

CHANNEL SAILING CLUB LTD

ARTICLES OF ASSOCIATION

1. NAME

'Channel Sailing Club Limited' (*referred to hereafter as 'The Club'*)

2. OBJECTS

The Objects of The Club are to promote such activities as shall further the skills and art of navigation, seamanship and sailing, in accordance with the Memorandum of Association of Channel Sailing Club Limited.

3. BURGEE

The Club Burgee shall depict a set of navigator's dividers in gold lying along a broad central black horizontal band, which is bordered above and below by narrow white bands, all on a green background.

4. OFFICERS

The Officers of The Club shall be the Flag Officers, the Honorary Treasurer and Company Secretary.

5. FLAG OFFICERS

5.1 The Flag Officers of The Club shall consist of a Commodore, Vice Commodore and not more than three Rear Commodores. They shall fly broad pennants with the usual distinguishing marks of rank.

5.2 Unless the members shall otherwise resolve in General Meeting, a Flag Officer may not serve continuously, in any one rank, for more than four years.

5.3 The Flag Officers shall be elected at Annual General Meetings (*referred to hereafter as 'AGM/s'*) in accordance with Article 14. The period of service of each Flag Officer shall commence at the conclusion of the AGM at which the officer is elected or re-elected. Each Flag Officer shall automatically retire at the conclusion of the AGM next following that at which election or re-election took place but subject to Article 5.2 and to the officer's willingness to continue in office, may be proposed for re-election.

5.4 The General Committee may fill casual vacancies arising in any rank of Flag Officer.

6. THE HONORARY TREASURER AND COMPANY SECRETARY

6.1 The Honorary Treasurer and Company Secretary (the two offices may be combined) shall be elected at the AGMs in accordance with Article 14, and shall assume office at the close of the AGM at which election or re-election takes place.

6.2 The Honorary Treasurer shall be responsible for the proper state of the Books and Accounts of The Club.

6.3 The Honorary Treasurer and Company Secretary shall automatically retire at the conclusion of the AGM next following that at which election or re-election took place but subject to willingness to continue in office, may be proposed for re-election.

6.4 A vacancy arising in the office of Honorary Treasurer and/or Company Secretary shall be filled by the General Committee

7. GENERAL COMMITTEE

- 7.1 There shall be a General Committee whose members shall be appointed the Directors of The Club and shall comprise:
- a) as ex-officio members, the Officers of The Club; and,
 - b) as elected members, not more than NINE members of The Club of whom one shall be the Club Secretary, elected or re-elected in accordance with Article 14 (the elected members).
- 7.2 At the AGM in each year, one third of the elected members shall retire and shall be eligible for re-election. The elected members to retire shall be those members who have been longest continuously in office on the day following the last AGM.
- 7.3 If the number of elected members is not a multiple of three, then the members retiring shall not exceed one third of their number.

8. MEMBERSHIP

- 8.1 Since, as a condition of membership, every member undertakes to accept and comply with the Articles and Rules of The Club, such acceptance of these Articles is deemed to constitute consent to The Club to hold relevant personal data of members on computer, as required by the General Committee, for the purposes of the Data Protection Act 1984.
- 8.2 Membership shall be divided into the following classes:
- a) Full Members
 - b) Honorary Life Members
 - c) Life Members
 - d) Associate Members
 - e) Temporary Members
 - f) Honorary Members
- 8.3 No person under the age of 18 years shall be admitted as a member of The Club, except in the class of Temporary Member.
- 8.4 Full and Life Membership of The Club shall be offered to persons who are undertaking or have undertaken a course of instruction at a school of navigation sponsored or approved by The Club. (see Note)
- 8.5 Associate Membership shall be offered to any person who supports the Objects of the Club as defined in Article 2 but is not eligible for Full Membership under Article 8.4.
- 8.6 The election of candidates to all classes of membership, except Honorary Life Membership, shall be the responsibility of, and at the discretion of, the General Committee. Candidates for Membership shall be proposed and seconded by Full Members of The Club.
- 8.7 Honorary Life Members shall be elected at a General Meeting and shall enjoy the privileges of Full Membership.
- 8.8 Temporary Members, Associate Members and Honorary Members shall enjoy full privileges of membership, excepting that they shall not be entitled to:
- a) vote at any meeting of The Club; or,
 - b) be elected as an Officer or member of a Committee of The Club.
- 8.9 The total number of Honorary Members shall not exceed 5% of the total of all members.

- 8.10 Life Membership shall be open to all persons eligible to become Full Members. Life Membership may be granted upon such terms as the General Committee may determine, by compounding of annual subscriptions, by payment of a lump sum, or acquisition of value to The Club.
- 8.11 Life Members shall enjoy the privileges of Full Membership.
- 8.12 The Membership Year shall be from 1st October each year until 30th September the following year. Membership fees shall become due on 1st October.

9. RESIGNATIONS

Members wishing to resign should give notice in writing to the Club Secretary A resigning member shall be liable for the full relevant subscription for that year.

10. REMOVAL FROM MEMBERSHIP OR EXPULSION

- 10.1 A member whose subscription has not been fully paid by 30th November shall forfeit all rights and privileges of membership until such time as the subscription has been paid.
- 10.2 The General Committee shall publish, in such a manner as may be suitable, a list of all members whose subscriptions are outstanding at 30th November.
- 10.3 The General Committee shall, at its discretion, remove from the List of Members all names for whom subscriptions remain outstanding as at 31st December.
- 10.4 Restoration of membership shall be at the discretion of the General Committee.
- 10.5 The General Committee shall have powers to require a member to resign membership if, in its opinion, there has been wilful infringement of these Articles or Rules currently in force or, if in its opinion, the conduct of a member is such that it considers it to be injurious to the character or interest of The Club. The Club Secretary shall confirm to the person concerned that their membership has been cancelled.
- 10.6 A member expelled by the General Committee shall have the right to appeal to a General Meeting of The Club. The decision of a simple majority voting at a Special or Annual General Meeting shall be final and binding.

11. ENTRANCE FEES AND SUBSCRIPTIONS

The General Committee shall each year review the levels of annual subscriptions, and/or entrance fees, and/or rejoining fees. Fees and subscription rates must be approved by resolution of the members of The Club at a General Meeting.

12. MANAGEMENT AND RULES

- 12.1 The affairs and management of The Club shall be vested solely and exclusively in the General Committee. The General Committee shall have power to make, alter or repeal the Club Rule Book as it deems expedient. Such alterations shall be posted in a conspicuous place within premises used for club purposes or otherwise published such that they may be brought to the attention of all members. Subject to such changes being consistent with these Articles and English Law, they shall be binding on all members as if they were part of these Articles.
- 12.2 The General Committee may appoint Sub-Committees for such purposes, as it may deem appropriate.
- 12.3 Sub-Committees shall operate within Terms of Reference laid down by the General Committee, who shall fix the quorum and any powers of co-option for each Sub-Committee.

- 12.4 Sub-Committees shall only have powers to spend within limits laid down by the General Committee.
- 12.5 The Commodore and Treasurer shall be ex-officio members of all Sub-Committees.
- 12.6 Sub-Committees shall report back to the General Committee.
- 12.7 The General Committee may not delegate its powers to make, alter or repeal Club Rules; neither may it delegate responsibility for the management of the accounts and assets of The Club or its powers to discipline or expel a member of The Club, except that the General Committee may delegate to the Commodore, or a cruise leader, powers to discipline, or take such other actions as they deem expedient for the safe, seamanlike and harmonious conduct of an activity at sea. Any action taken in the name of the General Committee under this Article shall be reported to the General Committee at the earliest opportunity.
- 12.8 The General Committee shall have powers to co-opt, for special purposes, up to two additional Full Members of The Club.

13. PROCEEDINGS OF THE GENERAL COMMITTEE

- 13.1 The General committee shall meet at such times and places as they may determine but in any event, not less than four times in each year. The Club Secretary, or such other person designated, shall give the members of the Committee, not less than 7 days notice in writing of each meeting of the General Committee.
- 13.2 Special meetings of the General Committee may be convened by any Flag Officer, or by the Honorary Treasurer and/or Company Secretary, or by any two elected members. The Club Secretary, or such other person designated, shall give not less than 48 hours notice of such Special Meeting. Any failure on the part of The Club Secretary, or such other person designated, not due to default to give notice to any member shall not invalidate the meeting.
- 13.3 The quorum for meetings of the General Committee shall be FIVE. At each meeting of the General committee, every member present shall have ONE vote.
- 13.4 Decisions at General Committee meetings shall be by majority vote, the Chairman having a CASTING or SECOND vote.
- 13.5 At meetings of the General Committee the senior officer of The Club shall take the chair. If circumstance require, the members present may elect one of their number to take the chair for that meeting.

14. NOMINATIONS

Nominations for Flag Officers, the Honorary Treasurer and Company Secretary and the members of the General Committee (which includes The Club Secretary) shall be in writing and signed by a Proposer and Secunder (each of whom must be Full Members of The Club) and shall be delivered to the Company Secretary together with the written consent of the nominated person to act in the office for which the proposal is made. Such nominations must be with The Company Secretary not later than 1st December.

15. ANNUAL GENERAL MEETING

- 15.1 The Annual General Meeting of The Club shall be held on a convenient date in January, the day and hour to be determined by the General Committee. Not less than 21 days notice of the AGM shall be communicated to each member entitled to receive such notice or to attend or vote at the meeting. The Notice shall be accompanied by the scrutinised or audited (whichever is in force at the time) Financial Statements of The Club for the financial year ended on the immediately preceding 30th September and the details of appointments, nominations and any other resolutions under 15.2 (d) and (e).

15.2 The business of each AGM shall be:

- a) appointment of Honorary Life Members and report of the General Committee;
- b) the adoption of the scrutinised or audited Financial Statements for the preceding year;
- c) the election of Flag Officers, the Honorary Treasurer and Company Secretary, Members of the General Committee and Club Secretary, and the appointment of Scrutineers or Auditors in accordance with these Articles;
- d) entrance fees and subscriptions; and
- e) any other business of which written notice has been given in accordance with Article 15.3.

15.3 Any member who is entitled to attend and vote at General Meetings of The Club may at the AGM move the adoption of any other resolution, provided that notice is given of the intended motion, specifying its object, to The Company Secretary not less than 21 days prior to the date of the AGM.

15.4 Any member who is entitled to attend and vote at General Meetings of The Club may at the AGM move the adoption of any other resolution, provided that the motion is formally Seconded and the mover has the support of two-thirds of those present.

16. SPECIAL GENERAL MEETING

16.1 A Special General Meeting shall be summoned by The Company Secretary on receiving a requisition in writing to do so from:

- a) the General Committee
- b) any three members of the General Committee; or
- c) any 20 members of The Club who are entitled to attend and vote at General Meeting of The Club.

16.2 The persons requisitioning such Meeting shall specify its object in writing, notice of which together with Notice convening the Meeting shall be communicated by the Company Secretary to every member of The Club entitled to attend and vote at General Meetings, 21 days prior to the Meeting.

16.3 No other subject than that thus specified shall be discussed or dealt with at a Special General Meeting.

17. ACCOUNTS

17.1 The Club may appoint a responsible club member with appropriate experience plus two scrutineers to examine the accounts. Auditors may also be any firm which is qualified for appointment as auditors of a company for the purposes of The Companies Act 1985 and any subsequent legislation.

17.2 Scrutineers shall be elected or, Auditors appointed, and may be removed by the members of The Club in General Meeting and shall hold office until the AGM next following that at which they were elected or appointed when they shall retire but shall be eligible for re-election or re-appointment.

17.3 The General Committee shall approve the remuneration (if any) of either Scrutineers or Auditors.

18. FINANCIAL STATEMENTS AND ACCOUNTS OF THE COMPANY

18.1 The Financial Statements of The Club shall be made up to and for the 12 months period ended 30th September each year. Such Financial Statements shall be in accordance with the requirements of the current legislation for Companies' Accounts, and shall further provide such other financial information, as the General Committee shall require. The Accounts and Financial Statements shall be scrutinised or audited prior to presentation to the Members.

18.2 Authorities to draw on the accounts of the Company shall be signed by The Treasurer and any other Director.

19. PROCEEDINGS AT GENERAL MEETINGS

- 19.1 The senior Flag Officer present shall be the Chairman of all General Meetings, but should no Flag Officers be present at the time appointed for holding the meeting, the Members present shall elect one of their number to act as Chairman during the absence of the Flag Officers.
- 19.2 At a General Meeting 30 Full Members present shall form a quorum. If within half an hour of the time appointed for the General Meeting a quorum is not present, the Meeting shall be adjourned to a date not less than seven days later. At any adjourned General Meeting those members of The Club present shall form a quorum and may transact the business for which the General Meeting was called.
- 19.3 Every question or election at a General Meeting shall, unless otherwise expressly provided by these Articles, be decided by a majority of votes and every member of The Club entitled to vote at General Meetings shall have one vote. In the case of equality of votes, the Chairman shall have a second or casting vote. Members absent from any General Meeting may vote by proxy.

20. ARTICLES

- 20.1 These Articles may be altered or repealed and new Articles may be added by resolution passed at a General Meeting.
- 20.2 The General Committee shall be the authority for the interpretation of these Articles and of the Club Rules made there under and the decision of the General Committee concerning these Articles or Club Rules shall be binding on the members. This Article shall not diminish a member's right to appeal for any interpretation to be reconsidered at a General Meeting.

21. DISSOLUTION

All matters pertaining to Dissolution or distribution of assets shall be strictly in accordance with the Memorandum of Association of Channel Sailing Club Limited.

NOTE: Minimum requirement Day Skipper (Shorebased)

Revised by General Meeting 12th January 2006