

No. of Company: 1053562

The Companies Acts 1948 to 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM AND ARTICLES OF ASSOCIATION

QUEEN MARY RESERVOIR SAILING CLUB LTD.

(Incorporated the 8th day of May 1972)

THE COMPANIES ACTS 1948 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

QUEEN MARY RESERVOIR SAILING CLUB LIMITED

1. The name of the Company (hereinafter called "the Club") is "QUEEN MARY RESERVOIR SAILING CLUB LIMITED"
2. The registered office of the Club will be situated in England.
3. The objects for which the Club is formed are:
 - (a) To establish, maintain and conduct a Club (carried on otherwise than for profit) for the following purposes:
 - (1) To encourage amateur yacht sailing and other sports, games and pastimes.
 - (2) To encourage the study of seamanship, pilotage and navigation, the improvement in design of cruising and racing yachts and boat building and sail making.
 - (3) To hold and arrange matches, races, regattas and competitions in yachting and other sports, pastimes and games and to offer and grant contributions towards the provision of prizes, awards and distinctions.
 - (4) To promote social activities and to provide accommodation with all the usual privileges and advantages of a Club for the purposes aforesaid.
 - (5) To buy, sell and deal in all kinds of boats, vessels, gear, equipment, fittings, apparatus, articles of apparel and materials in connection with the objects of the Club and all kinds of provisions required by the members of the Club.
 - (b) To provide Clubhouses and other facilities and conveniences for the use of members of the Club and to furnish and maintain the same and to permit the said Club and their guests, either gratuitously or upon such terms as shall be agreed upon, and to manage the affairs of the Club and generally to do whatever may seem best calculated to promote the interests of the Club.
 - (c) To provide all kinds of meals and refreshments, liquor (alcoholic or otherwise) tobacco and other articles for the use of members of the Club and their guests.
 - (d) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Club may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Club.
 - (e) To raise money by subscriptions and dues and to grant any rights and privileges to subscribers and members.

- (f) 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.
 - (g) To borrow or raise or secure the payment of money in such manner as the Club shall think fit and in particular by the issue of bonds, notes, debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Club's property (both present and future), including its guaranteed capital.
 - (h) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
 - (i) To pay out of the funds of the Club all expenses which the Club may lawfully pay with respect to the formation and registration of the Club.
 - (j) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
 - (k) To do all such other things as are incidental or conducive to the attainment of the above objects of any of them.
4. The liability of the members is limited.
5. Every Full member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that 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 the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £5.
6. The income and property of the Club shall be applied solely towards the promotion of its objectives as set out in this 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 and no Director of the Club shall be paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Club for discharging his duties as such. Nothing in this provision shall preclude the Club or any of its subsidiaries from employing a member or Director on normal arm's length terms to undertake duties (other than acting as a Director of the Club) as the Council may from time to time specify.

Names, addresses and descriptions of subscribers

J.M. Evans
19 Fern Close, Frimley, Surrey
Sales Manager.

P.J. Cowie,
16 Meadow Road, Claygate, Surrey
Chartered Engineer.

E.C. Lester,
Magnolias, Hamm Court, Weybridge, Surrey
Chartered Structural Engineer.

Peter Brewer,
14 Mulberry Trees, Shepperton, Middx.
Sales Consultant.

P. King,
24 Hawthorn Way, New Haw, Weybridge, Surrey
Chartered Accountant.

John Winson,
Lynton, 1 Alleyn Close, Penton Road, Staines, Middx.
Civil Engineer

A.C. Rix,
87 Ambleside Road, Lightwater, Surrey
Deputy Managing Director.

Dated this 11th day of April, 1972.

Witness to the above Signatures:

Alix Cowie,
St. Peter's Wharf,
Hammersmith Terrace,
W.6.

Official of Central Council
Physical Recreation.

THE COMPANIES ACTS 1948 to 2006

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

QUEEN MARY RESERVOIR SAILING CLUB LIMITED

(As altered by Special Resolutions dated 1st July 1979, 11th July 1985 and 10th July 1986, 29th September 1996, 24th September 1997, 6th July 2006, 15th June 2008)

DEFINITIONS

1. In these presents the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column if not inconsistent with the subject of context:

Words	Meanings
The Acts	The Companies Acts 1948-2006
These presents	These Articles of Association and the regulations of the Club from time to time in force
The Senior Executives	Up to two senior executive Officers as from time to time appointed by The Council and who hold contracts of service with the Club and its subsidiaries and who are nominated by The Council to be members ex officio
The Club	The above named Company
The Council	The Council for the time being of the Club
The Company Secretary	The person appointed by the Council to undertake the duties of Secretary defined in the Act
The Secretary	The person appointed by the Council to undertake such duties as are prescribed by the Council from time to time and whose contract of employment designates him the Secretary.
The Office	The registered office of the Club
The Seal	The Common Seal of the Club
The United Kingdom	Great Britain and Northern Ireland
In writing	Written, printed or lithographed or partly one and partly another or produced by any other mode of representing or reproducing words in a visible form

Any words importing the singular number only 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.

Subject as aforesaid any words or expressions defined in the Acts or any statutory modification thereof in force at the date on which these presents become binding on the Club shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

OBJECT

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

MEMBERSHIP

3. The number of members with which the Club proposed to be registered is unlimited.
4.
 - (a) No person shall be admitted a member of the Club unless he is first approved by the Council.
 - (b) The Council shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for its decision, but nothing herein contained shall entitle the Council to discriminate between applicants by reason of race, colour or creed, or occupation or religious or political persuasion.
5. There shall be the following classes of members:
 - (A) Full members:

Persons over the age of 18 years who shall have applied for full membership of the Club. Full members shall be entitled to all the amenities of the Club.
 - (B) Social members:

Persons over the age of 18 years who shall have applied for social membership of the Club. Social members shall not be entitled to vote at General meetings of the Club nor to use the amenities of the reservoir. Subject as aforesaid social members shall be entitled to the full amenities of the Club.
 - (C) Junior members:

Persons under the age of 18 years on the 1st of April. No junior members under the age of 18 years may vote at General meetings of the Club or purchase or consume or attempt to purchase or consume intoxicating liquor within the Club premises. Parents and guardians of persons under the age of 18 years will be responsible for their safety, actions and behaviour at the Club at all times. Subject to the aforesaid junior members shall be entitled to the full amenities of the Club.

(D) Honorary members:

Persons elected as honorary members by the Club in General meeting on the recommendation of the Council, provided that the total number of such honorary members shall not exceed 5% of the total of all members. Honorary members shall be entitled to the same benefits and privileges as full members.

(E) Affiliated Sailing members:

Persons from recognised organisations who are elected in accordance with such terms and regulations as may be laid down by the Council. Such members shall not be entitled to vote at General meetings of the Club but otherwise shall be entitled to all amenities of the Club.

(F) Affiliated Social members:

Persons over the age of 18 years from recognised organisations who are elected in accordance with such terms and regulations as may be laid down by the Council. Such members shall not be entitled to vote at General meetings of the Club, nor to use the amenities of the reservoir. Subject as aforesaid such members shall be entitled to the full amenities of the Club.

(G) Family members:

Full member together with their partner and all their children under the age of 18 years on the 1st April.

(H) Temporary members:

Persons who shall have applied to use the facilities of the Club for a period not exceeding three months on payment of such subscription or other fees as the Council shall from time to time determine. Any person who attends an Open meeting held by the Club shall automatically become a Temporary member on payment of the prescribed entry for the meeting. A Temporary member shall be entitled to use the amenities of the Club and the reservoir but shall not be entitled to vote at General meetings

(I) Student members:

Persons over the age of 18 years and under the age of 25 years on the 1st April who are receiving full time education. Such members shall not be entitled to vote at General meetings of the Club but otherwise shall be entitled to all amenities of the Club.

(J) Crew members:

Persons over the age of 18 years who shall have applied for crew membership of the Club. Crew members shall be entitled to all the amenities of the Club but undertake as a condition of membership that they will not normally take the helm when sailing. Crew membership will not preclude a Crew Member from taking the helm in exceptional circumstances or in an emergency situation.

6. The first members of the Club shall be:
- (a) The subscribers to the Memorandum of Association who shall be full Members
and
 - (b) such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained
7. Where any person desires to be admitted to membership of the Club he must sign and deliver to the Office an application for admission framed in such terms as the Council may require. The said application shall be prominently displayed in the Club premises for at least two weekends before the election takes place. Persons who are candidates for membership shall have no rights whatsoever to the use of the Club or its premises.
8. Members other than honorary members may be elected at any meeting of the Council duly convened for that purpose. Candidates shall be elected by a simple majority of the Council present at such meeting.

The provisions of Section 110 of the Companies Act 1948 shall be observed by the Club and every member of the Club shall either sign a written consent to become a member or sign the register of members on becoming a member

ENTRANCE FEE, SUBSCRIPTIONS AND BOAT FEES

9. An entrance fee shall be payable by each member on election which shall be such amount as the Council shall from time to time prescribe. Temporary and junior members shall not be required to pay an entrance fee.
10. A member shall not be required to pay an entrance fee if he has been a student or junior member, or the spouse or child of a family member, throughout the thirty six months preceding the date of his election. Where such membership has been for a period of less than thirty six months the Council may at its sole discretion waive payment of an entrance fee but otherwise an entrance fee shall be paid pro rata.
11. The annual subscription payable on election and on the 1st April in each year shall be such amount as the Council shall from time to time prescribe. Honorary members shall not pay an annual subscription during their Honorary period of membership.
12. Affiliated members shall pay such entrance fees and annual subscriptions as would have been payable had they been full members, student members, junior members or social members, as the case may be, subject to such regulations as may be laid down from time to time by the Council.
13. Authorised boat owning members shall pay boat fees of such amount as the Council shall from time to time prescribe.
14. A member elected after the 1st January in any year who shall have paid his subscription for that year shall not be required to pay any subscription for the following year.
15. No member shall be entitled to exercise any of the rights or privileges of membership while his subscription or boat fees are in arrears.

CESSATION OF MEMBERSHIP

16. A member wishing to retire from the Club shall notify the Secretary in writing of his intention to resign before 21st March in any year and upon receipt by the Secretary of such notice the rights of such person as a member of the Club shall cease.
17. A member who shall not have paid his subscription and boat fees by 1st June in the year in which it falls due shall upon that date automatically cease to be a member.
18. If any member shall refuse or neglect to comply with the provisions of the Memorandum and Articles of Association of the Club or with the bylaws of the Club or shall be guilty of any misconduct or omission which, in the opinion of the Council, is likely to be injurious to the Club, such member shall be liable to expulsion by resolution of the Council, provided that at least one week before the Meeting at which such resolution is passed a notice shall have been despatched to him at the address shown in the register of members, stating the nature of the resolution and the time and place at which it will be considered and intimating that he may attend and, before such a resolution is passed, give orally or in writing such explanation as he may think fit. The Council may, if they think fit and so specify in the notice, debar a member liable to expulsion from using Club premises pending consideration of such resolution. The Council shall vote on such a resolution by ballot which shall not be carried unless two thirds of the members of the Council attending the meeting vote in favour of such resolution.
19. A member of the Club shall also cease to be a member:
 - (a) On his resignation or death or
 - (b) On his bankruptcy, unless within one month of the declaration of bankruptcy the Club receive from the Trustee in Bankruptcy, in writing, consent to the continuation of membership including the payment of such amounts as may from time to time become due to the Club by way of fees, subscriptions or contributions under membership guarantees or
 - (c) Upon a report to the Council by the Secretary that he has received a notice from the Clerk to the Thames Water Authority or its successors in title requesting the Club to expel a member named in the notice and that he has despatched a copy of the notice to the member at his address shown in the register of members.
20. When a member of the Club ceases to be a member, he, his personal representatives, or his Trustee in Bankruptcy, as the case may be, shall remove any boat, trailer, trolley and other equipment owned by him from Club premises immediately. There shall be payable to the Club in respect of any boat which is not so removed a sum equivalent to the boat fee and, where applicable, the Keel boat mooring fee which would have been payable if the member had not ceased to be a member. Further the Club at all times shall have a lien over the boat, trailer, trolley, or other equipment in respect of all monies due to the Club in respect of arrears of fees or subscriptions or otherwise.

If after a period of six months from the date on which the member ceased to be a member, any such boat, trailer, trolley and other equipment has not been removed from Club premises, the Secretary may give notice in writing by sending it through the post by prepaid letter addressed to him at the last address which appeared in the register of members. Such notice shall require the person responsible to remove the boat, trailer, trolley or other equipment within 28 days. Failure to comply with such notice shall cause title to the boat, trailer, trolley or other equipment as the case may be to pass to the Club absolutely and shall entitle the Club to dispose thereof in any way which the Club in its absolute discretion thinks fit. The Council from time to time shall make regulations governing the disposal of any such boat, trailer, trolley or other equipment

21. No person who has been expelled from membership shall be re-elected or admitted to the Club as a guest without the sanction of the members of the Club in General meeting.

GUESTS

22. (a) Any member may introduce as his guest any person provided that the member so introducing enters the name and address of the said guest and his own name in a book kept for such purpose and at no time leaves the Club premises while the said guest is thereon . No member may introduce any guests more than six times in any calendar year. No member may introduce more than two adult guests in any one day and no one guest may use the amenities of the Reservoir more than three times in any calendar year, irrespective of who introduces such guest.

(b) Any member introducing a guest shall ensure that the guest complies with the rules and bye-laws of the Club and the regulations of the Council for the time being in force.
23. Any full member may purchase from the Secretary a Crew pass authorising that member to introduce a guest on each occasion the member visits the Club during any calendar year. The cost of such pass shall be such sum as the Council shall from time to time prescribe.

GENERAL MEETINGS

24. 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 Council and shall specify the meeting as such in the notice 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 Annual General Meeting and that as long as the Club holds its first Annual General Meeting within 18 months after its incorporation or in the following year.
25. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
26. The Council may, whenever they think fit, convene an Extraordinary General Meeting and upon the requisition in writing of not less than thirty Full members for the time being of the Club it shall call an Extraordinary General Meeting to consider such matters as shall be stated in the requisition and the provisions of Section 132 of the Companies Act 1948 shall apply.
27. 21 days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a special resolution, and 14 days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents entitled to receive such notice from the Club.
28. The accidental omission to give notice of a meeting or to send any voting or ballot paper or other document to or the non receipt of such notice, voting or ballot paper or other document by any person entitled to receive such notice or document shall not invalidate any resolution passed or proceeding had at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

29. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the Income and Expenditure accounts and Balance Sheet and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of and the fixing of the remuneration of the Auditors. Any member wishing to transact special business at a General Meeting shall give notice thereof to the Company Secretary at least five weeks before the date of such meeting.
30. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided thirty members personally present and entitled to vote shall be a quorum.
31. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present and entitled to vote shall be a quorum .
32. The Commodore shall preside as Chairman at every meeting and if at any meeting he shall not be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present and entitled to vote shall choose some member of the Council, or if no such member be present or if all the members of the Council present decline to take the chair, they shall choose some member of the Club who shall be present and entitled to vote to preside.
33. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
34. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of a show of hands, demanded by the Chairman or by at least one third of the members present in person or by proxy and entitled to vote, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried, by a particular majority, and an entry to that effect in the Minute Book of the Club shall be conclusive evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
35. Subject to the conditions of Article 36 if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
36. No poll may be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

37. The Chairman of the Meeting shall not be entitled to vote, whether on a show of hands or on a poll. In the case of equality of votes, the Chairman shall be entitled to a casting vote.
38. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

39. At the Annual General Meeting or a General Meeting of the Club, full members and the wives of family members shall have one vote; other members shall be entitled to attend at such meetings but shall not be entitled to vote.
40. Votes may be given on a poll either personally or by proxy. On a show of hands if a member is present only by proxy he shall have no vote but a proxy for a corporation may vote on a show of hands. A proxy need not be a member of the Club.
41. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.
42. The instrument appointing a proxy and a power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
43. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
44. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

Queen Mary Reservoir Sailing Club Limited

I

of

a member of Queen Mary Reservoir Sailing Club Ltd.

hereby appoint

of

and failing him

of

to vote for me and on my behalf at the (Annual or Extraordinary or adjourned, as the case may be) General Meeting of the Club to be held on the day of and at every adjournment thereof .

As Witness my hand this

day of

19

45. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

OFFICERS

46. The Club shall appoint the following Officers of the Club by election at the Annual General Meeting of the Club:

A Commodore
A Vice Commodore
Two Rear Commodores
A Treasurer
47. The Officers shall hold office until the conclusion of the next Annual General Meeting. The retiring Officers shall be eligible for re-election except that the Commodore, Vice Commodore and Rear Commodores shall not hold the same office for more than three consecutive years and thereafter shall not be eligible for re-election to that office for a period of one year.
48. Subject to the provisions of Article 15 a candidate for election as an Officer of the Club shall be eligible for election if he is a full member of the Club whose nomination, duly proposed and seconded in writing by full members of the Club and accompanied by a signed statement of his willingness to stand for election shall have been received by the Company Secretary fourteen days before the date of the Annual General Meeting.
49. The Council shall appoint a full member of the Club to fill any vacancy caused by the death of, or the termination of membership of the Club or resignation of his appointment by an Officer, such an appointee to hold office until the conclusion of the Annual General Meeting .
50. The members of the Council shall be:
 - (a) the Officers ex officio
 - (b) not more than 10 full members of the Club elected by the Club in General Meeting
 - (c) not more than 2 full members of the Club appointed by the Council in accordance with Article 51
 - (d) the Senior Executives ex officio
51. The Council may appoint a full member of the Club as a Council member to hold office until the conclusion of the next Annual General Meeting if that member has not unsuccessfully sought election to Council at the immediately preceding Annual General Meeting and Council considers he will make a substantial contribution to the Council's proceedings.
52. (a) The first members of the Council shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them. At the first Annual General Meeting of the Club all members of the Council shall retire from Office.
(b) Articles 53, 54 and 55 shall not apply to the Senior Executives for the time being. For the purpose only of the calculations required by Article 53 the membership of The Council shall be determined as if the Senior Executives was not a member of The Council.
53. At the Annual General Meeting in every subsequent year one half of the Council members for the time being, or if their number is not a multiple of two, then the nearest number below one half shall retire from office. Should the number of Council members indicating a wish not to continue in office be less than the number required to retire from office, then the Council members to retire every year shall be those who have been longest in office since their election but as between Council members who were elected on the same day those to retire shall be determined by lot. (If they do not agree among themselves).
54. Retiring Council members shall be eligible for re-election except that Council members shall not hold office for more than five consecutive years and shall not thereafter be eligible for re-election for a period of one year.

55. Subject to the provisions of Article 15 a candidate for election as a Council member shall be eligible for election if he is a full member of the Club whose nomination, duly proposed and seconded in writing by full members of the Club and accompanied by a signed statement of his willingness to stand for election shall have been received by the Company Secretary fourteen days before the date of the Annual General Meeting
56. The Council may appoint a full member of the Club to fill any vacancy caused by the death of or the termination of membership of the Club or resignation of his office by an elected Council member, such appointee to hold office until the conclusion of the next Annual General Meeting

PROCEEDINGS OF THE COUNCIL

57. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes, and in the case of an equality of votes the Chairman shall have a second or casting vote. Any member of the Council may, and the Secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member thereof for the time being absent from the United Kingdom.
58. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be five. A meeting of the Council at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Council.
59. The continuing members of the Council may act notwithstanding any vacancies, but, if and so long as the number of members of the Council is reduced below the minimum number fixed by or in accordance with these presents, the continuing members or member of the Council may act for the purpose of filling up such vacancies or of summoning General Meetings of the Club, but for no other purpose. If there be no members or member of the Council able or willing to act, then any two members of the Club may summon a General Meeting for the purpose of appointing members of the Council.
60. The Commodore, failing whom the Vice Commodore, shall preside as Chairman at every meeting of the Council. If at any meeting neither be present within five minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be Chairman of the Meeting.
61. The Council shall manage the affairs of the Club in accordance with the provisions of the Memorandum of Association and these presents and shall make such bye-laws, rules and regulations as they think fit as to the management of the Club and its premises, including the determination of the times at which the Club's premises shall be opened and closed and the times during which alcoholic refreshments may be supplied to members .
62. The Council may delegate any of their powers to sub-committees consisting of such members as they see fit, provided that every sub-committee shall consist of not less than four persons, and provided that no less than one quarter of the members of every sub-committee shall consist of members of the Council. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Council. Any such regulations may provide for or authorise the co-option to the sub-committee of members of the Club not being members of the Council.

63. The meetings and proceedings of any sub-committee shall be governed by the provisions of these presents regulating the meetings and proceedings of the Council so far as the same are applicable and are not superseded by any regulations made by the Council.
64. Minutes are to be made of all proceedings of the Council and of any sub-committee appointed by the Council, and of the attendances thereat .

DISQUALIFICATION OF COUNCIL MEMBERS

65. The office of a member of the Council shall be vacated:
- (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - (b) if he ceases to be a member of the Club;
 - (c) if by notice in writing to the Club he resigns his office;
 - (d) if he becomes of unsound mind
 - (e) if he is removed from office by resolution duly passed pursuant to Section 184 of the Companies Act 1948.
66. In addition and without prejudice to the provisions of Section 184 of the Companies Act 1948 the Club may by extraordinary resolution remove any member of the Council before the expiration of his period of office and may by ordinary resolution appoint another full member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same had he not been removed.
67. Any member of the Council who is disqualified or vacates his office shall ipso facto cease to be a member of any Committee of the Council.

SECRETARIES

68. The Secretary shall be appointed by the Council for such term, and such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
69. The Company Secretary shall be appointed by the Council and any Company Secretary so appointed may be removed by them.

THE SEAL

70. The Council shall provide for the safe custody of the Seal which shall only be used by the authority of the Council or the Committee of the Council authorised by the Council in that behalf; and every instrument to which the Seal should be affixed shall be signed by a member of the Council and shall be countersigned by the Company Secretary or by a second member of the Council or by some other person appointed by the Council for that purpose.

ACCOUNTS

71. The Council shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Club;
 - (c) the assets and liabilities of the Club.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Club's affairs and to explain its transactions.

72. The books of account shall be kept at the Office or, subject to Section 147(3) of the Companies Act 1948 at such other place or places as the Council think fit and shall always be open to the inspection of the Council.
73. Once at least in every year the accounts of the Club shall be examined and the correctness of the Income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
74. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Companies Act, 1948 the members of the Council being treated as the directors mentioned in those Sections. In the event of the person appointed as Auditor being unwilling or unable to act the Council shall appoint a substitute to act in his place.
75. A copy of the audited accounts shall be prominently displayed in the Club premises for at least 14 days immediately prior to the Annual General Meeting in each year.

NOTICES

76. A notice may be served by the Club upon any member, either personally or by sending it through the post by prepaid letter, addressed to such member at his notified address as appearing in the register of members.
77. 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 in the post and in proving such service it shall be sufficient to prove that it was properly addressed, stamped and posted.

DISSOLUTION

78. Clause 5 of the Memorandum of Association relating to the winding-up and dissolution of the Club shall have effect as if the provisions thereof were repeated in this Article. Upon the winding-up and dissolution of the Club the assets shall not be divided among the members but shall be transferred to some other organisation which in the opinion of the members is of a similar character and has similar objects to the Club.

ERROR: undefined
OFFENDING COMMAND:

STACK: