



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **11218056**

The Registrar of Companies for England and Wales, hereby certifies that

HIGHCLIFFE SAILING CLUB LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House on **21st February 2018**



N11218056B



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company

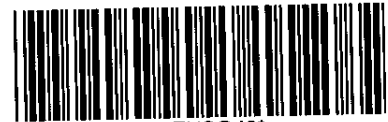
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A fee is payable with this form.
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to register a private or public company.

✗ **What this form is NOT for**
You cannot use this form to register a limited liability partnership. To do this, please use form LL IN01. Do not use this form if any individual with significant control is not registered or has applied for protection having their details disclosed to the public register. Contact companieshouse.gov.uk for a separate form.

For further information, please refer to our guidance at www.gov.uk/companieshouse



A12 10/02/2018 #79
COMPANIES HOUSE

SATURDAY

Part 1 Company details

A1

Company name

Check if a company name is available by using our name availability search:

www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company name in full ①

Highcliffe Sailing Club Limited

For official use

11218056

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

① **Duplicate names**
Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance at: www.gov.uk/companieshouse

A2

Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

② **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance at: www.gov.uk/companieshouse

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

③ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website: www.gov.uk/companieshouse

IN01

Application to register a company

A4

Company type ①

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked):

- Public limited by shares
- Private limited by shares
- Private limited by guarantee
- Private unlimited with share capital
- Private unlimited without share capital

① Company type

If you are unsure of your company's type, please go to our website: www.gov.uk/companieshouse

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ②

Classification code 1	9	3	1	2	0
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description

② Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes is available on our website: www.gov.uk/companieshouse

A6

Situation of registered office ③

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- England and Wales
- Wales
- Scotland
- Northern Ireland

③ Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

IN01

Application to register a company

A7

Registered office address ①

Please give the registered office address of your company.

Building name/number

"Sea Vixen"

Street

Mudford Quay

Post town

Christchurch

County/Region

Dorset

Postcode

B H 2 3 4 A B

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A6.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A8

Articles of association ②

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box.

- Private limited by shares
 Private limited by guarantee
 Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box.

- Private limited by shares
 Private limited by guarantee
 Public company

Option 3

I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

② For details of which company type can adopt which model articles, please go to our website: www.gov.uk/companieshouse

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

A9

Restricted company articles ③

Please tick the box below if the company's articles are restricted.

③ Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.gov.uk/companieshouse

IN01

Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1

Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C4.

Title *	Mrs
Full forename(s)	Patricia Mignon
Surname	Whiffen
Former name(s) ②	Dare

① Corporate appointments
For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2

Secretary's service address ③

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Corporate secretary

C1

Corporate secretary appointments ①

Please use this section to list all the corporate secretary appointments taken on formation.

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

C2

Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3 only**

→ **No** Complete **Section C4 only**

C3

EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

C4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

IN01

Application to register a company

Director

D1 Director appointments ①

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E4.

Title *	Mrs
Full forename(s)	Patricia Mignon
Surname	Whiffen
Former name(s) ②	Dare
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X m1 m2 y1 y9 y4 y7
Business occupation (if any) ⑤	Retired

- ① Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
 - ② Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
 - ③ Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
 - ④ Month and year of birth**
Please provide month and year only.
 - ⑤ Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointments**
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ⑥

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

- ⑥ Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E4.

Title *	Mr
Full forename(s)	Stephen Bryan John
Surname	Waite
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X m0 m9 y1 y9 y4 y9
Business occupation (if any) ⑤	Retired Chartered Accountant

- ① **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
- ③ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
- ④ **Month and year of birth**
Please provide month and year only.
- ⑤ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑥

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

- ⑥ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Corporate director

E1 Corporate director appointments ①	
Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
E2 Location of the registry of the corporate body or firm	
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3 EEA companies ②	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③	
Registration number	
E4 Non-EEA companies	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
If applicable, the registration number	
① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.	
② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).	
④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.	

IN01 - continuation page

Application to register a company

Director

D1 Director appointments ①	
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title *	Mr
Full forename(s)	Ian Jeffrey
Surname	Pike
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X m0 m6 y1 y9 y5 y2
Business occupation (if any) ⑤	Retired

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ⑥	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page

Application to register a company

Director

D1 Director appointments ①

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E4.

Title *	Mr
Full forename(s)	Christopher Aubrey Charles
Surname	Perry
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X m0 m1 y1 y9 y6 y1
Business occupation (if any) ⑤	Company Director

- ① **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
- ③ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
- ④ **Month and year of birth**
Please provide month and year only.
- ⑤ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ⑥

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

- ⑥ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page

Application to register a company

Director

D1 Director appointments ①

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E4.

Title *	Mr						
Full forename(s)	Peter Lawrence						
Surname	Emerson						
Former name(s) ②							
Country/State of residence ③	England						
Nationality	British						
Month/year of birth ④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <table border="1" style="display: inline-table; vertical-align: middle;"> <tr> <td>m0</td> <td>m3</td> <td>y1</td> <td>y9</td> <td>y4</td> <td>y6</td> </tr> </table>	m0	m3	y1	y9	y4	y6
m0	m3	y1	y9	y4	y6		
Business occupation (if any) ⑤	Retired						

- ① **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
- ③ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
- ④ **Month and year of birth**
Please provide month and year only.
- ⑤ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ⑥

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

- ⑥ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page

Application to register a company

Director

D1 Director appointments ①	
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title *	Mrs
Full forename(s)	Tania Jane
Surname	Tarrant
Former name(s) ②	Robbins
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
Business occupation (if any) ⑤	Secretary/Accounts

- ① Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
- ③ Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
- ④ Month and year of birth**
Please provide month and year only.
- ⑤ Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ⑥	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
Country	

- ⑥ Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ **Yes** Complete the sections below.

→ **No** Go to **Part 4 (Statement of guarantee)**.

F1

Statement of capital

Complete the table(s) below to show the share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages

Please use a continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
Totals				
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)				
		Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

IN01

Application to register a company

F2

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section F1**.

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

IN01

Application to register a company

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

IN01

Application to register a company

F3

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below.

→ **No** Go to **Part 5** People with significant control (PSC).

G1

Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

1 Name

Please use capital letters.

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted.

4 Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) 1	Ian Jeffrey
Surname 1	Pike
Address 2	"Sea Vixen" Mundeford Quay
Postcode	B H 2 3 4 A B
Amount guaranteed 3	£1
Class of member (if applicable) 4	

Subscriber's details

Forename(s) 1	Christopher Aubrey Charles
Surname 1	Perry
Address 2	"Sea Vixen" Mundeford Quay
Postcode	B H 2 3 4 A B
Amount guaranteed 3	£1
Class of member (if applicable) 4	

IN01

Application to register a company

Subscriber's details

Forename(s) ①	Peter Lawrence
Surname ①	Emerson
Address ②	"Sea Vixen" Mudeford Quay
Postcode	B H 2 3 <input type="text"/> 4 S B
Amount guaranteed ③	£1
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	Tania Jane
Surname ①	Tarrant
Address ②	"Sea Vixen" Mudeford Quay
Postcode	B H 2 3 <input type="text"/> 4 A B
Amount guaranteed ③	£1
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	Patricia Mignon
Surname ①	Wiffen
Address ②	"Sea Vixen" Mudeford Quay
Postcode	B H 2 3 <input type="text"/> 4 A B
Amount guaranteed ③	£1
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	Stephen Bryan John
Surname ①	Waite
Address ②	"Sea Vixen" Mudeford Quay
Postcode	B H 2 3 <input type="text"/> 3 D X
Amount guaranteed ③	£1
Class of member (if applicable) ④	

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted.

④ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

H1

Statement of initial significant control

On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

Statement of initial significant control

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J.

Please use the PSC continuation pages if necessary.

H2

Statement of no PSC

(Please tick the statement below if appropriate)

The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company.

IN01

Application to register a company

Individual PSC

H3

Individual's details

Use **sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company.

Title *	
Full forename(s)	
Surname	
Country/State of residence ①	
Nationality	
Month/year of birth ②	X X m m y y y y

① Country/State of residence

This is in respect of the usual residential address as stated in section H6.

② Month and year of birth

Please provide month and year only.

H4

Individual's service address ①

Please complete the individual's service address below. You must also complete the individual's usual residential address in **Section H6**.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Service address

This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

IN01

Application to register a company

H7

Nature of control for an individual ¹

Please indicate how the individual is a person with significant control over the company.

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of right to appoint/remove directors

- The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- The individual has the right to exercise, or actually exercises, significant influence or control over the company

¹ Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control ¹

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply.

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ¹

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply.

IN01

Application to register a company

Individual PSC

H3

Individual's details

Use **sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title *	
Full forename(s)	
Surname	
Country/State of residence ①	
Nationality	
Month/year of birth ②	X X m m y y y y

- ① **Country/State of residence**
This is in respect of the usual residential address as stated in section H6.
- ② **Month and year of birth**
Please provide month and year only.

H4

Individual's service address ①

Please complete the individual's service address below. You must also complete the individual's usual residential address in **Section H6**.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

- ① **Service address**
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

IN01

Application to register a company

H7

Nature of control for an individual ¹

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of right to appoint/remove directors

- The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- The individual has the right to exercise, or actually exercises, significant influence or control over the company

¹ Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control ¹

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply.

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ¹

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply.

IN01

Application to register a company

Relevant legal entity (RLE)

I1 RLE details ①									
Corporate or firm name									
Building name/number									
Street									
Post town									
County/Region									
Postcode	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Country									

① Registered or principal office address
This is the address that will appear on the public record.

I2 Legal form and governing law	
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.
Legal form	
Governing law	
If applicable, register in which RLE is entered ①	
Country/State ①	
Registration number ①	

① Registration number
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

IN01

Application to register a company

13

Nature of control for the RLE ①

Please indicate how the RLE has significant control over the company

Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of right to appoint/remove directors

- The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- The RLE has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply.

14

Nature of control by a firm over which the RLE has significant control ①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

15

Nature of control by a trust over which the RLE has significant control ¹

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply.

IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details

An 'other registrable person' is:

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Principal office address

This is the address that will appear on the public record.

J3

Legal form and governing law

Legal form

Governing law

IN01

Application to register a company

J4

Nature of control ¹

Please show how the ORP has significant control over the company

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of right to appoint/remove directors

- The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- The ORP has the right to exercise, or actually exercises, significant influence or control over the company.

¹ Tick each that apply.

J5

Nature of control by a firm over which the ORP has significant control ¹

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply.

IN01

Application to register a company

J6

Nature of control by a trust over which the ORP has significant control ¹

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply.

IN01

Application to register a company

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1

Election to keep secretaries' register information on the public register ¹

All subscribers elect to keep secretaries' register information on the public register

¹ only applies if the proposed company will have a secretary.

K2

Election to keep directors' register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record ²

All subscribers elect to keep directors' register information on the public register

² If the subscribers don't make this election, only the month and year of birth will be available on the public record.

K3

Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

All subscribers elect to keep directors' URA register information on the public register

K4

Election to keep members' register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

All subscribers elect to keep members' register information on the public register

The company will be a single member company (Tick if applicable).

K5

Election to keep PSC register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record ³

All subscribers elect to keep PSC register information on the public register

No objection was received by the subscribers from any eligible person ⁴ within the notice period before making the election.

³ If the subscribers don't make this election, only the month and year of birth will be available on the public record.

⁴ **Eligible person**
An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

Part 7 Consent to act

L1 Consent statement

Please tick the box to confirm consent.

- The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

Part 8 Statement about individual PSC particulars

M1 Particulars of an individual PSC ¹

Please tick the box to confirm.

- The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

¹ Only tick this if you have completed details of one or more individual PSCs in sections H3-H9.

Part 9 Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section N1** (Statement of compliance delivered by the subscribers).
→ **Yes** Go to **Section N2** (Statement of compliance delivered by an agent).

N1 Statement of compliance delivered by the subscribers ²

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

² **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Continuation pages
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.

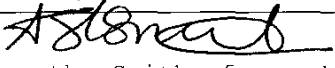
IN01

Application to register a company

N2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name	Lester Aldridge LLP
Building name/number	Russell House
Street	Oxford Road
Post town	Bournemouth
County/Region	Dorset
Postcode	B H 8 8 E X
Country	United Kingdom
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.
Agent's signature	Signature  <input checked="" type="checkbox"/> Samantha Smith, for and on behalf of Lester Aldridge LLP <input checked="" type="checkbox"/>

IN01

Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Samantha Smith

Company name Lester Aldridge LLP

Address Russell House

Oxford Road

Post town Bournemouth

County/Region Dorset

Postcode

B	H	8		8	E	X
---	---	---	--	---	---	---

Country United Kingdom

DX DX7623 Bournemouth 1

Telephone 02380 827470



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- At the registered office address (Given in Section A7).
- At the agents address (Given in Section N2).



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- You have used the correct appointment sections.
- Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- The document has been signed, where indicated.
- All relevant attachments have been included.
- You have enclosed the Memorandum of Association.
- You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.



How to pay

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 or 790ZF exemption

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

THE COMPANIES ACT 2006

MEMORANDUM OF ASSOCIATION FOR A

COMPANY LIMITED BY GUARANTEE

Memorandum of Association
Of
HIGHCLIFFE SAILING CLUB LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of Subscriber	Authentication of Subscriber
Ian Jeffrey Pitke	I.J. Pitke
CHRISTOPHER AUBREY CHARLES PERRY	C Perry
PETER LAWRENCE EMERSON	P.L. Emerson
Tania Jane Tarrant	T.J. Tarrant
PATRICIA WHIFFEN	Patricia Whiffen
STEPHEN BRIAN JOHN WAITE	S.B.J. Waite

Dated: 5TH FEBRUARY 2018

HIGHCLIFFE SAILING CLUB LIMITED

Articles of Association

Company Limited by Guarantee

**Lester Aldridge LLP
Solicitors**

Corporate Team
Russell House
Oxford Road
Bournemouth
Dorset
BH8 8EX

Tel: 01202 786161

Fax: 01202 786150

E mail: enquiries@la-law.com

Ref: 5.COR.GTR.HIG.61.1

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

HIGHCLIFFE SAILING CLUB LIMITED

PART 1 – DEFINITIONS AND INTERPRETATION

1.

1.1. In these Articles, unless the context otherwise requires:

Act	: means the Companies Act 2006;
Articles	: means the Club's articles of association for the time being in force;
Club	: means the Club known as Highcliffe Sailing Club Limited and regulated by the Articles;
Circulation Date	: in relation to a written resolution, has the meaning given to it in the Act;
Clear Days	: <i>In relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;</i>
Director	: means a Director of the Club;
Document	: includes, unless otherwise specified, any document sent or supplied in electronic form;
Electronic form and electronic means	: have the meaning given to such terms in section 1168 of the Act;
Junior Member	: A person admitted to membership as a Junior Member in accordance with article 7.2;
Member	: means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;
Model Articles	: means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulation 2008 (SI 2008/3229);

Objects : means the objects of the Club as stated in Article 2;

Special Resolution : means a resolution passed:

(a) at a meeting of the Members by a majority of not less than 75% of the Members voting upon the resolution and which was been specified as a special resolution in the notice calling the meeting; or

(b) in the case of a written resolution, passed by not less than 75% of the Members;

Unincorporated Association : the unincorporated association known as Highcliffe Sailing Club governed by a constitution dated 25th November 2016;

United Kingdom : means Great Britain and Northern Ireland; and

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.

- 1.2. Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - 1.1.1. any subordinate legislation from time to time made under it; and
 - 1.1.2. any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6. a reference to one gender shall include all genders.
- 1.7. The singular shall include the plural and vice versa
- 1.8. 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.
- 1.9. The Model Articles shall not apply to the Club.

PART 2 – OBJECTS AND POWERS

2. OBJECTS

- 2.1. The Club's objects are to provide facilities for and to promote the sport of sailing.

3. POWERS

In pursuance of the Objects, but not further or otherwise, the Club has the power to:

- 3.1. acquire the whole of the assets and undertaking and to assume the liabilities of the Unincorporated Association;
- 3.2. promote and hold, either alone or with any other association, club or persons, meetings, competitions and regattas;
- 3.3. accept (or disclaim) any gift of money, legacy or other property;
- 3.4. raise funds by way of subscription, donation or otherwise;
- 3.5. establish or purchase any subsidiary companies;
- 3.6. sell, lease or otherwise dispose of all or any part of the Club's real or personal property and any and all rights of the Club;
- 3.7. hire out or share the facilities of the Club with any other association, club or persons whether gratuitously or for payment;
- 3.8. borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Club's property and assets;
- 3.9. lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or Club;
- 3.10. buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
- 3.11. establish or support or aid in the establishment and support of any organisation formed for objects similar to the Objects;
- 3.12. enter into partnership or other arrangement with any other body with objects similar to the Objects;
- 3.13. acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any other body;
- 3.14. *enter into contracts to provide services to or on behalf of other bodies;*
- 3.15. employ and remunerate any person or persons;

- 3.16. take out such insurance policies as are necessary to protect the Club;
- 3.17. provide indemnity insurance for the Directors or any other officer of the Club in accordance with and subject to the conditions in sections 232 - 234 of the Act;
- 3.18. open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.19. amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects similar to the Objects; and
- 3.20. do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.

PART 3 – INCOME, WINDING UP AND DISSOLUTION

4. APPLICATION OF INCOME

- 4.1. The income of the Club shall be applied solely in furtherance of the Objects and no part of the income or property of the Club may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member or Director. This shall not prevent:
 - 4.1.1. the provision of facilities or services to any Member
 - 4.1.2. the provision of facilities of services to any Director in his capacity as a Member;
 - 4.1.3. the payment or provision in good faith of:
 - a. reasonable and proper remuneration to any Member for any goods or services supplied to the Club provided that Article 4.2 applies if such a Member is a Director;
 - b. interest on money lent by a Member to the Club at a reasonable and proper rate;
 - c. reasonable and proper rent for premises demised or let by a Member to the Club;
 - d. reasonable out-of-pocket expenses properly incurred by a Director when acting on behalf of the Club;
 - e. directors' indemnity insurance purchased by the Club for the benefit of its Directors.
- 4.2. A Director may only be paid for goods or services supplied to the Club if:
 - 4.2.1. there is a written agreement between the Club and the Director setting out the amount or the maximum amount that the Director may be paid;
 - 4.2.2. the amount is fair and reasonable in all the circumstances; and

- 4.2.3. there is a majority of the Directors who have not been paid for goods and services to the Club.

5. WINDING UP

- 5.1. On the winding up or dissolution of the Club, after provision has been made for all its debts and liabilities, any assets or property that remain (the "**Club's remaining assets**") shall not be paid or distributed to the Members but shall be applied or transferred:

5.1.1. directly for the Objects; and/or

5.1.2. to any club or charity for purposes similar to the Objects.

- 5.2. The decision on who is to benefit from the Club's remaining assets, pursuant to article 5.1 may be made by a special resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, or failing that, may be made by resolution of the Directors at or before the time of winding up or dissolution.

6. LIABILITY OF MEMBERS

- 6.1. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

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

6.1.2. payment of the costs, charges and expenses of the winding up; and

6.1.3. adjustment of the rights of the contributories among themselves.

PART 4 - MEMBERSHIP

7. MEMBERS

- 7.1. Membership is open to any individual over the age of eighteen years, interested in the sport of sailing regardless of sex, age, disability, race, gender, sexual orientation, religion or belief.

- 7.2. An individual who is over the age of eight but under the age of eighteen years on the 1st October in any year may be admitted as a Junior Member until the 1st October following his eighteenth birthday. Junior Members shall be entitled to use the facilities of the Club and to participate in the activities of the Club appropriate to their age and subject to any Rules or Bye-Laws made from time to time by the Directors.

- 7.3. Junior Members shall not be entitled to receive notice of or to attend or vote at general meetings of the Club and shall not be members for the purposes of the Act. Articles 7.4 - 7.8, 8, 9 and 28.5 shall nevertheless apply to Junior Membership.

- 7.4. No person shall become a Member unless:
- 7.4.1. that person has completed an application for Membership in a form approved by the Directors from time to time; and
 - 7.4.2. the Directors have approved the application.
- 7.5. The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Club to refuse the application. If an application is refused, the Directors shall, on the written request of the applicant, refer the application to the next general meeting of the Club and the application shall be determined by ordinary resolution of the Members.
- 7.6. Every person who, at the date of incorporation of the Club, had paid a subscription fee to, and was a member of, the Unincorporated Association, and who, on or before the date of incorporation of the Club or during such extended period as the Directors may determine, signs and delivers to the Club the application form for membership prescribed by the Directors, shall be admitted as a Member of the Club.
- 7.7. The Club shall maintain a register of Members and any person ceasing to be a Member shall be removed from the Register.
- 7.8. Membership is not transferable.

8. CLASSES OF MEMBERSHIP AND SUBSCRIPTIONS

- 8.1. A non-refundable fee of such sum as the Directors may from time to time determine shall be payable on joining the Club.
- 8.2. A person who was formerly a Member or a member of the Unincorporated Association and who resigned their membership shall not be required to pay a fee under Article 8.1 if their application for Membership is made less than three years after such resignation.
- 8.3. An annual subscription shall be payable on 1st October in each year. The amount of the subscription shall be determined from time to time by the Directors but shall not be increased by more than 20% in any year without the prior approval of the Club in general meeting. A Member who has joined after 31st August in any year and who has paid a subscription for a year on joining shall not be required to pay a further subscription on the next 1st October.
- 8.4. The Directors may set different subscriptions for different classes of membership including:
- 8.4.1. Individual Members;
 - 8.4.2. Individual Members and their children under the age of 25 years living in the same household;
 - 8.4.3. Individual Members between the ages of 19 years and 25 years;
 - 8.4.4. Junior Membership; and

- 8.4.5. Individual Members above State pensionable age and who have been Members or members of the Unincorporated Association for more than ten years.
- 8.5. A Member who is in arrears with his subscription shall be entitled to notice of and to attend any general meeting the Club but not to speak or vote. The Directors may from time to time make bye-laws to restrict or suspend the use of the Club's facilities by Members who are in arrears in payment of their subscription.
- 8.6. The Club may elect any person as a Life Member or as an Honorary Member.
- 8.7. A Life Member shall not be required to pay any subscription but shall be entitled to receive notice of and to attend, speak and vote at a general meeting and to use the facilities of the Club.
- 8.8. An Honorary Member shall:
- 8.8.1. be entitled to receive notice of and to attend and speak at any general meeting; and
 - 8.8.2. be entitled to use the facilities of the Club,
but shall not
 - 8.8.3. be required to pay any subscription;
 - 8.8.4. be entitled to vote at any meeting of the Club;
 - 8.8.5. be elected as an Officer or a Director; or
 - 8.8.6. be a Member for the purposes of the Act.
- 8.9. Articles 9 and 28.5 shall apply to Honorary Members.
- 8.10. The Directors may make bye-laws relating to the admission of Temporary Members. Temporary Members may use the facilities of the Club upon such terms as may be set out in the bye-laws but shall not be a Member for purposes of the Act or of these Articles.

9. TERMINATION OF MEMBERSHIP

- 9.1. Membership is terminated if:
- 9.1.1. the Member dies;
 - 9.1.2. the Member resigned by written notice to the Club unless, after resignation there would be less than two members;
 - 9.1.3. any sum due from the Member to the Club is not paid in full within three months of it falling due and the Directors resolve that the Membership of that Member be terminated. Sub-clause 9.1.4 shall not apply to such resolution;
 - 9.1.4. The Member is removed from membership by a resolution of the Directors that it is in the best interests of the Club that his

membership is terminated. A resolution to remove a Member from membership may only be passed if:

- a. the Member has been given at least 21 days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed; and
- b. the Member or, at the option of the Member, the Member's representative (who need not be a Member) has been allowed to make representations to the meeting.

9.2. An Officer may suspend a Member from the use of the Club's premises and facilities

9.2.1. if the Officer reasonably believes such action to be necessary for the protection of the Member, the Club, any other Member(s) or the property of the Club or its Members; or

9.2.2. whilst the Directors investigate any allegation concerning the Member or pending any decision to terminate the membership of the Member under article 9.1 and the Directors consider that such suspension is necessary in the best interests of the Company; or

9.3. A Member may not be suspended for more than eight weeks unless the Directors have within that time convened a meeting under article 9.1.4 to consider the termination of the membership of the Member or the continuation of the suspension.

9.4. A Member whose is suspended or whose Membership is terminated under Article 9.19.1 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.

10. GENERAL MEETINGS OF MEMBERS

10.1. The Club must hold its first annual general meeting within eighteen months of its incorporation. The annual general meeting must be held in November in each year.

10.2. The Directors may call a general meeting of the Members at any time and such a meeting shall be held in accordance with the Act. No business may be conducted at any general meeting unless the general nature of the business has been set out in the notice calling the meeting and no special resolution may be passed unless the text of the resolution has been set out in the notice.

10.3. The Directors must call a general meeting if they receive a request to do so from not less than 5% of the Members that complies with section 303 of the Act. The meeting must be called within twenty one days of the receipt of the request and must be held within twenty eight days of the date of the notice calling the meeting.

- 10.4. If the Directors fail to call a meeting following a request from the Members under Article 10.3, the Members may convene a general meeting in accordance with section 305 of the Act.
- 10.5. The minimum periods of notice required to hold a general meeting of the Club are:
 - 10.5.1. twenty one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - 10.5.2. fourteen clear days for all other general meetings.
- 10.6. A general meeting may be called on shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.
- 10.7. No business shall be transacted at any general meeting unless a quorum is present. A quorum is 10% of the Membership who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.
- 10.8. If a quorum is not present within from the time appointed for the meeting or if during the meeting a quorum ceases to be present, the meeting shall be dissolved if it was called upon the requisition of members. In any other case:
 - 10.8.1. the meeting shall be adjourned to such time and such place as the Directors determine;
 - 10.8.2. the Director's must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting; and
 - 10.8.3. if no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 10.9. A Member is entitled to appoint another person as his proxy, in accordance with the Act, to exercise all or any of his rights to attend and to speak and vote at a meeting of the Club.
- 10.10. The Commodore shall chair general meetings of the Club or, if they are absent, the Vice Commodore shall act as chair. If neither the Commodore nor the Vice Commodore is present within 15 minutes of the time appointed for the meeting, a Director nominated by the Directors present shall chair the meeting. If no Director is present and willing to chair the meeting, the Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 10.11. A vote on a resolution proposed at a meeting shall be decided by a show of hands unless:
 - 10.11.1. before, or on the declaration of the result of, the show of hands a poll is demanded; or

- 10.11.2. the resolution is to amend the Articles or to elect or remove a director in which case the vote shall be conducted by ballot.
- 10.12. On a show of hands, on a poll or on a ballot, every Member, whether an individual or an organisation shall have one vote. If the votes for and against a resolution are tied the person chairing the meeting shall not have second or casting vote.
- 10.13. The election of Officers and Directors shall be conducted by a vote upon each candidate. Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.
- 10.14. Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.

11. CONTENT OF PROXY NOTICES

- 11.1. Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
- 11.1.1. states the name and address of the Member appointing the proxy;
 - 11.1.2. identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 11.1.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 11.1.4. is delivered to the Club in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 11.2. The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 11.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 11.4. Unless a proxy notice indicates otherwise, it must be treated as:
- 11.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 11.4.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

12. DELIVERY OF PROXY NOTICES

- 12.1. A Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that

- meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that Member.
- 12.2. An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.
 - 12.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
 - 12.4. If a proxy notice is not executed by the Member appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the Member's behalf.

13. WRITTEN RESOLUTIONS

- 13.1. Subject to article 13.4 a written resolution of the Members passed in accordance with this article 13 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
 - 13.1.1. as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
 - 13.1.2. as a Special Resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a Special Resolution unless it states that it was proposed as a Special Resolution.
- 13.2. Where a resolution is proposed as a written resolution of the Club, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 13.3. Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a Special Resolution, shall be passed as an ordinary resolution.
- 13.4. A Members' resolution under the Act removing a Director or an auditor before the expiration of his term of office may not be passed as a written resolution.
- 13.5. A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 13.6. A Member signifies their agreement to a proposed written resolution when the Club receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
 - 13.6.1. if the document is sent to the Club in hard copy form, it is authenticated if it bears the signature of the person sending it;

- 13.6.2. if the document is sent to the Club in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Club or, where no such manner has been specified by the Club, if it is accompanied by a statement of the identity of the sender and the Club has no reason to doubt the truth of that statement.
- 13.7. A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 13.8. A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.
- 13.9. Communications in relation to written resolutions shall be sent to the Club's auditors (if auditors have been appointed) in accordance with the Act.
- 13.10. The Members may require the Club to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

14. PART 5 OFFICERS AND DIRECTORS

- 14.1. The Club shall elect the following officers at each annual general meeting:
 - 14.1.1. Commodore;
 - 14.1.2. Vice Commodore;
 - 14.1.3. Rear Commodore (Sailing);
 - 14.1.4. Rear Commodore (Clubhouse);
 - 14.1.5. Honorary Secretary; and
 - 14.1.6. Honorary Treasurer.
- 14.2. The Officers shall be Directors of the Club.
- 14.3. Each Officer shall retire at the conclusion of the annual general meeting next after his appointment but subject to article 14.4 shall be eligible for re-election.
- 14.4. The Commodore may not serve more than three consecutive terms and on the conclusion of the third annual general meeting next after his appointment shall retire without being eligible for re-election as Commodore until the next annual general meeting. A Commodore who has served three consecutive terms shall be eligible for election as another Officer or as a Director who does not hold an office.
- 14.5. The failure to elect an Officer or a vacancy in the office shall not invalidate any proceedings of the Directors.

15. DIRECTORS

- 15.1. The number of Directors (including the Officers) shall not be subject to any maximum but shall not be less than five.

- 15.2. No-one may be appointed a Director unless he is a Member.
- 15.3. The first Directors shall be those persons whose names are notified to Companies House as the first Directors on incorporation.
- 15.4. The first Officers shall be those persons who held the corresponding role in the Unincorporated Association.
- 15.5. A Director may not appoint an alternate Director or anyone to act on their behalf at meetings of the Directors.

16. POWERS OF DIRECTORS

- 16.1. Subject to the provisions of the Act, the Articles and any Special Resolution, the Directors shall be responsible for the management of the Club's business and may exercise all the powers of the Club for that purpose.
- 16.2. No alteration of the Articles or any Special Resolution shall invalidate any prior act of the Directors.
- 16.3. A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

17. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 17.1. A Director shall cease to hold office if they:
 - 17.1.1. are removed by ordinary resolution of the Club pursuant to the Act;
 - 17.1.2. cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;
 - 17.1.3. cease to be a Member of the Club;
 - 17.1.4. have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
 - 17.1.5. in the written opinion of a registered medical practitioner who is treating the Director, have become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - 17.1.6. resign by written notice to the Club, provided that at least five Directors will remain in office once the resignation takes effect;
 - 17.1.7. are absent from all the meetings of the Directors held within a period of six consecutive months, without the permission of the Directors, and the Directors resolve that their office be vacated; or
 - 17.1.8. are removed from office by a resolution of the Directors that it is in the best interests of the Club that their office be vacated passed at a meeting at which at least half of the Directors are present. Such a resolution must not be passed unless:
 - a. the Director has been given at least 14 Clear Days' notice in writing of the meeting of the Directors at which the

resolution will be proposed and the reasons why it will be proposed; and

- b. the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider any representations made by the Director (or the Director's representative) and inform the Director of their decision following such consideration. there shall be no right of appeal from a decision of the Directors to terminate the Directorship of a Director.

18. PROCEEDINGS OF DIRECTORS

- 18.1. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 18.2. Acts done by a meeting of the Directors or of a committee or by a person acting as a Director shall not be invalidated by the subsequent realisation that:
 - 18.2.1. appointment of any such Director or person acting as a Director was defective; or
 - 18.2.2. any or all of them were disqualified; or
 - 18.2.3. any or all of them were not entitled to vote on the matter.

19. CALLING A DIRECTORS' MEETING

- 19.1. Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the Honorary Secretary (if any) to give such notice.
- 19.2. Notice of a meeting of the Directors must be given to each Director, but need not be in writing. The notice must specify:
 - 19.2.1. the time, date and place of the meeting;
 - 19.2.2. the general particulars of the business to be considered at the meeting; and
 - 19.2.3. if it is anticipated that the 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.

20. PARTICIPATION IN DIRECTORS' MEETINGS

- 20.1. Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.
- 20.2. If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

21. QUORUM FOR DIRECTORS' MEETINGS

- 21.1. The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, provided it shall not be less than five and, unless otherwise fixed, it is five.
- 21.2. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 21.3. If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to call general meeting to appoint further Directors.

22. CHAIRING DIRECTORS' MEETINGS

- 22.1. The Commodore shall chair meetings of the Directors. If the Commodore is not present within ten minutes of the time appointed for the start of the meeting or is unable or unwilling to chair the meeting, the Vice Commodore shall chair the meeting.
- 22.2. If at any meeting of the Directors neither the Commodore nor Vice Commodore is present and able and willing to chair the meeting the participating Directors must appoint one of themselves to chair the meeting.

23. DECISION-MAKING BY DIRECTORS

- 23.1. The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 24.
- 23.2. Each Director has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

24. UNANIMOUS DECISIONS BY DIRECTORS

- 24.1. A decision of the Directors may be taken without a meeting provided that it is unanimous and in writing. Such a decision may comprise any number of, copies each of which have been signed by an eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 24.2. 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 Directors' meeting.
- 24.3. 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.

25. DELEGATION BY DIRECTORS

- 25.1. The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising one or more Directors and other Members.
- 25.2. The Directors may delegate the implementation of their decisions or day-to-day management of the affairs of the Club to any person or committee.
- 25.3. The terms of reference of a committee may include conditions imposed by the Directors, including that:
 - 25.3.1. the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate; and
 - 25.3.2. no expenditure or liability may be incurred on behalf of the Club except where approved by the Directors or in accordance with a budget previously agreed by the Directors.
- 25.4. Persons who are Members but who are not Directors may be appointed as members of a committee, subject to the approval of the Directors.
- 25.5. Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall 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.
- 25.6. The terms of any delegation to a committee shall be recorded in the minute book.
- 25.7. The Directors may revoke or alter a delegation.
- 25.8. All acts and proceedings of any committee shall be fully and promptly reported to the Directors.

26. CONFLICTS OF INTERESTS

- 26.1. A Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Club or in any transaction or arrangement entered into by the Club which has not previously been declared.
- 26.2. A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Club and any personal interest (including but not limited to any personal financial interest).
- 26.3. If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
 - 26.3.1. the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

- 26.3.2. the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
 - 26.3.3. the unconflicted Directors consider it is in the interests of the Club to authorise the conflict of interests in the circumstances applying.
- 26.4. In article 26.3 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

PART 6 – MISCELLANEOUS

27. CHANGE OF CLUB NAME

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

28. RULES AND BYE-LAWS

- 28.1. The Directors may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Club.
- 28.2. The rules or bye-laws may regulate the following matters but are not restricted to them:
 - 28.2.1. the admission of members to the Club and the rights and privileges of such members and the entrance fees, subscriptions and other fees or payments to be made by Members or by different classes of Members;
 - 28.2.2. the conduct of Members in relation to one another and to the Club's employees;
 - 28.2.3. the use of the Club's property and facilities;
 - 28.2.4. the procedure at general meetings and meetings of the directors so far as such procedure is not regulated by the Act or the articles;
 - 28.2.5. generally, such matters as are commonly the subject matter of club or company rules.
- 28.3. The Club in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- 28.4. The Directors must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of the Members.
- 28.5. The rules or bye-laws shall be binding on all Members. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

29. MINUTES

- 29.1. The Directors shall cause the Club to keep the following records in writing and in permanent form:
 - 29.1.1. minutes of proceedings at general meetings;
 - 29.1.2. minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;
 - 29.1.3. copies of resolutions of the Club and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and
 - 29.1.4. particulars of appointments of officers made by the Directors.

30. RECORDS AND ACCOUNTS

- 30.1. The Directors shall comply with the requirements of the Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:
 - 30.1.1. annual reports;
 - 30.1.2. annual returns; and
 - 30.1.3. annual statements of account.
- 30.2. Accounting records relating to the Club must be made available for inspection by any Directors at any reasonable time during normal office hours.
- 30.3. A copy of the Club's latest available statement of account shall be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Club's reasonable costs of fulfilling the request, within two months of such request.

31. COMMUNICATIONS

- 31.1. Subject to the Articles, anything sent or supplied by or to the Club under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Club.
- 31.2. Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors 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.
- 31.3. A Director may agree with the Club that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

32. IRREGULARITIES

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

33. INDEMNITY

33.1. Subject to article 33.2 but without prejudice to any indemnity to which they may otherwise be entitled:

33.1.1. every Director or former Director of the Club shall be indemnified out of the assets of the Club in relation to any liability they incur in that capacity; and

33.1.2. every other officer or former officer of the Club may be indemnified out of the assets of the Club in relation to any liability they incur in that capacity.

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