



**Articles of Association  
of  
Crawley Mariners Yacht Club Limited (the “Club”)**

**Registration No. 1286163**

Approved at the AGM by the Members of the Club on 26 November 2025

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These Articles of Association define the internal rules, regulations and procedures for the management of the Club.

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## 1 INTERPRETATION AND DEFINED TERMS

1.1 In these Articles, unless the context requires otherwise:

<b>Act</b>	means the Companies Act 2006;
<b>AGM</b>	means an Annual General Meeting of the Club;
<b>Articles</b>	means these Articles of Association, and Article refers to a particular provision in them;
<b>Affiliate Membership</b>	See Byelaw 2.16 for full definition;
<b>Byelaws</b>	means Byelaws of the Club from time to time amended by the Committee;
<b>Club</b>	means the Company regulated by these Articles;
<b>Committee</b>	means collectively the elected Members, Officers/ Directors of the Club;
<b>Companies Acts</b>	means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Club;
<b>Director</b>	means a Director of the Club, all Officers of the Club shall be Directors;
<b>Full Member</b>	means a Member who is entitled to vote, may be elected to the Committee and may use all the facilities of the Club;
<b>General meetings</b>	Formerly known as an "extraordinary general meeting". A General Meeting is a non-routine meeting called for a specific purpose by the Committee or Full Members;
<b>Member</b>	means all Members irrespective of category of membership, whose name is entered in the Club's Register of Members and Membership shall be interpreted accordingly;
<b>Officers</b>	has the meaning given in Article 5.1. All Officers of the Club are Directors;
<b>Ordinary resolution</b>	means a resolution passed by a simple majority of the Full Members;
<b>Register of Members</b>	means a record of all Members as maintained by the Membership Secretary;
<b>Secretary</b>	means the company secretary of the Club;
<b>Special resolution</b>	means a resolution of the Full Members passed by a majority of not less than 75%; and
<b>Water sports</b>	means sporting, recreational and other activities carried out in water-borne craft of any description powered by the wind or by mechanical means, or any associated water sports activities offered by the Club.

1.2 These Articles are supplemental to the Byelaws. Nothing in these Articles is intended to contradict the Byelaws and, in the event of any inconsistency between any provision of these Byelaws and any provision of the Articles, the Articles will prevail.

1.3 Unless the context otherwise requires words or expressions contained in this document bear the same meaning as in the Byelaws and vice versa.



## **2 LIABILITY OF FULL MEMBERS**

2.1 The liability of each Full Member is limited to £1.00, being the amount that each Full Member undertakes to contribute to the assets of the Club in the event of its being wound up while they are a Full Member or within one year after they cease to be a Full Member, for:

- 2.1.1 payment of the Club's debts and liabilities contracted before they cease to be a Full Member;
- 2.1.2 payment of the costs, charges and expenses of winding up; and
- 2.1.3 adjustment of the rights of the contributors among themselves.

## **3 OBJECTS**

3.1 The Club is established for the purposes as stated in the Memorandum of Association, dated 27th October 1976, and the income and property of the Club shall be applied solely to promoting the objects of the Club as set out therein.

## **4 POWERS**

4.1 The Club has the power to meet the objects in Article 3.1, and:

- 4.1.1 establish, maintain and conduct a Water sports Club;
- 4.1.2 promote and hold, either alone or jointly with any other association, Club or persons, meetings, competitions and regattas for the purpose of competitive Water sports and to offer, give, or contribute towards prizes, medals, and awards;
- 4.1.3 provide advice or information;
- 4.1.4 co-operate with other bodies;
- 4.1.5 accept gifts and raise funds;
- 4.1.6 borrow money;
- 4.1.7 give security for loans or other obligations;
- 4.1.8 acquire or hire property of any kind;
- 4.1.9 let or dispose of property of any kind;
- 4.1.10 set aside funds for special purposes or as reserves against future expenditure;
- 4.1.11 deposit or invest its funds in any manner;
- 4.1.12 delegate the management of investments to a financial expert;
- 4.1.13 insure the property of the Club against any foreseeable risk and take out other insurance policies to protect the Club when required;
- 4.1.14 employ paid or unpaid agents, staff or advisers;
- 4.1.15 enter into contracts to provide services to or on behalf of other bodies;
- 4.1.16 establish or acquire subsidiary companies; and
- 4.1.17 do anything else within the law which promotes or helps to promote the objects set out in Article 3.1.



- 4.2 The Committee shall exercise all such powers and do all such things as may be exercised or done by the Club except for anything (in these Articles or by any statute for the time being in force), that requires such things to be exercised or done by the Club in General Meeting.
- 4.3 The Committee may delegate any of their powers (defined in the Sub-committee Terms of Reference), except borrowing powers, to such sub-committee(s). The members of the Sub-committee shall be appointed by the Committee. Any Members of the Club may be appointed to a Sub-committee; they do not need to be Committee member(s). Any sub-committees shall, in the exercise of the powers so delegated, conform with these Articles, Sub-committee Terms of Reference, Byelaws and any regulations that may be prescribed by the Committee.

## 5 OFFICERS AND COMMITTEE MEMBERS

- 5.1 The Flag Officers of the Club are the Commodore, Vice Commodore (Sailing), Vice Commodore (Finance & Administration) and Vice Commodore (Estate). The Officers are Honorary Treasurer, Honorary Secretary and the Membership Secretary (collectively the Flag Officers and Officers are referred to as "Officers"), all of whom must be Full Members and must also meet any other conditions and comply with any duties and responsibilities set out in any Byelaws.
- 5.2 Officers and Committee members shall be elected at the AGM every year and each shall hold office until the end of the AGM the following year when they shall retire but shall be eligible for re-election. After serving for 5 or more years in succession, an Officer or 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.
- 5.3 On appointment of a new Commodore, the outgoing Commodore shall become the Rear Commodore and, for a period of 12 months, provide the new Commodore with any assistance they reasonably require carrying out their duties and responsibilities. The Rear Commodore shall not be required to remain on the Committee.
- 5.4 The Officers, as Directors of the Club, are responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club. Committee Members who are not Directors act on the authority of the Officers of the Club.
- 5.5 All Committee members (Including the Officers) are elected by the Full Members at an AGM or co-opted by the Committee to fill a vacancy, in accordance with any procedures set out in Article 5.
- 5.6 A Committee member's or Director's term of office automatically terminates if they:
  - 5.6.1 ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law;
  - 5.6.2 are absent for a period of 4 consecutive calendar months without special leave of absence from the Committee;
  - 5.6.3 are incapable, whether mentally or physically, of managing their own affairs;
  - 5.6.4 resign by written notice to the Committee with a successor in place; or
  - 5.6.5 leaves the Club; or
  - 5.6.6 are removed by the Full Members.



## **6 PROCEEDINGS AT COMMITTEE**

- 6.1 The Committee shall consist of the Officers and such Full Members as elected at the AGM or co-opted by the Committee, which shall bring the total number of Committee members to a maximum of fourteen (14).
- 6.2 The quorum for Committee meetings may be fixed from time to time by a decision of the Committee, but it must never be less than 50%, and, unless otherwise fixed, it is 50% of the total Committee members.
- 6.3 A meeting of the Committee may be held either in person and/or by suitable electronic means. The notice shall specify whether the meeting shall be an electronic or an in-person meeting.
- 6.4 The Commodore will preside at each meeting or if the Commodore is unable or unwilling to do so, some other Officer chosen by the Committee members present will preside at the meeting.
- 6.5 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all Officers (other than any conflicted Officer who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose, the resolution may be contained in more than one document.
- 6.6 Every Committee Member has one vote on each issue and, in case of equality of votes, the chairman of the meeting has a casting vote.

## **7 REMUNERATION AND EXPENSES**

- 7.1 The Committee Members shall not receive any remuneration for their service.
- 7.2 The Club may pay any reasonable expenses which the Committee Members properly incur in connection with the discharge of their responsibilities in relation to the Club. See the Reimbursement and Payments to Members Policy.

## **8 CONFLICTS OF INTEREST**

- 8.1 In accordance with the requirements set out in Article 8.2, the Committee may authorise any situation in which a Committee member has, or may have, a direct or indirect interest that conflicts, or could potentially conflict, with the interests of the Club. Without such authorisation, a Committee member who is a Director would be in breach of their duty under Section 175 of the Act to avoid conflicts of interest.
- 8.2 Any authorisation under Article 8.1 shall be effective only if:
  - 8.2.1 the matter in question shall have been proposed by any Committee member for consideration in the same way that any other matter may be proposed to the Committee;
  - 8.2.2 any requirement as to the quorum is met without counting the interested Committee member; and
  - 8.2.3 the matter was agreed to without the interested Committee member voting or would have been agreed to if the interested Committee member's vote had not been counted.



- 8.3 A Committee member is not required solely by virtue of holding the position (or the fiduciary relationship it entails) to account to the Club for any remuneration, profit, or other benefit derived from a conflict-of-interest situation. Provided that the conflict has been duly authorised by the Officers in accordance with these Articles or by the Full Members at a General Meeting. This is subject to any applicable terms, limits, or conditions attached to the authorisation. Additionally, no contract shall be deemed void on these grounds.
- 8.4 If a proposed decision of the Committee is concerned with an actual or proposed transaction or arrangement with the Club in which a Committee member is interested, that Committee member is not to be counted as participating in the decision-making process for quorum or voting purposes, unless the Committee member's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 8.5 Where the number of non-conflicted Committee members is less than the quorum for the purposes of approving a resolution authorising any situation or transaction constituting a conflict as anticipated by the Companies Acts, the quorum shall be all the non-conflicted Committee members.
- 8.6 When all the Committee members of the Club are conflicted, the Club shall pass the conflict to the Full Members for approval by ordinary resolution at a General meeting.

## **9 APPLICATIONS FOR MEMBERSHIP**

- 9.1 To become a Member, a person shall complete an application for Membership in a form approved by the Committee (except for parents/carers of Junior Members who become Temporary Members by default); and pay any subscriptions or affiliation fees due. Every Member shall provide an up-to-date address and other Membership details as required in the Register of Members.
- 9.2 Every new Membership, or leavers, shall be reported to the Committee by the Membership Secretary monthly.
- 9.3 The Committee may establish different classes of Membership and decide who will be eligible for admission to the Club and what their rights and obligations will be, as set out in the Byelaws.
- 9.4 The Committee may refuse applications for Membership only for good cause, such as conduct or character likely to bring the Club into disrepute. Appeals against the Committee's decision to reject an application for Membership may be passed to a sub-committee, whose decision is final.
- 9.5 The maximum number of Full Members which the Club proposes to register is 500 but the Committee may, whenever the business of the Club requires it, register an increase in numbers.

## **10 MEMBERSHIP SUBSCRIPTION AND FEES**

- 10.1 The amount of annual and other subscriptions, entrance fees, discounts and late payment fees payable by members of the Club shall be proposed by the Committee and determined annually by a majority vote of the Full Members present and voting at the AGM with the exception of Affiliated Membership which shall be agreed by Committee.

## **11 TERMINATION OF MEMBERSHIP**



11.1 The Process for termination of membership is set out in Bylaw 18.

## 12 GENERAL MEETINGS AND AGMS

- 12.1 The Officers shall determine whether a General Meeting is to be held in person and/or via electronic means. The Officers may call General Meetings whenever and at such times and places (including electronic platforms) as they shall determine.
- 12.2 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 the Bylaws shall have the right to vote. Full Members are entitled to attend General Meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Secretary 24 hours before the commencement of the meeting, see Article 12.10).
- 12.3 A General Meeting may be called by the Officers at any time and must be called within 21 days of a written request from at least 12 Full Members which shall state the object of the meeting proposed to be called and be signed by the Full Members and be deposited at the registered office of the Club.
- 12.4 General meetings are called on at least 14 and not more than 28 clear days' written notice indicating the business to be discussed and (if any resolutions are to be proposed) setting out the terms of the proposed resolutions.
- 12.5 There is a quorum at a General Meeting if the number of Full Members present in person or by proxy is at least ten. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- 12.6 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting if convened on the request of Full Members shall be dissolved. In any other case it shall stand adjourned until such date, time and place as decided by the Officers and shall be notified to Full 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.
- 12.7 The chairman may, with the consent of the Full Members, 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.
- 12.8 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 minutes 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 an Officer of the Club present, or if no Officer is present, by some other Committee member chosen by the Full Members present. Every resolution unless otherwise expressly provided by the Act or by these Articles, shall be decided by a majority of votes. Every Full Member shall have one vote and in the case of equality of votes, the chairman shall have a second or casting vote.
- 12.9 If a poll is requested, it will be conducted in the manner directed by the chair. The outcome of the poll will decide the result of the resolution.



12.10 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 sent via email to the email address specified in the notice not less than 24 hours before the time of holding the meeting at which the person named in such instrument proposes to vote. Any instrument appointing a proxy shall be in the following form:- "I (name) of (address) being a Full Member of Crawley Mariners Yacht Club Ltd., hereby appoint (name) of (address) as my proxy to vote for me and on my behalf at the Annual or General Meeting of the Club to be held on the ... day of ... and at any adjournment thereof. Signed this ... day of ...".

12.11 The Club must hold a General Meeting as an Annual General Meeting ("AGM") in each year in addition to any other General Meetings in that year and must specify the meeting as the AGM in the notices calling it. An AGM requires at least 6 weeks' notice. The annual General Meeting shall be held at such a time and place as the Directors shall determine.

12.12 At the AGM Members must:

- 12.12.1 receive the accounts of the Club for the previous financial year;
- 12.12.2 receive a written report on the Club's activities;
- 12.12.3 elect and or to re-elect Officers and Committee members to fill the vacancies arising;
- 12.12.4 appoint the Club's accountants; and
- 12.12.5 appoint an Independent Account Examiner to review the accounts for the Club.
- 12.12.6 Table of notice period for General Meetings & AGMs

Type of meeting	Notice given by	Notice period
General meeting called by Full Members	Full Members (minimum of 12) to Directors to call a General Meeting	21 days (plus the notice period below)
General meeting	Directors to Members	Minimum of 14 days, maximum of 28 clear days' notice
Annual General Meeting	Directors to Members	6 weeks (42 days)

### 13 RECORDS AND ACCOUNTS

13.1 The Directors must comply with the requirements of the Companies Acts as to keeping records, the independent review of accounts and the preparation and transmission to the Registrar of Companies of information required by law including:

- 13.1.1 annual returns;
- 13.1.2 annual reports; and
- 13.1.3 annual statements of account.

13.2 The Directors must also keep records of all:

- 13.2.1 proceedings at meetings of the Directors;
- 13.2.2 resolutions in writing;
- 13.2.3 reports of Committees; and



- 13.2.4 professional advice obtained.
- 13.3 Accounting records relating to the Club must be made available for inspection by any Director at any time during normal office hours and may be made available for inspection by Members who are not Directors if the Directors so decide.
- 13.4 A copy of the Club's Governing Documents and latest available statement of account must be supplied on request to any Director.

## **14 DIRECTOR AND COMMITTEE MEMBER INDEMNITY**

- 14.1 Subject to Article 14.2 the Club may, to the extent permitted by law, indemnify any current or former Director or Committee member out of the Club's assets against:
  - 14.1.1 The cost of defending themselves in civil or criminal proceedings, provided they are successful, acquitted or granted relief by the court; and
  - 14.1.2 any liability they incur to a third party (someone other than the Club) in connection with carrying out their role.
- 14.2 The Club cannot indemnify a Director or Committee member against liability to the Club itself arising from their own negligence, default, breach of duty or breach of trust; or fines, penalties, or other liabilities that the law does not permit the Club to cover.

## **15 COMMUNICATIONS**

- 15.1 Notices and other documents to be served on Members under these Articles or the Companies Acts may be served:
  - 15.1.1 by post;
  - 15.1.2 by email; or
  - 15.1.3 through publication in the Club's newsletter or on the Club's website.
- 15.2 The only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the Register of Members.
- 15.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
  - 15.3.1 24 hours after being sent by electronic means, posted on the Club's website or delivered by hand to the relevant address;
  - 15.3.2 two clear days after being sent by first class post to that address;
  - 15.3.3 three clear days after being sent by second class;
- 15.4 A technical defect in service of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

## **16 AMENDING THE ARTICLES**

- 16.1 These Articles may be amended by special resolution of the Full Members.

## **17 DISSOLUTION**



17.1 If the Club is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Club, but shall be given or transferred, as the sole discretion of the Directors, to:

- 17.1.1 a registered charity and/or
- 17.1.2 some other Club with purposes similar to those of the Club and/or
- 17.1.3 the national governing body for the sport of sailing for use by that organisation for related community sports.

## **18 DISPUTES**

18.1 Any disputes between Members or ex-members as to the interpretation of these Articles or the Byelaws or any matter affecting the Club not covered in the Club's Articles and Byelaws, shall be referred to the Committee whose decision shall be final.