeting.

#### **POWERS OF THE COUNCIL**

47. The affairs of the Club shall be managed by the Council which may pay all such expenses preliminary and incidental to the creation, formation, establishment, and registration of the Club as it thinks fit, and may exercise all such powers of the Club and do on behalf of the Club all such acts as may be exercised and done by the Club as are not by Statute or by these Articles required to be exercised or done by the Club in General Meeting, subject nevertheless to any regulations under these Articles and the provisions of the Act for the time being in force and affecting the Club and to such regulations as are not inconsistent with the aforesaid regulations or provisions as may be prescribed by such resolution passed by the Club in General Meeting shall invalidate any prior acts of the Council which would have been valid if such regulation or provision had not been made.

48. The members for the time being of the Council may act notwithstanding any vacancy in their body provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with the Articles it shall be lawful for them to act as Council for the purpose of admitting persons to membership of the club filling up vacancies in their body or of summoning a General Meeting but not for any other purpose

49. Subject to the provisions of the Act a Secretary may be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them

50. The Club's common seal shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of Council and the said member shall sign every instrument to which the common seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Club such signatures shall be conclusive evidence of the fact that the common seal has been properly affixed.

The office of a member of the Council shall be vacated

- (a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally

- (b) If he becomes of unsound mind
- (c) If he ceases to be a member of the Club
- (d) If by notice in writing to the Club he resigns his office
- (e) If he ceases to hold office by virtue of any provision of The Act or becomes prohibited by law from being a director of a company

**51.** At the Annual General Meeting one third of the members of the Council for the time being or if their number is not a multiple of three then to the nearest one third shall retire from office

**52.** The members of Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority the members to retire shall in the absence of any agreement be selected among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re election

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

**54.** No person, not being a member of the Council retiring at the meeting shall unless recommended by the Council for election be eligible for election to membership of the Council at any General meeting unless within the prescribed time there shall have been given to the Council or to the secretary ( if appointed) notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served and the day appointed for the meeting there shall be not less than four nor more than twenty eight intervening days.

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

**56.** In addition and without prejudice to the provisions of section 303 of the Act the Club may by Extraordinary Resolution remove any member of the Council before the expiration of his office and may by Ordinary Resolution appoint another qualified member in his stead but any person so appointed shall retain his office so long as the member in whose place he is appointed would have held the same if he had not been removed.

## **POWERS OF THE COMMITTEE**

**57.** The Committee will be responsible for managing the sailing and sporting activities of the club

**58.** The Committee may appoint any duly qualified club member to fill any vacancy caused by the resignation of a committee member who shall serve until the next Annual General Meeting

**59.** The Committee may appoint a Sailing Sub-Committee and such other Sub-Committee as it considers necessary and may delegate to them such powers as it considers fit. At least one member of the Committee shall be a member of each Sub-Committee. The Officers shall be ex-officio members of all Sub-Committees. The Committee shall have power to remove from office any member of the Sailing Sub-Committee or other Sub-Committee and to replace him by some other member.

**60.** The Committee may after the incorporation of the Club forthwith and, from time to time thereafter, make such Rules and Bye-Laws for the conduct of the business of the Club which are not inconsistent with these or any substituted Articles as it may deem expedient, and shall transmit such copies of such Rules and Bye-Laws to every member of the Club

**61.** No member of the Committee of the Club shall be entitled to commit the Club to expenditure without the prior written agreement of the Committee. In case of need this authority may be given by three Officers (to include the Commodore or Vice Commodore and the Treasurer).

## **PROCEEDINGS OF THE COUNCIL**

**62.** The Council shall meet together for the despatch of the business, adjourn or otherwise regulate its meetings as it thinks fit. There shall be a quorum of five for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second casting vote.

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

**64.** The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present and may determine for what period he is to hold office but if no such Chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside the members of the Council present shall choose one of their number to be Chairman of the meeting

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

66. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit and any committee so formed shall in the exercise of the powers delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulation made by the Council

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

68. The Council shall cause proper records to be kept of all Written Resolutions (and of the signatures). The council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Club and of the Council and of committees of the Council and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary (if appointed) shall be evidence of the proceedings in agreeing to the Written Resolution and until the contrary is provided the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

69. Resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

#### **PROCEEDINGS OF THE COMMITTEE**

70. The Committee shall meet together for the dispatch of the sailing and sporting club business adjourn or otherwise regulate its meetings as it thinks fit but it shall meet not less than twice in every year

71. Any Officer or any four other members of the Committee may by notice in writing addressed to the honorary secretary stating as far as practical the business to be transacted require the secretary to convene a meeting of the Committee

72. Not less than 6 members of the Committee attending and entitled to vote shall be the minimum number required for a quorum.

73. Save as provided elsewhere in these Articles questions arising at any meeting of the Committee shall be decided by a majority of votes and in case of equality of votes the Chairman of the meeting shall have a casting vote

74. The Commodore or in his absence the Vice Commodore or in the absence of both Commodore and Vice Commodore one of the Rear Commodores shall take the chair at meetings of the Committee. If none of the Officers shall be present at any meetings within 15 minutes after the time appointed for holding the same the members of the Committee shall choose one of their number to act as Chairman

75. The Committee shall cause proper minutes to be made of all proceedings of the Committee and of any sub committee appointed by the Committee and of the attendance thereat.

76. The Committee may continue to act although their number is reduced by death retirement or otherwise below the number of eight provided that if at any time their number is reduced below eight the members of the Committee shall be empowered to appoint additional members to serve until the next Annual General Meeting

#### **ELECTION OF OFFICERS AND MEMBERS OF THE COUNCIL**

77. Nominations for Officers and Members of the Council to be elected at a General Meeting shall be in writing, shall indicate the nominee in the post for which he or she is nominated, be proposed and seconded by two members of the Club and contain a signed acceptance by the nominee of office if elected.

78. In the event of there being only one nominee for any one office or only such nominees for election to any Council that equal to the number of vacancies those persons nominated shall automatically be deemed to have been elected subject only to final approval by the membership at an Annual General Meeting

79. All nominations shall be sent to the Honorary Secretary in writing no later than four weeks before the date fixed for the Annual General Meeting.

80. If the number of candidates to be proposed and seconded for election to any office or to the Council exceeds the number of vacancies to be filled the election shall be conducted by ballot.

81. Subject as hereinbefore provided the election of Officers and Members of the Council if there are more candidates than there are vacancies shall take place in the following manner:- (a) A list of the candidates' names with the proposers' and seconders' names showing the office for which they are proposed shall be sent to each member of the Club with the notice convening the Annual General Meeting; (b) Balloting lists shall be prepared (if necessary) containing the names of the can-

didates only in alphabetical order and each person present at the Annual General Meeting qualified to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies; , (c) In case there shall not be sufficient number of candidates nominated the Council shall fill up the remaining vacancy or vacancies; (d) If any candidate after being elected declines to serve the candidate who has the next largest number of votes shall be deemed to be elected; (e) If two or more candidates obtain an equal number of votes the Officers shall elect by lot from such candidates the candidate or candidates who is or are to be elected.

#### **ELECTION OF OFFICERS AND MEMBERS OF THE COMMITTEE**

**82.** Nominations for Members of the Committee to be elected at a General Meeting shall be in writing, shall indicate the nominee in the post for which he or she is nominated, be proposed and seconded by two members of the Club and contain a signed acceptance by the nominee of office if elected.

**83.** In the event of there being only one nominee for any one office or only such nominees for election to any Committee that equal to the number of vacancies those persons nominated shall automatically be deemed to have been elected subject only to approval by the membership at an Annual General Meeting

**84.** All nominations shall be sent to the Honorary Secretary in writing no later than four weeks before the date fixed for the Annual General Meeting.

**85.** If the number of candidates to be proposed and seconded for election to any office or to the Committee exceeds the number of vacancies to be filled the election shall be conducted by ballot.

**86.** Subject as hereinbefore provided the election of Members of the Committee if there are more candidates than there are vacancies shall take place in the following manner:-

(a) A list of the candidates' names with the proposers' and seconders' names showing the office for which they are proposed shall be sent to each member of the Club with the notice convening the Annual General Meeting;

(b) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order and each person present at the Annual General Meeting qualified to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

(c) In case there shall not be sufficient number of candidates nominated the Committee shall fill up the remaining vacancy or vacancies;

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

(e) If two or more candidates obtain an equal number of votes the Officers shall elect by lot from such candidates the candidate or candidates who is or are to be elected.

#### **ACCOUNTS**

**87.** The Council shall cause accounting records to be kept in accordance with the requirements of the Act

**88.** The accounting records shall be kept at the office or subject to the provisions of the act at such other place or places as the Council shall think fit and shall always be open to the inspection of the officers of the Club

**89.** The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to inspection of members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Club except as conferred by Statute or authorised by the Council or by the Club in General Meeting.

**90.** The Council shall from time to time in accordance with the provisions of the Act causes to be prepared such income and expenditure accounts, balance sheets, and reports as required by the Act. The Council shall send a copy of the annual accounts together with a copy of the Council's report for that financial year and a copy of the Auditors report on those accounts to the Auditors and to every person entitled to receive the same in accordance with section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with section 241 of the Act or where there is in force an election by Elective Resolution to dispense with the laying of accounts and report not less than 28 days before the end of the period allowed for laying and delivering the same

#### **NOTICES**

**91.** Notice may be served by the Club upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members

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

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

## **DISSOLUTION**

**94.** If on winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Club but shall be transferred either to some other institution( whether or not a member of the Club) having CASC (Community Amateur Sports Club Scheme) having objects similar to the objects of the Club or to some institution (whether or not a member of the Club) the objects of which are the promotion of charity and anything incidental or conducive thereto such institution or institutions to be determined by the members of the Club at or before the time of dissolution

## **MISCELLANEOUS**

**95.** In addition to the powers given to the Council under Articles 18 and 21 and amplified in the Rules and Bye-Laws (i) if, at any time, any fees payable to the Club by any member or former member shall be three months or more in arrears (ii) if after one month from the date upon which an Annual Subscription becomes " due a craft does not display a valid craft sticker and goods in the ownership or possession of a member or former member remain upon land under the control of the Club, the Council may:- (a) Move the craft to any other part of the land under Club control without being liable for any loss or damage to the craft however caused. (b) Give one month's notice in writing to the member or former member at his last known address as shown in the Club Register and thereafter sell the craft and deduct any money due to the Club (whether by way of arrears of subscription, Craft Registration Fee or otherwise) from the proceeds of the sale before accounting for the balance (if any) to the member or former member.

### **PROVIDED ALWAYS THAT:**

Proper evidence is available to show that all reasonable steps have been taken to trace a member or former member and that when and if the craft is sold the proceeds of the sale ( less any indebtedness including costs associated with the disposal to the craft of the member or the former member to the Club) shall be placed upon a bank deposit account and retained against the eventuality of a claim by the owner (whether he be the said member or former member or otherwise) for a period of six years.

[www.bewlvalleysc.co.uk](http://www.bewlvalleysc.co.uk)