

**THE MERSEY MOTOR BOAT CLUB LIMITED,
36 PILLING LANE,
LYDIATE,
MERSEYSIDE,
L31 4HF.**

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The Companies Act 2006

No. of Company 1768843

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF THE MERSEY MOTOR BOAT CLUB LIMITED

Companies Acts : The Companies Act 2006, and the Companies Consolidation (Consequential Provisions) Act 1985 in so far as they remain in force and in so far as they apply to the Company.

- 1 The name of the Company is "THE MERSEY MOTOR BOAT CLUB LIMITED". The registered office of the Company is situated in England.
- 2 The objectives of the club are:-
 - a. To promote boating.
 - b. To provide to the Members; services, advice and assistance in connection with boating.
 - c. To represent and protect the boating interests of the Members.
- 3a (i) To encourage and popularise inland boating and cruising in every way, providing training, help and encouragement to members not having previously taken part in any inland boating or cruising activity.
 - (ii) Organise and regulate a Club for boat owners and canal enthusiasts, to provide equipment and maintain boats, stores and club houses.
 - (iii) To provide for members of the club, their families and friends, the usual amenities associated with a social club where knowledge and experiences of boating can be shared.
- 3(b) (i) To purchase, take on, lease or in exchange, hire or otherwise acquire any land, clubhouse and other buildings, boats or vessels, any furniture, appliances and effects for furnishing and associated equipment.
 - (ii) Further, fitting up the same for that purpose, and generally any real or personal property, rights, licences, easements and privileges whatsoever which the Club may think necessary or convenient for its undertaking.

- (iii) To erect, make and do all such buildings, boats, vessels, erections, alterations, amendments and repairs as may be necessary or convenient in or upon any premises or property acquired or proposed to be acquired as aforesaid.**
- 3(c) To borrow or raise or secure the payment of money for the purpose of, or in connection with, the objectives of the Club.**
- 3(d) In furtherance of all or any such objectives, to prepare, compile, translate, edit, print, publish, issue, acquire, collect and circulate by loan, sale or otherwise books, papers, periodicals, sailing directions, nautical almanacs, charts, maps and plans and literature of all kinds relating to or bearing upon boating, maritime and nautical subjects.**
- 3(e) To subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objectives are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof.**
- 3(f) To purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the organisations, institutions, societies or bodies with which this Company is authorised to amalgamate**
- 3(g) To do all or any of the things previously authorised either alone or in conjunction with any other organisation, institution, society or body with which this Company is authorised to amalgamate.**
- 3(h) To undertake and execute any trusts necessary for the furtherance of the objectives of the Company.**
- (i) To purchase, take on, lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objectives.**
 - (ii) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objectives.**
- 3(j) To conduct appeals for money or other gifts for any other assistance for any of the purposes of the Company, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Company.**

- 3(k) To print and publish, or procure to be printed and published, and to circulate, or procure to be circulated (whether gratuitously or not) any newspaper, periodicals, magazines, books, pamphlets, leaflets, or other documents on subjects which are within the objectives of the Company.
- 3(l) Subject to Clause 4 hereof to employ and pay architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff for the purpose of fulfilling the objectives of the Company.
- 3(m) To sell, let, mortgage, dispose of, or turn to account, all or any of the property or assets of the Company as may be thought expedient, with a view to the promotion of its objectives.
- 3(n) To borrow and raise money for the purposes of the Company in such manner and on such security as the Company may think fit.
- 3(o) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- 3(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- 3(q) To establish and support or aid in establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objectives of the Company.
- 3(r) To do all such other lawful things as are necessary for the attainment of the above objectives or any of them.
- 4 The income and property of the Company 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 Company.
Provided that nothing herein shall prevent any payment in good faith by the Company of:-
 - 4(a) reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;
 - 4(b) interest on money lent by any member of the Company or of its Board of Directors at a reasonable and proper rate;

- 4(c) reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors.
- 4(d) fees, remuneration or other benefit in money or monies worth to a company of which a member of the Board of Directors may be a member holding not more than 1/100th part of the capital of that company; and
- 4(e) any member of its Board of Directors for out-of-pocket expenses.
- 5 The liability of the members is limited.
- 5(a) Every member of the Company undertakes to contribute to the assets of the Company. In the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
- 5 (b) If upon the winding-up or dissolution of the Company there remains, (after the satisfaction of all its debts and liabilities), any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Company. This shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other objective.
- 6 Every member of the Company undertakes to contribute to the asset of the Company. In the event of the same being wound up whilst he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the cost, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
- 7 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Company and which shall prohibit the distribution of its or their income and property to an extent at east as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institions or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as affect cannot be given to such provision then to some other objective.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

**ARTICLES OF ASSOCIATION OF THE MERSEY MOTOR BOAT CLUB LIMITED-
INTERPRETATION**

1 In these articles:-

“The Act” means the Companies Act 2006

"the seal" means the common seal of the Company

"Secretary" means any person appointed to perform the duties of the secretary of the Club

“the Club” means the above-named Company

"the United Kingdom" means Great Britain and Northern Ireland

"month" means calendar month

“In writing” means written, printed, sent electronically or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form; and

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

Words importing the singular number only shall include the plural number and vice versa.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act 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 meanings in these Articles.

MEMBERS

- 2 **The objectives of the club are:-**
- a. **To promote boating**
 - b. **To provide to the Members, services, advice and assistance in connection with Boating.**
 - c. **To represent and protect the Boating interests of the Members.**
- 3 **The Subscribers to the Memorandum of Association and such other members as the Board of Directors shall admit to membership, shall be members of the club.**
- 4 **The club shall consist of the following classes of members: -**
- 4 (a) **A full Member is the owner of a boat moored on one of the Club's designated moorings on the Leeds and Liverpool Canal, i.e. Haskayne, Lydiate or Scarisbrick and shall be entitled to enjoy all the rights and privileges of full membership. There will be a maximum of one Full Member per boat. Only a Full Member is entitled to vote on boating, moorings and licences, constitution, appointment of Committee members and officers of the House, Social and Bar Sub-committees.**
- 4 (b) **An Associate Member shall be a member of the family or associate or partner of**
a Full Member, as the Committee may approve. Associate Members shall not be entitled to Propose or Second any candidate for Club membership, officers of the Club or members of any Sub-Committee. Associate Members may not vote on any matter except those of the House, Social and Bar Subcommittees.
- 4 (c) **A Country Member shall be a person interested in boats but who does not own a boat as such and who wishes to attend the Club House to support the bar and attend functions held there and also by invitation to any separate bank function. Country membership may also be given to persons who do own a boat on the canal but who do not wish to moor that boat on any MMBC mooring**
Country Members, whether or not owning a boat, shall not be entitled to Propose or Second any candidate for Club membership, officers of the Club nor may they vote on any matters, except on Sub-Committee matters, except Social Sub-Committee matters.
Should a Country Member who owns a boat at any time wish to seek a permanent mooring on any MMBC site, that Country Member must apply for full membership in the normal way being proposed, seconded and interviewed as would any new applicant to the club
Should a Country Member purchase a boat at any time, that Country Member will not automatically be elected to Full Membership. A new application must be made by that Country Member.

If a suspension of any class of membership be in force at the time of such an application, then such suspension shall also apply in that case.

- 4 (d) Life membership shall be earned by a member (and not be automatic) after 25 years. Any member being considered for Life Membership should have taken an active part in the running of the Club. The final decision to create a Life Membership will be with the Directors. Life Membership can be rescinded at any time at the Directors discretion.
- 4 (e) A Full Member or Life Member, upon selling their boat will become a country member as in item 4 in relation to membership and item 4(c) in relation to Country Members.
- 4 (f) Membership is not transferable unless at the discretion of the Board of Directors it is deemed prudent and in the interests of the Club to do so (e.g. allowing the spouse of deceased member to become a full member)
- 5 The Club shall keep a register and index of its members as required by Sections 113 and 115 of the Companies Act 2006.
- 6 The Club shall consist of not more than 150 Full Members, 150 Associate Members and 75 Country Members. The number of Full Members, Associate Members and Country Members at the club can be changed by the Board of Directors at any time.

ELECTION OF MEMBERS

- 7 (a) Applicants for membership of the club shall provide robust evidence of residency which could include driving licence, utility bills, bank statements etc. Final decision on acceptance to the club will be at the discretion of the Board of Directors.
- 7 (b) An application for membership of any class shall be in writing and addressed to the Honorary Secretary in the following form:-

"To the Board of Directors of the Mersey Motor Boat Club Limited. I desire to become a Full (or Country Member as the case may be) of the Mersey Motor Boat Club Limited and I hereby agree, if elected, to be bound by all the provisions of the Memorandum and Articles of Association of the Club and abide by the rules and bye-laws of the Club.

Dated this _____ day of _____ 20__

Signature:

Name in full:

Address:

Occupation:

The applicant should be proposed and seconded by two Full Members and may be required to provide two written references, the candidate shall disclose his full name, residence, profession or occupation, age and qualification for membership. Application forms are available from the club.

- 8 The Secretary shall place particulars and the application forms on the notice board in the Club rooms not less than fourteen days preceding the date the candidate comes up for election.**
- 9 If a proposer or seconder shall, before the candidate comes up for election, have ceased to be a member or wishes to withdraw his nomination, another proposer or seconder being a Full Member may be substituted not later than fourteen days before the proposed election.**
- 10 Applicants for Full Membership shall be subject to the applicant appearing in person before the Board of Directors. No person shall be admitted to membership of the Club until so elected. The Board of Directors at their monthly meetings shall consider the applications of all candidates who have been duly posted and shall elect or reject them in order of priority according to the dates of their applications for membership. This is until a sufficient number have been elected to fill the vacancies in the membership of the club. If the category of membership applied for is full, the applicants name and date of application shall be placed on a waiting list and shall again be submitted to the Board of Directors when a vacancy occurs. Prior to being accepted following a probationary term which shall be not less than twelve months, the prospective member will appear again to be confirmed or rejected for Full Membership by the Board of Directors. Unless probation is extended as aforesaid, members will be considered for confirmation in strict date order of acceptance into the club. Until so confirmed, probationary members have no right of appeal. All decisions will be at the discretion of the Board of Directors.**
- 11 Immediately upon acceptance, the Full Members shall pay their entrance fee and subscription, and will be furnished with a copy of the Club rules, Berthing Master's Instructions and Membership Card showing his registration number. They will be entitled to all the benefits and privileges of membership and be bound by these rules.**
- 12 Immediately upon acceptance, Country Members so accepted shall pay their subscriptions. They will be furnished with a copy of the Club rules and membership cards showing their registration number. They will be bound by these rules.**

- 13 On the recommendation of the Board of Directors, Honorary Members may be elected at any General Meeting by the Full Members of the Club, over and above the complement of members specified by these Articles. They shall be entitled to all the privileges of membership except that they shall not be entitled to vote at meetings.
- 14 The Board of Directors shall have the power to elect temporary members on such terms as they may determine, for a period not exceeding one month. Every candidate for temporary membership shall be proposed and seconded by Full Members in writing, and addressed to the Honorary Secretary. The Board of Directors shall proceed to the election at their first meeting, two clear days from the receipt of the proposal by the Honorary Secretary. Temporary members shall be required to pay such fees as may be determined by the Board of Directors, and will be supplied with a ticket of identification. The number of temporary members at no time should exceed one-tenth of the membership of the Club (excluding such temporary members) or as determined by the Board of Directors from time to time. No person shall be elected to temporary membership unless he is precluded by distance or other circumstances from making full use of the privileges of membership. Other boat clubs, societies, charities and similar organisations, not otherwise affiliated, may be elected to temporary membership 'en bloc' for periods not exceeding forty-eight hours for the specific purpose of boat rallies or club-based social events.
- 15 Any member may resign his membership by giving the Honorary Secretary notice in writing to that effect. No refund of entrance fee or subscription will be made.
- 16 It shall be the duty of the Board of Directors if at any time they shall be of the opinion that the interests of the Club so require, on matters concerning conduct prejudicial to the well-being of the Club, to invite in writing any member to appear before them during the next regular Committee Meeting to offer an explanation. This will be after first advising the member of the allegations made against them. In the event of the Board of Directors not being satisfied with any explanation given and the member adjudged blameworthy by a majority of the Directors present, their Club Membership will be terminated and they will be advised so in writing.
- If the member fails to appear after being given the opportunity to do so, he shall be deemed to be self-dismissed from membership and he shall be advised so in writing.

Membership of the Club terminates when:

- (a) a person dies; or

- (b) a person fails to pay their membership subscription and/or mooring fees
- (c) the Directors in their sole discretion have determined that a person has, by their misconduct or omission, seriously damaged the reputation of the club or has otherwise brought it into disrepute.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 17 **The Entrance Fee and Annual Subscription shall be recommended by the Board of Directors at a monthly meeting prior to the Annual General Meeting. The subscriptions shall be payable on 1st April each year, except the first subscription by a new member as provided otherwise in these Articles, which shall be a proportionate amount of the Annual Subscription.**
- 18 **Any member not having paid his fees in any year shall be sent a reminder by ordinary post or electronically from the relevant officer, stating that unless the amount outstanding is paid within twenty-eight days, at the discretion of the Board of Directors, his membership will be cancelled as hereinafter provided and if applicable, he will be required to move his boat from Club Moorings.**

GENERAL MEETINGS

- 19 **The Club shall hold a General Meeting in every calendar year, in the month of November as its Annual General Meeting upon a date and time to be fixed by the Board of Directors.**
- 20 **All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.**
- 21 **The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on such requisitions in writing of any twenty Full Members stating the purpose for which the meeting is required.**
- 22 **A minimum of twenty-eight day's notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, shall be sent to all Full Members and Country Members. A minimum of fourteen days' notice in writing of all General Meetings (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 time of the meeting. In the case of special business the general nature of that business shall be posted in the Club House and no business other than that of which the Notice has been given shall be brought forward at such meeting.**

- 23 **The accidental omission to give notice of meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding at any meeting. Non members of the Club will not be entitled to attend General or Extraordinary Meetings**
- 24 **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 be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Board of Directors and of the Auditors, together with the election of members of the Board of Directors and the SubCommittees in the place of those serving and the appointment of and fixing of the remuneration of any Auditors.**
- 25 **Any member desirous of moving any resolutions at the Annual General Meeting shall give notice thereof in writing to the Honorary Secretary not less than twenty-one days before the date of such meeting.**
- 26 **The quorum at all General Meetings shall be one-fifth of the Full Members eligible to attend and vote**
- 27 **(a) 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 Board of Directors 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 shall be a quorum.**
- 27 **(b) The Chairman (if any) of the Board of Directors shall preside as Chairman of every General Meeting, but if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board of Directors, or if no such member be present, or if all the members of the Board of Directors present decline to take the chair, they shall choose some member of the Club who shall be present to preside.**
- 28 **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 thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Except 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.

29

(a) At any General Meeting a resolution put to the vote of the meeting, shall be decided on a show of hands, unless a poll (before or upon the declaration of the result of the show of hands), is demanded by the Chairman or by at least three members present in person. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has been;

- (i) carried, or**
- (ii) carried unanimously, or by a particular majority, (iii) 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 proportion of the votes recorded in favour of or against that resolution.

29

(b) The demand for a poll may be withdrawn.

30

Subject to the provisions of Article 27, if a poll be demanded in the 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.

31

No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

32

In any of the meetings of the Board of Directors, in the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

33

The demand for 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.

BOARD OF DIRECTORS

34 (a) Until otherwise determined by Board of Directors the number of the Directors shall be nine full members.

In addition the President, Commodore, Chairman, Honorary Secretary and Honorary Treasurer shall be ex-officio members of the Board of Directors.

34 (b)

Chairperson of the six Sub-committees may attend the monthly Committee Meetings, without giving notice, whenever it is necessary for them to present a report. If a Sub-committee Chairperson is unable to attend a substitute may

be appointed or a written report submitted. The Honorary Secretary should be made aware of any additional attendees in order for details to be included within the agenda.

- 34 (c) Full members wishing to observe a Committee Meeting, should advise the Honorary Secretary in writing, at least 14 days before the Meeting date.
- 35 The first members of the Board of Directors shall be five members not being ex-officio members.
- 36 If a Member of the Board of Directors cannot complete their term of office for whatever reason, the Board of Directors shall inform the appropriate Mooring representatives and they shall call a meeting to elect a new Director to complete the early retired Director's term.
- 37 The Board of Directors shall meet at least once in every month (with the possible exception of August), to examine the accounts and arrange the affairs of the Club. Minutes shall be taken of all proceedings of the Board of Directors and shall be open for inspection to any member of the Club applying to the Honorary Secretary on specifying the minute needed for inspection.
- 38 The business of the Club shall be managed by the Board of Directors who may pay all such expenses of, and preliminary and incidental to, the promotion of the Club as they think fit, and may exercise all such powers of the Club. Further, to do on behalf of the Club all such acts as may be exercised and done by the Club and as are not statute or by these actions required to be exercised or done by the Club in Directors Meetings. This is subject nevertheless, to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Club and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Board of Directors. No regulation made by the Directors shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.
- 39 The members for the time being of the Board of Directors may act notwithstanding any vacancy in their body, provided always that in case the members of the Board of Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents it shall be lawful for them to act as the Board of Directors for the purpose of admitting persons to membership of the Club, filling vacancies in their body, or of summoning a meeting of the Board of Directors, but not for any other purpose.

PRESIDENT AND CHAIRMAN

- 40 The President and Chairman shall be elected by the Full Members present at the Annual General Meeting and shall hold office until the next succeeding Annual General Meeting. The Board of Directors may from time to time by

resolution appoint a Vice Chair from the Board of Directors. The Vice Chair would stand in in the absence of the Chair at any such occasion that requires a Chair. At any meeting where the Chair is present and a casting vote is required and the Vice Chair is also present, he or she will not have a casting vote. If however, the Vice Chair is chairing the meeting, then they may have a casting vote.

SECRETARY

- 41 The Honorary Secretary shall be appointed by resolution of the Board of Directors upon such conditions as it may think fit. The Board of Directors may from time to time by resolution appoint an assistant or deputy Secretary.

TREASURER

- 42 The Honorary Treasurer may be appointed by resolution of the Board of Directors upon such conditions as it may think fit. The Board of Directors may appoint a temporary substitute for the Honorary Treasurer who shall be deemed to be the Honorary Treasurer.
The Board of Directors may from time to time by resolution appoint an assistant or deputy Treasurer.
- 43 All moneys payable to the Club shall be received by the Honorary Treasurer or such other officers of the Club, or such bank as the Club shall appoint to receive the same. The receipt of the Honorary Treasurer or such officer or banker shall be sufficient discharge.

MEMBERSHIP AND MOORING SECRETARIES

- 43 (a) If necessary, the Board of Directors may from time to time by resolution appoint an assistant to the roles of Membership Secretary and Mooring Secretary in order to provide support and help and also cover. Those assistants would not necessarily be required to attend meetings

BANKERS

- 44 A banking account shall be kept in the name of the Club. It may be kept at such bank or banks as the Board of Directors shall from time to time appoint, and cheques shall only be drawn, signed and endorsed in such manner, and by such person or persons as the Board of Directors shall from time to time direct.

THE SEAL

- 45 The Seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two members of the Board of Directors and of the Honorary Secretary. The said members and Honorary Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona-fide dealing with the Club. Such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

- 46 The office of a member of the Board of Directors shall be vacated:-
- (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - (b) if they become of unsound mind;
 - (c) if he ceases to be a member of the Club;
 - (d) if by notice in writing to the Club he resigns his office;
 - (e) if he is removed by a resolution as per Section 168 of the Companies Act 2006.
 - (f) Directors are required to attend a minimum of eight meetings of the Board in any year and may be disqualified if they fail to attend on at least eight occasions without reasonable excuse

ROTATION OF MEMBERS OF THE BOARD OF DIRECTORS

- 47 At the Annual General Meeting to be held once every year, three members of the Board of Directors (not being ex-officio members) shall retire.
- 48 (a) The members to retire shall be one Full Member from each mooring who shall retire in order of seniority of election. In the case of equal seniority, the order of retirement shall be determined by lot. The retiring members of the Board of Directors shall be eligible for re-nomination.
- 48 (b) At a meeting of members of each mooring at least twenty-one days prior to the Annual General Meeting, members of each mooring shall nominate one Full Member to fill the vacancy (for that mooring) on the Board of Directors. The nominees must be proposed and seconded by two Full Members of the appropriate moorings. Such nominations to go before the Annual General Meeting for ratification. All nominations to be sent to the Honorary Secretary in writing at least fourteen days before the Annual General Meeting. Voting may be by a show of hands or ballot.

MINUTES

- 49 **The Board of Directors shall cause proper minutes to be made of all appointments of officers made by the Club and of the proceedings of all meetings of the Club and Board of Directors and of Sub-Committees and all business transacted at such meetings and any such minutes shall if purporting to be signed by the Chairman of such meeting, be sufficient evidence without any further proof of the facts therein stated.**

ACCOUNTS

- 50 **The Board of Directors shall cause accounting records to be kept in accordance with Section 386 of the Companies Act 2006.**
- 51 **The accounting records shall be kept at the registered office of the Company or, subject to Section 388 of the Companies Act 2006, at such other place or places as the Board of Directors think fit, and shall always be open to the inspection of the officers of the Club.**
- 52 **The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of members (not being members of the Board of Directors). No member shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors.**
- 53 **The Board of Directors shall from time to time in accordance with Part 15 – Chapters 4 and 7 of the Companies Act 2006, cause to be prepared and to be laid before the Club in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.**
- 54 **A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Board of Directors, together with a copy of the auditor's report, and Board of Directors's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, (and every holder of debentures of), the Club. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Club is not aware, or to more than one of the joint holders of any debentures.**

AUDIT

55 Auditors shall be appointed and their duties regulated in accordance with Part 16 of the Companies Act 2006.

NOTICES

56 (a)

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

56 (b)

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

56 (c)

Any notice, if served by post, shall be deemed to have been served on the second weekday following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter.

56 (d)

Members are not permitted to use the Club address for personal correspondence unrelated to Club business.

SUB-COMMITTEES

57 (a)

There shall be six Sub-Committees namely, Lydiate, Haskayne and Scarisbrick Banks, House, Bar and Social & Entertainments, which will assist in the management of the Club, but shall be under the control of the Board of Directors. Each Sub-Committee shall consist of a Chairman, Secretary/Treasurer and three members, excepting the Social Committee which shall consist of Chairman, Secretary/Treasurer and six members. A reasonable number of members may be co-opted onto Sub-Committees but are not eligible to propose second or vote on the committee business. The Chairman, Secretary/Treasurer shall be appointed by the Board of Directors.

The six members of the Social Committee and the members of House, Lydiate, Haskayne, Scarisbrick and Bar Sub-Committees shall be elected at the Annual General Meeting and shall hold office until the next Annual General Meeting, but shall be eligible for re-election. Only Full Members may vote on the election of House, Lydiate, Haskayne and Scarisbrick Sub-Committees. All members may vote on the election of the Social Committee. The Chairman of the Club and the Honorary Secretary shall be Chairman and Secretary of the House Sub-Committee.

The Chairman, Honorary Secretary and Honorary Treasurer may attend all SubCommittee meetings ex-officio and shall be informed by post or electronic means if necessary.

- 57 (b) All members of Sub-Committees shall be informed by post or electronic means if necessary of their respective meetings. Minutes of Sub-Committee meetings shall be submitted to the Honorary Secretary at least three days before a monthly General Meeting.
- 57 (c) No expenditure of Club funds by any such Sub-Committee shall be authorised unless sanctioned by the Board of Directors.
- 58 The Board of Directors may from time to time appoint from among their number such other Sub-Committees as they deem necessary or expedient and may delegate or refer to them such of the powers and duties of the Board of Directors, as the Board of Directors may determine. Such Sub-Committees shall periodically report their proceedings to the Board of Directors and shall conduct their business in accordance with the directions of the Board of Directors.

COMMODORE

- 59 The Commodore shall be elected by the Full Members present at the Annual General Meeting and shall hold office until the next succeeding Annual General Meeting. During his term of office the Commodore shall enjoy all the privileges usual to such a position and shall fly a special flag which will be presented to him by the Club and become his property. The Commodore will direct all cruises in company.
- 60 The Commodore designate shall be the person put forward by the appropriate mooring in rotation, as their members' choice to be Commodore for the following year. He shall have been a Full Member for not less than four years.

DISSOLUTION

- 61 At any General Meeting, a resolution for the dissolution of the Club can be made. Such resolution shall, at a special meeting of the Full Members of the Club, be passed by a majority of the members present (held not less than one month thereafter, at which not less than one-half of the Full Members shall be

present), and be confirmed by a resolution passed by a majority of two-thirds of the Full Members voting thereon. The Board of Directors shall thereupon, or at such future date as shall be specified in such resolution, proceed to realise the property of the Club and after the discharge of all liabilities shall divide the same.

BYE LAWS

- 62 **The Board of Directors shall from time to time make, repeal and amend such bye laws and regulations (not inconsistent with these rules), as they shall think expedient for the internal management and well-being of the Club. All bye-laws and regulations made by the Board of Directors under this rule shall be binding upon the members until repealed by the Board of Directors, or set aside by a resolution of the Full Members passed at a General Meeting of the Club. Any bye-law passed by the Board of Directors must be displayed on the notice board in the Club House and on all three moorings for a minimum of 30 days and thereafter be available for inspection by any Full Member after prior arrangement with the Honorary Secretary**
- 63 **The Company may purchase and maintain insurance, at the expense of the Company, for the benefit of the Board of Directors or former Board of Directors in respect of any loss or liability which has been or may be incurred by that director in connection with that director's duties or powers in relation to the Company.**
- 64 **No addition, alteration or amendment may be made to the Articles which would mean the Club no longer fulfilled the provisions of section 62 of the Companies Act 2006.**