

**Crawley Mariners Yacht Club Ltd.**

**Reg. No. 1286163**

**Articles of Association**

**As revised by the resolution passed at the Annual General Meeting held on 27<sup>th</sup> November 2019**

**Interpretation**

1. In these articles "the Act" means the Companies Acts 1985 to 2006, "the Club" means Crawley Mariners Yacht Club Ltd. Unless the context otherwise requires, words or expressions contained in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Club.

**Objects**

2. The Club is established for the purposes expressed in the memorandum of association.

**Membership**

3. The number of full members in respect of which the Club proposes to be registered is 1,000 but the Committee may, whenever the business of the Club requires it, register an increase in numbers.
4. Membership of the Club shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs; or of age, sex or disability except as a necessary consequence of the requirements of sailing as a particular sport. The Committee 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 refusal may be made to the Club's members and against expulsion, in accordance with Article 11
- 5a. The first members of the Club shall be the signatories to the memorandum of association and these articles. Every person who at the date of incorporation was a member of the unincorporated club known as "Crawley Mariners Yacht Club" referred to in paragraph 3(a) of the memorandum of association and who shall within such period as the Committee determine, sign and deliver to the Membership Secretary the form of membership prescribed by the Committee, shall become a member of the Club.
- 6a. The application for membership of every such candidate shall be delivered to the Membership Secretary, and shall be in such form as the Committee may from time to time prescribe.
- 6b. Every application for membership shall be accompanied by a remittance to cover the entrance fee, where applicable, and the appropriate subscription from the date of application to the end of the Club's financial year. In the event of non-election such remittance shall be returned to the candidate.
- 6c. Every proposal for membership shall be notified to the committee and the candidate shall be elected by a majority vote at either a committee Meeting or by email ballot.
7. Membership shall be divided into the following categories:
  - (a) **Full membership** which shall be open to any person of 18 years and over. A full member shall be entitled to vote, to be elected to the Committee and to use all the facilities of the Club.
  - (b) **Membership for people under 18** is available as set out below. Every application for this category of membership shall be supported by a form of indemnity, the wording of which will be determined by the Committee, signed by his or her parent or guardian, indemnifying the Club against all liabilities, actions, loss, damage and injury howsoever caused to or by the member.  
Members under 18 may, subject to the current Bye-Laws, use the club's facilities but shall not be entitled to vote or be elected to committee.
  - (c) **Family membership** which shall be open to a person aged 18 or over, and shall include Full Membership and Under 18 membership, as appropriate for any member of his or her family residing at the same address as the person applying for family membership. The person granted Family Membership shall indemnify the Committee in respect of each child under 18 as defined in Article 7b. Only two Full Members within the Family Membership shall be entitled to vote.
  - (d) **Honorary membership** which may be conferred by the Committee at their discretion without entry fee or subscription. Honorary membership shall lapse after the period for which it is granted. An honorary member shall not be entitled to vote at general meetings or to be elected to the Committee but may use all the facilities of the Club.
  - (e) **Student membership** which shall be open to any person of 18 years and over receiving full time education. A student member shall enjoy all rights and privileges of full membership.
  - (f) **Affiliated membership** is open to schools and youth organisations at the discretion of the Committee. Members of affiliated youth groups or organisations may take part in the Club's Sailing Programme as a group under the direct supervision of their own adult teachers or leaders. An organisation seeking Affiliate membership shall produce to the Committee an agreed form of indemnity signed by an appropriate senior member of that organisation indemnifying the Club against all liabilities, actions, loss, damage or injury howsoever caused to or by their members. Affiliate membership may also be made available to adult organisations or companies, members of which may take part as individuals without the requirement for supervision. Members of an Affiliated Group shall be entitled to make use of the Club's facilities on conditions and at times agreed with the Committee. The leader or an approved representative of an Affiliated Group shall be entitled to one vote at a General Meeting but no members of an Affiliated Group may be elected or co-opted to the Committee.

**(g) Social Membership** shall be open to former members or persons who are recommended by current members.

A Social Member shall not be entitled to vote at general meetings, be elected to the committee or sail at the club other than as a guest but may use all the other facilities of the club.

### **Subscriptions**

- 8a.** The amount of annual and other subscriptions, entrance fees, discounts and late payment fees payable by members of the Club shall be determined annually by a majority vote of the members present and voting at the Annual General Meeting **with the exception of Affiliated Membership which shall be agreed by Committee.** Family/Full members who reach 65 during the membership year shall be entitled to a reduction in the annual subscription of such sum as the Membership at the General Meeting may prescribe.
- 8b.** The subscriptions of members shall be payable on such day or days as may be resolved in General Meeting from time to time.
- 8c.** A member whose subscription is not paid by one month after the due date therefore shall be notified by post, and in the event of non-payment by three months after the due date, the Committee may remove his name from the list of members.
- 8d.** No member shall be entitled to exercise any rights or privileges of membership three months after the due date for payment of any subscription during such time as the subscription remains outstanding.

### **Privileges**

- 9.** Subject to the express provisions of these articles and to the memorandum of association and to any bye-laws for the time being in force as hereinafter provided, all members of the Club shall be entitled at all times to use in common the premises and property of the Club, and to be supplied at such charges as the Committee shall from time to time determine, with such facilities as are provided by the Club for use of its members.

### **Resignation**

- 10.** Any member may resign his or her membership of the Club by giving notice in writing of his intention delivered to the Membership Secretary or deposited at the registered office of the Club.

### **Expulsion**

- 11a.** Every member on election impliedly undertakes to be bound by these articles and by any bye-laws made thereunder, and any refusal or neglect to do so, or any conduct unworthy of a member or injurious to the Club, shall render such member liable to expulsion.
- 11b.** If the Committee considers that a member may be liable to expulsion, the Secretary shall send to such a member a notice specifying the conduct considered to make him so liable and informing him of the date when the Committee will next consider the matter, and inviting him either to explain such conduct at such meeting, or to elect before such date to do so at a general meeting, or to resign.
- 11c.** If such member neither resigns nor offers any explanation satisfactory to the Committee, nor elects to explain at a general meeting, the Committee may on or after such date, resolve that such a member be expelled, such a resolution requiring the votes of three-quarters of members of the Committee present and voting thereon. Voting shall be by secret ballot. Appeal against such a decision may be made to the Club's members in accordance with Article 4
- 11d.** If such member elects to explain at a general meeting, there shall be sent to members with notice convening the meeting, any reasonable written representations which such member at the time of such election submit for that purpose.
- 11e.** At such meeting the members present and voting may by a majority resolve that such member be expelled, Voting on such resolution shall be by secret ballot.
- 11f.** Upon due passing of a resolution under paragraph 11c or 11e above, such member shall cease to be a member of the Club and shall accept the decision of the Committee or members so expressed as final.

### **Meetings**

- 12a.** Every member of the Club shall have the right to attend general meetings of the Club but only full members subject to the qualification given under 7c shall have the right to receive notice of meetings and vote thereat.
- 12b.** Every full member shall be given at least 6 weeks notice of an Annual General Meeting and 21 days notice of any other general meeting.
- 12c.** The Club shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in *the* notice calling it, and not more than 14 months shall elapse between the date of one annual general meeting and that of the next. The annual general meeting shall be held at such a time and place as the Committee shall appoint.
- 12d.** Notice of any alteration or addition to the Articles of Association, or other motion, intended to be proposed by a member shall be given to the Secretary in writing at least 8 weeks before the same is to be proposed at the Annual General Meeting. Any such proposal shall be set out in the notice convening the meeting.
- 13.** All general meetings other than the annual general meeting shall be called extraordinary general meetings.
- 14a.** The Committee may call an extraordinary general meeting whenever it thinks fit, and shall do so within 28 days of receiving a requisition made in writing by any 12 full members which shall state the object of the meeting proposed to be called, and be signed by the requisitionists and be deposited at the registered office of the Club.
- 14b.** If the Committee shall fail so to convene an extraordinary general meeting, the requisitionists may themselves

convene a meeting.

15. The accidental omission to give notice of any meeting to or the non-receipt by any member shall not invalidate the proceedings at that meeting.

### **Proceedings at General Meetings**

16. All business shall be deemed special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting with the exception of the consideration of the accounts and reports, the election of auditors, officers, and members of the Committee, and the fixing of the remuneration of the auditors.
17. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Ten full members present in person or by proxy shall be a quorum.
18. If within half an hour from the time appointed for a 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 such date, time and place as decided by the committee and shall be notified to members at least 8 days prior to the new meeting date, and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the full members present shall be a quorum.
19. The chairman may with the consent of 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 the business left unfinished at the meeting from which the adjournment took place.
20. At any meeting, unless a poll is demanded by the chairman or by at least one third of the full members personally present, a declaration by the chairman that a resolution has or has not been carried and an entry to the effect in the book of proceedings of the Club shall be conclusive evidence of the fact, without proof of the number of the votes recorded in favour of or against the resolution. At all general meetings the chair shall be taken by the senior flag officer present, or if no flag officer is present, by some other member chosen by the meeting. Every question unless otherwise expressly provided by the Act or by these articles, shall be decided by a majority of votes. Every full member subject to the qualification given under 7a shall have one vote and in the case of equality of votes, the chairman shall have a second or casting vote.
- 20a. If a poll is demanded in manner aforesaid the same shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20b. On a poll, votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor. The instrument appointing a proxy shall 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. Any instrument appointing a proxy shall be in the following form:- "I ... of (address) being a full member of Crawley Mariners Yacht Club Ltd. hereby appoint . . . of (address) as my proxy to vote for me and on my behalf at the annual (or extraordinary) general meeting of the Club to be held on the ... day of ... and at any adjournment thereof. Signed this ... day of . . . "

### **Committee and Officers**

23. The Officers of the Club shall, when possible, consist of the Commodore and three Vice Commodores as follows: Vice Commodore (Finance and Administration), Vice Commodore (Estate), Vice Commodore (Sailing). The Commodore and Vice Commodores shall be flag officers. Other Officers shall be the Honorary Secretary, The Honorary Treasurer, and the Membership Secretary elected as herein provided. If appropriate a Vice Commodores role may be combined with that of one of the other Officers. The Committee may appoint a Committee or other Club members to vacant offices as appropriate.
- 24a. Subject to paragraph 24b hereof the Committee shall consist of the officers of the Club and such full members of the Club elected as herein provided, as shall bring the total number of Committee members to a, maximum of fourteen. The Officers and other Committee members shall be elected at the annual general meeting in every year and each shall hold office until the end of the following annual general meeting when he shall retire but shall be eligible for re-election. After serving for 5 or more years in succession, an officer or ordinary Committee member may not stand for re-election to the same, or a different post, if the number of nominations for that post is equal to or exceeds vacancies. They shall become eligible for re-election at the AGM following that at which they retire.
- 24b. The first officers shall be the persons holding the equivalent offices in Crawley Mariners Yacht Club as at the date of incorporation and shall be deemed to have been elected. Until the first annual general meeting there shall be no other Committee members except any full members whom the said officers may co-opt for the purpose and such officers and any co-opted members shall constitute the Committee and shall retire at the first annual general meeting but be eligible for re-election.

25. Each candidate for election to the Committee (except retiring members offering themselves for re-election) shall have his or her nomination duly proposed and seconded in writing, such nomination to be received by the Secretary at least 5 weeks before the day of the annual general meeting. In case of an excess of nominations election shall be by ballot.
26. The Committee may invite any person or persons to serve as President or Vice President of the Club.
27. No member of the Committee shall receive any remuneration for his or her services in the capacity of Committee member or officer but nothing herein contained shall be deemed to prohibit the payment of expenses properly incurred on behalf of the Club.
28. There shall not be any age limit for Committee members and accordingly subsections (1) - (6) of the Act shall not apply.
29. A full member may be appointed by the Committee to fill any casual vacancy arising amongst the Committee members or officers. Such person shall retire at the next following annual general meeting but be eligible for re-election.
30. The office of a Committee member or officer shall be vacated
  - (a) if he dies or is expelled from membership of the Club
  - (b) if he absents himself from Committee meetings for a period of six calendar months without special leave of absence from the Committee.
  - (c) if he gives the Committee one calendar months notice in writing that he resigns his office
  - (d) if he is removed by an extraordinary resolution passed at a general meeting of the Club.

### **Powers and Duties of Committee**

31. Once at least every year the Committee shall lay before the Club in general meeting an account of income and expenditure for the period since the preceding account. A balance sheet shall be made out in every year and laid before the Club in general meeting, made up to date not more than 6 months before such meeting, and a copy thereof shall, 21 days previously to the meeting, be sent to the full members and auditors. Every such account and balance sheet shall be accompanied by a report of the Committee, and the account, report and balance sheet shall be approved by all members of the Committee and signed on their behalf by the Commodore and Honorary Treasurer.
32. The Committee shall exercise all such powers and do all such things as may be exercised or done by the Club, save such as by these articles or by any statute for the time being, in force required to be exercised or done by the Club in general meeting, and may act notwithstanding vacancies.
33. A quorum for a meeting of the Committee shall be half its members and subject to Article (11 c) a resolution of the Committee shall be valid if passed by a majority of Committee members attending a meeting. Subject to the foregoing the Committee shall regulate its own procedure.
- 34a. The Committee may from time to time make, alter, and repeal bye-laws regulating the use of the Club premises, water, and facilities, the admission of guests, the holding of regattas and sailing matches, and generally for the good conduct of the affairs of the Club. Such bye-laws shall, provided they are not inconsistent with these articles of the Club for the time being, be binding on all members and may require members to perform at the request of an appropriate officer or Committee member such duties as may be necessary in the running of the Club's annual sailing programme.
- 34b. The Committee shall appoint a Sailing Sub-Committee consisting of the Sailing Secretary as chairman, at least two other Committee members, and such other full members as the Committee shall think fit, and may depute to such Sub-Committee the power to make bye-laws concerning and generally to regulate the Club's annual sailing programme.
- 34c. The Committee may from time to time delegate any of their powers except borrowing powers to such Sub-Committee or Sub-Committees, consisting of one or more members of the Club, and not necessarily a committee member or members, as they shall think fit to appoint, (but the Committee or a general meeting may revoke any such delegation or appointment) provided that no sub-committee concerned with the purchase for the Club or with the supply by the Club of intoxicating liquor shall include any members who are not Committee members. Any sub-committee shall, in the exercise of the powers so delegated, conform to any regulations that may be prescribed by the Committee.
35. The sailing rules shall be those of the International Sailing Federation and the prescriptions of the Royal Yachting Association or the successor body to either of these.

### **Notices**

36. Every member shall advise the Membership Secretary of his postal and email address and changes thereto, or that of his bankers or agents, and all notices required by these rules to be sent or given to members shall be deemed to have been duly sent or given if sent to either such address and the sending of a single notice shall be deemed to have been received by all full members named within a family membership as residing at either such address.

### **Audit**

37. The Committee shall appoint an independent examiner who will review the accounting records of the club and the

accounts prepared for members and will report any matters arising to the committee and the club at the AGM.

#### **Seal**

- 38.** The Committee shall provide for the safe custody of the common seal of the Club. The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence and witnessed by the signatures of at least one flag officer and the Secretary, or such other person or persons as the Committee may appoint for the purpose.

#### **Dissolution**

- 39.** In the event of the dissolution of the Club, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the members of the Club, but shall be given or transferred to one or more of the following approved sporting or charitable bodies:

1. A registered charitable organisation(s)
2. Another club that is a registered CASC
3. The sport's national governing body for use by them for related community sports

#### **Disputes**

- 40.** Any disputes between members or ex-members as to the interpretation of these articles or any bye-laws made thereunder or as to any matter affecting the Club not covered thereby, shall be referred to the Committee whose decision thereon shall be final.