THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

HAYLING ISLAND SAILING CLUB LIMITED

COMPANY NO. 16464456

ADOPTED ON NOVEMBER 2ND 2026

1. **Definitions and Interpretation** 4
2. **Objects** 6
3. **Powers** 7
4. **Liability of Members of the Club** 8
5. **Members** 8
6. **Member Subscriptions** 9
7. **Other Classes of Membership** 9
8. **Termination of Club Membership** 9
9. **Cessation of Membership** 10
10. **Calling General Meetings** 10
11. **Business at General Meetings** 10
12. **Notice of General Meetings** 11
13. **Attendance By Non-Voting Members** 11
14. **Quorum for General Meetings** 11
15. **Chairing General Meetings** 12
16. **Decision-Making by Members** 12
17. **Appointment of Proxies** 13
18. **Written Resolutions** 13
19. **General Committee** 14
20. **Number of General Committee Members** 14
21. **Flag Officer Appointment and Terms** 15
22. **Executive Appointment and Terms** 15
23. **Non-Executive Appointment and Terms** 16
24. **Director Termination** 16
25. **Calling a General Committee Meeting** 16
26. **Decisions Made by the General Committee** 17
27. **Quorum for General Committee Meetings** 17
28. **Chairing General Committee Meetings** 17
29. **Conflicts of Interest** 18
30. **Procedural Defects** 18
31. **Application of Income and Surplus** 19
32. **Winding Up** 19
33. **Delegation By the General Committee** 20
34. **Change of Name and Articles** 20
35. **Rules** 20
36. **Minutes** 21

37. Records and Accounts 21
38. Communications 21
39. Irregularities 22
40. Indemnity and Insurance 22

1. Definitions and Interpretation

1.1 In these Articles, unless the context otherwise requires:

Act	the Companies Act 2006 (as defined in section 2 of the 2006 Act)
AGM	Autumn General Meeting
Articles	the Club's articles of association for the time being in force which can only be amended by Special Resolution
Ballot Officer	the general manager of the Club, or such other independent person who is not a member of the General Committee, appointed to administer the ballot in accordance with Article 21.3
Circulation Date	in relation to a written resolution, has the meaning given to it in the Act
Clear Days	in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect
Club	Hayling Island Sailing Club Limited as regulated by these Articles
Club Member	any person who is paying a subscription to be a member of the Club and is admitted as a member of the Club according to the categories of membership as set out in the Rules from time to time, or is a Life Honorary Member or Honorary Member, including both Voting Members and Non-Voting Members
Communicate	includes both outgoing and incoming communication and means the ability for participants to hear and be heard, including the use of supplementary text-based features, but does not mean solely text based communication
Director	all General Committee members are Directors of the Club
Document	includes, unless otherwise specified, any document sent or supplied in electronic form
Electronic form and electronic means	has the meaning given to such terms in Section 1168 of the Act
Executives	those fulfilling roles set out in Article 20.3 who are also Directors
Flag Officers	those fulfilling roles set out in Article 20.2 who are also Directors

General Committee	the Directors of the Club as elected or appointed under Articles 20.1 as General Committee members
General Meeting	a meeting of the Voting Members of the Company duly convened and held in accordance with the Articles and the Act
Guarantee	the liability of each Voting Member of the Club as set out in Article 4
Honorary Member	an honorary member of the Club as more particularly described in the Rules from time to time. An Honorary Member is not a Voting Member.
Life Honorary Member	a life honorary member of the Club as more particularly described in the Rules from time to time.
Non-Executives	Directors of the Club who are appointed to the General Committee in accordance with article 23
Non-Voting Member	a Club Member who is not a Voting Member. A Non-Voting Member is not a member of the company for the purposes of the Act
Objects	the objects of the Club as stated in Article 2
Ordinary Resolution	a resolution passed by a simple majority of Voting Members
Present	in person, Virtually or by proxy
Rules	any Rules, byelaws and policies of the Club in place from time to time in accordance with Article 35
SGM	Spring General Meeting
Special Resolution	a resolution passed: (a) at a meeting of the Members by a majority of not less than 75% of the Voting Members Present and voting upon the resolution which has been specified as a Special Resolution in the notice calling the meeting; or (b) in the case of a written resolution, passed by not less than 75% of the Voting Members voting upon the resolution.
Surplus	excess of income over expenditure
Transfer Date	the date of the acceptance of all assets and undertakings from the Unincorporated Club to the Club with a view to carrying on its business

Unincorporated Club	the unincorporated association known as Hayling Island Sailing Club governed by Rules last amended on 19th October 2025,
United Kingdom	Great Britain and Northern Ireland
Virtually	means by telephone link, video link, or other technology enabling all participants to Communicate with one another in real time without being physically present in the same place
Voting Member	a person over the age of 18 who is admitted to membership in accordance with Article 5. All Voting Members are members of the company for the purpose of the Act
Writing	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act will have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and will not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an Article is a reference to the relevant Article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

1.5.1 any subordinate legislation from time to time made under it; and

1.5.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.6 A reference to one gender will include all genders.

1.7 The singular will include the plural and vice versa.

1.8 Any phrase introduced by the terms including, include, in particular or any similar expression, will be construed as illustrative and will not limit the sense of the words preceding those terms.

1.9 The Model Articles for Private Companies Limited by Guarantee contained in Schedule 2 to the Companies (Model Articles) Regulation 2008 (SI 2008/3229) will not apply to the Club.

2. Objects

2.1 The Club is established for the following purposes:

2.1.1 to acquire and take on the whole of the business and assets of the Unincorporated Club; and

2.1.2 to promote excellence in racing under sail and to encourage cruising under sail and/or power through:

a. developing and nurturing a club culture based on social interaction, member engagement, team spirit and safety;

b. facilitating and encouraging participation and enjoyment of all forms of sailing and water sports as approved by the General Committee;

c. inspiring current and future generations in the pursuit of sailing excellence;

d. offering world class events and championships;

e. ensuring financial sustainability for the Club, its resources and facilities; and

f. protecting and sustaining our local natural environment.

2.2 The Club is a non-profit making organisation and all Surplus shall be used to maintain or improve the Club and its facilities.

3. Powers

3.1 In pursuance of the Objects, the Club has the power to:

3.1.1 promote and hold, either alone or jointly with another party, meetings, competitions and regattas;

3.1.2 accept or refuse any gift and raise funds;

3.1.3 borrow money and give security for loans or other obligations;

3.1.4 establish or purchase any subsidiary companies;

3.1.5 sell, lease or otherwise dispose of property of any kind;

3.1.6 acquire or hire property of any kind;

3.1.7 open and operate bank accounts;

3.1.8 deposit or invest its funds in any manner;

3.1.9 hire out or share the facilities of the Club with any other association, club or persons on any terms;

3.1.10 organise and provide education and training;

3.1.11 establish or support or aid in the establishment and support of any organisation formed for objects similar to the Objects;

3.1.12 enter into partnership or other arrangement with any other body with objects similar to the Objects;

3.1.13 acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any other body including any body having objects similar to the Objects;

3.1.14 enter into contracts to provide services;

3.1.15 employ and pay any person or persons;

3.1.16 co-operate with other bodies;

3.1.17 take out such insurance policies as are necessary to protect the Club;

3.1.18 provide indemnity insurance for the Directors or any other Club Member acting under the direction of the General Committee in accordance with and subject to the conditions in Sections 232-234 of the Act; and

3.1.19 do anything lawful which promotes the Objects or is conducive or incidental to doing so.

4. Liability of Members of the Club

4.1 The liability of each Voting Member is limited to £1, being the amount that each Voting Member guarantees to contribute to the assets of the Club in the event of its being wound up while they are a Voting Member, or within one year after they cease to be a Voting Member, for:

4.1.1 payment of the Club's debts and liabilities contracted before they cease to be a Voting Member; and

4.1.2 payment of the costs, charges and expenses of the winding up; and

4.1.3 adjustment of the rights of the contributories among themselves.

5. Members

5.1 For the purposes of the Act, membership of the Club is limited to Voting Members.

5.2 Other Club Members shall be permitted to use and enjoy the facilities of the Club as may be set out in the Rules but shall not be Voting Members for the purposes of the Act.

5.3 No person will become a Voting Member unless:

5.3.1 they are a natural person;

5.3.2 that person is over the age of 18 years old;

5.3.3 that person has completed an application for membership in a form approved by the General Committee from time to time;

5.3.4 the General Committee has approved the application; and

5.3.5 the member subscription and any applicable entrance fee has been paid as set out in the Rules.

5.4 The General Committee may refuse an application for Club membership, if they consider it to be in the best interests of the Club to refuse the application.

5.5 Every person who was a voting member of the Unincorporated Club, over the age of 18 and is paying a subscription as an Adult Single, Adult Couple, part of a Family Subscription or is a Life Honorary Member as set out in the Rules and who, in the timeframe specified by the General Committee, completes an application form agreeing to the stipulated conditions will be admitted as a Voting Member of the Club.

5.6 A Life Honorary Member of the Unincorporated Club will be deemed to be a Voting Member on confirmation of their guarantee in a form determined by the General Committee, but without any subscription requirement.

5.7 The Club will maintain a register of Voting Members and any person ceasing to be a Voting Member will be removed from the register.

5.8 The General Committee may establish different categories of Club Members and decide who will be eligible for admission to them and what their rights and obligations will be.

5.9 Membership is not transferable.

6. Member Subscriptions

6.1 An annual subscription will be payable on 1 January in each year or on acceptance as a Club Member on any other date in accordance with the Rules.

6.2 The entrance fee and annual subscription for all categories of Club Members will be determined by the General Committee from time to time.

7. Other Classes of Membership

Other classes of Non-Voting Members not providing the Guarantee under these Articles may be recommended by the General Committee from time to time and be set out in the Rules.

8. Termination of Club Membership

8.1 A Club Member's membership (this includes, for the avoidance of doubt, a Voting Member's membership as a Voting Member) of the Club is terminated if:

8.1.1 they die;

8.1.2 they resign by giving the Club three months' written notice. Any resignation shall take effect without prejudice to such Club Member's liability to pay their annual membership subscription in respect to the period in which the resignation takes place;

8.1.3 any sum due from the Club Member to the Club is not paid in full within two months of it falling due, and the General Committee resolves that the membership of that Club Member be terminated; or

8.1.4 they cease to be a Club Member under the Rules.

8.2 Any Club Member who is removed pursuant to Articles 8.1.3 or 8.1.4 must be notified. No Club Member removed under 8.1.3 or 8.1.4 may become a Club Member in the future other than by unanimous decision of the General Committee.

9. Cessation of Membership

Any person, on ceasing to be a Club Member, shall forfeit all right to have any claim upon the Club, its property and funds (except for any claim to the repayment of any loan made to the Club or which may not be excluded by law).

10. Calling General Meetings

10.1 The AGM will be held in the autumn of each year.

10.2 The SGM will be held in the spring of each year.

10.3 The General Committee may call a General Meeting of the Voting Members at any time, and such a meeting will be held in accordance with the Act.

10.4 General Meetings may be held as physical or hybrid meetings, where some Voting Members attend electronically and some attend physically, and it will be for the General Committee to determine the format.

10.5 The General Committee must call a General Meeting if they receive a request to do so from not less than 5% of the Voting Members, in accordance with section 303 of the Act. The meeting must be called within 21 days of the receipt of the request and must be held within 28 days of the date of the notice calling the meeting.

10.6 If the General Committee fails to call a meeting following a request from the Voting Members under Article 10.5, the Voting Members may convene a General Meeting in accordance with Section 305 of the Act.

11. Business at General Meetings

11.1 The business at an AGM shall include:

11.1.1 a report from the Sailing and House Sub-committees and such other sub-committees as the General Committee shall consider appropriate;

11.1.2 the retirement, appointment or re-appointment of the General Committee in accordance with articles 21, 22, 23 and 24;

11.1.3 conducting such business as may arise therefrom;

11.1.4 the appointment of auditors;

11.1.5 deciding upon any resolution submitted to the meeting, as provided for in Article 11.3; and

11.1.6 considering any other business the General Committee shall deem appropriate.

11.2 The business at an SGM shall include:

11.2.1 receiving the balance sheet and statement of accounts for the past year;

11.2.2 receiving the report from the Rear Commodore Finance on the balance sheet and statement of accounts;

11.2.3 approving the rolling five-year forward plan;

11.2.4 deciding upon any resolution submitted to the meeting, as provided for in Article 11.3; and

11.2.5 considering any other business the General Committee shall deem appropriate.

11.3 Any Voting Member who wishes to propose a motion at an AGM or SGM shall give no less than 38 days' notice in writing to the General Committee, naming the seconder. Each such motion will then be included in the agenda for and notice calling the meeting.

12. Notice of General Meetings

12.1 No business may be conducted at any General Meeting unless a notice has been sent to every Voting Member and Director which:

12.1.1 sets out the time, date, place and the general nature of the business of the meeting;

12.1.2 sets out the text of any resolution which is proposed to be passed at the General Meeting; and

12.1.3 is given in hard copy form, electronic form or by means of the website, in accordance with section 309 of the Act, or partly by one such means and partly by another.

12.2 The minimum periods of notice required to hold a General Meeting of the Club are:

12.2.1 21 clear days for a SGM, an AGM or a General Meeting called for the passing of a Special Resolution; and

12.2.2 14 clear days for all other General Meetings.

12.3 A General Meeting may be called on shorter notice if it is so agreed by a 90 per cent majority in number of Voting Members having a right to attend and vote at the meeting.

13. Attendance By Non-Voting Members

The General Committee may permit Club Members who are Non-Voting Members or other persons who are not Voting Members of the Club to attend and speak at a General Meeting.

14. Quorum for General Meetings

14.1 No business will be transacted at any General Meeting unless a quorum is Present. A quorum is the lower of:

14.1.1 40 Voting Members, or

14.1.2 10% of Voting Members

who are Present and entitled to vote on the business to be conducted at the meeting.

14.2 If a quorum is not Present from the time appointed for the meeting or if during the meeting a quorum ceases to be Present, the meeting will be dissolved if it was called upon the requisition of Voting Members. In any other case:

14.2.1 the meeting will be adjourned to such time and such place as determined by the General Committee; and

14.2.2 the General Committee must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting; and

14.2.3 if no quorum is Present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting, the Voting Members Present at that time will constitute the quorum for that meeting.

15. Chairing General Meetings

15.1 The Commodore will chair General Meetings of the Club or, if they are absent, they may delegate the chairmanship to another member of the General Committee. If neither the Commodore nor the delegated chair is Present within 15 minutes, the Voting Members Present and entitled to vote must choose one of their number to chair the meeting.

15.2 In the event of an equality of votes, the chair will have a second casting vote. This does not apply if the chair is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Decision-Making by Members

16.1 The decisions in this sub-clause must be approved by Special Resolution:

16.1.1 borrowing money and giving security for loans or other obligations, in excess of £100,000 in aggregate during any financial year, or any other higher amount which may be agreed by Ordinary Resolution from time to time;

16.1.2 selling or otherwise disposing of the Club's freehold property other than the grant of a lease for a term of less than 7 years; or

16.1.3 acquiring, amalgamating or merging with, or undertaking all of the property, liabilities and engagements of any other body.

16.2 Subject to the Act, at any general meeting:

16.2.1 every Voting Member Present will on a show of hands have one vote unless before, or on the declaration of the result of, the show of hands a poll is demanded; and

16.2.2 every Voting Member Present will on a poll have one vote.

16.3 Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not

disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.

16.4 Unless a poll is demanded, the declaration by the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.

16.5 A technical defect in the voting process of which the Voting Members are unaware at the time, does not invalidate a decision taken at a General Meeting or a written resolution of the Voting Members.

16.6 A poll on a resolution may be demanded—

16.6.1 in advance of the general meeting where it is to be put to the vote, or

16.6.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

16.7 A poll may be demanded by—

16.7.1 the chairman of the meeting;

16.7.2 the directors;

16.7.3 two or more persons having the right to vote on the resolution; or

16.7.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

16.8 A demand for a poll may be withdrawn if—

16.8.1 the poll has not yet been taken, and

16.8.2 the chairman of the meeting consents to the withdrawal.

16.9 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

17. Appointment of Proxies

17.1 A Voting Member is entitled to appoint a proxy, in accordance with the Act, to exercise all or any of their rights to attend (including Virtually) and to speak and vote at a General Meeting.

17.2 The appointment of a proxy under Article 17.1, must be notified to the General Committee in writing 24 hours before the commencement of the meeting at which the proxy is due to be Present.

18. Written Resolutions

Except where otherwise provided by these Articles or the Act, a written resolution as defined in the Act (whether an Ordinary or a Special Resolution) is as valid as an

equivalent resolution passed at a General Meeting. For this purpose, the written resolution may be set out in more than one document.

19. General Committee

19.1 The General Committee is responsible for the management of the Club's business, for which they may exercise all powers of the Club other than those decisions specifically reserved to the Voting Members as set out in Article 16.1.

19.2 Each General Committee member is a Director of the Club for the purposes of the Act.

19.3 No-one may be a General Committee member unless they are a Voting Member.

19.4 A General Committee member may not appoint an alternate General Committee member or anyone to act on their behalf at General Committee meetings.

19.5 Unless otherwise agreed by the General Committee, no person shall be eligible for election as a member of the General Committee unless they have been a Voting Member for at least two years.

20. Number of General Committee Members

20.1 The number of General Committee members shall be no fewer than six and no more than 12 consisting of the three Flag Officers listed at Article 20.2, three Executives listed at Article 20.3, and six elected Non-Executives.

20.2 The Flag Officers are appointed in accordance with article 21 and hold the following roles:

20.2.1 Commodore

20.2.2 Vice Commodore Sailing

20.2.3 Vice Commodore House

20.3 The Executives are appointed in accordance with article 22 and hold the following roles:

20.3.1 Chair of the Membership Committee

20.3.2 Chair of the Estates Committee

20.3.3 Rear Commodore Finance

20.4 Where the number of General Committee members falls below the minimum required by article 20.1 the remaining General Committee members may, notwithstanding any other provision of these Articles, co-opt such number of eligible Voting Members as is necessary to restore the General Committee to the minimum number required, provided that if the number of co-opted General Committee members exceeds the number of elected General Committee members the General Committee must call a General Meeting to address this. Any such co-opted General Committee member shall hold office only until the next AGM and shall be eligible for election. For the avoidance of doubt, this Article 20.4 provides the only circumstances in which a Non-Executive may be co-opted.

20.5 The failure to elect a General Committee member will not invalidate any proceedings of the General Committee but any Flag Officer or Executive vacancy that reduces the number of General Committee members below the minimum specified in Article 20.1 must be filled as soon as reasonably practicable.

20.6 The general manager of the Club may attend a meeting of the General Committee by invitation but shall not vote or count towards quorum.

20.7 The first General Committee members will be those who held the corresponding role in the Unincorporated Club and will be automatically appointed as the General Committee of the Club on the Transfer Date. Their terms of office shall be inherited from the terms of office that they held in the Unincorporated Club.

21. Flag Officer Appointment and Terms

21.1 The Flag Officers are to be elected by the Voting Members at an AGM and may be co-opted by the General Committee should a vacancy occur, in accordance with any procedures set out in the Rules. Any co-opted Flag Officer will retire at the next AGM following their appointment but will be eligible for election.

21.2 The Flag Officers will retire at each AGM but will be eligible for re-election, except that no one may:

21.2.1 hold office for more than three consecutive years

21.2.2 unless otherwise agreed by the General Committee in accordance with article 21.3.

21.3 Where it is in the best interests of the Club for a Flag Officer to be eligible for re-election beyond three consecutive years up to a maximum of a total of five consecutive years, the General Committee may approve this by a two-thirds majority subject to the following:

21.3.1 the Flag Officer whose eligibility is being determined must leave the room/absent themselves for the discussion and vote and not participate in any way;

21.3.2 the chair of the General Committee (to be appointed in accordance with Article 28.1) must:

a. direct that the vote will be by secret ballot; and

b. appoint a Ballot Officer to administer the ballot.

21.3.3 each member of the General Committee must give their vote confidentially to the Ballot Officer, so that only the Ballot Officer knows both the identity of the voter and how they voted; and

21.3.4 the Ballot Officer shall count the votes and declare the outcome of the vote.

22. Executive Appointment and Terms

22.1 The Executives are to be elected by the Voting Members at an AGM or co-opted by the General Committee should a vacancy occur, in accordance with any procedures

set out in the Rules. Any co-opted Executive will retire at the next AGM following their appointment but will be eligible for election.

22.2 Executives will retire at each AGM but will be eligible for re-election.

23. Non-Executive Appointment and Terms

23.1 Up to six Non-Executives are to be elected by the Voting Members at an AGM in accordance with any procedures set out in the Rules.

23.2 Elected Non-Executives will retire at each AGM such that there is one vacancy for elected Non-Executives on the General Committee. They will be eligible for re-election.

23.3 Elected Non-Executives will retire in order of seniority calculated from the date of their most recent election. In the case of equal seniority, the order of retirement shall be determined by lot, if agreement between those concerned cannot be obtained.

24. Director Termination

24.1 A General Committee member will cease to hold office if:

24.1.1 their term of office expires;

24.1.2 they cease to be a Voting Member of the Club;

24.1.3 they are removed by Ordinary Resolution of the Voting Members pursuant to the Act;

24.1.4 they cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;

24.1.5 they have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;

24.1.6 in the written opinion of a registered medical practitioner who is treating them, they have become physically or mentally incapable of acting as a Director and may remain so for more than three months;

24.1.7 they resign by written notice to the Club, provided that at least six General Committee members will remain in office once the resignation takes effect;

24.1.8 they are absent from all General Committee meetings held within a period of six consecutive months, without the permission of the General Committee, which resolves that their office be vacated; or

24.1.9 they are removed by a resolution passed by a two thirds majority of other General Committee members on the basis that their removal as a Director is in the best interest of the Club.

24.2 Before passing any resolution under Article 24 the General Committee shall first invite the views of the Director concerned and consider the matter in light of any such views.

25. Calling a General Committee Meeting

25.1 The General Committee shall meet not less than eight times per year and at least every two months. Any additional meeting may be called by the Commodore, the chair appointed in relation to the meeting in accordance with Article 28 or at the request of six General Committee members.

25.2 Notice of a meeting need not be in writing but must be given to each member of the General Committee and must specify:

25.2.1 the proposed date and time of the meeting;

25.2.2 where the meeting is to take place; and

25.2.3 if it is anticipated that the General Committee members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

25.3 A General Committee meeting may be either in person and/or by electronic means agreed by the General Committee members, by which all those participating in the meeting are able to communicate with all other participants.

26. Decisions Made by the General Committee

26.1 A decision of the General Committee is usually taken by majority vote at a meeting of the General Committee but may also be made when two thirds of all General Committee members, eligible to vote under Article 29, indicate to each other by any means in Writing that they share a common view on a matter.

26.2 A decision may not be taken in accordance with this Article if the eligible General Committee members would not have formed a quorum at a meeting of the General Committee.

27. Quorum for General Committee Meetings

27.1 The quorum for a General Committee meeting is six which must include at least one Flag Officer or Executive as set out in Articles 20.2 and 20.3.

27.2 Unless a quorum is Present, no proposal is to be voted on, except a proposal to call another meeting.

27.3 If the quorum cannot be met because all Flag Officer and Executive roles are vacant, the General Committee may not take any decision other than a decision to call a General Meeting to appoint such General Committee members as are required to meet the quorum requirements set out in Article 27.1.

28. Chairing General Committee Meetings

28.1 The Commodore will act as chair for General Committee meetings. In the Commodore's absence or abstention from a vote, the chair will be appointed from amongst the following in order of priority: Vice Commodore Sailing, Vice Commodore House or any other General Committee member appointed by those Present at the meeting.

28.2 In the event of an equality of votes, the chair will have a second casting vote. This does not apply if the chair is not to be counted as participating in the decision-making process for quorum or voting purposes.

29. Conflicts of Interest

29.1 A General Committee member must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Club, or in any transaction or arrangement entered into by the Club, which has not previously been declared.

29.2 If a proposed decision of the General Committee is concerned with an actual or proposed transaction or arrangement with the Club in which a General Committee member is interested, that General Committee member is not to be counted as participating in the decision-making process for quorum or voting purposes, unless in the opinion of the other members of the General Committee that General Committee member's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

29.3 Where the number of non-conflicted General 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 Act, the quorum will be all the non-conflicted General Committee members.

29.4 The General Committee may, in accordance with the requirements set out in Article 29.5, authorise any situation in which a General Committee member has or can have, a direct or indirect interest that conflicts or possibly may conflict with the interests of the Club which would, if not authorised, involve a General Committee member breaching their duty under Section 175 of the Act, to avoid conflicts of interest.

29.5 Any authorisation under Article 29.4 will only be effective if:

29.5.1 the matter in question was proposed by any General Committee member for consideration in the same way that any other matter may be proposed to the General Committee; and

29.5.2 any requirement as to the quorum is met without counting the interested General Committee member; and

29.5.3 the matter was agreed to without the interested General Committee member voting or would have been agreed to if the interested General Committee member's vote had not been counted.

29.6 When all General Committee members are conflicted, the Club will pass the conflict to the Voting Members for approval by Ordinary Resolution.

30. Procedural Defects

A procedural defect of which the General Committee was unaware at the time will not invalidate any decisions taken at that General Committee meeting.

31. Application of Income and Surplus

31.1 The income of the Club will be applied solely in furtherance of the Objects and no part of the income or property of the Club may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit, to any Voting Member or General Committee member. This will not prevent:

31.1.1 the provision of facilities or services to any Club Member;

31.1.2 the provision of facilities or services to any General Committee member in their capacity as a Club Member;

31.1.3 the payment or provision in good faith of:

a. reasonable and proper remuneration to any Club Member for any goods or services supplied to the Club provided that Article 31.2 applies if such a member is a General Committee member; or

b. interest on money lent by a Club Member to the Club at a reasonable and proper rate; or

c. reasonable and proper rent for premises demised or let by a Club Member to the Club; or

d. reasonable out-of-pocket expenses properly incurred by a General Committee member when acting on behalf of the Club; or

e. Directors' indemnity insurance purchased by the Club for the benefit of its General Committee members.

31.2 A General Committee member may only be paid for goods or services supplied to the Club if:

31.2.1 there is a written agreement between the Club and the General Committee member setting out the amount or the maximum amount that they may be paid; and

31.2.2 the amount is fair and reasonable in all the circumstances; and

31.2.3 there is a majority of General Committee members who have not been paid for goods and services to the Club.

32. Winding Up

32.1 On the winding up or dissolution of the Club, after provision has been made for all its debts and liabilities, any assets or property that remain (the Club's remaining assets) will not be paid or distributed to the Club Members but will be applied or transferred at the discretion of the General Committee:

32.1.1 directly for the Objects and/or

32.1.2 to any club, organisation, charity or other non-profit making organisation for purposes similar to the Objects of the Club as determined by Special Resolution of the Voting Members.

33. Delegation By the General Committee

33.1 The General Committee will appoint the following standing committees subordinate to the General Committee annually, the composition and terms of reference of which are defined in the Rules:

33.1.1 Sailing Committee,

33.1.2 House Committee,

33.1.3 Estates Committee

33.1.4 Strategy Committee, and

33.1.5 Membership Committee

33.2 The General Committee will appoint the following permanent Committees subordinate to the Sailing Committee annually, the composition and terms of reference of which are defined in the Rules:

33.2.1 Club Racing

33.2.2 Cruising, and

33.2.3 Youth

33.3 The General Committee may appoint from time-to-time additional ad hoc subcommittees with specialist functions and duties.

33.4 The Commodore and Vice Commodores, or their nominated representatives from the General Committee, shall have the right to attend the meeting of any committee.

34. Change of Name and Articles

34.1 The name of the Club may be changed only by a Special Resolution of the Voting Members

34.2 These Articles may be only amended by Special Resolution of the Voting Members.

35. Rules

35.1 The General Committee may make such reasonable and proper Rules as they may deem necessary for the proper conduct and management of the Club. A copy of the Rules currently in force shall be permanently posted on the Club‘s website and noticeboard.

35.2 The Rules may regulate the following matters but are not restricted to them:

35.2.1 the admission and removal of Club Members and the rights and privileges of such Club Members and the entrance fees, subscriptions and other fees or payments to be made by Club Members or by different categories of Club Members;

35.2.2 the conduct of Club Members in relation to one another and to the Club’s employees;

35.2.3 the use of the Club's property and facilities;

35.2.4 the procedure at General Meetings and General Committee meetings so far as such procedure is not regulated by the Act or the Articles;

35.2.5 generally, such matters as are commonly the subject matter of Club or company Rules.

35.3 The Rules will be binding on all Club Members. No Rule will be inconsistent with, or will affect or repeal anything contained in, the Articles.

36. Minutes

36.1 The General Committee will ensure the Club keeps the following records in writing and in permanent form:

36.1.1 minutes of proceedings at General Meetings; and

36.1.2 minutes of General Committee meetings and of subcommittee meetings, including the names of the General Committee and others in attendance at such meetings; and

36.1.3 copies of resolutions of the Club and of the General Committee, including those passed otherwise than at General Meetings or at General Committee meetings; and

36.1.4 particulars of General Committee members.

37. Records and Accounts

37.1 The General Committee will comply with the requirements of the Act as to maintaining a Voting Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of confirmation statements, reports, returns or accounts as required from time to time

37.2 Accounting records relating to the Club must be made available for inspection by any General Committee member at any reasonable time during normal office hours.

38. Communications

38.1 Notices and other documents to be served on Voting Members or General Committee members under these Articles or the Act may be served:

38.1.1 by hand

38.1.2 by post

38.1.3 by suitable electronic means, or

38.1.4 through publication in the Club's newsletter and/or on the Club's website and/or the Club members' private online portal.

38.2 The only address at which a Voting Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Voting Members.

38.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

38.3.1 24 hours after being sent by electronic means, posted on the Club's website or the Club members' private online portal or delivered by hand to the relevant address; or

38.3.2 three clear days after being sent by first class post to that address; or

38.3.3 five clear days after being sent by second class post to that address; or

38.3.4 immediately on being handed to the recipient personally; or, if earlier,

38.3.5 as soon as the recipient acknowledges actual receipt.

38.4 A technical defect in service of which the General Committee is unaware at the time does not invalidate the notice or document.

39. Irregularities

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision, shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons Present or voting or by reason of any business being considered which is not specified in the notice.

40. Indemnity and Insurance

40.1 Subject to Article 40.2 but without prejudice to any indemnity to which they may otherwise be entitled, every General Committee member or former General Committee member, or Club Member acting in an official capacity, will be indemnified out of the assets of the Club in relation to any liability they incur in that capacity.

40.2 Article 40.1 does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

40.3 The General Committee must decide to purchase and maintain insurance, at the expense of the Club for the benefit of any relevant officer in respect of any relevant loss.

40.4 In this Article 40 :

40.4.1 a **relevant officer** means any Director, other officer, former director or other officer of the Club or an associated company, but excluding in each case any person engaged by the Club as auditor (whether or not they are also a Director or other officer), to the extent they act in their capacity as auditor); and

40.4.2 a **relevant loss** means any loss or liability that has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Club.