ARTICLES OF ASSOCIATION
of
BOWMOOR SAILING CLUB

TABLE OF CONTENTS

1 INTERPRETATION 2
2 OBJECTS 2
3 MEMBERSHIP 2
3.1 The First Members 2
3.2 Proposal of Members 2
3.3 Subscriptions 3
3.4 Election of Members 3
3.5 Rights of Members 3
3.6 Non-payment of Subscriptions 3
3.7 Expulsion of Members 4
3.8 Rights of Members Personal 4
3.9 Associate Membership 4
4 COMPANY MEETINGS 4
4.1 Annual General Meeting 4
4.2 Extraordinary General Meeting 5
4.3 Notice of Meetings 5
4.4 Quorum 5
4.5 Chairman 5
4.6 Adjournment of General Meeting 6
4.7 Passing of Resolutions 6
4.8 Voting Rights 6
4.9 Proxy Voting 6
5 DIRECTORS AND OFFICERS 7
5.1 Directors 7
5.2 Officers 7
5.3 Remuneration 7
5.4 Age Limits 7
5.5 Retirement of Directors and Officers 7
5.6 Election of Officers 8
5.7 Casual Vacancies 8
5.8 Removal of Directors and Officers 8
5.9 Presentation of Accounts 8
5.10 Powers of Directors 9
5.11 Byelaws 9
5.12 Delegation 10
6 AUDIT 10
7 SEAL 10
8 DISSOLUTION 10
9 NOTICES 10
10 HEADINGS 10

ARTICLES OF ASSOCIATION

COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
BOWMOOR SAILING CLUB

1 INTERPRETATION

7.3 In these Articles:

"**the Act**" means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;

1.1:1 "**Clubhouse**" means a facility on the lakeside from which the Club operates where Members can congregate and notices can be displayed

1.1:2 "**Member**" shall mean (unless the context otherwise requires) a full Member of the Club and shall exclude an Associate Member

1.1:3 "**the Club**". means Bowmoor Sailing Club;

1.1:4 "**Secretary**" means the secretary of the Club or any other person appointed to perform the duties of the secretary of the Club, including a joint assistant or deputy secretary;

1.2 unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification not in force when these Articles become binding on the Club

1.3 the masculine includes the feminine and, where appropriate, the singular the plural

2 OBJECTS

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

3 MEMBERSHIP

3.1 The First Members

The First Members of the Club are:

3.1:1 the signatories to the Memorandum of Association and

3.1:2 these Articles; and every person who at the date of incorporation of the Club was a member of the unincorporated Club known as Bowmoor Sailing Club referred to in paragraph 2 of the Memorandum of Association, and who, on or before the date of the Club first Annual General Meeting of the Club or during such extended period as the Directors may determine, signs and delivers to the Secretary of the Club the form of membership prescribed by the Directors.

3.2 Proposal of New Members

3.2:1 Every applicant for membership of the Club must complete the Bowmoor Sailing Club Membership Application Form which must be signed and dated by the applicant.

3.2:2 The application for membership must be in the form that the Directors from time to time prescribe.

3.2:3 The Directors may, from time to time, set a maximum number on the membership of the Club in order to ensure that the sport of sailing within the Club's facilities can, at all times, be conducted safely and in such a manner as to promote and enhance the sport and the health, fitness and recreation of the members.

3.3 Subscriptions

3.3:1 The annual and other subscriptions and entrance fee (if any) payable by members of the Club are to be such as the Directors from time to time prescribe.

3.3:2 The Directors may provide either generally or as respects any particular member or members for payment of annual subscriptions by instalments.

3.3:3 Every application for membership must be accompanied by a remittance to cover the entrance fee (if any) and the appropriate annual Subscription and in the event of non-election the remittance must be returned to the candidate.

3.4 Election of Members

3.4:1 Every application must be approved by the Directors of the Club. The Directors will not unreasonably refuse any application for membership. Applications will not be refused on the basis of sailing ability, age, nationality, ethnicity, gender, sexual orientation, religion, disability or any other criteria which could be considered to be discriminatory. Exceeding the established maximum capacity of the Club will constitute reasonable grounds for refusal. In this case, the applicant will be offered a place on the waiting list. Other reasonable grounds for refusal are evidence that the applicant could bring the Club or the sport of sailing into disrepute, or that the applicant has previously been expelled from the Club for so doing.

3.4:2 Any applicant refused membership must be provided with the reasons and grounds for refusal in writing within 14 days of refusal being decided and will have the right to appeal against the decision to the Directors (in person and accompanied).

3.4:3 Where a waiting list has been established, applications from the waiting list will be processed strictly on a first come, first served basis.

3.4:4 At least 2 days must elapse between a person applying for membership and that person’s membership being accepted.

3.5 Rights of Members

3.5:1 Subject to the express provisions of these Articles and to the Memorandum of Association; and to any bylaws made by the Directors of the Club as provided below for the time being in force, all members of the Club are entitled at all times to use all the premises and property of the Club in common, and to be supplied, at such charges as the Directors from time to time determine, with whatever meals, refreshments and things are provided by the Club for the use of its members.

3.5:2 Subject to the provisions of these Articles every member is entitled to all the rights and subject to all the duties of a member of the Club provided that only full Members have the right to nominate or be elected as Officers or Directors of the Club.

3.6 Non-payment of Subscriptions

3.6:1 Any member whose annual subscription is unpaid on the date upon which it falls due for payment ceases to be a member of the Club and forfeits all rights in and claim upon the Club and its property unless the Directors suspend the operation of this provision, which they may do as regards any particular member on such terms as they determine at their discretion.

3.6:2 Where the Directors have resolved in accordance with Article 3.6:1 that the subscription of any particular member may be paid by instalments, this Article applies to non-payment of any instalment, substituting the due date of the instalment for the date upon which that member's annual subscription would have fallen due.

3.7 Expulsion of Members

3.7:1 If the conduct of any member is in the opinion of the Directors injurious to the character of the Club or objectionable in any respect, that member may be required by the Directors to resign, and, if he does not resign within one week of such requirement, the member may (after he has been given the opportunity to justify or explain his conduct) be expelled by resolution of the Directors and then ceases to be a member of the Club, and all sums that have been paid by the member are forfeited.

3.7:2 A member expelled under this Article may appeal by giving a written notice of appeal to the Commodore within 21 days from the posting of the notice of expulsion to that Member's last known address.

3.7:3 Upon receipt of a notice of appeal, the Commodore shall convene an Appeal Panel within 21 days. The Appeal Panel shall comprise three persons:
(a) two members in good standing who have previously served as Club Executives; and
(b) one Member in good standing who has been a member of the Club for a continuous period of not less than one year.
No Director involved in the original decision to expel the member shall serve on the Appeal Panel.
The Appeal Panel shall review the circumstances of the expulsion and shall provide the appellant with a reasonable opportunity to present their case. The decision of the Appeal Panel shall be determined by majority vote. If the Appeal Panel rescinds the expulsion, the member shall be reinstated with effect from the date of the Appeal Panel's decision. The decision of the Appeal Panel shall be final.

3.7:4 Any member expelled in accordance with these Articles, or otherwise ceasing to be a member of the Club, forfeits all right to or claim upon the Club or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

3.8 Rights of Members Personal

The rights of a member as such are personal and are not transferable and cease upon his death.

3.9 Associate Membership

3.9:1 The Directors may make bylaws creating any class or classes of Associate Members which they shall think fit.

3.9:2 Subject to Article 3.9:3 Associate Members shall enjoy such rights to use some or all of the facilities of the Club upon such terms and subject to such conditions as the Directors shall in their absolute discretion determine.

3.9:3 The Directors may not make any bylaw which empowers an Associate Member to attend or vote at a general meeting of the Club nor to be elected or appointed an Officer or Director of the Club.

4 COMPANY MEETINGS

4.1 Annual General Meeting

4.1:1 The Club must hold a general meeting in each year as its Annual General Meeting in addition to any other meetings in that year, and must specify the meeting as the Annual General Meeting in the notices calling it.

4.1:2 Not more than 14 months may elapse between the date of one Annual General Meeting of the Club and that of the next.

4.1:3 The Annual General Meeting must be held at such time and place as the Directors appoint.

4.2 Extraordinary General Meeting

4.2:1 All General Meetings other than Annual General Meetings must be called Extraordinary General Meetings.

4.2:2 The Directors may, whenever they think fit, and must, on a requisition made in writing by members representing not less than one-tenth of the total voting rights of all the members having at the date of deposit of the requisition a right to vote at general meetings, convene an Extraordinary General Meeting.

4.2:3 Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitioners and deposited at the registered office of the Club.

4.2:4 On receipt of the requisition the Directors must immediately proceed to convene an Extraordinary General Meeting.

4.2:5 If the Directors do not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitioners, or any of them representing more than one-half of the total voting rights of all of them, may convene such a meeting.

4.3 Notice of Meetings

Accidental omission to give notice of any meeting to or non-receipt of such notice by any member does not invalidate the proceedings at that meeting.

4.4 Quorum

4.4:1 No business may be transacted at any meeting unless a quorum is present.

4.4:2 Save as otherwise provided in these Articles members representing one tenth of the total voting rights of all the members having at the date of the meeting a right to vote at general meetings personally present is a quorum.

4.4:3 If within half an hour from the time appointed for the meeting a quorum of members is not present, or, if during a meeting such a quorum ceases to be present:

4.4:3a if the meeting was convened on the requisition of members, it must be dissolved;

4.4:3b in any other case the meeting stands adjourned to the same day in-the next week at the same time and place as the Directors may determine 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 may form a quorum.

4.5 Chairman

4.5:1 The chairman, if any, of the Board of Directors or in his absence some other director nominated by the directors shall preside as chairman of every general meeting of the Club.

4.5:2 If there is no such chairman, or, if at any meeting he is not present within 15 minutes of the time of holding the meeting, the members present may elect one of their number who is a Director to be chairman of the meeting.

4.5:3 If there is no Director present, then the members may elect any one of their number to be chairman of the meeting.

4.6 Adjournment of General Meeting

4.6:1 the Chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

4.6:2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

4.7 Resolutions

4.7:1 Alteration or addition:

4.7:1a notice of any alteration or addition to the rules intended to be proposed by a member of the Club shall be given to the Hon. Executive Secretary in writing at least 21 days before the date of the A.G.M if the same is to be proposed at the A.G.M. or at least one month before any general meeting at which the same is to be brought forward and full particulars of any such proposed alterations or additions shall be set out in the notice convening the meeting.

4.7:1b all such proposed alterations, or additions and any amendments to them which may be proposed and seconded by members eligible to vote shall be put to the vote of the meeting.

4.7:2 At any general meeting:

4.7:2a a declaration by the Chairman that a resolution has been carried, or carried unanimously, or carried by particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting are conclusive evidence of the fact.

4.7:2b a poll can be demanded by the Chairman or by at least two members having the right to vote at the meeting.

4.7:3 If a poll is demanded in the above manner, it must be taken in such manner as the Chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

4.8 Voting Rights

4.8:1 Every Member of the Club may vote at General Meetings of the Club.

4.8:2 No member may vote at any meeting unless all the money then due from him to the Club has been paid.

4.8:3 Every member of the Club entitled to vote has one vote and no more, except that, in case of equality of votes, the chairman may have a second or casting vote.

4.8:4 For the avoidance of doubt associate member shall not have a right to vote at General Meetings of the Club.

4.8:5 Group members will have one vote per group.

4.9 Proxy Voting

4.9:1 On a poll votes may be given either personally or by proxy.

4.9:2 A proxy must be appointed in writing under the hand of the appointor.

4.9:3 The instrument appointing a proxy must be deposited at the registered Office of the Club not less than 48 hours before the time of the holding the meeting at which the person named in such instrument proposes to vote.

4.9:4 Any instrument appointing a proxy must be in the following form:

BOWMOOR SAILING CLUB

[I or We). (name) of (address), being [a member or members] of the above named Club. appoint (name) of (address), or failing him, (name) of (address), as [my or our] proxy to vote in [my or our] name[s] and on [my or our] behalf at the [annual or extraordinary] general meeting of the Club to be held on (date) and at any adjournment.

Dated
(signature(s) of member(s))

5 DIRECTORS AND OFFICERS

5.1 Directors

5.1:1 Unless otherwise determined by Ordinary Resolution, there shall be at least 3 but not more than 12 Directors (who shall be both Officers elected by the Club as hereinafter provided and members of the Club) elected as provided in these Articles.

5.1:2 The Officers from time to time of the Club shall upon election become Directors of the Club without further formalities

5.1:3 Five Directors or two thirds (whichever is the lesser) are a quorum at a Directors' meeting.

5.1:4 The Chairman shall in case of equality of vote have a casting vote.

5.2 Officers

5.2:1 The Officers of the Club shall be the Commodore, Vice Commodore, Rear Commodore, Treasurer. Secretary. and such other officers as the Company by Ordinary Resolution may from time to time determine (and who shall initially be Bosun, Social Secretary, Membership Secretary, Dinghy Park Manager, Principle Training Officer and Youth Manager), all of whom must be members of the Club.

5.2:2 The first Officers of the Club are the subscribers to the Memorandum of Association.

5.2:3 With the exception of the Principle Training Officer (who shall be appointed by the Directors immediately after each Annual General Meeting and who shall serve in that office until the end of the next Annual General Meeting) the Officers shall be elected in accordance with Article 5.6.

5.2:4 The Company may elect such additional Officers without specific duty as it shall think fit provided that the election of such additional Officers shall not result in the total number or Directors exceeding the maximum number then prescribed by these Articles.

5.3 Remuneration

No Director or Officer of the Club may receive any remuneration for his services in the capacity of Director or Officer.

5.4 Age Limits

There is no age limit for Directors and accordingly Section 293(2)-(6) of the Act does not apply to the Club.

5.5 Retirement of Directors and Officers

5.5:1 At the first and at every subsequent Annual General Meeting three of the Officers shall retire from office.

5.5:2 The retiring Officers are eligible for re-election at the same or any other general meeting of the Club.

5.6 Election of Officers

5.6:1 The Officers shall be elected by the Club at each Annual General Meeting which appointment shall take effect from the end of that meeting.

5.6:2 Subject as provided above the election of Officers must take place in the following manner:

5.6:2a Any two Members of the Club may nominate any other member to serve as an officer of the Club holding a specific office or to the office of' an Officer without specific duty, having previously received his assent.

5.6:2b The name of each Member so nominated, together with the names of his proposer and seconder and the office to which the Member Is nominated, must be in writing signed by all three of them and delivered to the Secretary at least twenty one (21) days before the Annual General meeting.

5.6:2c A list of candidates' names for each office in alphabetical order. with proposers and seconders names must be posted in a conspicuous place in the Clubhouse for at least 14 days immediately preceding the Annual General Meeting.

5.6:2d Balloting lists must be prepared (if necessary) for each office containing the names of the candidates in alphabetical order.

5.6:2e Each member present at the Annual General Meeting and qualified to vote may vote for one candidate in respect of each office.

5.6:2f If no one is nominated to an office the Directors may elect a member to fill the vacancy

5.6:2g If two or more candidates for an office obtain an equal number of votes, the Directors must select by lot from such candidates the candidate who is to be elected.

5.7 Casual Vacancies

5.7:1 All casual vacancies arising amongst the Officers of the Club must be filled by the Directors from among the full Members of the Club.

5.7:2 Any Officer appointed to fill a casual vacancy must retire at the following Annual General Meeting.

5.8 Removal of Directors and Officers

The office of a Director or an Officer is vacated if:

5.8:1 his membership of the Club is terminated in accordance with Article.

5.8:2 he absents himself from meetings of the Directors for a continuous period of six calendar months without special leave of absence from the other Directors; or

5.8:3 he gives the Directors one calendar month's notice in writing that he resigns his office; or

5.8:4 he is removed by extraordinary resolution passed at a general meeting of the Club.

5.9 Presentation of Accounts

5.9:1 Once at least in every year the Directors must lay before the Club in general meeting an account of income and expenditure for the period since the preceding account.

5.9:2 A balance sheet must be made out in every year and laid before the Club in general meeting, made up to a date not more than six months before such meeting.

5.9:3 A copy of the balance sheet must be sent to, or made available to, the persons entitled to receive notices of general meetings in the manner in which notices are to be given under these Articles 21 days prior to the meeting

5.9:4 Every account and balance sheet must be accompanied by a report of the Directors and the account, report and balance sheet must be signed by two Directors and countersigned by the Secretary.

5.10 Powers of Directors

5.10:1 The Directors of the Club may exercise all powers that may be exercised by the Club and do anything that may be done by the Club, except where under these Articles or any statute for the time being in force the power must be exercised or the thing be done by the Club in general meeting.

5.10:2 The Directors may act notwithstanding vacancies.

5.10:3 The Directors of the Club may issue debentures, debenture stock, bonds or obligations of the Club at any time, in any form or manner, and for any amount, 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.

5.11 Bylaws

5.11:2 The Directors of the Club may from time to time make, alter and repeal any bylaws they consider necessary or expedient or convenient for the proper conduct and management of the Club, and in particular, but not exclusively, they may be such bylaws:

5.11:1a to promote and ensure safety,

5.11:1b regulate the terms and conditions upon which honorary guests, children family of members of the Club and visitors may use the premises and property of the Club;

5.11:1c fix the times of opening and closing the grounds, clubhouse, and premises of the Club or any part of them and the permitted hours for the supply of intoxicating liquor;

5.11:1d promulgate the rules to be observed and the prizes or stakes to be played for by members of the Club playing any games on the premises of the Club;

5.11:1e prohibit particular games on the premises of the Club entirely or at any particular time or times;

5.11:1f regulate the conduct of members of the Club in relation to one another and to the Club's staff;

5.11:1g set aside of the whole or any part or parts of the Club premises for gentlemen members, women members or any other class or classes' of members, at any particular time or times, or for any particular purpose or purposes;

5.11:1h impose fines for breach of any bylaw or any Article of Association of the Club and

5.11:1i regulate all matters that are commonly the subject of Club rules.

5.11:2 The Directors must adopt whatever means they consider sufficient to bring all bylaws, alterations and repeals to the notice of the members of the Club.

5.11:3 All bylaws, so long as they are in force, are binding on all members of the Club.

5.11:4 No bylaws may be inconsistent with, or affect or repeal anything contained in, the Memorandum or Articles of Association of the Club, or be in breach of any statutory provision.

5.11:5 Any bylaw may be set aside by special resolution of a general meeting of the Club.

5.12 Delegation

5.12:1 The Directors of the Club may delegate any of their powers to a committee or committees appointed by the Directors.

5.12:2 With the exception of a sub-committee with less than four members or one concerned with the purchase for the Club, or supply by the Club, of intoxicating liquor, a sub-committee may have up to one-third of its membership from members of the Club other than Directors.

5.12:3 In the exercise of the powers delegated to it, a committee must conform to any regulations prescribed by the Directors.

5.12:4 Any delegation of powers or appointment of a committee may be recalled or revoked by the Directors at any time.

6 AUDIT

An auditor or auditors must be appointed and his or their duties regulated in accordance with the Act.

7 SEAL

7.1 The Directors must provide for the safe custody of the Common Seal of the Club.

7.2 The seal of the Club must not be affixed to any instrument except by the authority of a resolution of the Directors and in the presence of

7.2:1 at least two of the Directors and

7.2:2 the Secretary or another person appointed by the Directors for the purpose.

7.3 The two Directors and the Secretary or the other person appointed must sign every instrument to which the seal of the Club is affixed in their presence.

8 DISSOLUTION

8.1 If the Club is wound up, whether voluntarily or otherwise; the liquidator shall, with the sanction of an extraordinary resolution of the Club and any other sanction required by the Act transfer any remaining assets of the Club into a Trust for a period of ten years for the purpose of re-activating the Club, given favourable circumstances, to be determined by the Trustees.

8.2 After ten years have elapsed, if the Club has not been re-activated, the assets of the Trust are to be assigned to the Royal Yachting Association for the benefit of other sailing clubs or for the sport of sailing in general.

9 NOTICES

9.1 A notice may be given by the Club to any member personally, by sending it by post in a prepaid envelope addressed to the member at his registered address or by posting it in a conspicuous place in the Clubhouse of the Club

9.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been effected at the expiration of 3 working days hours after the envelope containing it was posted.

10 HEADINGS

The heading in these Articles do not form part of them or in any manner affect the interpretation or construction of them.

Name, Addresses & Descriptions of Subscribers	Signatures
Don Cannon Savernake House, Kelston Road, Little Bedwyn, Marlborough, Wilts. SN8 3JL *Commodore*	
Graham Brooks 90 Halsfield, Cricklade, Swindon, Wilts. SN6 6LS *Vice Commodore*	
Garth Thomas 23 Dean Close, Banbury, Oxon. OX16 3WA *Rear Commodore.*	
Jim Barr 6 Worsley Road, Freshbrook, Swindon, Wilts. SN5 8NU *Treasurer*	
Mike Hing 'Westward', Downington, Lechlade, Glos. GL7 3DL *Secretary*	
Rick Plummer 14 Newcourt Park, Charlton Kings, Cheltenham, Glos, GL53 9 AY. *Sailing Secretary*	
Peter Mackenzie 17 Keble Lawns, Fairford, Glos, GL73BQ. *Committee Member*	
Dated	
Witness to all above signatures:	