

Memorandum and Articles of Association Greenwich Yacht Club

No of Company 1986384

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION OF GREENWICH YACHT CLUB LIMITED

(Incorporated the 6th day of February 1986)

AMENDED BY SPECIAL RESOLUTIONS OF THE MEMBERS

1st September 1989

4th June 1995

31st January 1999

24th June 2001

10th February 2002

29th February 2004

27th June 2004

19th July 2009

5th December 2010

4th December 2011

2nd December 2012

8th December 2013

10th April 2016

10th December 2017

9th December 2018

15th December 2019

9th December 2023

21st July 2024

15th February 2025

1. The name of the company is Greenwich Yacht Club Limited.
2. The company's registered office is to be situated in England and Wales.
3. The objects for which the company (herein after referred to as "the Club") is established are:-
 - (i) To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as Greenwich Yacht Club.
 - (ii) To promote, encourage and facilitate the sport of sailing, boating, and general recreational sailing and boating activities and pastimes in the Thames, the Thames Estuary, surrounding waters and elsewhere, and to encourage social intercourse between members of the Club and other affiliated associated or similar bodies.
 - (iii) To establish, maintain and conduct a yacht club for the accommodation of the members of the Company, their friends and other affiliated bodies, and to generally afford to them the usual privileges, advantages and accommodation of a club.
 - (iv) To carry on any other activity (whether for profit or otherwise) which can, in the opinion of the Club, be advantageously carried on in connection with or ancillary to any of activities authorised to be carried on by the Club.

And the Club shall have the following power exercisable In furtherance of its said objects, namely:-

- a) To acquire by purchase, lease or otherwise land buildings grounds and mooring at Greenwich or elsewhere and to layout and maintain the same for yachting, boating, and other water sports and pastimes and to build or otherwise provide a Club House and other usual facilities in connection therewith and to furnish modify improve and maintain the same and to permit the same to be used by members and employees of the Club and others either gratuitously or for payment.
- b) To acquire by purchase, lease or otherwise any lands buildings or property situate contiguous or near to the Clubhouse or other land or premises of the Club and much as may be deemed by the Club likely to advance or benefit either directly or indirectly the interests of the Club.
- c) To purchase hire make or provide and maintain, improve, sell or otherwise dispose of all kinds of equipment fittings and other things required or which may be conveniently used in connection with the moorings and grounds, Club House and other land of the Club by persons frequenting the same whether members of the Club or not.
- d) To purchase, acquire, hire, make or provide and maintain, improve, sell or otherwise dispose of all kinds of boats, engines, sails, water accessories and things and all apparatus tools or equipment used in connection with yachting, boating and other water sports and pastimes, and all kinds of liquors provisions and refreshments required or used by the members of the Club or other persons frequenting the grounds, moorings, Club house and land of the Club.
- e) To hire and employ all classes of persons considered desirable or necessary for the purpose of the Club and to pay to them and to other persons in return for services rendered to the Club salaries, wages, fees charges and pensions.
- f) To promote and hold either alone or jointly with any other association, club or persons, meetings, competitions, regattas, matches and tournaments, yachting, boating and any other water sports or pastimes and offer, give or contribute towards prizes, medals and awards therefore and to promote give or support dinners, Balls, Concerts, lectures and any other entertainments.

- g) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Club.
- h) To undertake and execute any charitable trusts which may lawfully be undertaken by the Club
- i) To borrow or raise money on such terms and on such security as may be thought fit.
- j) To invest the monies of the Club not immediately required for its purposes or upon such investments securities or property as may be thought fit.
- k) To establish support or aid in the establishment and support of any charitable or yachting/boating associations or institutions and to subscribe or guarantee money for charitable purposes or for the furtherance of yachting or boating, either generally or for some specific purpose.
- l) To do all such acts, matters or things as are necessary or incidental to the attainment or furtherance of the said objects or any of them Provided that:-

- i. In case the Club shall take or hold any property which may be subject to any trusts, the Club shall only deal with or invest the same in such a manner as allowed by law having regard to such trusts.

- ii. The Clubs' objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

- iii. The income and property of the Club shall be applied solely towards the promotion of its objects as set forth 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 Club.

Provided that nothing herein shall prevent any payment in good faith by the Club.

- 1) Of reasonable and proper remuneration to any member, officer or servant of the Club, except as far as this is limited by Article 17(e).
- 2) Of interest on money lent by any member of the Club at a rate per annum not exceeding two percent less than the bank base rate for the time being prescribed by Barclays Bank plc or ten percent whichever is the greater.
- 3) Of reasonable and proper rent for any land or premises demised or let or licensed by any member of the Club.
- 4) The liability of the member is limited.
- 5) Every member of the Club undertakes to contribute such amount as may be required (not exceeding £1) to the clubs assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Clubs debts and liabilities 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.

ARTICLES OF ASSOCIATION OF GREENWICH YACHT CLUB LIMITED

GENERAL

(1) In these presents the word set out in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

Words	Meanings
the act.....	the Companies Act 1985 and any statutory modifications or re-enactment thereof
these presents.....	these articles of association.
the Club.....	the above Company
the Council.....	the Council of Management of the Club
the Office.....	the registered office of the Club
the Seal.....	the Common Seal of the Club
the United Kingdom...	the United Kingdom of Great Britain and Northern Ireland
month.....	Calendar month
in writing.....	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form (including by electronic means or in electronic form)

Reference to any section of the Act shall include any statutory modification or re-enactment thereof.

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

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act or any statutory modification or re-enactment thereof in force at the date on which these presents become binding on the

Club shall, if consistent with the subject or context, bear the same meaning in those presents.

(2) The provision of section 352 of the Act shall be observed by the Club and every member of the

Club shall either sign a written consent to become a member or sign the register of members on becoming a member.

(3) The Club is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

(4) The initial members of the Club shall be the persons who at the date when these presents become binding on the Club are already members of the Club or who are members (including honorary members) of the un-incorporated Club known as Greenwich Yacht Club referred to in paragraph 3

(1) Memorandum of Association and who shall, on or before the 6th day of February 1986 or such extended period as the Council of Management may determine sign and deliver to the Secretary of the Club the form of membership prescribed by the Council of Management.

(5) Such persons who are specified in clause (4) hereto and such persons as shall be admitted to membership in accordance with these presents shall be members of the Club.

(6) (a) Membership shall be open to anyone interested in the recreational activity of boating on application, regardless of sex, age, disability, race, sexual orientation, gender reassignment, pregnancy or maternity, religion or belief.

(b) An application for membership shall be in the form from time to time prescribed by Council, and shall include the name and address of the applicant.

(7) Subject to the express provisions of these Articles and to the Memorandum of Association, and to any bye-laws of the Club as hereinafter provided, all members of the Club shall be entitled at all times to use in common all the premises and property of the Club, and to be supplied, at such charges and during such times as the Council of Management of the Club shall from time to time determine, such meals, refreshments and things as are provided by the Club for the use of its members.

(8) (a) The admission of all classes of members (other than Honorary Life Membership) is vested in Council and decided by a simple majority vote.

(b) Council may refuse applications for membership only for good cause, such as conduct or character likely to bring the Club or the sport of boating into disrepute.

(9) The Classes and voting rights of Members are as follows:-

a) MEMBER – being a person who at the date of election was over 18 years of age shall have one vote.

b) FAMILY MEMBER – which expression shall include one or both parents (as may be) and all children under the age of 18. Adult Family Members shall have one vote each.

c) SENIOR MEMBER – being a person who has been a member for five years or more and in receipt of the state Retirement Pension or of such age as to be entitled shall have one vote.

d) Family SENIOR MEMBER – being persons who have been members for five years and in receipt of the state Retirement Pension or of such age as to be entitled shall have one vote each.

e) CADET MEMBER – being a person over 14 years of age and under 18 years of age at the date of election (and who becomes a member, with his/her parents' consent in writing) shall have no vote.

f) HONORARY LIFE MEMBERS – being a person appointed by the ANNUAL GENERAL MEETING in recognition of services to the club shall have one vote. The spouse of an Honorary Life Member shall be included in this membership and have one vote.

g) HONORARY MEMBERS – Members appointed for a period of only one year or less by the Council or by members in general meeting shall have no vote.

h) Temporary MEMBERS – who shall have no vote.

i) YOUNGER MEMBERS- aged 18-25- who may pay a lower fee but who shall have no vote.

j) GROUP ASSOCIATE MEMBERS who may visit up to twelve times a year, for a fixed period, who shall have no vote, on terms to be agreed by the Council of Management.

k) OVERSEAS MEMBER being a person living outside of the UK, who shall have no vote.

l) OVERSEAS FAMILY MEMBER being a family household living outside of the UK, who shall have no vote.

(10)

(11) (a) The Club on the recommendation of the Council of Management may in general meeting elect honorary members, who shall not pay a subscription, but the total number of such honorary members shall not at any one time exceed five percent of the total number of all members.

(b) The Club shall also on the recommendation of the Council of Management may in general meeting elect Honorary Life Members who will also not pay subscriptions, in recognition of services to the Club, but the total number of such Honorary Life Members shall not at any one time exceed four percent of the total number of all members. *(in the case of recipient holding Family or Senior Family membership for the purpose of this calculation only, other parties to that membership shall not be counted)*

(12) Every member on joining the Club is deemed to undertake to comply with these Articles, and any Bye-laws made by the Club and any refusal or neglect to do so or any conduct which in the opinion of the Council of Management is either unworthy of a member or otherwise injurious to the interests of the Club shall render a member liable to disciplinary action, the imposition of fines and/or the suspension or expulsion by the Council of Management, providing that before such disciplinary action, a member, such Council shall call upon him for an explanation of his conduct and shall give him an opportunity of defending himself or of justifying his continued membership or of resigning his membership.

The vote on a resolution for the imposition of fines and/or the suspension or expulsion shall be by secret ballot and the resolution shall only be carried if not less than three quarters of the members of the Council of Management vote in favour of the resolution.

(13) The membership Subscription Period is one year which commences on the 1st September annually. The rates for subscription fees, mooring charges, yard fees and other charges shall be determined by the Council of Management annually for the following year and advised to all members.

(14) All members shall be liable to pay the full Annual Subscription fee except new Members who shall be liable for the portion of the Annual Subscription relative to the part of the Subscription Period remaining at the time of joining along with a joining fee. All Subscription fees are required to be paid by the Due date which shall be the 30th September unless an extended payment schedule has been agreed by the Treasurer.

(15) (a) Any member who fails to pay their fees by the Due Date, or the Due Dates in accordance with an agreed payment schedule may be liable to pay a fine in addition to the arrears in accordance with any list of fines in the Bye Laws.

(b) Any member who has not paid their subscription fees within two months of the Due Date(s) shall automatically cease to be a member, and will be required to apply to the Council of management if they wish to rejoin, and pay all arrears including any fines as a re-condition of being re-admitted to membership.

(16) Any member who wishes to resign his or her membership of the club shall inform the Secretary in writing of their intention to resign immediately or at a particular date. Members who resign before the end of a Subscription period shall not be entitled to a reduction of the annual subscription fee and shall remain liable for any unpaid fees.

(17) (a) The Officers of the Club shall consist of a Commodore, Vice Commodore, Rear Commodore, Honorary Secretary, Honorary Treasurer, Harbour Master and Yard Master, who shall be elected at the Annual General Meeting in each year to hold office until the conclusion of the next Annual General Meeting. The retiring officers shall be eligible for re-election.

(b) No Flag Officer may hold any one office for more than three consecutive years. The Flag Officers of the Club are the Commodore, Vice Commodore, and Rear Commodore.

(c) To serve as a flag officer, a member must have served on the Council for at least one year. To serve as Secretary, Treasurer, Harbour Master or Yard Master or council member, a member must have been a member for twelve months.

(d) No candidate for election to any office (other than the retiring officer) shall be proposed unless the name of such candidate and his proposer and seconder shall have been received in writing by the Honorary secretary fourteen (14) clear days before the Annual General Meeting.

(e) No director or family member of a director of Greenwich Yacht Club shall receive remuneration or payment in kind or preferential treatment from the Club except in respect of Honorariums approved by the members at Annual General meetings and out of pocket expenses on approved club business.

(18) If any person be convicted of any criminal offence of dishonesty or violence or shall be adjudged bankrupt, or shall make any composition or arrangement with his or her creditors or, being engaged in any profession, shall be prohibited by the disciplinary body of that profession from continuing to practice, such member shall ipso facto cease to be a member of the Club. Any person so ceasing to be a member may be re-admitted to membership in the discretion of the Council of Management.

GENERAL MEETINGS

(19) The Club shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting, except the first, shall be held not more than 15 months after holding of the last preceding Annual General Meeting and that as long as the Club holds its first Annual General Meeting within 18 months after its Incorporation it need not hold it in the year of its incorporation or in the following year.

(20) All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings

(21) (a) Subject to Article 21(c), Council may, whenever they think fit, and shall, on the request of members who represent at least 5% of the total voting rights of all the members having a right to vote at general meetings, convene an Extraordinary General Meeting.

(b) Any requisition made by the members must state the general nature of the business to be dealt with at the meeting proposed to be called and must be signed by the requisitionists and delivered to

the Secretary. The requisition may include the text of a resolution intended to be moved at the meeting, and if it does, provided it complies with section 303 Companies Act 2006, the notice of the Extraordinary General Meeting referred to in Article 21(c) must include the text of that resolution.

(c) On receipt of a valid requisition within Article 21(a), the Council shall call an Extraordinary General Meeting by sending out notice of the meeting within 21 days. Such a meeting must be held on a date not more than 28 days after the date of the notice of meeting. If the Council does not comply with this Article [21(c)], those members who requisitioned the meeting may call the meeting themselves in accordance with Section 305 Companies Act 2006 or any equivalent and superseding legislation.

(22) a) Subject to Article 21(c), at least twentyone (21) clear days' notice in writing shall be given for every General Meeting of the Club, (exclusive in every case both of the day on which it was served and of the day for which it is given) specifying the place, and the hour of the meeting. In the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive notice of meetings of members of the Club; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

(b) Any member eligible to vote at the meeting may appoint a proxy who can exercise any of their rights to attend, speak and vote at the meeting, per clause 324 of the Companies Act 2006, but only if the appointment of the proxy is received in writing by the Hon. Sec. 48 hours before the commencement of the meeting (taking no account of any part of a day that is not a working day).

(c) Every notice calling a General Meeting of the Club shall include, with reasonable prominence, the text of 22(b), with the actual date and time of the notification deadline specified at the end of the text shown.

(23) The accidental omission to give notice of a meeting to, or, the non- receipt of such notice by, any person entitled to receive the same shall not invalidate any resolution passed, or any proceeding, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

(24) All business transacted at an Extraordinary General Meeting, shall be deemed special and all business transacted at an Annual General Meeting shall also be deemed special, with the exception of the. consideration of the income and expenditure account and the balance sheet of the Club, and the reports of the Council and of the Auditors, the election of officers and members of the Council in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

(25) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 20 members personally present and entitled to vote at the meeting shall be a quorum.

(26) No business (except in respect of Annual General Meetings the approval of the accounts and balance sheet and the report from the Council and auditors, and the election of officers and council members the election of Auditors and the fixing of their remuneration and any other business that

the Council may order to be inserted in the notice convening the meeting) shall be discussed at any meeting unless notice thereof be given to the Secretary fourteen (14) clear days prior to such meeting.

(27) If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened on the requisition of members, shall be dissolved. In any case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other day time or place as the Chairman of the meeting may determine and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting the same shall be adjourned Sine Die.

(28) The Commodore. of the Club shall preside as Chairman at every General Meeting, but if there is no such Commodore or if at any meeting he shall not be present within 15 minutes after the time appointed for holding the same or shall be unwilling to preside, the members present shall choose an Officer or other member of the Council to preside. If no such Officer or Council member be present or if no such Officer or member of the Council agrees to take the Chair, the meeting shall choose some member of the Club who shall be present to preside.

(b) The proceedings of General Meetings shall be governed by the latest edition of Democratic Rules of Order by Fred and Peg Francis – (the ‘Rules’) as amended by Standing Rules as may be agreed by Special Resolution of a General Meeting from time to time. In the event of a contradiction between the Rules and the Articles, the Articles will be followed.

(29) 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 15 days or more notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjourned meeting or of the business to be transacted thereat.

(30) At any General meeting, a resolution put to the vote of the meeting shall be decided on show of hands unless either before or after the declaration of the result of a show of hands a poll is demanded by the Chairman or by at least 3 members entitled to vote who are present in person or by proxy. Unless a poll be so 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 minute book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against that resolution. A demand for a poll may be withdrawn.

(31) If a poll be demanded in manner aforesaid, it shall be taken at the same place and before the end of the same meeting. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(32) In a 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 the poll has been demanded.

VOTES OF MEMBERS

(34) Subject as hereinafter provided every member other than Honorary Member, Cadet Member, Younger Member and Temporary Member shall have one (1) vote.

(35) Save as herein expressly provided, no member other than any Member whose membership is duly recorded in the register of members and has paid every subscription fee (or every instalment of subscription fees due and payable, if paying under an extended payment Schedule as permitted by Article 14) and any other sum which shall be due and payable to the Club for any reason where such sums exceed £50, shall be entitled to vote on any question at any General meeting.

(36) Subject to the Companies Act 2006, votes may be given either personally or by proxy.

(37) Votes for the election of members of the Council of Management may be submitted by Members who are going to be absent from the General Meeting. They may do this by completing a standard voting slip which expresses their choice, which is sent in confidence to the Honorary Secretary, to arrive at the club's office least 48 hours before the meeting begins. The voting slip shall carry the voter's name, which will be checked against a register of those eligible to vote and will be marked as having voted. That section of the voting slip shall be detached and retained by hon. sec. The full members may attend the meeting if they become able to do so but may not vote at the meeting. The absent member's voting slip is placed in the box with the others and counted with them.

COUNCIL OF MANGEMENT

(38) Until otherwise determined by resolution of the Club in General Meeting the number of members of the Council shall be neither less than 12 nor more than 16.

(39) The Council shall consist of the officers ex-officio and not more than nine members of the Club elected by the Club in General Meeting to hold office until the conclusion of the next Annual General Meeting. The not more than nine members of the Club shall include the positions of Membership Secretary, Cruiser Captain, Dinghy Captain, Bosun and Chair of the House Sub Committee.

(40) There shall not be any age limit to be a member of the Council.

(41) The Commodore or in his absence the most senior Officer present shall take the chair at all meetings of the Council and 60% of the total number of members of Council being present shall form a quorum. In the event of an equal number of votes in favour and against a resolution then the resolution fails.

(b) The proceedings of the Council of Management shall be governed by the latest edition of "Democratic Rules of Order" by Fred and Peg Francis – (the 'Rules') as amended by Standing Rules as may be agreed by 75% vote of a quorate meeting of Council from time to time.

(42) Candidates for election to the Council shall be those members of the retiring Council who shall offer themselves for re-election and such other members of the Club whose nomination duly proposed and seconded by members of the Club in writing shall be in the hands of the Secretary 14 clear days prior to the Annual General Meeting.

(43) If there is a vacancy on Council in the eight-month period after an AGM, Council may advertise the vacancy to members (at minimum by inclusion in the Tuesday Night Announcements) for a period of at least 21 consecutive days. If there is a single applicant, this person may be appointed by

a majority vote of a quorate meeting of Council. If there are multiple applicants, Council will arrange an election by electronic means or at an EGM. Applicants may submit a 150-word supporting statement. The exact process of election will be finalised by Council.

(44) If the number of candidates duly proposed and seconded exceeds the number of vacancies to be filled the election shall be by ballot as provided in these Articles.

(45) A member of the Council shall vacate that office and an Officer of the Club shall likewise vacate

(a) If his membership of the Club is terminated in accordance with the provisions of these presents

(b) If he absents himself without a good, acceptable reason being given to the Council ; for more than two consecutive meetings or for three meetings a year.

(c) If he gives one calendar month's notice in writing of resignation of his office

(d) If he is removed by an Extraordinary Resolution passed at General Meeting of the Club

(46) Subject to the provisions of Article 15 (e) hereof any member may be nominated for election to the Council in accordance with article 45 hereof. No person who is not a member of the Club shall on any occasion be eligible to hold office as a member of the Council.

BYE LAWS

(47) (1) The members of the Club in General Meetings shall have power from time to time to make alter and repeal such bye-laws as they deem necessary or expedient or convenient for the proper conduct and management of the Club and in particular but without prejudice to the generality of the foregoing they may by such bye-laws regulate

a) The terms and conditions upon which honorary guests, the children and members of the Club and visitors shall be permitted to use the premises, facilities and property of the Club.

b) The times of opening and closing of the grounds, moorings, Clubhouse and premises of the Club or any part thereof and the permitted hours for the supply of intoxicating liquor

c) The rules to be observed and the prizes or stakes to be played for by members of the Club playing any games on the premises of the Club.

d) The prohibition of particular games or activities on the premises of the Club either entirely or for during any particular time or times

e) The conduct of members of the Club in relation to one another and in relation to officers and Club employees

f) The setting aside of the whole or any part or parts of the Club premises for gentlemen members, lady members or any other class or classes of members at any particular time or times or for any particular purpose or purposes

g) The imposition of fines and/or the suspension or expulsion of any member for the breach of any bye-law or any provision of the Articles of Association of the Club

h) And generally all such matters as are commonly the subject matter of Club rules.

(2) That the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Club all such bye-laws made and any alterations and repeals thereof and all such bye-laws so long as they shall be in force shall be binding upon all members of the Club, Providing

nevertheless that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Club.

(48) In the event of any doubt arising as to the interpretation of any of the foregoing bye-laws the matter shall be referred to the Council for decision.

POWERS OF THE COUNCIL

(49) a) The business of the Club shall be managed by the Council who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Club and the vesting in the Club of all or any part of the assets of the unincorporated Association "Greenwich Yacht Club". Further the Council may exercise all such powers of the Club and do so on behalf of the Club all such acts as may be exercised and done by the Club (except those powers or acts which are required by statute or these presents to be exercised or carried out by the Club in General Meetings) but subject to such regulations (being not Inconsistent with the presents as may be prescribed by resolution of the Club in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

b) All of the Club's financial affairs shall be conducted in a way which can be professionally audited on a regular basis. The Council of Management shall establish maintain and observe a set of financial rules to govern the financial operations of the club. The club's financial rules shall be published to the members of the club and this shall be kept up to date.

(50) The members for the time being of the Council may act notwithstanding any vacancy in their body provided always that in case the members of the Council 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 Council for the purpose of

- (a) admitting persons to membership of the Club
- (b) filling up vacancies in their body and
- (c) summoning a General Meeting but not for any other purpose.

SECRETARY

(51) The Secretary shall be elected by the Club In General Meetings for such a period and upon such conditions as may be thought fit and any Secretary so appointed may be removed by the members in General Meeting. The Council may from time to time at the direction of the Annual General Meeting appoint an assistant secretary and any person so appointed may act in place of the Secretary if there be no Secretary or the Secretary is not available or is incapable of acting.

THE SEAL

(52) The seal of the Club shall not be affixed to any instrument except by the Authority of a resolution of the Council and in the presence of at least two officers of the Club and of the Secretary and the said officers and Secretary shall sign every instrument to which the seal shall be 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.

(53) The Club may from time to time in General Meeting by resolution Increase or reduce the number of members of the Council and may make such appointments as are necessary for effecting such a change.

(54) In addition and without prejudice to the provisions of the Companies Act 2006 the Club may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office and may by Ordinary Resolution appoint another eligible member in his stead but any person so appointed shall retain his office so long only as the member in whose place he was appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

(55) The Council may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. Eight (8) members of the Council shall constitute a quorum. Questions arising at any meeting shall be decided by a majority vote. In case of an equality of votes the Chairman shall have a second or casting vote.

(56) Any nine members of the Council may at any time summon a meeting of the Council with or without notice.

(57) The Commodore shall preside at all meetings of the Council at which he shall be present. If the Commodore shall be absent or be incapable or unwilling to act, in substitution therefore the Council shall appoint any other officer present to preside. If at any meeting no officer be present within fifteen (15) minutes after the time appointed for holding the meeting or is incapable or unwilling to preside the members of the Council present shall choose one of their number to be Chairman of the meeting.

(58) A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions which are under these presents vested in the Council.

(59) The Council may delegate any of its powers authorities or discretions to committees consisting of such member or members of the Council and members of the Club as is thought fit providing that at least two members of each such committee shall be members of the Council and any committee so formed shall in the exercise of the powers so delegated conform to and comply with such regulations and restrictions as may be imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. The Council shall establish sub-committees for each of the (thirteen) non-flag-officer elected positions on the Council, plus the bar Committee. Each sub-Committee shall consist of no less than three full members and sub-committee members who are not Council members shall form the majority of the membership of the sub-committees. Each sub-committee shall meet at least twice a year; in addition, each sub-committee will hold one open meeting a year for all Club members. Following every sub-committee meeting, a written report shall be made to the Council with recommendations for decision and action.

(60) All acts bona fide done at any meeting of the Council or at any committee of the Council or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any Council / Committee member or person acting as aforesaid or that the latter or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

(61) The Council 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 of the Council and of all committees of the Council and all business transacted at such meetings. Any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

(62) A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and held.

ACCOUNTS

(63) The Council shall cause accounting records to be kept in accordance with the requirements of the Act.

(64) The accounting records shall be kept at the Office or subject to the provisions of the Act at such other place or places as the Council shall think fit and shall always be open at all reasonable times to the inspection of the officers of the Club and /or members of the Council.

(65) The Council shall from time to time determine whether to what extent and what times and places and under what conditions regulations and restrictions the accounts and books of the Club or any of them shall be open to the inspection of members not being officers of the Club or members of the Council and no member of the Club not being an Officer or a member of the Council shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Council or by the Club in General meeting.

(66) At the Annual General Meeting in every year the Council shall lay before the Club a proper income and expenditure account for the accounting period which ends at a date within the year preceding the meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and accounts in accordance with any statutory requirements, and an audit report or report of an independent examiner if required.

These accounts shall be delivered to all members of the Club no less than 7 days before the Annual General Meeting.

AUDIT

(67) If Greenwich Yacht Club is entitled to exemption from the requirements to have its accounts audited because it falls within the special provisions for small companies in the Companies Act, at each Annual General Meeting the members shall be asked whether the accounts for the next financial period be audited, subjected to an independent examination, or neither. The accounts shall be audited if 10% of the members in number are in favour of an audit, in accordance with Section 476 of the Companies Act 2006. The accounts shall be sent for an independent examination if no audit is required but 10% of the members in number are in favour of an independent examination.

(68) If required, Auditors shall be appointed their remuneration set and their duties regulated in accordance with the provisions of the Act.

NOTICES

(69) Subject to the Articles and the Companies Act 2006, any document, notice or information sent or supplied by the Club under the Articles or the Companies Act 2006 may be sent or supplied in any way which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Club, including without limitation:

- In hard copy form (e.g., by hand or post) and
- In electronic form (including by email)

(70) Any member described in the register of members by an address not within the United Kingdom who shall from time to time give to the Club their 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 where that member is being served notice by post or hand but save as aforesaid and as provided by the Act only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Club by post or hand.

(71) Any notice if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a prepaid letter. Any notice served by hand or by electronic means, such as email, shall be deemed delivered 48 hours after it is sent by the Club.

(72) The Burgee shall be red with the device of the club, (i.e.) blue shield with white trident.

- a) The badge shall be a facsimile of the Burgee.
- b) The Commodore's flag is a swallow-tailed pendant with otherwise the same design as the Burgee.
- c) The Vice Commodore's flag is similar to the Commodore's but with one white ball in the upper canton of the pendant next to the hoist.
- d) The Rear Commodore's flag is similar to the Commodore's but with two white balls in the upper canton of the pendant next to the hoist.

DISSOLUTION

(73) If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any surplus property or money. The same shall be paid or distributed among other Community Amateur Sports Club yacht clubs