

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
FELIXSTOWE FERRY SAILING CLUB LTD. (THE "CLUB")

COMPANY NUMBER 10082659

ADOPTED BY SPECIAL RESOLUTION DATED 29TH JANUARY 2023

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;
Associate Member	means a Member of the Club who is not a Club Member, and who therefore neither has voting rights at general meetings nor any other rights to which Members of companies are entitled under the Articles or the Companies Acts, and Associate Membership shall be interpreted accordingly
Boating & Watersports in General	means sporting, recreational and other activities carried out in water-borne craft of any description powered by the wind or by mechanical means;
Bye-laws	means Bye-laws of the Club from time to time proposed by the Directors and approved by the Members in accordance with Article 13.4.2;

Club	means the Company regulated by these Articles, FFSC Ltd;
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 Club Membership shall be interpreted accordingly;
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 a Director of the Club, and includes any person occupying the position of Director, by whatever name called, and is registered as a FFSC Ltd. Director with Companies House;
electronic form	has the meaning given in section 1168 of the Act;
electronic general meeting	means a general meeting hosted on an electronic platform;
electronic platform	includes, but is not limited to, website addresses and conference call systems;
Member	means all Members of the Club, whether Club Members or Associate Members, and Membership shall be interpreted accordingly;
Officers	has the meaning given in Article 6.1;
ordinary resolution	means a resolution passed by a simple majority of the Club Members;
present	means, for the purposes of physical general meetings, present in person, or, for the purposes of electronic general meetings, present by electronic means (and references to persons attending by electronic means is

defined as attendance at electronic general meetings via the electronic platform(s) stated in the notice of such meeting);

Secretary means the company secretary of the Club, as appointed

Club Secretary The elected secretary to the General Committee, can fulfil the Company Secretary role if qualified and approved by the directors, where no separate Company Secretary is appointed.

Writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.3. 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 as 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 CLUB MEMBERS

- 2.1. The liability of each Club Member is limited to £10, being the amount that each Club Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Club Member or within one year after he ceases to be a 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 promote and facilitate community participation in healthy recreation by the provision of facilities for the sport of Boating and Water Sports in General;
 - 3.1.2. to provide social and other facilities for Members 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 Boating and Water Sports in General;
 - 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 Water Sports in General; 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;
- 4.1.7. give security for loans or other obligations;
- 4.1.8. acquire or hire property of any kind;
- 4.1.9. let or dispose of property of any kind;
- 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;
- 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;
- 4.1.14. employ paid or unpaid agents, staff or advisers;
- 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: DIRECTORS

5. DIRECTORS

- 5.1. The General Committee form the FFSC Ltd. Board of Directors, and are responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club.
- 5.2. General Committee members are elected by the Club Members or co-opted by the members of the General Committee, in accordance with any procedures set out in the Bye-laws.
- 5.3. A General Committee members term of office automatically terminates if he or she:
 - 5.3.1. ceases to be a General Committee member by virtue of any provision of the Act or is prohibited from being a member of the general Committee by law;
 - 5.3.2. is absent without permission from four consecutive meetings of the General Committee members or is asked by a majority of the other General Committee members to resign;
 - 5.3.3. is incapable, whether mentally or physically, of managing his/her own affairs;
 - 5.3.4. resigns by written notice to the general Committee members (but only if at least four general Committee members will remain in office); or
 - 5.3.5. is removed by the Club Members.

6. OFFICERS & SECRETARY

- 6.1. The Officers of the Club are the, Commodore, Vice-Commodore, Rear-Commodore(s) (Flag Officers), Treasurer, Club Secretary (Officers), and any additional posts defined as necessary to constitute a director group called the General Committee, all of whom must be Club Members and must also meet any other conditions and comply with any duties and responsibilities set out in any Bye-laws.
- 6.2. Officers and General Committee members shall be elected by the Club Members at the AGM each year. All Officers and General Committee members, except two (who shall remain directors in post to maintain continuity), 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.

7. DIRECTORS' PROCEEDINGS

- 7.1. The General Committee members must hold at least eight meetings each year.
- 7.2. The quorum for General Committee meetings may be fixed from time to time by a decision of the General Committee, but it must never be less than two, and, unless otherwise fixed, it is four.
- 7.3. A meeting of the General Committee may be held either in person and/or by suitable electronic means agreed by the General Committee in which all participants may communicate with all the other participants. The notice shall specify whether the meeting shall be an electronic general meeting in addition to or instead of the physical general meeting.
- 7.4. The Commodore or (if the Commodore is unable or unwilling to do so) some other General Committee member chosen by the General Committee members 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 General Committee members (other than any conflicted general Committee member 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.
- 7.6. Every General Committee member has one vote on each issue and, in case of equality of votes, the chairman of the meeting has a casting vote.
- 7.7. A procedural defect of which the General Committee members are unaware at the time does not invalidate decisions taken at a meeting.

8. DIRECTORS' POWERS

- 8.1. The General Committee members may exercise any powers of the Club which are not reserved to the Club Members.
- 8.2. The General Committee members may delegate any of their functions to Committees consisting of two or more individuals appointed by them on such terms as they think fit. At least one Member of every Committee must be a member of the General Committee and

all proceedings of Committees must be reported promptly to the General Committee member

- 8.3. Committees to which the General Committee delegate any of their 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 General Committee members.
- 8.4. The admittance of members of the General Public to club premises is managed through practices and procedure to ensure the club conforms to alcohol licensing, national and local government regulation and insurance condition requirements.

9. DIRECTORS' REMUNERATION AND EXPENSES

- 9.1. General Committee members may undertake any services for the Club that the General Committee decide. The General Committee members are entitled to such remuneration as the General Committee members determine for their services to the Club as a General Committee member and for any other service which they undertake for the Club.
- 9.2. The Club may pay any reasonable expenses which the General Committee members properly incur in connection with the discharge of their responsibilities in relation to the Club.

10. CONFLICTS OF INTEREST

- 10.1. The General Committee members may, in accordance with the requirements set out in Article 10.2, authorise any situation in which a Director 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 a Director 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 General Committee member for consideration in the same way that any other matter may be proposed to the General Committee members
 - 10.2.2. any requirement as to the quorum is met without counting the interested general Committee members; and
 - 10.2.3. the matter was agreed to without the interested General Committee member voting or would have been agreed to if the interested General Committee member's vote had not been counted.
- 10.3. A General Committee member is not required, by reason of being a member of the General Committee (or because of the fiduciary relationship established by reason of being a

member of the General Committee), 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 General Committee in accordance with these Articles or by the 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 General Committee is concerned with an actual or proposed transaction or arrangement with the Club in which a General Committee member is interested, that General Committee member is not to be counted as participating in the decision-making process for quorum or voting purposes, unless the General Committee members interest cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 10.5. Where the number of non-conflicted General Committee member 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 General Committee members.
- 10.6. When all the General Committee members of the Club are conflicted, the Club shall pass the conflict to the Club Members for approval by ordinary resolution.

PART 4: MEMBERSHIP

11. APPLICATIONS FOR MEMBERSHIP

- 11.1. Membership is open to any individual interested in the sport of Boating and Water Sports in General. Membership is not transferable.
- 11.2. No person shall become a Member unless:
 - 11.2.1. that person has completed an application for Membership in a form approved by the General Committee from time to time; and
 - 11.2.2. the General Committee have approved the application.

11.3. Membership is also subject to any subscriptions or affiliation fees that may be set by the General Committee from time to time.

11.4. The General 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.

12. TERMINATION OF MEMBERSHIP

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

12.2. A person's Membership terminates when that person dies or ceases to exist.

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

12.3.1. 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 General Committee into disrepute;

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

12.3.3. he has failed to observe the terms of these Articles and any Bye-laws from time to time.

12.4. If the General Committee wish to terminate a person's Membership in accordance with Article 12.3, they must give notice to that Member and provide the Member with the opportunity to be heard in writing or in person as to why his Membership should not be terminated. The General Committee must consider any representations made by the Member and inform the Member of their decision following such consideration.

12.5. A Member whose Membership is terminated under Article 12.3 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.

13. GENERAL MEETINGS

13.1. The General Committee shall determine whether a general meeting is to be held as an electronic general meeting as well as or instead of a physical general meeting. The General

Committee may call general meetings whenever and at such times and places (including electronic platforms) as it shall determine.

- 13.2. Club Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Secretary before the commencement of the meeting).
- 13.3. The Club must hold a general meeting as an AGM in each year in addition to any other general meetings in that year and must specify the meeting as the AGM in the notices calling it. At the AGM Members must:
 - 13.3.1. receive the accounts of the Club for the previous financial year;
 - 13.3.2. receive a written report on the Club's activities;
 - 13.3.3. elect Directors to fill the vacancies arising; and
 - 13.3.4. appoint Reviewers to review the accounts of the Club
- 13.4. Members may also, from time to time:
 - 13.4.1. discuss and determine any business put before them by the General Committee or set out in a valid request by the Club Members to call a general meeting pursuant to Article 13.5; and
 - 13.4.2. in particular, consider and determine whether to approve any Bye-laws put before them by the General Committee, which are consistent with these Articles and the Act, to govern:
 - 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 suspension, expulsion of Members;
 - d) the procedures for general meetings and meetings of the General Committee in so far as such procedure is not regulated by the Articles; and
 - e) matters relating to the use of the Club's premises.

- 13.5. A general meeting may be called by the General Committee at any time and must be called within 30 days of a written request from at least 10 Club Members.
- 13.6. 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.
- 13.7. The notice shall specify whether the meeting shall be an electronic general meeting in addition to or instead of the physical general meeting.
- 13.8. There is a quorum at a general meeting if the number of Club Members present in person or by proxy is at least 10% of current eligible members
- 13.9. The chairman at a general meeting shall be the most senior Flag Officer present. No general meeting can be convened without one or more Flag Officer in attendance.
- 13.10. Every Club Member present in person or by proxy has one vote on each issue.
- 13.11. 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 a general meeting. For this purpose, the written resolution may be set out in more than one document.
- 13.12. A technical defect in the appointment of a Club Member of which the Club Members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution of the Club Members.

PART 5: ADMINISTRATIVE ARRANGEMENTS

14. RECORDS AND ACCOUNTS

- 14.1. The General Committee must comply with the requirements of the Companies Acts as to keeping records, the independent review of accounts and the preparation and transmission to the Registrar of Companies of information required by law including:
 - 14.1.1. annual returns;
 - 14.1.2. annual reports; and
 - 14.1.3. annual statements of account.
- 14.2. The Directors must also keep records of:
 - 14.2.1. all proceedings at meetings of the General Committee;

14.2.2. all resolutions in writing;

14.2.3. all reports of Committees; and

14.2.4. all professional advice obtained.

14.3. Accounting records relating to the Club must be made available for inspection by any General Committee member at any time during normal office hours and may be made available for inspection by Members who are not General Committee members if the General Committee so decide.

14.4. A copy of the Club's Governing Documents and latest available statement of account must be supplied on request to any General Committee member

15. INDEMNITY

15.1. Subject to Article 15.2, a General Committee member or former Director, Officer or General Committee member of the Club may be indemnified out of the Club's assets against:

15.1.1. any liability incurred by that General Committee member in connection with any negligence, default, breach of duty or breach of trust in relation to the Club;

15.1.2. any liability incurred by that General Committee member 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

15.1.3. any other liability incurred by that General Committee member as an Officer of the Club.

15.2. This Article 15 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.

16. COMMUNICATIONS

16.1. Notices and other documents to be served on Members or General Committee members under these Articles or the Companies Acts may be served:

16.1.1. by hand;

16.1.2. by post;

16.1.3. by suitable electronic means; or

16.1.4. through publication in the Club's newsletter, on the Club's website or displayed on a Clubhouse notice board.

- 16.2. 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.
- 16.3. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 16.3.1. 24 hours after being sent by electronic means, posted on the Club's website or delivered by hand to the relevant address;
 - 16.3.2. two clear days after being sent by first class post to that address;
 - 16.3.3. three clear days after being sent by second class or overseas post to that address;
 - 16.3.4. immediately on being handed to the recipient personally; or, if earlier,
 - 16.3.5. as soon as the recipient acknowledges actual receipt.
- 16.4. A technical defect in service of which the General Committee are unaware at the time does not invalidate decisions taken at a meeting.

17. AMENDING THE ARTICLES

- 17.1. These Articles may be amended by special resolution of the Club Members at a general meeting.

18. PROFITS NOT TO BE DISTRIBUTED

- 18.1. 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
- 18.2. 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:
- 18.2.1. reasonable and proper remuneration to any Member, Officer or servant of the Club for any services rendered to the Club;
 - 18.2.2. interest on money lent by any Member of the Club or General Committee member at a reasonable and proper rate per annum not above the published commercially available quoted lending rate, to be selected by the General Committee members;
 - 18.2.3. reasonable and proper rent for premises demised or let by any Member or General Committee member; or
 - 18.2.4. reasonable out-of-pocket expenses properly incurred by any General Committee member or Member.

19. DISSOLUTION

19.1. 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 solely among the Members of the Club, but shall be given or transferred, as the sole discretion of the General Committee, to:

19.1.1. a charity and/or

19.1.2. some other Club that has objects with purposes similar to those of the Club and/or

19.1.3. the national governing body for the sport of yachting for use by that organisation for related community sports.