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**ARTICLES OF ASSOCIATION**  
**OF**  
**NORFOLK BROADS YACHT CLUB LIMITED**

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**Company Number:**

<b>Incorporated</b>	<b>2021</b>
<b>Adopted</b>	<b>2021</b>

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**- of -**

**NORFOLK BROADS YACHT CLUB LIMITED**

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**PART 1**

**DEFINITIONS, INTERPRETATION AND LIMITATION OF LIABILITY**

1. Defined terms

1.1 In the Articles, unless the context requires otherwise:

“the 2006 Act” means the Companies Act 2006 as modified by statute or re-enacted from time to time;

“Articles” means these articles of association, as may be amended from time to time;

“Committee” means the board of Directors of the Club;

“chairman of the meeting”	has the meaning given in Article 12.2 (in respect of a meeting of the Committee) or Article 25.3 (in respect of a general meeting);
“Club”	means Norfolk Broads Yacht Club Limited
“Club Trustees”	means the Voting Members appointed or removed as such by the Committee under Article 15.
“Commodore”	means the person identified as such in Article 16.2 and then subsequently the Voting Member from time to time elected as such under Articles 16 and 21;
“Companies Acts”	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Club;
“Director”	means a director of the Club, and includes any person occupying the position of director, by whatever name called, including the Flag Officers, Immediate Past Commodore (if appointed), and Treasurer;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form”	has the meaning given in Section 1168 of the 2006 Act;

“Flag Officers”	means the Commodore, Vice Commodore and Rear Commodore (together), and “Flag Officer” means any one of them.
“Force Majeure Event”	means by an act, event, omission or accident beyond the reasonable control of the Club and/or the Committee, including (without limitation) as a consequence of pandemic or epidemic disease (including government enforced lockdowns and other restrictions), strikes, lock-outs, failure of a utility service or transport or telecommunications network, act of God, war, riot, civil commotion, malicious damage, compliance with any law or governmental order, rule, regulation or direction, accident, breakdown of plant or machinery, fire, flood, or storm
“Honorary Members”	means the President (if appointed at an annual general meeting) and any other individuals appointed as honorary members by the Committee;
“Immediate Past Commodore”	means the former Commodore appointed to such role by the Committee at its discretion under Article 16.7;
“Life Member”	means any Voting Member appointed as such by the Committee under the Rules;
“Members”	Voting Members and Non-Voting Members;

“Non-Voting Members”	means all members of the Club under the age of 18, together with Temporary Training Members and those aged 18 and over who are Honorary Members. Non-Voting Members are not members for the purposes of the Companies Acts.
“ordinary resolution”	has the meaning given in Section 282 of the 2006 Act;
“participate”	in relation to a meeting of the Committee, has the meaning given in Article 10 and “participating” will have a corresponding meaning;
“Postal Vote”	a vote taken in accordance with Article 30;
“Powers”	as defined in Article 3.1;
“President”	initially means Michael Trafford and thereafter the person from time to time appointed as such by the club in general meeting pursuant to Article 21.2.5.
“Rear Commodore”	means the person identified as such in Article 16.2 and then subsequently the Voting Member from time to time elected as such under Articles 16 and 21;
“Rules”	means the rules of the Club made by the Committee and then affirmed, or made by the Club at a general meeting all in accordance with Article 5;

“special resolution”	has the meaning given in Section 283 of the 2006 Act;
“Temporary Training Member”	means a person admitted as such in accordance with the Rules;
“Treasurer”	means the person identified as such in Article 16.2 and then subsequently the Voting Member from time to time elected as such under Articles 16 and 21;
“Vice Commodore”	means the person identified as such in Article 16.2 and then subsequently the Voting Member from time to time elected as such under Articles 16 and 21;
“Voting Members”	All individual members of the Club over the age of 17 admitted from time to time into membership pursuant to (or referred to in Article 18) including any Life Members, but not including Honorary Members. Voting Members are the only members of the Club for the purposes of the Companies Acts;
“writing”	means 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, and “written” shall have a corresponding meaning;

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force on the date when the Articles become binding on the Club.

1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender and vice versa. Words importing persons shall include corporations and unincorporated associations.

## **2. Objects**

2.1 The objects for which the Club is established are:

2.1.1 to encourage the building, improvement and sailing of yachts and boats, particularly on the Broads and Rivers of Norfolk, and in particular on Wroxham Broad, Norfolk.

2.1.2 the holding and arrangement of matches, races, regattas and competitions in yachting and the provision of prizes, awards and distinctions.

2.1.4 to acquire all property and undertake all liabilities and to carry on the powers, obligations, duties and general objects of the present unincorporated association known as the "Norfolk Broads Yacht Club" and to indemnify their officers, members, and members of any of their committees against all costs, claims, demands, actions and proceedings relating to the assets and undertakings of that unincorporated association.

2.1.5 to support the principle and practice of equity, equality and equality of opportunity, challenge discrimination that is indirect, direct, intentional or unintentional, and to ensure that all people, irrespective of their age, ability, gender, social status, race, ethnic origin, religious belief, disability or sexual preference have a genuine and equal opportunity to participate in sailing. In furtherance of this object the Club shall support and promote diversity, equality and fairness in its appointments to the Committee and other posts and of representation at meetings; and

2.1.6 to do all such other things as shall be thought fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.

### **3. Powers**

3.1 The Club shall have the powers to do all such lawful things as are consistent with the furtherance of its objects as set out in Article 2.

3.2 The income and property of the Club shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the Members.

3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Club:

3.3.1 of interest on money lent by a Member at a commercial rate of interest;

3.3.2 of reasonable and proper rent for premises demised or let by any Member;

3.3.3 of any other payments as are permitted by the Articles.

### **4. Liability of Members**

4.1 Only Voting Members shall be members of the Club for the purposes of s.112 of the Companies Act 2006 and liable to contribute to the assets of the Club in the event of it being wound up.

4.2 The liability of each Voting Member is limited to £1, being the amount that each Voting Member undertakes 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 he ceases to be a Voting Member for:

4.2.1 payment of the Club's debts and liabilities contracted before he ceases to be a Voting Member;

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

4.2.3 adjustment of the rights of the contributories among themselves.



## **PART 2**

### **COMMITTEE**

#### **DIRECTORS' POWERS AND RESPONSIBILITIES**

##### **5. Directors' general authority, Members' reserve power and Club Trustees**

5.1 Subject to the Articles, any Rules made pursuant to them, and the Companies Acts, the Committee is responsible for the management of the Club's business, for which purpose it may exercise all the Powers.

5.2 Subject to the following provisions of this Article 5 the Committee may make, vary or revoke rules relating to the Club including mechanisms and standing orders for the better administration of the Club including (without limitation) rules:

5.2.1 that (subject to these Articles) identify the different categories of Member and set out their rights, privileges and obligations;

5.2.2 as to the function, role and operation of sub-committees to assist the Committee;

5.2.3 dealing with:

- the nomination of Flag Officers and other Directors,
- the admission and resignation of Members,
- subscriptions, mooring and other fees; and
- visitors.

5.2.4 for the promotion and organisation of competitions;

provided that such rules variations or revocations are (1) approved varied or revoked by a resolution at a meeting of the Committee, and then (2) details are then inserted in the notice convening the next meeting of the Committee, and then (3) approved varied or revoked at that second meeting by a resolution of the Directors approved by a majority of not less than two

votes to one, and further provided that rules approved varied or revoked by the Committee in accordance with this clause shall lapse at the end of the next annual general meeting of the Club unless confirmed thereat. The approval, variation and revocation of such rules may also be made by the Club at any time in general meeting.

5.3 No Rule made by the Club shall invalidate any prior act of the Committee which would have been valid if such Rule had not been made.

5.4 All Rules, so long as they are in force, shall be binding on all Members.

5.5 Rules made pursuant to Article 5.2 must be compliant with the Companies Acts and these Articles in order to be valid. No Rule may be inconsistent with, or affect or repeal anything contained in the Articles or be in breach of any statutory provision.

5.6 The Committee shall adopt whatever means they consider sufficient to bring any Rules, alterations and repeals to the notice of the Members.

5.7 The Voting Members may, by ordinary resolution, direct the Committee to take, or refrain from taking, specified action provided always that no such ordinary resolution shall invalidate anything which the Committee has done before the passing of the resolution.

## **6. Directors may delegate**

6.1 Subject to these Articles, the Committee may by making or amending Rules in accordance with Article 5.2 delegate any of the Powers to such person or committee, by such means (including by power of attorney), to such an extent, in relation to such matters and on such terms and conditions as it thinks fit.

6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Committee in due course.

6.3 The Committee may revoke any delegation in whole or part, or alter its terms and conditions.

6.4 The Committee may make rules of procedure for itself and all or any committees.

## **7. Directors to take decisions collectively**

Any decision of the Committee must be either a majority decision (including by electronic voting) or a decision taken in writing in accordance with Article 8.

## **8. Decisions in Writing**

8.1 A decision of the Committee may be taken in writing in accordance with this Article when at least 75% of all eligible Directors indicate that they share a common view on a matter.

8.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by at least 75% of all eligible Directors or to which at least 75% of eligible Directors have otherwise indicated agreement in writing.

8.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Committee.

8.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

## **9. Calling a meeting of the Committee**

9.1 Any three Directors may call a meeting of the Committee by giving written notice of the meeting to the other Directors.

9.2 Unless all the Directors entitled to attend and vote at a meeting of the Directors agree to shorter notice than at least 7 days' notice must be given, and the notice must indicate:

9.2.1 its proposed date and time;

9.2.2 where or how (including wholly or partly by electronic means) it is to take place;  
and

9.2.3 (if it is anticipated that some or all of the Directors participating in the meeting will not be in the same place, but not otherwise) how it is proposed that they should communicate with each other during the meeting.

9.3 Notice of a meeting of the Committee must be given in writing to each Director and the Club Trustees. A Director or Club Trustee who is absent from Great Britain shall be entitled to notice of a meeting only if he or she has provided the Club with a valid email address.

9.4 Without prejudice to the foregoing, the Committee shall meet at such times and at such frequency as they consider fit from time to time. The actual number of meetings shall be determined by the Committee.

9.5 A Member of the Club having any business to bring before the Committee must send notice of the matter at least seven days before the Committee meeting at which he wishes it to be discussed.

## **10. Participation in meetings of the Committee**

10.1 Subject to the Articles, Directors participate in a meeting of the Committee, or part of a meeting of the Committee, when:

10.1.1 the meeting has been called in accordance with the Articles, and

10.1.2 they can each communicate to each of the others any information or opinions they have on any particular item of the business of the meeting.

10.2 In determining whether Directors are participating in a meeting of the Committee, it is irrelevant where any Director is or how they communicate with each other.

10.3 If all the Directors participating in a meeting of the Committee are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **11. Quorum for Committee Meetings**

11.1 At a meeting of the Committee, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

11.2 The quorum for meetings of the Committee shall be eight.

11.3 Subject to Article 11.4, the Committee may act notwithstanding any vacancy in their body.

11.4 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to call a general meeting so as to enable the Voting Members to appoint additional Directors.

11.5 Subject to Article 11.6, if a question arises at a meeting of the Committee as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before conclusion of the meeting, be referred to the Commodore whose ruling in relation to any Director other than the Commodore is to be final and conclusive.

11.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Commodore, the question is to be decided by decision of the Directors at that meeting, for which purpose the Commodore is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **12. Chairing of meetings of the Committee and Casting Vote**

12.1 The Commodore shall chair meetings of the Committee.

12.2 If the Commodore is either ineligible to take part in all of a meeting of the Committee or is not participating in a meeting of the Committee within 5 minutes of the time at which it was due to start, those Directors present and participating shall choose one of their number to be chairman of the meeting.

12.3 If the numbers of votes for and against a proposal are equal, the chairman of the meeting of the Committee has a casting vote, but this does not apply if, in accordance with the Articles, the chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **13. Conflicts of interest**

13.1 If a proposed decision of the Committee is concerned with an issue or an actual or proposed transaction or arrangement with the Club in which a Director is personally interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

13.2 A Director shall not be regarded as being personally interested in an issue if it affects him only in his capacity as a Member and the issue affects all other Members or all Members of a particular category in a similar manner.

#### **14. Records of decisions to be kept**

The Committee must ensure that the Club keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Committee and of every unanimous or majority decision taken by the Committee, or any sub-committee of the Committee and by the Club at general meeting.

#### **15. Club Trustees**

15.1 The Committee shall from time to time appoint not less than 2 nor more than 4 Voting Members as Club Trustees. A Member must at the time of their appointment as a Club Trustee have been a Voting Member of the Club for at least 10 years (provided that, for the purposes of this Article 15.1 earlier periods as a full member of the unincorporated association hitherto known as the Norfolk Broads Yacht Club will be aggregated with periods as a Voting Member of the Club).

15.2 The Committee may resolve to remove a Club Trustee at any time.

15.3 Each Club Trustee is entitled to receive notice and minutes of all meetings of the Committee, and at the Club Trustees discretion attend and address any meeting of the Committee. A Club Trustee is not a Director and shall not have the right to vote at such meetings of the Committee.

### **APPOINTMENT OF DIRECTORS**

#### **16. Methods of appointing Directors**

16.1 The number of Directors (including the Flag Officers) shall be a minimum of 11 and a maximum of 19 consisting of the Commodore, Vice Commodore, Rear Commodore, Immediate Past Commodore (if appointed) and Treasurer, and not more than 14 other Voting Members of the Club. Eight at least of the Directors shall be the owners or part owners of a racing yacht.

16.2 The initial Flag Officers and the current Directors at the date these Articles are adopted, who will hold office (subject to Article 17) until the annual general meeting in 2022, are:

<b>Name</b>	<b>Flag Officer or other role (if any)</b>
	Commodore
	Vice Commodore
	Rear Commodore
	Treasurer
<b><i>PLUS OTHERS TO BE LISTED IN AN EXPANDED TABLE SO AS TO REFLECT THE FLAG OFFICERS AND COMMITTEE ELECTED AT THE AGM OF THE EXISTING UNINCORPORATED ASSOCIATION ON 09.10.21.</i></b>	

16.3 All Directors are eligible for re-election unless prevented from being re-elected by the following provisions of this Article 16. A Director shall not be eligible for re-election following five years consecutive service, but will be eligible again after a break of not less than two years. The exceptions to this restriction are if:

16.3.1 at the end of the five years' service the member has only been a sub-committee chair for a year, the Director is then eligible for election for a further year, and

16.3.2 the Director is nominated and elected as a Flag Officer, or Treasurer, or Immediate Past Commodore.

provided that for the purposes of calculating the length of service of a Director under this Article 16.3 earlier periods as a member of the management committee of the unincorporated association hitherto known as the Norfolk Broads Yacht Club will be aggregated with periods of service as a Director

16.4 No Director shall be eligible for re-election at an annual general meeting who has not attended at least half the summoned meetings held by the Committee since the previous annual general meeting during the season then passed, unless in the opinion of the annual general meeting there appears to have been reasonable cause for such member's non-attendance.

16.5 The appointment of a Flag Officer, and any other Director who is first elected at an annual general meeting of the Club, shall take effect at 0001 on the 1<sup>st</sup> November next following the annual general meeting at which they were so elected, provided always that if in any year the annual general meeting is deferred to a date later than 31<sup>st</sup> October the appointment(s) will take effect immediately upon election.

16.6 All acts carried out in good faith at any meeting of the Committee or of any committee to which Powers are delegated, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

16.7 The Committee may at its discretion appoint as an additional Director and with the title "Immediate Past Commodore" the Voting Member who has most recently ceased to hold the post of Commodore provided always that the Voting Member appointed as such by the Committee shall only hold office until the next annual general meeting.



16.8 A casual vacancy amongst any of the Directors or the Flag Officers may be filled by the Committee provided always that the Voting Member appointed by the Committee to fill the casual vacancy shall only hold office until the next annual general meeting.

## **17. Termination of Director's appointment**

17.1 Subject to Article 17.2 a Director who is not re-elected as such (including as a Flag Officer) at an annual general meeting (whether or not re-election is sought) shall cease to be a Director at 2359 on the 31<sup>st</sup> October next following the annual general meeting at which they were not re-elected, provided always that if in any year the annual general meeting is deferred to a date later than 31<sup>st</sup> October the relevant Director will cease to be such at the conclusion of that annual general meeting.

17.2 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a Director of the Club as soon as:

17.2.1 that person ceases to be a Director by virtue of any provision of the 2006 Act or is prohibited from being a Director by law;

17.2.2 a bankruptcy order is made against that person;

17.2.3 a registered medical practitioner gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

17.2.4 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

17.2.5 unless the Committee resolves otherwise, that person shall without sufficient reason for more than four consecutive Committee meetings have been absent without permission of the Committee;

17.2.6 notification is received by the Committee from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

### **PART 3**

#### **MEMBERSHIP, APPOINTMENTS AND ELECTED POSITIONS**

##### **18. Applications for and conditions of membership**

18.1 The subscribers to the Memorandum of Association and the other individuals listed in column 1 of the table in Article 16.2 are Voting Members and then the further voting members of the unincorporated association hitherto known as the Norfolk Broads Yacht Club, and who consent to become such, shall also become Voting Members of the Club.

18.2 No other person shall become a Member of the Club other than a person who has (all in accordance with the procedures set out in the Rules) paid any relevant subscriptions and registration fees (if any), completed an application for membership in an appropriate category and on such form as is required by the Committee, including by acknowledging in writing his obligations under Article 4, and been approved by the Committee.

18.3 All members of the unincorporated association hitherto known as the Norfolk Broads Yacht Club as at the date of the transfer of its assets and activities to the Club who are (1) under the age of 18, OR (2) honorary members of the unincorporated association hitherto known as the Norfolk Broads Yacht Club shall be or be treated as Non-Voting Members.

##### **19. Conditions of membership**

19.1 All Members shall be subject to the Rules.

19.2 The categories of membership and any qualifying conditions shall be set out in the Rules.

19.3 The Members shall (subject to the Rules) pay such subscription fees as shall from time to time be set by a general meeting of the Club.

##### **20. Termination of Membership / Disciplinary actions**

20.1 A Member may resign as a Member of the Club by giving notice in accordance with the Rules. Membership is not be transferable in any event and shall cease immediately on death, or any other circumstance prescribed in the Rules or on the failure of the Member to comply or to continue to comply with any condition of Membership set out in the Articles or the Rules.

20.2 A Member may be disciplined (including by expulsion as a Member) through the following process:

20.2.1 Pending the conclusion of disciplinary action to be taken under Article 20.2.4 to 20.2.9 (or for a period not exceeding 40 days whilst it considers whether to initiate such disciplinary action) the Committee shall have the power to suspend any Member's right to partake in any of the privileges of the Club including the right to attend at the Club's premises.

20.2.2 Any Flag Officer shall have the power to suspend any Member's right to partake in any of the privileges of the Club (including the right to attend at the Clubs' premises) until the next meeting of the Committee if that Flag Officer reasonably believes that such Committee meeting may consider initiating disciplinary action under this Article 20.1.

20.2.3 Notification of a suspension under Article 20.2.1 or 20.2.2 may be made verbally or in writing to the Member concerned. If made verbally, it shall be confirmed in writing.

20.2.4 If any Member (the "Member Concerned") shall be accused by any other Member (including any Flag Officer or the Committee) of:

- committing any breach of these Articles or the Rules for the time being in force;  
or
- conduct (either in or out of the Club premises) that might be injurious to the character or interests of the Club

then the Committee may refer such accusations to a disciplinary committee created pursuant to Article 20.2.5 (the “Disciplinary Committee”).

20.2.5 A disciplinary committee (the “Disciplinary Committee”) shall be appointed by the Committee and consist of not less than 3 Voting Members (none of whom need be Flag Officers or Directors). A Voting Member may not be appointed to a Disciplinary Committee if he has or may reasonably be perceived to have any personal connection with the Member Concerned or the accusations that have been made.

20.2.6 Subject to Rules 20.2.7 to 20.2.9 a Disciplinary Committee appointed pursuant to Rules 20.2.4 and 20.2.5 shall determine its own procedures including by determining to hold any and all meetings (in whole or part) online.

20.2.7 Within 7 days of being appointed a Disciplinary Committee will meet to appoint a chairman from amongst its number and then such chairman will write to the Member Concerned:

- setting out reasonable details of the accusations made against him;
- inviting him to attend (or make written representations to) a meeting of the Disciplinary Committee (a “Disciplinary Meeting”) to be held (at such time and venue, including online, as the Disciplinary Committee stipulate) not less than 14 days nor more than 28 days after the date of the letter;
- inviting him to write to the chairman of the Disciplinary Committee at least 5 days before the Disciplinary Meeting indicating which (if any) of the accusations made against him are disputed.

20.2.8 The Member Concerned shall be entitled to adduce evidence to the Disciplinary Committee and to make an explanation to the Disciplinary Committee (either orally or in writing) of their conduct.

20.2.9 At the conclusion of the Disciplinary Meeting or any adjournment thereof the Disciplinary Committee (acting if necessary by majority vote) may impose on the Member Concerned such of the following sanctions (including more than one sanction) as in its absolute discretion it deems appropriate:

- verbal reprimand; or
- written reprimand; or
- suspension from partaking in any or all of the privileges of membership of the Club for a period not exceeding 18 months; or
- (subject to Article 20.2.10) expulsion from the Club;

provided that during any period of suspension the Member Concerned shall be obliged to pay their relevant membership subscription and in the event of expulsion no refund of membership subscriptions or mooring fees shall be due in respect of periods after the date of expulsion.

20.2.10 An expulsion pursuant to Rule 20.2.9 shall take effect 14 days after the conclusion of the Disciplinary Meeting unless the Member Concerned has resigned in the interim.

20.2.11 No appeal shall lie from the decision of the Disciplinary Committee, whose discretion and decision shall be absolute and final, nor shall the Disciplinary Committee be bound to give any reason for its decision provided always that not more than once during any period of suspension imposed under Rule 20.2.9 the Committee may reconvene the Disciplinary Committee that imposed the original suspension and invite it to reduce (but not increase) the period of suspension and if for any reason it is not practicable to reconvene the Disciplinary Committee with the same members the Committee may appoint such replacement member(s) as may be necessary (applying clause 20.2.5 mutatis mutandis)

20.2.12 A letter or notice sent to the Member Concerned shall be sufficient notice for the purpose of this Article and shall be deemed to have been delivered and received in accordance with Article 31.

20.3 If all or any part of a Members' annual subscription fee or mooring fee(s) or any other sums due to the Club remain unpaid:

- after 28<sup>th</sup> February in any year (unless the member is entitled to pay by installments); or
- more than one month after notification of the allocation of a mooring; or
- (if entitled to pay by installments) more than one month after the due date of any installment;

then that fact shall be notified by the Club in writing to the Member and such Member shall automatically cease to be a Member two calendar months after the date of such notice in writing unless the amount due has been paid in full, or the Committee has (in its absolute discretion but without being obliged to consider the issue) before the expiry of such period extended the time allowed for payment or waived the sum due.

20.4 If the Committee extends the time allowed for payment in accordance with paragraph 20.3 then (unless the amount due has been paid in full) upon the expiry of the time as so extended the member concerned shall automatically cease to be a Member.

20.5 Any person ceasing to be a Member forfeits all rights in relation to and claims on the Club, its property and funds and has no right to the return of any part of his subscription fees.

## **ORGANISATION OF GENERAL MEETINGS**

### **21. Annual General Meetings**

21.1 Subject to Article 21.4 the Club shall hold a general meeting in September or October in every calendar year as its annual general meeting at such time and place (including by being wholly or partly online) as may be determined by the Committee and shall specify the meeting

as such in the notices calling it. The first annual general meeting will be held on 2022. The notice of the meeting shall give the name of existing Flag Officers and other Directors.

21.2 The annual general meeting shall be held for the following purposes:

21.2.1 to receive from the Committee the Club's financial statements;

21.2.2 to receive from the Commodore a report of the activities of the Club since the previous annual general meeting;

21.2.3 as and when appropriate to elect the Flag Officers and other Directors;

21.2.4 as and when appropriate to appoint the timekeepers;

21.2.5 (at the nomination or request of the Committee, but not otherwise) to appoint or remove as an honorary post, and not as a Director, a President; and

21.2.6 to transact such other business as may be brought before it by (1) the Committee, or (2) by a Voting Member under Article 22.4.

21.3 All general meetings, other than annual general meetings, shall be called special general meetings.

21.4 If the Club is unable to hold an annual general meeting in September or October in any year due to a Force Majeure Event it shall convene an annual general meeting for the first reasonable date thereafter.

## **22. Calling general meetings**

22.1 The Committee may call a special general meeting and, (subject always to s.303(2)(b) of the 2006 Act) on the requisition of not less than twelve Voting Members, shall within 21 days of receiving the requisition, call a special general meeting for a date not later than 28 days after the date of the notice convening the meeting. Such a requisition must state the object of the meeting and include one or more resolutions to be put to the meeting.

22.2 At least 21 clear days' notice in writing of every general meeting (including the annual general meeting) shall be given to such persons as are under the Articles or under the 2006 Act entitled to receive such notices from the Club.

22.3 The notice convening a general meeting shall specify the place (including by being wholly or partly online), the day and the hour of the meeting and in the case of special business, the general nature of the business. All business transacted at a special general meeting, and all that is transacted at the annual general meeting, with the exception of the business set out in Articles 21.2.1 to 21.2.5, shall be deemed special business.

22.4 A Voting Member may propose a resolution (or resolutions) to be considered at a general meeting. Such proposed resolutions must be made in writing addressed to the Commodore and be received not less than 30 days before the general meeting at which it is to be proposed. Where such proposed resolution is for the appointment of one or more Flag Officers and/or Directors it must be seconded by further Voting Member.

22.5 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any proceedings of, or resolution passed at, any meeting.

### **23. Attendance and speaking at general meetings**

23.1 Each Voting Member shall be entitled to attend and to speak at a general meeting.

23.2 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

23.3 A person is able to exercise the right to vote at a general meeting when:

23.3.1 that person is able to vote (including electronically) during the meeting or by postal vote on resolutions put to the vote at the meeting, and

23.3.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.



23.4 The Committee may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

#### **24. Quorum for general meetings**

24.1 Fifteen Voting Members entitled to attend and vote present in person or online shall be a quorum at an annual general meeting and thirty Voting Members entitled to attend and vote present in person or online shall be a quorum at a special general meeting.

24.2 No business other than the appointment of a chairman of the meeting (if necessary) is to be transacted at a general meeting if the Voting Members attending it do not constitute a quorum.

#### **25. Chairing general meetings**

25.1 The Commodore shall chair general meetings if present and willing to do so.

25.2 If the Commodore is not willing to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start then the Directors present, or (if no Directors are present), the meeting, must appoint a Flag Officer or another Voting Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

25.3 The person chairing a meeting in accordance with this Article is referred to as “the chairman of the meeting”.

#### **26. Attendance and speaking by Non-Voting Members**

The chairman of the meeting may permit other persons who are not Voting Members of the Club to attend and speak (but not vote) at a general meeting.

#### **27. Adjournment**

27.1 If within half an hour of the time at which the meeting was due to start the persons attending a general meeting do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

27.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

27.2.1 the meeting consents to an adjournment, or

27.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

27.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

27.4 When adjourning a general meeting, the chairman of the meeting must:

27.4.1 either specify the time and place (including wholly or partly online) to which it is adjourned or state that it is to continue at a time and place (including wholly or partly online) to be fixed by the Directors, and

27.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

27.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least seven clear days' notice of it:

27.5.1 to the same persons to whom notice of the Club's general meetings is required to be given, and

27.5.2 containing the same information which such notice is required to contain.

## **VOTING AT GENERAL MEETINGS**

### **28. Voting: general**

28.1 Every Voting Member shall be entitled to cast one vote (including on a postal vote). Proxy voting is not permitted.

28.2 Scrutineers may be appointed by the chairman of the meeting to assist in determining the outcome of any vote.

28.3 A resolution put to the vote at a general meeting shall be decided on a show of hands (which includes an electronic vote if capable of being cast and counted in accordance with Article 23.3.) unless (in respect of special business) a postal vote is demanded in accordance with these Articles.

28.4 In the case of an equality of votes the chairman of the meeting shall have a casting vote.

28.5 Unless a postal vote is demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

28.6 A resolution may be put to the vote of the Voting Members by way of written resolution in accordance with the provisions of the Companies Acts.

## **29. Errors and disputes**

29.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chairman of the meeting whose decision is final.

29.2 If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

## **30. Postal votes**

30.1 A postal vote may be demanded on a resolution dealing with special business only:

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

30.1.2 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.

30.2 A postal vote will be held if demanded by:

30.2.1 the chairman of the meeting;

30.2.2 the Committee (including in accordance with Article 30.1.1; or

30.2.3 a bare majority of the Voting Members present (including online) and having the right to vote on the resolution.

30.3 A demand for a postal vote may be withdrawn (once demanded in accordance with Article 30.2) if:

30.3.1 the postal vote has not yet been taken, and

30.3.2 the chairman of the meeting consents to the withdrawal.

30.4 The arrangements for holding and announcing the result of a postal vote shall be in the discretion of the Flag Officers but they may include an option to vote using electronic communications.

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **31. Means of communication to be used**

31.1 Subject to the Articles, any notice or document to be sent or supplied by or to the Club under the Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Club.

31.2 The applicable address shall be:

31.2.1 in the case of a Voting Member at their registered address as it appears in the register of Members or by giving notice using electronic communications to an address for the time being notified to the Club by the Voting Member; and

31.2.2 in the case of a Non-Voting Member, at his last known address or by giving notice using electronic communications to an address for the time being notified to the Club by the Non-Voting Member

31.3 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by the Committee may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

31.4 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the second working day following the day 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 as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given when it was sent.

## **32. No right to inspect accounts and other records**

Except as provided by law or authorised by the Committee or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a Member.

## **33. Dissolution**

33.1 If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall (as is determined by a simple majority of the Voting Members) either be:

33.1.1 paid to any other club promoting sailing in the county of Norfolk; or

33.1.2 paid over to the Royal Yachting Association or any other national governing or representative body for use by them for related community sports.



