



# DELL QUAY SAILING CLUB

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

DELL QUAY SAILING CLUB LTD (THE "CLUB")

(As adopted at the Extraordinary General Meeting of Members held on 23<sup>rd</sup> March 2014)

## Record of Amendments

Date	Meeting	Affect Article	Amendment
3 December 2017	AGM	1 Defined Terms 6 Officers & Honorary Secretary	Changes to Membership Categories.
17 November 2019	AGM	1 Defined Terms	Add Ex-Officio
22 November 2020	AGM	14 General Meetings	Reference to proxy (14.10 and 14.13) Business at AGMs (14.4)



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# DELL QUAY SAILING CLUB

## PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

### 1 DEFINED TERMS

1.1 The regulations contained in the Model Articles for Private Companies Limited by Guarantee set out in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 3229/2008) shall not apply to the Club.

1.2 In these Articles, unless the context requires otherwise:

**Act** means the Companies Act 2006;

**Adult Member** Adult Member means a person aged 25 or over on 1st September in the year preceding the membership year who has agreed to become a company member of the Club.;

**AGM** means an annual General Meeting of the Club;

**Articles** means these articles of association, and **Article** refers to a particular provision in them;

**Associate Member** has meaning given in the Bye Laws;

**Bye Laws** means bye laws of the Club from time to time proposed by the directors and approved by the Members in accordance with Article 0;

**Club** means the company regulated by these Articles;

**Club Member** Club Member means every person whose name is entered in the Club's register of Members as an Adult Member or Young Adult Member, in accordance with section 112 of the Act, and **Club Membership** shall be interpreted accordingly

**Commodore** the Commodore of the Club as elected or co-opted in accordance with the Bye Laws;



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<b>Companies Acts</b>	means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Club;
<b>director</b>	means a director of the Club, and includes any person occupying the position of director, by whatever name called;
<b>document</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>electronic form</b>	has the meaning given in section 1168 of the Act;
<b>Ex-Officio</b>	means by virtue of one's position or status. Ex officio members of DQSC sub-committees do not form part of a quorum, but are entitled to vote.
<b>Family Membership</b>	has meaning given in the Bye Laws;
<b>Flag Officers</b>	the Commodore, Vice Commodore, Rear Commodore Sailing, Rear Commodore Cruising and Rear Commodore House;
<b>General Committee</b>	the General Committee of the Club as described in the Bye Laws;
<b>General Meeting</b>	a general meeting of the Club Members;
<b>Honorary Life Membership</b>	has meaning given in the Bye Laws;
<b>Honorary Member</b>	has meaning given in the Bye Laws; an Honorary Member is not a Club Member, and neither has voting rights at general meetings nor any other rights to which members of companies are entitled under the Articles or the Companies Acts, and <b>Honorary Membership</b> shall be interpreted accordingly



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<b>Honorary Secretary</b>	means the company secretary of the Club, if appointed;
<b>Junior Member</b>	Junior Member means a person aged under 18 on 1 <sup>st</sup> September in the year preceding the membership year;
<b>Member</b>	Member means all members of the Club, including, Junior Members, Honorary Members or Temporary Members, and Membership shall be interpreted accordingly;
<b>Officers</b>	has the meaning given in Article 6.1;
<b>ordinary resolution</b>	means a resolution passed by a simple majority of the Club Members;
<b>Rear Commodore Cruising</b>	the Rear Commodore Cruising of the Club as elected or co-opted in accordance with the Bye Laws;
<b>Rear Commodore House</b>	the Rear Commodore House of the Club as elected or co-opted in accordance with the Bye Laws;
<b>Rear Commodore Sailing</b>	the Rear Commodore Sailing of the Club as elected or co-opted in accordance with the Bye Laws;
<b>Royal Yachting Association and RYA</b>	means the Royal Yachting Association, a company limited by guarantee registered in England and Wales with registered company number 00878357;
<b>Single Membership</b>	has meaning given in the Bye Laws;
<b>special resolution</b>	means a resolution of the Club Members passed by a majority of not less than 75%;
<b>Subscriptions</b>	the subscriptions and fees payable by the Members in accordance with the Bye Laws;



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- Temporary Member** Temporary Member has meaning given in the Bye Laws; a Temporary Member is not a Club Member, and neither has voting rights at general meetings nor any other rights to which members of companies are entitled under the Articles or the Companies Acts, and **Temporary Membership** shall be interpreted accordingly
- Vice Commodore** the Vice Commodore of the Club as elected or co-opted in accordance with the Bye Laws;
- 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.
- Young Adult Member** means a person aged 18 or over and under 25 on 1st September in the year preceding the membership year who has agreed to become a company member of the Club.
- Young Adult Membership** has meaning given in the Bye Laws;

1.3 In these Articles, unless the context otherwise requires:

- 1.3.1 other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the Club;
- 1.3.2 words in the singular shall include the plural and in the plural shall include the singular; and
- 1.3.3 a reference to one gender shall include a reference to the other genders.

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

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



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to time, taking account of any subordinate legislation from time to time made under it, and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

- 1.6 A **person** includes a natural person, corporate or unincorporated body (whether or not having separate legal personality) and that person's personal representatives, successors and permitted assigns.
- 1.7 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

### 2 LIABILITY OF CLUB MEMBERS

- 2.1 The liability of each Club Member is limited to £10, being the amount that each Club Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Club Member or within one year after he ceases to be a Club Member, for:
- 2.1.1 payment of the Club's debts and liabilities contracted before he ceases to be a Club Member;
- 2.1.2 payment of the costs, charges and expenses of winding up; and
- 2.1.3 adjustment of the rights of the contributories among themselves.

## PART 2: OBJECTS & POWERS

### 3 OBJECTS

- 3.1 The Club is established for the following purposes:
- 3.1.1 to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as DELL QUAY SAILING CLUB;
- 3.1.2 to promote the spirit of comradeship and the furtherance for recreational purposes of all forms of small boat sailing and the use for recreational purposes of power craft;



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- 3.1.3 to be primarily interested in its activities at Dell Quay and in Chichester Harbour;
- 3.1.4 to establish, purchase, and maintain premises for the use of Members and the storage of their boating gear;
- 3.1.5 to promote and to hold either alone or jointly with any other federation, association, club or persons, regattas and sailing matches and events of a like nature;
- 3.1.6 to provide social and other facilities for Members as may be from time to time determined.

### **4 POWERS**

- 4.1 In pursuance of the object set out in Article 3.1, the Club has the power to:
  - 4.1.1 establish, maintain and conduct a club;
  - 4.1.2 promote and hold, either alone or jointly with any other association, club or persons, meetings, competitions and regattas for the purpose of competitive sailing and to offer, give or contribute towards prizes, medals and awards;
  - 4.1.3 co-operate with other bodies;
  - 4.1.4 accept gifts and raise funds;
  - 4.1.5 borrow money;
  - 4.1.6 give security for loans or other obligations;
  - 4.1.7 acquire or hire property of any kind;
  - 4.1.8 let or dispose of property of any kind;
  - 4.1.9 set aside funds for special purposes or as reserves against future expenditure;
  - 4.1.10 deposit or invest its funds in any manner;
  - 4.1.11 delegate the management of investments to a financial expert;





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- 4.1.12 insure the property of the Club against any foreseeable and unforeseeable risk and take out other insurance policies to protect the Club when required;
- 4.1.13 employ paid or unpaid agents, staff or advisers;
- 4.1.14 enter into contracts to provide services to or on behalf of other bodies;
- 4.1.15 establish or acquire subsidiary companies; and
- 4.1.16 do anything else within the law which promotes or helps to promote the objects set out in Article 3.1.

### **PART 3: DIRECTORS**

#### **5 DIRECTORS**

- 5.1 The directors of the Club are all the members of the General Committee.
- 5.2 The Bye Laws shall apply in respect of the composition, eligibility for, term of office and the procedure for election or co-option as a member of the General Committee.
- 5.3 At the date of adoption of these articles the directors are the individuals who comprise the General Committee of the un-incorporated members club known as DELL QUAY SAILING CLUB and their terms of office shall be deemed to have commenced on the same day as their terms of office in DELL QUAY SAILING CLUB commenced.
- 5.4 The directors are Club Members responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club.
- 5.5 Directors are elected by the Club Members or co-opted by the directors, in accordance with any procedures set out in the Bye Laws.
- 5.6 A director's term of office automatically terminates if he:
  - 5.6.1 ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;



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- 5.6.2 is absent without notice from three consecutive meetings of the directors and is asked by a majority of the other directors to resign;
- 5.6.3 is incapable, whether mentally or physically, of managing his own affairs;
- 5.6.4 resigns by written notice to the directors (but only if at least two directors will remain in office); or
- 5.6.5 is removed by the Club Members.

### **6 OFFICERS & HONORARY SECRETARY**

- 6.1 The Officers of the Club shall be Adult or Young Adult Members of the Club and shall consist of a Commodore, a Vice Commodore and three Rear Commodores (Sailing, Cruising and House) who shall be Flag Officers, an Honorary Secretary, an Honorary Membership Secretary, an Honorary Treasurer, an Honorary Data Services Secretary, an Honorary Sailing Secretary, an Honorary Cruising Secretary and an Honorary Social Secretary. An Associate Member may not stand for office.

### **7 DIRECTORS' PROCEEDINGS**

- 7.1 The directors must hold at least nine directors' meetings each calendar year.
- 7.2 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Honorary Secretary to give such notice.
- 7.3 Notice of any directors' meeting must indicate:
  - 7.3.1 its proposed date and time;
  - 7.3.2 where it is to take place;
  - 7.3.3 the purpose of the meeting and the business to be discussed; and
  - 7.3.4 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 7.4 Notice of a directors' meeting must be given to each director, but need not be in writing.



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- 7.5 Notice of a directors' meeting need not be given to the directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Honorary Secretary not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting or of any business conducted at it.
- 7.6 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two and, unless otherwise fixed, it is five.
- 7.7 A directors' meeting may be held either in person or by suitable electronic means agreed by the directors in which all participants may communicate with all the other participants.
- 7.8 The Commodore or (if the Commodore is unable or unwilling to do so) some other director chosen by the directors present presides at each directors' meeting.
- 7.9 Any issue may be determined by a simple majority of the votes cast at a directors' meeting, but a resolution in writing agreed by all the directors (other than any conflicted director who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
- 7.10 Every director has one vote on each issue and in case of equality of votes the chairman of the meeting has a casting vote.
- 7.11 A procedural defect of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

### **8 DIRECTORS' POWERS**

- 8.1 The directors may exercise any powers of the Club which are not reserved to the Club Members.
- 8.2 The directors shall manage the affairs of the Club according to the Bye Laws and shall cause the funds of the Club to be applied solely to the objects of the Club or for a benevolent purpose nominated by General Meeting.
- 8.3 In particular the directors shall ensure that the property and funds of the Club will not be used for the direct or indirect private benefit of Members other than



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as reasonably allowed by the Bye Laws and that all surplus income is re-invested in the Club.

8.4 The directors may appoint such sub-committees as they may deem necessary and may delegate such of their powers as they may think fit upon such terms and conditions as shall be deemed expedient and/or required by the law. Such sub-committees shall consist of such directors or Members of the Club as the directors may think fit. Officers of the Club shall be ex officio members of all such sub-committees. All proceedings of sub-committees must be reported promptly to the directors.

8.5 Sub-committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.

### **9 DIRECTORS' REMUNERATION AND EXPENSES**

9.1 Directors may undertake any services for the Club that the directors decide. Directors are not entitled to remuneration for their services as directors of the Club, but may be entitled to remuneration for other services as determined by the Club Members in a General Meeting.

9.2 The Club may pay any reasonable expenses which the directors properly incur in connection with the discharge of their responsibilities in relation to the Club.

### **10 CONFLICTS OF INTEREST**

10.1 The directors may, in accordance with the requirements set out in Article 10.2, authorise any situation in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Club which would, if not authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest.

10.2 Any authorisation under Article 10.1 shall be effective only if:

10.2.1 the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors;

10.2.2 any requirement as to the quorum is met without counting the interested director; and



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- 10.2.3 the matter was agreed to without the interested director voting or would have been agreed to if the interested director's vote had not been counted.
- 10.3 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Club for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a conflict of interests which has been authorised by the directors in accordance with these Articles or by the Club Members in General Meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 10.4 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Club in which a director is interested that director is not to be counted as participating in the decision-making process for quorum or voting purposes, unless the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 10.5 Where the number of non-conflicted directors is less than the quorum for the purposes of approving a resolution authorising any situation or transaction constituting a conflict as anticipated by the Companies Acts, the quorum shall be all the disinterested directors.
- 10.6 When all the directors of the Club are conflicted, the Club shall pass the conflict to the Club Members for approval by ordinary resolution.

### PART 4: MEMBERSHIP

#### 11 MEMBERSHIP CATEGORIES

- 11.1 The categories of Membership are described in the Bye Laws. Each category of Membership has the obligations, rights and privileges described in these Articles and in the Bye Laws.

#### 12 APPLICATIONS FOR MEMBERSHIP

- 12.1 Membership of the Club shall be open to anyone interested for recreational purposes in all forms of sailing and the use for recreational purposes of power craft on application regardless of sex, age, disability, ethnicity, nationality,



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sexual orientation, religion or other beliefs. Membership is however limited to 850 in total on a non-discriminatory basis. Membership is not transferable.

12.2 No person shall become a Member unless:

12.2.1 that person has completed an application for Membership in a form approved by the directors from time to time; and

12.2.2 the directors have approved the application.

12.3 Membership is also subject to any subscriptions or affiliation fees that may be set by the directors from time to time.

12.4 Every person who, at the date of incorporation of the Club, had paid a subscription fee to, and was a member of, the unincorporated club known as DELL QUAY SAILING CLUB referred to in Article 3.1.1, and who, on or before 23<sup>rd</sup> March 2014, or during such extended period as the directors may determine, signs and delivers to the Club the form of Membership prescribed by the directors, shall be a Member of the Club from incorporation.

### 13 TERMINATION OF MEMBERSHIP

13.1 A Member may withdraw from Membership by giving seven days' notice to the Club in writing.

13.2 A person's Membership terminates when that person dies.

13.3 The directors may terminate the Membership of any Member without his consent by giving him written notice if, in the reasonable opinion of the directors:

13.3.1 he is guilty of conduct which has or is likely to have a serious adverse effect on the Club or bring the Club or any or all of the Members and directors into disrepute; or

13.3.2 he has acted or has threatened to act in a manner which is contrary to the interests of the Club as a whole; or

13.3.3 he has failed to observe the terms of these Articles and any Bye Laws from time to time.



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13.4 If the directors wish to terminate a person's Membership in accordance with Article 13.3, they must give notice to that Member and provide the Member with the opportunity to be heard in writing or in person as to why his Membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration.

13.5 A Member whose Membership is terminated under Article 13.3 shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Club any subscription or other sum owed by him.

### 14 GENERAL MEETINGS

14.1 Club Members are entitled to attend General Meetings in person.

14.2 In addition to any other General Meetings in that year, the Club must hold a General Meeting as an AGM each year. The AGM shall be at such time in the year as the directors may decide but so that there shall not be an interval of more than fifteen months between each such meeting.

14.3 The Honorary Secretary shall give at least fourteen days' notice of the meeting and will deliver to each Club Member notice of the meeting specifying the meeting as the AGM and of the business to be conducted at that meeting. Non-receipt of such notice by any member does not invalidate the proceedings at the meeting.

14.4 No business, except the election of the Officers, directors, and Honorary Reporting Accountant(s), and any business that the directors may order to be inserted in the notice convening the meeting, shall be discussed at such meeting unless notice thereof be given in writing by a Member entitled to vote to the Honorary Secretary at least forty-two days before the date of the AGM.

14.5 At the AGM Club Members shall:

14.1.1 receive the accounts of the Club for the previous financial year;

14.1.2 receive a written report on the Club's activities;

14.1.3 elect directors to fill the vacancies arising;

14.1.4 appoint reporting accountants or auditors for the Club; and

14.1.5 elect members of other committees.



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14.6 Club Members may also, from time to time:

14.6.1 discuss and determine any business put before them by the directors or set out in a valid request by the Club Members to call a General Meeting pursuant to Article 0 and

14.6.2 in particular, consider and determine whether to approve any Bye Laws put before them by the directors, which are consistent with the these Articles and the Act, to govern:

- (a) classes and conditions of Membership;
- (b) the entrance fees, subscriptions and other fees or payments to be made by Members and guests;
- (c) the procedures for dealing with disciplinary action against Members, and/or for the expulsion of Members, and/or for refusals to renew Membership;
- (d) the procedures for General Meetings and meetings of the directors and committees of the directors in so far as such procedure is not regulated by the Articles; and
- (e) matters relating to the use of the Club's premises.

14.7 The directors may at any time, upon giving fourteen days' notice in writing, call a General Meeting of the Club for any special business, the nature of which shall be stated in the summons convening the meeting, and the discussion at such meeting shall be confined to the business stated in the notice sent to members.

14.8 The directors shall call a General Meeting upon a written request addressed to the Honorary Secretary by at least twelve members. The directors shall meet within twenty-eight days of the requisite number of requests in order to call a General Meeting. The directors shall give fourteen days' notice in writing of any such General Meeting. The discussion at such meeting shall be confined to the business stated in the notice sent to members.

14.9 At every General Meeting of the Club the Commodore or, if absent, a chairman elected by those present shall preside.

14.10 There is a quorum at a General Meeting if the number of Club Members present in person or represented by proxy is at least twenty.





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14.11 Club Members are entitled to a vote in General Meetings. Other Members may attend but are not entitled to vote.

14.12 All resolutions shall be proposed and passed as ordinary resolutions except for those resolutions required by the Articles or the Bye Laws to be passed by a higher majority vote; those resolutions required by the Companies Act shall be passed as special resolutions.

14.13 Voting shall be by show of hands including proxies.

14.14 At any General Meeting (unless a poll of those present is demanded by ten Club Members) a declaration by the chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority shall be conclusive. If a poll is demanded it shall take place immediately and the poll as declared by the chairman shall be deemed to be the resolution of the meeting at which the poll is demanded.

14.15 On any resolution properly put to a meeting of the Club relating to the creation, repeal or amendment of any Bye Law of the Club such resolution can be passed only by a special resolution of those present and entitled to vote.

14.16 Except where otherwise provided by these Articles or the Companies Acts, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a General Meeting. For this purpose the written resolution may be set out in more than one document.

14.17 A technical defect in the appointment of a Club Member of which the Club Members are unaware at the time does not invalidate a decision taken at a General Meeting or a written resolution of the Club Members.

### **15 AMENDMENTS TO RESOLUTIONS**

15.1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:

15.1.1 notice of the proposed amendment is given to the Honorary Secretary in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and



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- 15.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 15.2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:
  - 15.2.1 the chairman of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and
  - 15.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 15.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

### **PART 5: ADMINISTRATIVE ARRANGEMENTS**

#### **16 RECORDS AND ACCOUNTS**

- 16.1 The directors shall comply with the requirements of the Companies Acts as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies of information required by law, including:
  - 16.1.1 annual returns;
  - 16.1.2 annual reports; and
  - 16.1.3 annual statements of account.
- 16.2 The directors shall also keep records of:
  - 16.2.1 all proceedings at meetings of the directors;
  - 16.2.2 all resolutions in writing;
  - 16.2.3 all reports of committees; and
  - 16.2.4 all professional advice obtained.



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16.3 Accounting records relating to the Club shall be made available for inspection by any director and may be made available for inspection by Members who are not directors if the directors so decide.

16.4 A copy of the latest available statement of account shall be supplied on request to any director.

### 17 INDEMNITY

17.1 Subject to Article 17.2, a director or former director of the Club may be indemnified out of the Club's assets against:

17.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club;

17.1.2 any other liability incurred by that director as an officer of the Club.

17.2 This Article 17 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

### 18 COMMUNICATIONS

18.1 Notices and other documents to be served on Members or directors under these Articles or the Companies Acts may be served:

18.1.1 by hand;

18.1.2 by post;

18.1.3 by suitable electronic means; or

18.1.4 through publication in the Club's newsletter.

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

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

18.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;



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- 18.3.2 two working days after being sent by first class post to that address;
  - 18.3.3 three working days after being sent by second class or overseas post to that address;
  - 18.3.4 immediately on being handed to the recipient personally; or
  - 18.3.5 as soon as the recipient acknowledges actual receipt.
- 18.4 A technical defect in service of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

### **19 PROFITS NOT TO BE DISTRIBUTED**

- 19.1 The Club is a non-profit making organisation. All surpluses shall be used to maintain or improve the Club's facilities. No surplus(es) shall be distributed other than to another non-profit making body with aims similar to those of the Club on winding up or dissolution of the Club.
- 19.2 The income and property of the Club shall be applied solely in promoting the objects of the Club as set out in Article 3.1.
- 19.3 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Club of:
- 19.3.1 reasonable and proper remuneration to any Member, Officer or servant of the Club for any services rendered to the Club;
  - 19.3.2 interest on money lent by any Member of the Club or director at a reasonable and proper rate per annum, not above a commercial rate;
  - 19.3.3 reasonable and proper rent for premises demised or let by any Member or director; or
  - 19.3.4 reasonable out-of-pocket expenses properly incurred by any director.

### **20 DISSOLUTION**

- 20.1 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 not be paid to or distributed amongst the Members of the Club. The directors shall dispose of the net assets remaining to another non-profit



## **DELL QUAY SAILING CLUB**

making body with aims similar to those of the Club for use by it for related community sports.

END OF ARTICLES