

FILE COPY



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

Company Number 11917191

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

COLNE WATER ACTIVITIES 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, Cardiff, on **1st April 2019**



* N11917191H *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01(ef)

Application to register a company



Received for filing in Electronic Format on the: **29/03/2019**

X828BQQX

Company Name in full: **COLNE WATER ACTIVITIES LIMITED**

Company Type: **Private company limited by guarantee**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **C/O COLNE YACHT CLUB WATERSIDE
BRIGHTLINGSEA
UNITED KINGDOM CO7 0AX**

Sic Codes: **93120**

Proposed Officers

Company Director **1**

Type: **Person**

Full Forename(s): **MR ADRIAN**

Surname: **GIBBONS**

Service Address: **C/O COLNE YACHT CLUB WATERSIDE
BRIGHTLINGSEA
UNITED KINGDOM CO7 0AX**

*Country/State Usually
Resident:* **UNITED KINGDOM**

Date of Birth: ****/06/1961** *Nationality:* **BRITISH**

Occupation: **CHARTERED
ACCOUNTANT**

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Guarantee

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:

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

Name: **ADRIAN GIBBONS**

Address **C/O COLNE YACHT CLUB WATERSIDE
BRIGHTLINGSEA
UNITED KINGDOM
CO7 0AX**

Amount Guaranteed **10**

Statement of Compliance

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

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

COLNE WATER ACTIVITIES 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 each subscriber

Adrian Gibbons

Date 29 March 2019

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
COLNE WATER ACTIVITIES LIMITED
(THE "CLUB")

PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINED TERMS

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

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

Act	means the Companies Act 2006;
AGM	means an Annual General Meeting of the Club;
Articles	means these articles of association, and Article refers to a particular provision in them; this includes the CYC Bye Laws and Rules as adopted from time to time by the main committee.
Boating	means sporting, recreational and other activities carried out in water-borne craft of any description powered by the wind or by mechanical means;
CASC	means a Community Amateur Sports Club, as that term is defined by Section 658

Corporation Tax Act 2010;

Club	means the company regulated by these Articles;
Club Rules	means the Rules and Bye Laws of the Club from time to time proposed by the Directors and approved by the Voting Members in accordance with Article <u>15.5.2</u> ;
CYC	CYC means the Colne Yacht Club as represented by these Articles, Bye Laws and Club Rules.
Club Trustees	The Club Trustees are defined in Article 11. The trustees are appointed to oversee certain transactions carried out by the Club.
Members	Members are voting and non-voting members of the Club.
Voting Club Member	means every person who agreed to become a company member of the Club and whose name is entered in the Club's register of members, in accordance with Section 112 of the Act, and Voting Club Membership shall be interpreted as meaning a voting club member as set out in Article 14.1 of these articles.
Non-voting Club Member	Means a club member who has no voting rights and is not a member of the Company Limited by Guarantee but does have the rights set out in Article 14.2.
Companies Acts	means the Companies Acts (as defined in Section 2 of the Act), in so far as they apply to the Club;
Director	means an Officer of the Main Committee as defined in Article 6 and includes the following, President, Vice President, Commodore, Vice

	Commodore, Rear Commodores, Hon Treasurer, Hon Secretary, any other member of the main committee as appointed and the Club Trustees;
Electronic form	has the meaning given in Section 1168 of the Act;
EGM	An EGM is any meeting of the Voting Club Members other than the AGM.
Finance Acts	means the Corporation Tax Act 2010, the Finance Act 2012 and any other relevant legislation relating to CASCs;
Officers	has the meaning given in Article 6 and Article 11;
Hon Secretary	means the company secretary of the Club, if appointed;
Ordinary resolution	means a resolution passed by a simple majority of the Club Members;
Special resolution	means a resolution of the Club Members passed by a majority of not less than 75% of the Voting Members at a meeting held in accordance with these Articles.

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

1.3.1. other words or expressions contained in these Articles bear the same meaning as in the Act in force on the date when these Articles become binding on the Club;

1.3.2. words in the singular shall include the plural and, in the plural, shall include the singular; and

1.3.3. a reference to one gender shall include a reference to the other genders.

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

1.5. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it, and any amendment or re- enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.6. A **person** includes a natural person, corporate or unincorporated body (whether or not having separate legal personality) and that person's personal representatives, successors and permitted assigns.

1.7. Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2. LIABILITY OF Voting CLUB MEMBERS

2.1. The liability of each Voting Club Member is limited to £10, being the amount that each Voting Club Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Voting Club Member or within one year after he ceases to be a Voting Club Member, for:

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

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

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

PART 2: OBJECTS & POWERS

3. OBJECTS

3.1. The Club is established for the following purposes:

3.1.1. to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as The Colne Yacht Club;

3.1.2. to promote and facilitate community participation in healthy recreation by the provision of facilities for the sport of Boating; and

3.1.3. to facilitate and promote the enjoyment of yacht and boat cruising, sailing and racing; training; and

3.1.4. to provide and maintain a Clubhouse and boatyard for the use of members of the club and to promote social engagement amongst those interested in yachting and boating and other water-based activities; and

3.1.5. to provide other facilities that may be considered necessary for or beneficial to a yacht club, its Members, and visiting members of other recognised clubs; and

3.1.6. to provide social and other facilities for Members and the local community as may from time to time be determined by the Directors.

4. POWERS

4.1. In pursuance of the object set out in Article 3.1, the Club has the power to:

4.1.1. establish, maintain and conduct a Boating club;

4.1.2. promote and hold, either alone or jointly with any other association, club or persons, meetings, competitions and regattas for the purpose of competitive Boating and to offer, give, or contribute towards prizes, medals, and awards;

4.1.3. provide advice or information;

4.1.4. co-operate with other bodies;

4.1.5. accept gifts and raise funds;

4.1.6. borrow money as determined by Article 8.9;

4.1.7. give security for loans or other obligations;

4.1.8. acquire or hire property of any kind;

4.1.9. let, hire out or dispose of property of any kind subject to the restrictions set out in these articles;

4.1.10. set aside funds for special purposes or as reserves against future expenditure;

4.1.11. deposit or invest its funds in any manner subject to the restrictions set out in these articles;

4.1.12. delegate the management of investments to a financial expert;

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

PART 3: OFFICERS OF THE MAIN COMMITTEE

5. Officers of the Main Committee

- 5.1. The Officers of the Main Committee shall be the Directors of the Company. The Officers of the Main Committee are responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club.
- 5.2. Officers of the Main Committee are elected by the Club Members or co-opted by the Officers of the Main Committee, in accordance with any procedures set out in the Bye Laws.
- 5.3. The term of office of an Officer of the Main Committee automatically terminates if he or she:
 - 5.3.1. ceases to be a Director by virtue of any provision of the Act or is prohibited from being a director by law;
 - 5.3.2. is absent without permission from 30% of the meetings of the Main Committee during the year and is asked by a majority of the other directors to resign. This Officer shall not be eligible for election, re-election or appointment to any office at the next AGM;
 - 5.3.3. is incapable, whether mentally or physically, of managing his/her own affairs;

5.3.4. resigns by written notice to the Main Committee provided at least two Officers of the Main Committee will remain in office; or

5.3.5. is removed by the Voting Club Members.

6. OFFICERS & SECRETARY

6.1. The Officers of the Main Committee shall be voting members of the Club and shall consist of a President, up to two Vice Presidents, a Commodore, a Vice-Commodore, up to three Rear Commodores, an Honorary Treasurer and Honorary Secretary and up to five other Voting Members as proposed at the AGM.

6.2. Officers shall be elected by the Voting Club Members at the AGM each year. All Officers shall hold office from the conclusion of the AGM in which they are appointed until the conclusion of the AGM the following calendar year. All Officers shall be eligible to stand for re- election.

6.3 ADMIRAL OF THE CLUB is a post of honour and may be appointed by the Main Committee.

Duties of Officers:

The normal duties of Officers are set out below but may vary according to the needs of the Club.

6.4 PRESIDENT:

Provide advice and support for the Flag Officers and Main Committee. Arrange election of Vice-Presidents to Main Committee. Chair General Meetings when appropriate. The President would normally be the immediate Past Commodore provided they have served at least a 12-month term. Should the immediate Past Commodore not wish to take up the post or is unable to take up the post then the office of President shall be elected by the Vice-Presidents from the Vice-Presidents as an eligible group.

6.5 VICE PRESIDENTS:

Provide advice and support for the Flag Officers and Main Committee. The Vice Presidents are the Past Commodores of the CYC who have served at least a 12-month term. The Vice Presidents are non-voting members of the main committee.

6.6 COMMODORE:

Leadership and positive promotion of the Club. Oversee and ensure an effective working relationship with Colne Yacht Club Ltd. Chair Main Committee and General Meetings. Coordinate sub-committees of the Club, Health & Safety

6.7 VICE COMMODORE: Deputise for Commodore. Leadership specifically for:

- Cruising in Company
- Racing

and have overall responsibility for:

- Cadets
- Premises
- Boatyard
- Social & Catering
- Staffing and Administration

6.8 REAR COMMODORES:

- Leadership for agreed areas from the above dependent on skills and expertise.
- Report to the Main Committee.
- Represent Sailing Committee and House Committee

6.9 HONORARY TREASURER:

- Cause such books of account to be kept as are necessary to give a true and fair view of the state of finances of the Club.
- Cause all returns as may be required by law in relation to such accounts to be rendered at the due time.
- Prepare an Annual Balance Sheet as at 31st December in each year and cause such Balance Sheet (and accounts as necessary) to be examined (in accordance with Article 15.5.2) at least once annually and shall thereafter cause the same to be exhibited in the Club premises at least fourteen days before the date of the Annual General Meeting.
- Make a copy of the draft accounts available to members within three months of the financial year end.
- Be available at General Meetings to advise members and answer questions on Club accounts.
- Report to the Main Committee.

6.10 HONORARY SECRETARY:

- Administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its Officers and its members, including the property held by the Directors and Secretary of CYC Limited.

- Maintain contact with the Club's Legal Advisor to ensure that the Club's affairs are managed in accordance with current law.
- Ensure meetings of the Club are held in accordance with current rules of the Club.
- Report to the Main Committee.

6.11 OTHER HONORARY ROLES:

- The Main Committee will appoint from the Voting Members of the Club individuals to such roles as are required at its discretion for the efficient management of the Club and its facilities. The Main Committee will issue written role descriptions and reporting lines to ensure that there is neither duplication or omitted activities.
- The appointees will not be Officers of the Club.

7. Main Committee Proceedings for the CYC

7.1. The Officers of the Main Committee must hold at least 9 meetings each year.

7.2. The quorum for Main Committee meetings may be fixed from time to time by a decision of the Officers of the Main Committee, but it must never be less than five, and, unless otherwise fixed, it is five.

7.3. A meeting of the Main Committee may be held either in person or by suitable electronic means agreed by the Officers of the Main Committee in which all participants may communicate with all the other participants.

7.4. The Commodore or (if the Commodore is unable or unwilling to do so) some other Officer chosen by the Officers of the Main Committee present presides at each meeting.

7.5. Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all the officers (other than any conflicted officer who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose, the resolution may be contained in more than one document. The Vice Presidents are non-voting members of the main committee.

7.6. Every officer of the main committee has one vote on each issue and, in case of equality of votes, the Commodore or elected Chairman of the meeting has a casting vote. The Vice Presidents are non-voting members of the main committee.

7.7. A procedural defect of which the Officers of the Main Committee are unaware at the time does not invalidate decisions taken at a meeting.

8. Powers and Duties of the Main Committee

8.1. The Main Committee shall manage the affairs of the Club according to the Club Rules and shall cause the funds and resources of the Club to be applied solely to the objects of the Club or for an organisation with similar objectives and purpose as nominated by the Voting Members in a General Meeting.

8.2. In particular the Main Committee shall ensure that the property and funds of the Company will not be used for the direct or indirect private benefit of Members other than as reasonably allowed by the Club Rules and that all surplus income or profits are re-invested in to the Company for the benefit of its main purpose and objective.

8.3. The Main Committee shall make such Bye-Laws and Rules as it shall from time to time think fit and shall cause the same to be exhibited in the Company premises and on the website for 14 days before the date of implementation. Such Bye-Laws and Rules shall remain in force until approved or set aside by a vote of a General Meeting of the Company.

8.4. The Main Committee may appoint such sub-committees or working parties as it may deem necessary and may delegate such of its powers as it may think fit upon such terms and conditions as it shall deem expedient and/or required by law. Such sub-committees or working parties shall consist of such members of the Main Committee or of the Club as the Main Committee may think fit. Officers of the Main Committee shall be ex-officio members of all such sub-committees. Members of the sub-committees who are not members of the Main Committee are not appointed as directors of the company.

8.5. Committees to which the Main Committee delegates any of Its powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Main Committee.

8.6. In exceptional circumstances the Main Committee may co-opt not more than two members who have the required expertise or knowledge required by the Main Committee to enable it to fulfil its duties.

8.7. The Main Committee shall cause to be posted on the Club noticeboard and appropriate other electronic means of notification such as the Club website before 28th February each year a list of existing sub-committees and invite members with voting rights to volunteer to serve on such sub-committees.

8.8. A member of the Main Committee, of a sub-committee or working party or any officer, in transacting business for the Club shall disclose to third parties that he or she is so acting.

8.9. The Main Committee, or any person or sub-committee delegated by the Main Committee to act as agent for the Club or its members, shall enter into contract only as far as expressly authorised, or authorised by implication, by the members. No one shall, without the express authority of the membership in General Meeting, borrow money, or dispose of property owned by the Club.

8.10. In pursuance of the authority vested in the Main Committee by members of the Club, members of the Main Committee are entitled to be indemnified by the members of the Club against any liabilities properly incurred by them or any one of them on behalf of the Club wherever the contract is of a duly authorised nature or could be assumed to be of a duly authorised nature and entered into on behalf of the Club other than where gross negligence is evident.

8.11. The Main Committee may at its discretion take out such insurance or insurances or indemnities as it deems necessary to protect the interests of the Club, its Officers, Trustees and Members and/or to limit the liabilities of the Club, the Main Committee, Trustees and Members of the Club.

8.12. The Main Committee shall cause a Minute Book to be kept recording its decisions. It shall also see that proper records are kept of all financial transactions of the Club and prepare annual budgets for financial management.

8.13. The Club shall, with the exception of petty cash and floats, keep its accounts at a UK bank or building society. All moneys of the Club shall be paid into such accounts and all payments made on account of the Club (except petty disbursements) shall be made by cheque/electronic transfer/direct debit on the Club's Bankers. All cheques, above a sum agreed by the Main Committee, shall be signed by two designated members of the Main Committee duly authorised by the Main Committee. Should the Banks and/or Building Societies decide not to support the UK cheque system then suitable alternative means of payment approved by the Main Committee shall be operated.

8.14. The Club uses internet banking the passwords and log on details shall be restricted to the Club Administrator, Treasurer and Commodore. All funds above the sum of a limit which will be from time to time determined by the members as being appropriate shall be approved in writing by two designated Directors.

9. DIRECTORS' REMUNERATION AND EXPENSES

9.1. Main Committee members are not entitled to any remuneration for the services that they provide the Club as Main Committee members.

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

10. CONFLICTS OF INTEREST

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

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

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

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

10.2.3. the matter was agreed to without the interested Officer voting or would have been agreed to if the interested officer's vote had not been counted.

10.3. An Officer is not required, by reason of being an Officer (or because of the fiduciary relationship established by reason of being an Officer), to account to the Club for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a conflict of interests which has been authorised by the Main Committee in accordance with these Articles or by the Voting Club Members in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

10.4. If a proposed decision of the Main Committee is concerned with an actual or proposed transaction or arrangement with the Club in which an officer is interested, that Officer is not to be counted as participating in the decision-making process for quorum or voting purposes, unless the Officer's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

10.5. Where the number of non-conflicted Officers is less than the quorum for the purposes of approving a resolution authorising any situation or transaction constituting a

conflict as anticipated by the Companies Acts, the quorum shall be all the disinterested Officers of the Main Committee.

10.6. When all the Officers of the Club are conflicted, the Club shall pass the conflict to the Voting Club Members for approval by ordinary resolution.

PART 4: TRUSTEES OF THE COLNE YACHT CLUB

11. Club Trustees

11.1 The Club Trustees are also Directors and shall be selected from the former Commodores of the Club, who have served at least 12 months as commodore, by the Main Committee. They must also be current members of the CYC. The election and retirement of these Trustees shall be every 5 years unless the Trustees breach the conditions set out in Article 5.3 for officers of the Main Committee in which case they will retire with immediate effect and be replaced by a Trustee(s) selected by the Main Committee.

11.2 The number of Club Trustees shall be a minimum of 3 and a max of 5. The quorum for a meeting of the Club Trustees shall be 3.

11.3 The Club Trustees shall meet as and when required but the following would trigger the need for a meeting of the Club Trustees:

11.3.1 A request by 20 Voting Club Members for the Club Trustees to meet and discuss an issue put to them by the Voting Club Members.

11.3.2 A proposal to sell, lease or mortgage any Club property by the Main Committee for a sum above £10,000.

11.3.3 A proposal to borrow more than £25K by the Main Committee or to borrow more than £25K in a series of transactions in a calendar year.

11.3.4 Resignation of the Main Committee such that the remaining members are less than 4 Main Committee officers. In this case the Trustees would become responsible for running the club as the Main Committee.

11.4 The Club Trustees will consider the request and whether the proposed action is in the best interests of the Club. They will communicate the results of their meetings to the Main Committee and the Voting Club Members by way of notice to the Main Committee and membership. This notice will also be published in the Club house and presented on the club's website and any other appropriate electronic medium. The decision of the Club Trustees will be binding on the Main Committee.

11.5 For any of the issues set out in 11.3.2 and 11.3.3 the Club Trustees must pass a special resolution (this requires a 75% majority to be in favour of the resolution for it to be passed). For other decisions a simple majority vote will be enough.

11.6 If the Club Trustees and the Main Committee are unable to resolve an issue then the issue should be referred to the members via an EGM

11.7 The Club will indemnify the Club Trustees against any loss or liability incurred when acting as a Club Trustee

11.8 The Club Trustees will meet at least once a year to review the overall position of the club and its assets.

PART 5: MEMBERSHIP

12. APPLICATIONS FOR MEMBERSHIP

12.1. Membership is open to any individual interested in the sport of Boating. Membership is not transferable.

12.2. No person shall become a Member unless:

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

12.2.2. the Officers of the Main Committee at a Main Committee meeting have approved the application.

12.3. The Honorary Secretary shall inform each candidate in writing of the candidate's election or non-election. The Honorary Secretary shall furnish an elected candidate with a copy of these Articles, The Rules and Bye Laws of the Club and make request for payment of subscriptions and entrance fees as are necessary.

12.4. Upon election, a candidate shall pay, within one calendar month, such entrance and other fees as shall be requested. The Main Committee shall have full discretion in the waiving of any joining fee in respect of an applicant who was previously a member in good standing. In default of such payment, the election shall be void unless sufficient cause for delay is shown. Membership is also subject to any subscriptions or affiliation fees that may be set by the Main Committee from time to time.

12.5. Every person who, at the date of incorporation of the Club, had paid a subscription fee to, and was a member of, the unincorporated club known as The Colne Yacht Club referred to in Article 3.1, and who, on or before [DATE], or during such extended period as the Officers may determine, signs and delivers to the Club the form of Membership prescribed by the Main Committee, shall be a Member of the Club from incorporation.

12.6. The Main Committee may establish different classes of Membership and decide who will be eligible for admission to them and what their rights and obligations will be. Current membership is set out in Article 14.

13. TERMINATION OF MEMBERSHIP

13.1. A Member may withdraw from Membership by giving 7 days' notice to the Club in writing.

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

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

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

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

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

13.4. Any member of the Main Committee who is involved in any way with the activities leading up to the expulsion, suspension or withdrawal of the right to renew membership, or is unable to make an impartial decision, must declare this. Unless the Main Committee formally resolves to admit his/her inclusion, the member making the declaration may not be involved in the related decision of the Main Committee.

13.5. A resolution to expel, suspend or withdraw the right to renew membership of, a member shall be carried by a simple majority vote by those members of the Main Committee present and voting on the resolution.

13.6. Appeal against expulsion, suspension or withdrawal of the right to renew membership, may be made to the Appeal Panel comprising at least three members. The decision of the Appeal Panel will be final. The Appeal must be made in writing.

13.7. A member of the Main Committee with the authority of two members of the Main Committee may suspend any person who breaks these Rules, Regulations or Byelaws or who behaves in an abusive or offensive manner. The suspension will be until the matter is considered at a meeting of the Main Committee.

13.8. If the Main Committee wish to terminate a person's Membership in accordance with Article 13.3, they must give notice to that Member and provide the Member with adequate opportunity to be heard in writing or in person with the right to have a voting member to make representations on their behalf as to why his Membership should not be

terminated. The Main Committee must consider any representations made by the Member and inform the Member of their decision following such consideration.

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

14. CLASSES OF MEMBERSHIP

The rights and privileges of each category of Members are as defined in the latest edition of the Bye Laws of the Club.

14.1. VOTING MEMBERS

14.1.1. There shall be the following categories of membership who shall be over the age of 18, shall have full use of all the Club facilities and each category shall have one vote:

14.1.2. FULL MEMBER - A Member who pays the full annual subscription.

14.1.3. JOINT MEMBER - The spouse or partner resident at the same address of a full Member. The Main Committee can authorise the continuation of their membership upon the death of a full Member.

14.1.4. YOUNG ADULT - Young adults aged 18-30 shall pay a reduced subscription, as determined by the Main Committee.

14.1.5. FAMILY MEMBERSHIP – Two co-habiting adults and their children within their guardianship under the age of 18. Each adult is entitled to vote giving family membership two votes.

14.1.6. HONORARY MEMBERSHIP

14.1.6.1 The Main Committee may nominate for election at an Annual General Meeting such Honorary Members as the Committee may think fit. This status shall be conferred as a distinction. The number of Honorary Members shall not exceed 3% of the full membership at that time.

14.1.6.2 The election of proposed Honorary Members shall be put to the vote at Annual General Meeting and such Honorary Members shall be duly elected if two thirds of those present, and entitled to vote, vote in favour of election.

14.1.7. SENIOR MEMBER

The following are entitled to become Senior Members:

14.1.7.1 Any full Member who joined the Club before 31st May 2010 and having been a member for 7 years upon reaching or exceeding the age of 65;

14.1.7.2 Any full Member who joined the Club on or after 1st June 2010 having been a member for 12 years upon reaching or exceeding the age of 67;

14.1.7.3 Any Member who has had 40 consecutive years of full/intermediate membership.

14.1.8. – LEFT BLANK

14.1.9 SENIOR PLUS MEMBER

A Senior Member of at least 3 years standing aged 80+ years.

14.1.10 LIFE MEMBER - Life Membership is available at the discretion of the Main Committee. The total Life Membership shall be limited to 10% of the ordinary Members of the Club at the time of the proposal.

14.1.11 COUNTRY MEMBER Any Voting Member living at his/her electoral address over 100 miles radius from the Club, or living abroad, for a minimum period of one year shall be entitled to become a Country Member.

14.2. NON-VOTING MEMBERS

14.2.1. There shall be the following categories of membership who shall have use of the Club facilities, or such facilities as shall be determined by the Main Committee from time to time, but shall not have a vote:

14.2.2. CADET/STUDENT MEMBER – Cadet/Student Members between the ages of 8 and 18 in full time education or in an apprenticeship.

14.2.3. PRIMARY MEMBER - Primary Members below the age of 8.

14.2.4. TEMPORARY MEMBER - The Main Committee may authorise at their discretion, election of non-members to membership for such limited periods to be defined at the time of election. This would include Social and Winter Membership at the discretion of the Main Committee.

14.3. AFFILIATED MEMBER

14.3.1. Another sailing/boating club may affiliate to the Club by means of block membership at fees determined by the Main Committee. Individual members of an affiliated Club shall be entitled to use such facilities as the Main Committee may decide, subject to their compliance

with the Rules, Bye-Laws and Regulations of the Club. The Main Committee may at its discretion arrange block membership and fees with other organisations connected to the Club.

14.4. DATA PROTECTION

14.4.1. Membership of the Club shall imply acceptance of these Rules, Bye-Laws and Regulations by the Member and will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Acts.

14.4.2. Every Member shall furnish the Honorary Secretary or Club Administrator with a current address, email address and telephone number for the records of the Club and any notice sent to such address by ordinary post or by email shall be deemed to have been duly delivered.

14.4.3. Compliance with Data Protection Acts will be set out in the latest byelaws of the Club.

15. GENERAL MEETINGS

15.1. Voting Club Members are entitled to attend General Meetings in person or by proxy.

15.2. At any Annual General or Extraordinary General Meeting of the Club any absent member may indicate their vote by a postal vote that should be received by the Club no later than 48 hours before the meeting. The Club will not be responsible for any postal votes received after the 48-hour deadline.

15.3. The Club must hold a General Meeting as an AGM in each year specified by formal notice in addition to any other general meetings in that year and must specify the meeting as the AGM in the notices calling it. The first AGM must be held within 12 months after the Club's incorporation.

15.4. At the AGM Members must:

- 15.4.1. receive the accounts of the Club for the previous financial year;
- 15.4.2. receive a written report on the Club's activities;
- 15.4.3. elect Officers of the Club to fill the vacancies arising; and
- 15.4.4. appoint Examiners for the Club's accounts unless the Club requires a statutory audit under the Companies Act 2006 or sufficient members require the Main Committee to have the Club's accounts audited.

15.5. Duties of the Examiners

15.5.1. Examiners shall be two appropriate members of the Club.

15.5.2. The Examiners shall examine the Accounts and Annual Balance Sheet of the Club when called upon to do so and, if satisfied with

the results, they shall give such certificate of assurance as to the accuracy of the said accounts as shall be required by the Main Committee;

15.5.3. If the appointed Auditors/Examiners are either unwilling or unable to act, they must immediately inform in writing the Main Committee who shall appoint a substitute/s to hold office until the termination of the next Annual General Meeting

15.6. Members may also, from time to time may call an EGM to:

15.6.1. discuss and determine any business put before them by the officers of the Main Committee or set out in a valid request by the Voting Club Members to call a General Meeting pursuant to Article 13; and

15.6.2. in particular, consider and determine whether to approve any Bye Laws/Club Rules put before them by the Main Committee, which are consistent with these Articles.

a) classes and conditions of Membership;

b) the entrance fees, subscriptions and other fees or payments to be made by Members and guests;

c) the procedures for dealing with disciplinary action against Members, and/or for the expulsion of Members, and/or for refusals to renew Membership;

d) the procedures for General Meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the Articles; and

e) matters relating to the use of the Club's premises.

15.7. An Extraordinary General Meeting may be called by the Main Committee at any time and must be called within 21 days of a written request from at least 10% of the Voting Club Membership or (where no General Meeting has been held within the last year) at least 5% of the Voting Club Membership.

15.8. Annual General Meetings and Extraordinary General Meetings are called on at least 14 and not more than 28 clear days' written notice indicating the business to be discussed and (if any resolutions are to be proposed) setting out the terms of the proposed resolutions.

15.9. There is a quorum at an AGM and EGM if the number of Voting Club Members present in person or by proxy is at least 30.

15.10. The chairman at an Extraordinary General Meeting is elected by the Voting Club Members present in person or by proxy in his/her capacity as a Voting Club Member and not as proxy for another Voting Club Member. If appropriate the meeting can be chaired

by the Commodore or President if they are in attendance. The AGM is chaired by the Commodore.

15.11. Every Voting Club Member present in person or by proxy has one vote on each issue.

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

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

15.14. Only Voting Members shall attend and vote at any Extraordinary General Meeting or the Annual General Meeting of the Club.

15.15. Voting, except upon the election of members of the Main Committee, shall be by show of hands and valid postal ballot papers, unless otherwise agreed at the Extraordinary General Meeting or the Annual General Meeting.

15.16. In the case of an equality of votes the Chairman shall have a second or casting vote, on any matter other than the election of members of the Main Committee.

15.17. On any resolution properly put to a meeting of the Club relating to the creation, repeal or amendment of any Rule or Byelaw of the Club, such Rule or Byelaw shall not be created, repealed or amended except by a majority vote of at least two-thirds of those present and entitled to vote.

PART 6: ADMINISTRATIVE ARRANGEMENTS

16. RECORDS AND ACCOUNTS

16.1. The Officers of the Main Committee must comply with the requirements of the Companies Acts as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies of information required by law including:

- 16.1.1. annual returns;
- 16.1.2. annual reports; and
- 16.1.3. annual statements of account.

16.2. The Officers of the Main Committee must also keep records of:

- 16.2.1. all proceedings at meetings of the Main Committee;
- 16.2.2. all resolutions in writing;
- 16.2.3. all reports of committees; and
- 16.2.4. all professional advice obtained.

16.3. Accounting records relating to the Club must be made available for inspection by any Officer of the Main Committee at any time during normal office hours and may be made available for inspection by Voting Members who are not Officers of the Main Committee if the Main Committee so decide

16.4. A copy of the Club's constitution and latest available statement of account must be supplied on request by any Voting Member.

16.5. Original deeds and other ownership documents should be held securely by a third party nominated by the trustees. Copies will be available for inspection in the office.

17. INDEMNITY

17.1. Subject to Article 8.2, a Director or former Director of the Club should be indemnified out of the Club's assets against:

- 17.1.1. any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club provided the action is not deemed to be a criminal offence or a breach of the duty of trust by that Director;
- 17.1.2. any liability incurred by that Director in connection with the activities of the Club in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); or
- 17.1.3. any other liability incurred by that Director as an Officer of the Club.

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

18. COMMUNICATIONS

18.1. Notices and other documents to be served on Members or Directors under these Articles or the Companies Acts may be served as acceptable to each member including:

- 18.1.1. by hand;
- 18.1.2. by post;
- 18.1.3. by suitable electronic means; or

18.1.4. through publication in the Club's newsletter or on the Club's website (including available forms of social media and any other electronic means of communication as the club may choose to use).

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

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

18.3.1. 24 hours after being sent by electronic means, posted on the Club's website (or Facebook page) or delivered by hand to the relevant address;

18.3.2. five clear working days after being sent by first class post to that address;

18.3.3. ten clear working days after being sent by second class or overseas post to that address;

18.3.4. immediately on being handed to the recipient personally; or, if earlier,

18.3.5. as soon as the recipient acknowledges actual receipt.

18.4. A technical defect in service of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

19. AMENDING THE ARTICLES

19.1. No amendments may be made to this Article 19 or to Articles 3, 20, or 21 without a unanimous resolution of the Voting Club Members at an Extraordinary General Meeting or AGM.

19.2. No amendments may be made to these Articles that may jeopardise the Club's status as a CASC without a unanimous resolution of the Club Members.

19.3. Subject to Articles 19.1 and 17.2, these Articles may be amended by special resolution of the Voting Club Members.

20. PROFITS NOT TO BE DISTRIBUTED

20.1. The income and property of the Club shall be applied solely in promoting the objects of the Club as set out in Article 3.1.

20.2. No dividends or bonus may be paid, or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Club of:

20.2.1. reasonable and proper remuneration to any Member, Officer or servant of the Club for any services rendered to the Club;

- 20.2.2. interest on money lent by any Member of the Club or Director at a reasonable and proper rate per annum not above the published base lending rate of a clearing bank to be selected by the Directors;
- 20.2.3. reasonable and proper rent for premises demised or let by any Member or Director; or
- 20.2.4. reasonable out-of-pocket expenses properly incurred by any Director.

21. DISSOLUTION

21.1. If the Club is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Club, but shall be given or transferred, at the sole discretion of the Directors, to:

- 21.1.1. a charity and/or
- 21.1.2. some other club that is a registered CASC with purposes similar to those of the Club and/or
- 21.1.3. the national governing body for the sport of yachting for use by that organisation for related community sports.

Appendix 1 – Club Rules and Bye Laws

COLNE YACHT CLUB BOAT YARD RULES

1. The yard will open from 8.30am 1st April to 1st October and 9.00 am during the winter and will be locked again at lighting-up time. In addition, the yard will open at 8am each morning for Cadet Activity Week.
2. The Yard Master has sole authority to allocate space.
3. Application must be made to the Yard Master or the Secretary of the CYC before leaving any craft, caravan, trailer, masts etc. in the yard.
4. Payment for storage is as per invoice and in accordance with the approved schedule of charges. Displayed on the Club notice board.
5. All trailers, masts, and personal property left in the yard must indicate the name of the owner.
6. All craft, trailers, cars etc., and their contents are stored in the yard at the owners' risk.
7. The Yard Master, or the Secretary, of the CYC must be notified and all accounts settled prior to removing the boat at the end of the storage period.
8. Use of the Boatyard by non-members does not confer any rights or privileges of CYC membership including use of the Club Jetty.
9. When fitting out, you are asked to clear up after each session and remove your own rubbish from the yard. If burning off a boat, every precaution must be taken to avoid the risk of fire.

10. Anyone deputised to work on boats or remove anything from the Yard must carry a letter of authority from the owner.
11. No dinghies to be parked on the grass verge.
12. No fires to be lit in the yard.
15. The CYC reserves the right to terminate storage at the Committee's discretion.
14. Launching trolleys and two-wheel trailers less than 5 cwt. that are stored separately to their boats are charged in accordance with the approved schedule of charges.
15. Large trailers are charged as per approved schedule.
16. The maximum length of boats which are permitted in the CYC boatyard is 37 feet LOA. The maximum trailer length is 20 feet.
17. Requests for electric power, as and when available, must be made to the Yard Master.
18. Members and non-members are not permitted to stay overnight on boats stored in the Yard.
19. Car Parking. Only yard customers are permitted to park their cars and they must be parked either on the greensward or in approved car-parking areas. Members' cars may only be parked by arrangement with the Yard Master. All cars must display a current CYC car sticker.
20. These rules are made to protect your property and to assist the running of the Boatyard. Please help the Boatyard Committee and all users of the yard by observing the rules, and above all, please give consideration and assistance to each other.

Appendix 2

RULES FOR CLUB JETTY

1. The Jetty is strictly for member's use only, with the exception of visiting Yachtsmen from other Clubs visiting the Colne Yacht Club. These Yachtsmen must sign the visitors book immediately on arrival.
All persons using the jetty do so at their own risk.
2. The use of the Jetty in connection with any commercial activity is strictly prohibited; i.e., fishing and boating parties, sales demonstrations or any anything associated with monetary gain.
3. Vehicles are not allowed on Jetty and road trailers must be removed after launching.
4. Dinghies and C.Y.C. launching trolleys must be stored in allocated racks and dinghies must not be dragged over Jetty decking under any circumstances. All dinghies to be removed when not in frequent use. The C.Y.C. cannot accept any responsibility for property stored on Jetty or in their buildings.
5. Boat maintenance, i.e., painting, cleaning and repairs, must not be carried out on the Jetty.
6. Swimming and fishing from the Jetty is strictly prohibited.
7. Tenders must only be moored for short periods behind the Hammerhead. (The seaward face should be left clear for larger craft.)
8. Larger craft (maximum 40ft.) using seaward face must limit their stay to approximately 15 minutes if it is required for use by other Club members and at no time must large craft be left unattended.

9. Members have authority to police the Jetty, see the above Rules and strictly adhered to, and ask trespassers to leave the Jetty.
10. Any craft unrecognised as that of a Member or bona fide visitor to Club will be removed.
11. Children under eight years of age must be under the supervision of adults when on the Jetty.
12. Users of the Jetty should do so with consideration to other members and visitors. Any infringement of the above rules will be brought to the notice of the Main Committee.
13. Outboard engines to be left in their working position and not lifted whilst alongside the Jetty.

Appendix 3

COLNE YACHT CLUB ELECTION OF OFFICERS AND MAIN COMMITTEE MEMBERS RULE

Proposers/Seconders

1. All proposals for Election to the Main Committee shall be supported by a Proposer and Seconder.

Candidates

2. Each Candidate shall prepare a statement of no less than 200 words and no more than 500 words to make representations as to their contribution they can make to the Club.
3. The Candidate statement shall include no less than:
 - a) Full name
 - b) Position Sought
 - c) Formal Maritime Experience
 - d) Maritime Interests
 - e) Membership of other clubs
 - f) Membership of Maritime Organisations
 - g) Activities with Colne Yacht Club
 - h) Reason for application
 - i) Length of membership
 - j) Time to give
 - k) Will formally represent the club
 - l) Available for weekday Meetings
 - m) Availability for Sub Committees
 - n) Will uphold the CYC Constitution and Byelaws
 - o) Name of Proposer
 - p) Name of Seconder

Appendix 4
COLNE YACHT CLUB
CLUB BYE LAW IN RESPECT OF VOTING PROCESS

- 1 The Honorary Secretary shall be the Chief Election Officer, shall oversee the process of voting, shall announce the results of all elections and shall take possession of all voting papers and materials immediately after the vote is counted.
- 2 The Election Officer shall be appointed by the Main Committee no less than 21 days in advance of any Annual or Extraordinary Meeting.
- 3 The Election Officer will not be an Officer, Past Officer or a current member of the Main Committee.
- 4 The Honorary Secretary shall advise the members in the material sent to each Voting Club Member in respect of the Annual or Extraordinary Meeting of the name of the Election Officer.
- 5 The Election Officer shall be supported by between 4 and 6 members of the Club as Counters none of whom will be an Officer, Past Officer or a current Voting Club Member of the Main Committee.
- 6 The Chief Election Officer, Election Officer and Counters shall complete their own voting in the matters requiring votes on a Postal Voting Proxy Paper in advance of the meeting and all such papers shall be held by the Election Officer.
- 7 The Election Officer shall receive all Postal Votes, still in their envelopes as received, from the Club Administrator at the start of the meeting.
- 8 The Honorary Secretary shall send to all members a Postal Voting Paper, in a distinctive colour, that shall have the option of en bloc vote and a supplementary Voting Paper if an individual vote for each candidate or matter is needed on the day of the meeting.
- 9 The Honorary Secretary shall ensure that an envelope clearly marked "Voting Material" shall be provided with the voting papers to each Voting Club Member as well as a clear instruction over the timing of delivery, the use of a substitute envelope and its marking and the statement that it will not be the responsibility of the Club if any Voting material is not received by the Club in due time.
- 10 In accordance with the Constitution dated 27 September 2014 under clause 8.8 Voting Club Members may make representations for a late Postal Voting paper or papers to be accepted by the Chair of the meeting in exceptional circumstances. The Chair of the meeting shall have full and final authority to accept or reject any such representations.
- 11 All persons attending the meeting shall be checked, as being fully paid up and time served Voting Club Members, and only such Voting Club Members shall be allowed to be present at the meeting.
- 12 Those Voting Club Members who are fully paid up and of sufficient membership duration shall be presented with two Voting Papers in a distinctive colour, other than that used in the Postal Voting Paper, one for en bloc voting and the other for individual matter and person voting where each matter shall be recorded on a separate piece of paper.
- 13 The first matter of the Agenda will be the opening and validation of the Postal Voting Papers as being received from Voting Club Members who are fully paid up and of sufficient membership duration as well as the Voting Paper being fully and properly completed.

- 14 These Postal Voting Papers with incomplete votes will have that individual item treated as an abstention. Those in the opinion of the Election Officer that are incorrectly completed will be discarded. None of the Postal Voting Papers will be counted at this time.
- 15 The second matter on the agenda shall be the Chair's decision on any late voting applications. The Chair's decision shall be final.
- 16 The Chair of the meeting will at the point of vote on a matter en bloc shall call on the Election Officer to count the votes of those Postal Voting and also the votes of the Chief Election Officer, Election Officer and Counters.
- 17 The Counters, or some number of those selected, will count the show of hands in allocated areas of the meeting room and shall call the votes to the Election Officer.
- 18 The Election Officer shall, assisted if necessary by one or more of the Counters, summarise the Votes and reconcile them to the total attendees and Postal Voting Papers.
- 19 The Chief Election Officer shall announce the votes counted for and against, if the matter is carried or lost and if the matter has received a sufficient margin for the vote to be carried.
- 20 The Chair may exercise a single additional vote to close a matter and their sole discretion.
- 21 Where an en bloc vote is insufficient to resolve the matter the Voting Papers will be completed by the Voting Club Members present and collected by the Counters, or some of those selected, who shall withdraw from the room and count the votes. Each block of votes will be counted by two Counters who shall agree on the totals which shall be passed to the Election Officer for inclusion in the overall totals including those votes of those Postal Voting and also the votes of the Chief Election Officer, Election Officer and Counters.
- 22 The Chief Election Officer shall announce the votes counted for and against, if the matter is carried or lost and if the matter has received a sufficient margin for the vote to be carried.
- 23 At the completion of the voting process the Chief Election Officer shall announce the full results of the various votes taken, a note of which will be posted on the Club's website within 7 days of the meeting.
- 24 At the completion of the voting process the Chief Election Officer shall take possession of all voting materials and papers, which shall be held securely, and confidentially.
- 25 Any Voting Club Member in attendance may appeal the result of any individual vote and request a recount within 24 hours of the end of the formal meeting.
- 26 The Chief Election Officer and Election Officer shall recount any appealed count within 48 hours of being advised of the appeal process.
- 27 In the event that the count taken is found to be incorrect to the degree that the vote would have been overturned or gained insufficient votes to be passed the result shall be declared invalid for only that specific matter.
- 28 The Main Committee shall at its next meeting consider the matter of the invalid vote and it shall decide to reconvene the meeting for the one matter or shall defer the matter until the next Annual General Meeting at its discretion.
- 29 In the event there is no appeal then all voting materials shall be burnt or securely shredded within 7 days of the meeting by the Chief Election Officer.
- 30 Where a specific vote is declared invalid all other voting materials shall be burnt or securely shredded but the Chief Election Officer shall retain those of the specific invalid vote until the matter of the inaccuracy has been properly examined and explained to the satisfaction of the Main Committee.

31 On the instruction of the Main Committee the Chief Election Officer shall burn or securely shred the papers relating to the matter of the invalid specific vote.