

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association
OF
**The Draycote Water Sailing Club
Limited.**

INTERPRETATION

1. In these Articles:

"the Act" means the Companies Act 1948.

"the Club" means The Draycote Water Sailing Club Limited.

"Rules" means these Articles of Association.

"Club Manager" means any person appointed to perform the duties of Club Manager or Secretary of the Club.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Rules shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Rules become binding on the Club.

OBJECTS

2. The Club is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. The number of members with which the Club proposes to be registered is 1,600 but the Committee may, whenever the business of the Club requires it, register an increase of members.

4. The first members of the Club shall be the signatories to the Memorandum of Association and these Rules and every person who at the date of the incorporation of the Club had paid an entrance fee to and was a member of the unincorporated club known as "The Draycote Water Sailing Club" referred to in paragraph 3(a) of the Memorandum of Association, and who shall on or before the 31st day of May 1970, or such extended period as the Committee may determine, sign and deliver to the Secretary of the Club, the form of membership prescribed by the Committee.

5. The Club shall consist of Founder Members, Honorary Members, Ordinary Members, Family Members, Young Person Members, Affiliated Members, Associate Members and Temporary Members.

6. Founder members are those members of the Club who were responsible for the foundation of the unincorporated club referred to in paragraph 3(a) of the Memorandum of Association in 1969; their rights and obligations shall be the same as Ordinary members.

7. The Club in general meeting, on the nomination of the Committee may elect as Honorary members persons who have rendered the Club eminent service provided that the total of such Honorary membership shall not at any one time exceed five per cent of the total of the Founder and Ordinary members. An Honorary member shall be entitled to visit the Club's premises and to use the Clubs facilities subject to these Rules and to any regulations made there under but shall have no vote at any meeting of the Club nor be eligible to serve on any Committee. An Honorary member shall be exempt from the payment of entrance fees and subscriptions.

8. All persons of either sex, whether the owners of a yacht or dinghy or not, who are interested in sailing shall be eligible for election as Ordinary members subject to these Rules and to regulations made there under.

9. A spouse, civil partner or partner living at the same address years, whether the owner of a yacht, or dinghy or not, shall be eligible for election as a Family member in which event he or she and the other spouse, civil partner or partner shall

be Ordinary members of the Club and children of both or either of them, living at the same address and being aged 18 years or under at the start of the membership year shall be entitled to visit the Club's premises and to use the Club's facilities when accompanied by a parent subject to these Rules and to regulations made there under.

10. A Young Person Member shall be either:

(a) Young Person A will be for a young person from their 8th birthday to aged 18 at the start of the membership year where the parent is not a member and will include Associate Membership for up to 2 parents / guardians or

(b) Young Person B is for a young person up to the age of 18 at the start of the membership year where a parent, grandparent or legal guardian is a member or

(c) Young Person C is for those aged 19 to 25 at the start of the membership year.

11. A Temporary member shall be a member elected by the Committee under the power hereinafter contained. A Temporary member shall be entitled to visit the Club's premises and to use the Club's facilities subject to these Rules and to any regulations made there under, but shall have no vote at any meeting of the Club nor be eligible to serve on any Committee.

12. Clubs and organisations with objects in sympathy with those of the Club may with the consent of the Committee be affiliated to the Club and such numbers of the members of any such club or organisation as shall from time to time be determined by the Committee shall be eligible for election as Affiliated members. An Affiliated member shall be entitled to visit the Club's premises and to use the Club's facilities subject to these Rules and to any regulations made there under but shall have no vote at any meeting of the Club nor be eligible to serve on any Committee.

13. A person of either sex and being either:

(a) An established member of the Club or,

(b) A close family relation or friend of a Founder, Ordinary or Family Member shall be eligible for election as an Associate Member and shall be entitled to visit the Club premises and use the Club facilities subject to these rules and

regulations made thereunder, but shall have no vote at any meeting of the Club nor be eligible to serve on any Committee and shall have no right to register a boat for use on the Club Water nor to use the Club Water, except at the direction of the General Committee nor introduce visitors provided that **NO MORE THAN TWO SUCH RELATIONS OF ANY ONE FOUNDER, ORDINARY OR FAMILY MEMBER SHALL BE SO ELECTED.**

14. A candidate for membership of the Club shall send to the Club Manager a form setting out his or her name and address (together with, in the case of an applicant for family membership the name of his or her spouse and the names and date of birth of all children under the age of 18 years) and any other particulars the Committee shall require. Persons who are candidates for membership have no privileges whatsoever in relation to the use of the Club premises or the Club's facilities until at least two days after their application.

15. Election of candidates for membership shall take place at a meeting of the Committee duly convened for that purpose. Candidates may, and on the request of any one member of the Committee shall, be elected by ballot. The majority vote of the members attending the meeting shall be necessary for the election of candidates.

16. The Honorary Treasurer shall issue to each member of the Club (subject to payment of any entrance fee due and any subscription payable for the current year) a membership card. A member shall, on the request of any member of the Committee, produce his current membership card for inspection.

17. No member under the age of 18 years may purchase or attempt to purchase intoxicating liquor on the Club's premises.

18. The rights of a member as such shall be personal and shall not be transferable on death.

19. Every member on joining the Club impliedly undertakes to comply with these rules and any regulations made thereunder and any refusal or neglect to do so or any conduct which, in the opinion of the Committee, is either unworthy of a member or otherwise injurious to the interests of the Club, shall render a member liable to expulsion by the Committee provided that before expelling a member, the Committee shall call upon him for an explanation of his conduct and shall give him an opportunity of defending himself or of resigning his membership. The vote on a motion for expulsion shall be by ballot and the resolution shall only be carried if

not less than three quarters of the members of the Committee present vote in favour of the motion.

SUBSCRIPTIONS

20 deleted 08/11/2017.

21. The annual subscription and boat registration fee shall be payable on election and thereafter before the 1st April (subject to Rules 22 and 23) or by monthly direct debit, provided the payment is at least £10 per month (with an obligation to continue direct debit payments each month to the end of the membership year, otherwise the payments not made will be treated as a debt to the Club) and shall be such a sum as the Club may in general meeting from time to time prescribe. Until otherwise prescribed, the annual subscriptions shall be as follows:-

Ordinary member	£330
Family member	£444
Young Person A member	£146*
Young Person B member	£82
Young Person C member	£146
Associate Member	£66

* Includes Associate membership for up to 2 parents / guardians

Affiliated clubs or organisations - such subscription as shall be determined in each case by the Committee having regard to the nature of the club or organisation, the age of its members, the number of boats authorised by the Committee to be sailed on the Club's Water and the number of Affiliated members.

Temporary members - such subscription as shall be determined in each case by the Committee.

The Annual subscription payable by any class of Member shall be reduced on the written request of the Member by 50% provided that the Member, if male is over 65 years of age or female and not in Family membership is over 60 years of age on the 1st April, when the subscription is due and is in receipt of State Retirement Pension and has been a Member of the Club for a continuous period of five years prior to that date provided further that the 50% reduction in the Annual subscription is only eligible for those granted it for the membership year starting April 2013, but shall cease to be available to all Associate Members from 1st April 2014.

Until otherwise prescribed the boat (to include boards) registration fee shall be £103 per boat / board, except the first youth and junior boat (which is on the list of approved youth and junior boats approved by the Committee from time to time and listed in the Regulations) registered to a member and sailed predominantly by a member up to the age of 18 at the start of the membership year will be charged at half this fee.

22. (a) A member who has not paid his subscription or boat registration fee (if applicable) in accordance with Rules 20 and 21 shall automatically cease to be entitled to use the Club's premises or any of the Club's facilities or to exercise any of the rights and privileges of membership so long as the boat registration fee or subscription and any arrears shall remain unpaid.

(b) Any member who has not paid his subscription or boat registration fee (if applicable) in accordance with Rules 20 and 21 or within such further period for payment as the Committee shall from time to time determine may be requested, in the name of the Committee, and if payment is not made in accordance with the request the Committee may remove his name from the list of members. A member's name so removed may only be restored on such terms as the Committee may determine.

(c): Any member who does pay his subscription or boat registration fee (if applicable) during a membership year, whether as a lump sum or by making direct debit payments, will be deemed to have joined the Club for that membership year and be responsible for the full annual fee in accordance with Rules 20 and 21. No refunds will be given, or cancellations of direct debit payments permitted and any balances not paid for the membership year shall be a debt due to the Club.

23. A member elected on or after the 1st August, who shall have paid his entrance fee, (if any) shall pay a reduced subscription and boat registration fee for that year on the following basis:

- 1st August to 31st August – 2/3 rds
- 1st September to 30th September 7/12 ths
- 1st October to 31st October – 1/2
- 1st November to 30th November - 5/12 ths
- 1st December to 31st December – 1/3 rd

Members joining the Club from 1st January in any given year must buy either winter membership or buy a full twelve month membership for the following

membership year. If joining for twelve months, the period between the time of their joining and 1st April is not charged.

CONTROL OF BOATS

24. (a) Payment of a boat registration fee shall only authorise the member concerned to keep on the Club site or Water as determined by the Committee and to sail on the Club's Water the one boat for which the fee has been paid and which shall first have been approved by the Committee and provided the boat is maintained in seaworthy condition and in accordance with any rules specified for the particular Class. In exceptional circumstances, the Committee may authorise a member to sail an additional boat on the Club's water and/or keep an additional boat on the Club site or Water subject to the payment of such additional boat registration fee as the Committee shall determine.

(b) In the case of an affiliated club or organisation, affiliation shall authorise the keeping on the Club site or Water as determined by the Committee and the sailing on the Club's Water by the affiliated members of that club or organisation of such number and description of boats as shall have received the prior approval of the Committee provided the boats are maintained in seaworthy condition and in accordance with any class rules specified for the Class or Classes to which any of the boats belong. No boat shall be substituted for a boat approved by the Committee without the prior approval of the Committee.

25. No boat shall be kept on the Club site or on the Water except in accordance with the Committee's boat park and boat mooring plans and any further instructions of the Committee for the time being in force and which will be posted in the club house. The Committee shall have authority at any time to introduce new boat park and boat mooring plans and to require the removal from the Club site or from the Water or both of any boat which, in their opinion, is not maintained in a seaworthy condition or in accordance with the rules of the particular Class to which the boat belongs.

26. If the person responsible for payment of the boat registration fee fails to observe any requirement of the boat park or boat mooring plan for the time being in force or to remove any boat when required under these Rules or if any boat is left on the Club site or on the Water without the boat registration fee having been paid then the Committee shall have authority to order the removal of the boat in question and neither the Committee nor the Club shall in that event be responsible for any loss or damage resulting to the boat or its content by the removal.

VISITORS

27. Unless otherwise prescribed, a Founder, Honorary, Family, Ordinary and Young Person member, if they are aged 18 or over, may introduce as his or her guest any person provided that the member so introducing enters the name and address of the guest in a book kept for such purpose and at no time leaves the club whilst the said guest is there on. No member may introduce more than two guests in any one day and the same person may not be introduced as a guest of any member more than four times in any one year.

28. Any visitor may at any time, by notice to the member on the authority of the Committee and without reason given, be excluded either permanently or temporarily from the Club site and from sailing on the Club Water.

29. It shall be the duty of the member concerned to secure observance by a visitor of these Rules and of any regulations made thereunder and of any action taken under these Rules in relation to any such visitor.

30. A member of any Club recognized by the Royal Yachting Association may, subject to these Rules, be authorised by any three members of the Committee to use the Club site and Club's facilities and / or to sail on the Water on any specified day or days not exceeding six in number in any calendar year.

31. Any person who is a competitor, supporter, organiser or helper in any race or other event sponsored, organised or hosted by the Club and open to non-members shall be entitled to use the Club site and the Club's facilities and competitors shall be entitled to sail on the Water on the day before and of the race or other event in which they are competing or participating. Any persons covered by this Article shall be a guest of the Club.

32. Intoxicating liquor may be sold to, those persons over the age of 18 years who are entitled to use the Club's premises or to sail on the water in pursuance of Rules 27, 30 and 31, subject to these Rules and to any regulations made there under.

33. The Club Manager or any other person who has received the authority of the Committee may expel temporarily or permanently any person who has the right to the use of the Club premises only under Rules 27, 30 or 31.

GENERAL MEETINGS

34. The Club shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fourteen months shall elapse between the date of one annual general meeting of the Club and that of the next. The annual general meeting shall be held at such time and place as the Committee shall appoint.

35. All general meetings other than the annual general meeting shall be called extraordinary general meetings.

36. (a) The Committee may, whenever they think fit, and shall, on a requisition made in writing by any thirty or one fifth of the members (whichever is the less) convene an extraordinary general meeting.

(b) Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Club.

(c) On receipt of the requisition the Committee shall forthwith proceed to convene an extraordinary general meeting.

37. The accidental omission to give notice of any meeting to or the non-receipt of such notice by any member shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

38. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary reports of the Committee and Reporting Accountants, the election of officers and Committee Members, and the fixing of the remuneration of the Reporting Accountants.

39. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 30 members personally present shall be a quorum.

40. If within half an hour from the time appointed for the meeting a quorum of

members is not present, the Meeting if convened on the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place; and if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.

41. The Commodore, and failing him the Vice Commodore, shall preside as chairman at every general meeting of the Club.

42. If there is no such chairman, or if at any meeting he is not present within five minutes of the time of holding the same, the members present shall choose some one of their number who is a member of the Committee to be chairman of the meeting, and if there shall be no Committee member present, then the members shall choose any one of their number to be chairman of the meeting.

43. The chairman may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

44. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least three members present in person, or by a member or members present in person and representing one tenth of the total voting rights of all members having the right to vote at the meeting, and unless a poll be so demanded a declaration of the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

45. Every member of the Club shall have the right to attend general meetings of the Club but only Founder, Ordinary, Family and Young Person members shall have the right to vote if they are aged 18 or over. No member shall be entitled to vote at any meeting unless all the monies then due from him to the Club have been paid. Every member of the Club entitled to vote shall have one vote and no more, except that, in case of equality of votes, the chairman shall have a second or casting vote.

COMMITTEE AND OFFICERS

48. The Committee of the Club shall be the Commodore, Vice Commodore, Rear Commodore Sailing and Rear Commodore House, Honorary Treasurer, and not less than three or more than seven other members of the Club elected as herein provided. Five members shall be a quorum at a Committee meeting. The Committee may from time to time elect a chairman who in case of equality of votes shall have a casting vote.

49. The officers of the Club shall consist of a Commodore, Vice-Commodore, Rear Commodore Sailing and Rear Commodore House, and an Honorary Treasurer, all of whom shall be members of the Club.

50. No member of the Committee or officer of the Club shall receive any remuneration for his services in the capacity of a member of the Committee or officer but nothing herein contained shall be deemed to prohibit the payment by the Club of any sum to the Honorary Treasurer for clerical or other assistance.

51. At every annual general meeting of the Club the officers and other members of the Committee of the Club shall retire from office. The officers and other retiring members of the Committee shall be eligible for re-election at the same or any other general meeting of the Club.

52. Subject as herein before provided the election of officers and other members of the Committee of the Club shall take place in the following manner:-

(a) Any two members of the Club shall be at liberty to nominate any other member aged 18 or over to serve as an officer or other member of the Committee of the Club, having previously received his assent.

(b) The name of each member so nominated, together with the names of his proposer, and seconder, shall be sent in writing to the Club Manager of the Club at least fourteen days before the annual general meeting.

(c) A list of the candidates' names in alphabetical order, with the proposers and seconds' names, shall be posted in a conspicuous place in the Club house of the Club for at least seven days immediately preceding the annual general meeting.

(d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order, and each member present at the annual general meeting and qualified to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

(e) In case there shall not be a sufficient number of candidates nominated the Committee shall fill up the remaining vacancy or vacancies.

(f) If any candidate after being elected declines to serve, the candidate who has the next largest number of votes shall be deemed to be elected.

(g) If two or more candidates obtain an equal number of votes, the Committee shall select by lot from such candidates the candidate or candidates who is or are to be elected.

53. All casual vacancies arising amongst the Committee or officers of the Club shall be filled by the Committee. Any member of the Committee or any officer so appointed shall retire at the following annual general meeting but shall be eligible as a candidate for election as a member of the Committee or officer at such annual general meeting.

54. The office of a Committee member shall be vacated: -

(a) If his membership of the Club is avoided in accordance with rule 19 hereof;

(b) If he absents himself from the meetings of the Committee for a period of six calendar months without special leave of absence from the other members of the Committee;

(c) If he gives the Committee one calendar month's notice in writing that he resigns his office;

(d) If he is removed by extraordinary resolution passed at a general meeting of the Club.

POWERS AND DUTIES OF THE COMMITTEE

55. (1) The Committee of the Club shall cause proper books of account to be kept in respect of:

(a) All sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place; and

(b) The assets and liabilities of the Club.

(2) The books of account shall be kept at the registered office of the Club, or at such other place or places as the Committee think fit, and shall always be open to the inspection of the Committee. The Committee shall from time to time determine whether, and to what extent, and at what extent and places, and under what conditions and regulations, the accounts and books of the Club, or any of them, shall be open to the inspection to the members of the Club not being members of the Committee and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Committee.

(3) Once at least in every year the Committee shall lay before the Club in general meeting an account of income and expenditure for the period since the preceding account. A balance sheet shall be made out in every year and laid before the Club in general meeting, made up to a date not more than eight months before such meeting, and a copy thereof shall, twenty-one days previously to the meeting, be sent to the persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder. Every such account and balance sheet shall be accompanied by a report of the Committee and the account, report and balance sheet shall be signed by two members of the Committee.

56. The Committee shall exercise all the powers and perform all the duties of Directors under The Act and any statutory modification or re-enactment thereof for the time being in force, and subject to the provisions of the memorandum of Association and of these Rules shall have full powers of management and control of the Club, and shall exercise all such powers and do all such acts and things, as may be exercised and done by the Club, and are not hereby or by statute required to be exercised or done by the Club in General Meeting. Sub-sections (1) to (6) of Section 185 of the Act shall not apply to the Club.

Without in any way limiting the aforesaid powers the Committee shall have power to appoint, pay, and dismiss a Club Manager and such other servants as they may deem necessary and may elect any servant if not a member of the Club a Temporary Member during his tenure of office, or for such shorter time as they may think fit.

(a) The Committee of the Club may issue debentures, debenture stock, bonds, guarantees, undertakings or obligations of the Club at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge of all or any of the property of the Club, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.

57. The Committee of the Club shall have power to appoint members of the Club as President and as Vice-Presidents. Such appointments shall be made at a meeting of the Committee prior to the Annual General Meeting and the President and any Vice-Presidents so appointed shall hold office for the ensuing year. They shall be entitled to attend meetings of the General Committee and to receive copies of the Minutes of the meetings of the General Committee but shall not be Directors for the purposes of the Act nor have any vote at any meeting by reason only of their appointments as President or Vice-Presidents.

REGULATIONS

58. (1) The Committee of the Club shall have power from time to time to make, alter and repeal all such regulations as they deem necessary or expedient or convenient for the proper conduct and management of the Club, and in particular, but not exclusively, they may by such regulations regulate:-

(a) The terms and conditions upon which members of the Club and visitors shall be permitted to use the premises, the Water and the property of the Club;

(b) The terms upon which temporary members may be admitted to membership of the Club provided that no such temporary member shall be admitted to membership or to any of the privileges of membership without an interval of at least two days between his nomination or application for membership and their admission;

(c) The times of opening and closing the Club-house, and premises of the Club or any part thereof, the permitted hours for the supply of intoxicating liquor and the times and conditions on which sailing may take place on the Club Water;

(d) The conduct of members of the Club in relation to one another, and to the Club's servants;

(e) The control of boats both on and off the Water;

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

(2) The Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Club all such regulations, alterations and repeals; and all such regulations so long as they shall be in force, shall be binding upon all members of the Club. Provided, nevertheless, that no regulations shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association or the Rules of the Club and that any regulation may be set aside by a special resolution of a general meeting of the Club.

59. The Committee of the Club may from time to time delegate any of their powers to a sub-committee or sub-committees, consisting of one or more member or members of the Club, and not necessarily a member or members of the Committee, as they shall think fit to appoint, and may recall or revoke any such delegation or appointment. Provided that no sub-committee concerned with the purchase for the Club or with the supply by the Club of intoxicating liquor shall include any members who are not Committee members. Any sub-committee shall, in the exercise of the powers so delegated, conform to any regulations that may be prescribed by the Committee.

ASSURANCE REVIEW

60. A qualified accountant shall be appointed to prepare an Assurance Review each year.

SEAL

61. The Committee shall provide for the safe custody of the common seal of the Club. The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least two members of the Committee; and these two members of the Committee shall sign every instrument to which the seal of the Club is so affixed in their presence.

DISSOLUTION

62. Clause 5 of the Memorandum of Association relating to the winding up and dissolution of the Club shall have effect as if the provisions thereof were repeated

in these Rules. Upon the winding up and dissolution of the Club the assets thereof shall not be divided among the members but shall be transferred to some other organisation which in the opinion of the members is of a similar character and has similar objects to the Club, provided that such organization is a registered Charity and/or is a registered Community Amateur Sports Club or to the Club's governing body for use by them for related community sports.

NOTICES

63. A notice may be given by the Club to any member either personally or by sending it by post to him or her at his or her registered address. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.

MARGINAL NOTES

64. Any marginal notes and the headings in these Rules shall not be taken as part thereof, or in any manner affect the interpretation or construction of the same.

Updated at 2017 AGM: 8th November 2017