

The Companies Acts 1908 – 2006
Company Limited by Shares

Articles of Association
Of
Sussex Yacht Club Limited (Company number 215905)

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Liability of Members

PART 2

PRELIMINARY AND OBJECTS

3. Preliminary
4. Objects of the Company

PART 3

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' general authority
6. Shareholders' reserve power
7. Directors may delegate
8. Committees

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively
10. Unanimous decisions
11. Calling a Directors' meeting
12. Participation in Directors' meetings
13. Quorum for Directors' meetings
14. Chairing of Directors' meetings
15. Casting vote
16. Conflicts of interest
17. Records of decisions to be kept
18. Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

19. Appointment, Election and Rotation of Officers & Directors
20. Termination of Director's appointment
21. Directors' remuneration
22. Directors' expenses

PART 4

SHARES AND DISTRIBUTIONS

SHARES

23. Issue of Shares
24. Company not bound by less than absolute interests
25. Share certificates
26. Replacement share certificates
27. Share transfers
28. Distribution of assets

DIVIDENDS

29. Payment of dividends

PART 5
DECISION-MAKING BY SHAREHOLDERS
ORGANISATION OF GENERAL MEETINGS

- 30. Attendance and speaking at general meetings
- 31. Quorum for general meetings
- 32. Chairing general meetings
- 33. Attendance and speaking by Directors and non-shareholders
- 34. Adjournment

VOTING AT GENERAL MEETINGS

- 35. Voting: general
- 36. Errors and disputes
- 37. Poll votes
- 38. Content of proxy notices
- 39. Delivery of proxy notices
- 40. Amendments to resolutions

PART 6
ADMINISTRATIVE ARRANGEMENTS

- 41. Means of communication to be used
- 42. Company seals
- 43. No right to inspect accounts and other records
- 44. Provision for employees on cessation of business

DIRECTORS' INDEMNITY AND INSURANCE

- 45. Indemnity
- 46. Insurance

RULES & OBLIGATIONS OF MEMBERSHIP

- 47. General
- 48. Arrears
- 49. Breach of the Rules

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

- 1. In the articles, unless the context requires otherwise—
 - “articles” means the Company’s articles of association;
 - “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
 - “chairman” has the meaning given in article 14;
 - “chairman of the meeting” has the meaning given in article 32;
 - “Club” means the Sussex Yacht Club, an unincorporated association founded in 1892.
 - “Club Committee” means the committee of the Club, appointed pursuant to the Rules.
 - “Commodore” means the senior Officer of the Club and the Company, appointed pursuant to the Rules.
 - “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;
 - “Director” means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;
 - “document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;
“Flag Officer” means a Director of the Company and an executive officer of the Club, appointed pursuant to the Rules.
“fully paid” in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company;
“hard copy form” has the meaning given in section 1168 of the Companies Act 2006;
“holder” in relation to shares means the person whose name is entered in the register of Members as the holder of the shares;
“instrument” means a document in hard copy form;
“Member of the Club” means a Member of the Club, appointed pursuant to the Rules.
“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
“paid” means paid or credited as paid;
“participate”, in relation to a Directors’ meeting, has the meaning given in article 12;
“proxy notice” has the meaning given in article 38;
“Rules” means the Rule of the Club, made pursuant to Article 47 below.
“shareholder” means a person who is the holder of a share;
“shares” means shares in the Company;
“special resolution” has the meaning given in section 283 of the Companies Act 2006;
“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;
“transmittee” means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law; and
“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.
Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

Liability of Members

2. The liability of the Members is limited to the amount, if any, unpaid on the shares held by them.

PART 2 PRELIMINARY AND OBJECTS

3. Preliminary

The Company has adopted the “Model Articles for Private Companies Limited by Shares” (“the Model Articles”) as set out in schedule 1 to the Companies (Model Articles) Regulations 2008/3229. The Model Articles are hereby modified, as appears below, for the purposes of Section 20(1) of the 2006 Act.

4. Objects of Company

The objects of the Company are:

To promote the amateur sports of sailing, sub aqua diving and rowing based on Shoreham Harbour and community participation in the same.

OFFICERS & DIRECTORS DIRECTORS’ POWERS AND RESPONSIBILITIES

Directors’ general authority

5. (1) Subject to the Articles the business and affairs of the Club shall be managed by the Directors who shall also form the Committee of the Club, and shall also be constituted as the Committee of the Club for the purposes of the Licensing Act 2003 and amending Acts provided always that the Directors’ power to sell or otherwise dispose of the Club’s freehold or leasehold property (other than by way of Licence and / or Franchise Agreement) shall only be exercisable if the Company has first at a General Meeting passed an Ordinary Resolution authorising such sale or disposal.

- (2) The Directors may pay a gratuity or pension or allowance on retirement to any person who has held a salaried or paid employment with the Company or to his widow or dependants and may make contributions towards any fund and pay premiums for the purpose or provision of any such gratuity pension or allowance.
- (3) The Directors may exercise all the powers of the Company to borrow money and to Mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any Third Party.

Shareholders' reserve power

6. (1) Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.
- (2) The powers given by this article shall not be limited by any special power given to the Directors by the articles.
- (3) The members may, by ordinary resolution, direct the Directors to take, or refrain from taking, specified action.
- (4) No such ordinary resolution invalidates anything which the Directors have done before the passing of the resolution.

Directors may delegate

7. (1) Subject to the articles, the Directors may delegate any of the powers which are conferred on them under the articles—
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions; as they think fit.
- (2) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- (3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

8. (1) Committees to which the Directors 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 Directors.
- (2) The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

9. (1) The general rule about decision making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.
- (2) If—
 - (a) the Company only has one Director, and
 - (b) no provision of the articles requires it to have more than one Director, the general rule does not apply, and the Director may take decisions without regard to any of the provisions of the articles relating to Directors' decision making.

Unanimous decisions

10. (1) A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter.

- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- (3) References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

Calling a Directors' meeting

11. (1) Any Director may call a Directors' meeting by authorising the Company secretary to give such notice.
 - (2) Notice of any Directors' meeting must indicate—
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
 - (3) Notice of a Directors' meeting must be given to each Director, but need not be in writing.

Participation in Directors' meetings

12. (1) Subject to the articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when—
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- (3) If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for Directors' meetings

13. (1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than five, and unless otherwise fixed it is five.
- (3) If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to appoint further Directors, or to call a general meeting so as to enable the shareholders to appoint further Directors.

Chairing of Directors' meetings

14. (1) The Directors may appoint a Director to chair their meetings who shall be the Commodore or, in his absence, the next senior Flag Officer .
 - (2) The person so appointed for the time being is known as the chairman.
 - (3) The Directors may terminate the chairman's appointment at any time.
 - (4) If the chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

Casting vote

15. (1) If the numbers of votes for and against a proposal are equal, the chairman or other Director chairing the meeting has a casting vote.

- (2) But this does not apply if, in accordance with the articles, the chairman or other Director is not to be counted as participating in the decision making process for quorum or voting purposes.

Conflicts of interest

- 16 (1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision making process for quorum or voting purposes.
- (2) If a Director is in anyway interested in a proposed transaction or arrangement of the Company, he must declare the nature and extent of that interest to the other Directors. The declaration may be made at a meeting of the Directors or by notice to the Directors.

Records of decisions to be kept

17. The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

Directors' discretion to make further rules

18. Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors. This is without prejudice to the Directors entitlement to make further Rules pursuant to Article 47.

APPOINTMENT OF DIRECTORS

Appointment, Election, and Rotation of Officers and Directors

19. (a) The Directors shall be the persons who are appointed to be the Officers of the Club by the Company at an Annual General Meeting together with a maximum of twelve other Members of the Company.
- (b) The Officers of Sussex Yacht Club referred to in Article 19 (a) shall include:- The Flag Officers, namely a Commodore, a Vice Commodore, and two Rear Commodores, and the Honorary Treasurer who shall rank as a Rear Commodore (all of whom being appointed pursuant to the Rules), all of whom must be previously elected Members of the Club and who shall be elected annually at the Annual General Meeting of the Company. Any such Officer retiring shall be eligible for re-election to the appointment then held or any other appointment. At least one third of the Ordinary Directors must retire annually under rotation. Directors retiring under rotation are eligible for re-election.
- (c) A Secretary, who, if Honorary, shall be a Member of the Company and may also be a Director of the Company and hold any other office therein, or if salaried may be a Member of the Company but shall not hold any other office in the Company, nor be a Director. The Secretary shall be appointed by the Directors and if salaried then upon such terms and for such period as they deem fit.
- (d) Nominations shall be required for the election of Officers and Directors and shall be in writing signed by at least two Members and delivered at the registered office of the Company between the First and Thirty-first day of October inclusive preceding the months of January or February in which the Annual General Meeting is customarily held (unless the Directors shall notify all Members in writing of any other period for the lodgement of nominations) and so that Notice of the nominations can be embodied in the Notice convening such Meeting and in any ballot papers which the Directors may circulate.
- (e) An Officer if standing for but not re-elected to his appointment last held and not being nominated and elected to a vacant appointment as a Director, or an elected Director who has been nominated for election as an officer but who is not elected as an officer shall remain eligible during the three calendar months next following the relative Annual General Meeting to election as a Director as an additional Director in excess of the number authorised by Article 19 but so that such Officer so co-opted as an additional Director shall hold office only until the next Annual General Meeting and shall then be eligible for nomination and re-election to any vacancy in the number of Directors fixed by Article 19.

- (f) If there is no nomination for the election of an officer or elected Director the Retiring Officer or elected Director (if willing to serve) shall be deemed to be re-elected. If in the case of an individual election there shall be only one person nominated or standing for re-election or in the case of a collective election the number of persons nominated or standing for re-election corresponds with the number to be elected, the persons nominated or standing for re-election shall be deemed to be duly elected.
- (g) In the event of there being a greater number of nominations for election of an Officer or a Director, than there are vacancies, the Directors shall provide for the taking of a ballot.
- (h) Official Ballot papers shall contain the names of the persons nominated for election or eligible for re-election and such other information as the Directors shall deem expedient and shall be in such form as the Directors shall determine and shall be sent to every Member of the Company entitled to vote. Properly completed Ballot papers shall be returnable direct to the Company's Scrutineer who shall normally be the President or a Vice President of Sussex Yacht Club, and who should have no financial, commercial or other interest in any of the Nominees.
- (i) Such Ballot papers shall incorporate a form of proxy, appointing the Company's Scrutineer as aforesaid and nominated by the Directors to exercise the vote of the Member in accordance with the Member's marking on the ballot paper, and the Scrutineer shall not disclose the contents of any ballot paper or the result of any voting thereon until called upon so to do by the Chairman of the Meeting at which the vote is to be taken.
- (j) On the motion for election to vacancies for such officers and Directors in respect of which there is more than one candidate, the Chairman shall declare that the election shall be decided by poll vote and shall admit the postal ballot votes, together with votes recorded on the Company's official ballot forms of Members present and entitled to vote who have not completed and submitted a ballot form.
- (k) In such voting by ballot papers the filling of each vacancy shall be treated and construed as a separate motion entitling each Member to cast one vote for the filling of each separate vacancy. Whether or not present at the meeting the Member shall exercise his vote on such ballot papers by placing his mark in favour of election against the name of each candidate he shall choose who may be eligible for each vacancy and papers bearing more than one marking by such mark against the name of any one candidate or more such markings than the number of vacancies shall be treated as spoiled and not admitted.

Termination of Director's appointment

20. A person ceases to be a Director as soon as—

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.
- (g) if he or she shall for more than three consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his or her office be vacated.

Directors' remuneration

21. (1) Directors may undertake any services for the Company that the Directors decide but may not be remunerated for their services as a Director.

Directors' expenses

22. The Company will not ordinarily pay any expenses which the Directors incur in connection with their attendance at—
- (a) meetings of Directors or committees of Directors,
 - (b) general meetings, or
 - (c) separate meetings of the holders of any class of shares or of debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

PART 4 SHARES AND DISTRIBUTIONS SHARES

Issue of shares

23. (1) The authorised share capital of the Company at the date of adoption of these Articles is £100 divided into 2000 shares of 5 pence each.
- (2) Every person over the age of 18 years who is elected by the Directors to be a Member of the Company and who has agreed to become a Member of the Company shall subject to the payment of all membership fees as prescribed by the Company from time to time become a Member of the Company until such time that his membership shall be terminated by the Directors.
- (3) No shares in the Capital of the Company may be allotted or transferred to or registered in the name of any person who has not been elected by the Directors as a Member of the Club. No Member of the Company may hold more than one share with the exception of the Nominated Assignee (usually the Vice Commodore) who shall be appointed by the Directors, who may accept transfers of shares and at the direction of the Directors shall assign any one of such shares to any one person applying and entitled to become a Member of the Company. While such shares shall be vested in such Assignee all rights attaching to such shares for the benefit of the holder shall be suspended and in the event of a winding up of the Company such Assignee shall not be entitled to receive any payment other than the subscription paid or original allotment of such share.

Company not bound by less than absolute interests

24. Except as required by law and with the exception of the assignee referred to in Article 21(4), no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the articles, the Company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

Share certificates

25. (1) The Company must issue each shareholder, free of charge, with a certificate in respect of the share which that shareholder holds.
- (2) Every certificate must specify—
- (a) in respect of how many shares it is issued;
 - (b) the nominal value of those shares;
 - (c) that the shares are fully paid; and
 - (d) any distinguishing numbers assigned to them.
- (3) If more than one person holds a share, only one certificate may be issued in respect of it.
- (4) Certificates must—
- (a) have affixed to them the Company's common seal, or
 - (b) be otherwise executed in accordance with the Companies Acts.

Replacement share certificates

26. (1) If a certificate issued in respect of a shareholder's share is—
- (a) damaged or defaced, or
 - (b) said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same share.

- (2) A shareholder exercising the right to be issued with such a replacement certificate—
 - (a) must return the certificate which is to be replaced to the Company if it is damaged or defaced; and
 - (b) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Directors decide.

Share transfers

27. (1) Shares may only be transferred by a member to the Nominated Assignee upon the termination of his membership in accordance with Article 23 or by the Nominated Assignee to a person who shall be elected by the Directors to become a member in accordance with Article 23 by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor or the Nominated Assignee.
- (2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share nor may any share be transferred for a consideration of more than its nominal value.
- (3) The company may retain any instrument of transfer which is registered.
- (4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- (5) The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.
- (6)
 - a) This article applies where a member of the Company dies and a share remains registered in his name ("the remaining share") 6 months after the date of his death.
 - b) The Directors may give written notice to the personal representatives of the deceased member requiring them, before the expiry of a period of 21 days beginning with the date of receipt of the notice, to assign the remaining share to the Nominated Assignee.
 - c) If the personal representatives fail to comply with the notice, they shall be deemed at the expiration of the 21 day period referred to herein to have empowered the Directors to be attorney of the deceased member for the purposes of transferring the remaining share.
- (7)
 - a) If a bankruptcy order is made against any member, his trustee in bankruptcy must immediately offer to transfer the share registered in the name of the bankrupt member to the Nominated Assignee.
 - b) If the trustee in bankruptcy fails to make an offer of transfer as detailed herein within one month of his appointment as trustee, he shall be deemed to have made such an offer at the end of that period.

Distribution of Assets

28. If upon the winding up or dissolution of the Company there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred, to any one or more of the following, namely any registered charity or CASC having objects similar to those of the Company, or the sports governing bodies for use in community related sport, such entity or entities prohibiting the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company under or by virtue of this Article and Articles 27 and 29 hereof, such entity or entities to be determined by the Members of the Company in General Meeting at or before the time of dissolution.

DIVIDENDS AND OTHER DISTRIBUTIONS

Payment of dividends

29. No dividends shall be paid on the share capital of the Company. The Company's undertaking shall be conducted as a non-profit earning Members' Club and the assets of the Company, both capital and

surplus income, if any, shall be reinvested in and applied to the carrying out of the purposes and objects of the Company and of the Club. No surpluses or assets will be distributed to Members or third parties.

PART 5

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 30.** (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

- 31.** The quorum of Members for a General Meeting shall be 20 Members present in person. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

- 32.** The Commodore or person appointed by the Directors to chair their meetings shall preside as Chairman at every general meeting of the Company or, in his absence, the next senior Flag Officer present. For the purposes of these Articles seniority shall be deemed to be the precedence in Flag Rank and as between two officers holding the same Flag Rank seniority shall be in order of first appointment to that rank.

Attendance and speaking by Directors and non-shareholders

- 33.** The chairman of the meeting may permit other persons who are not—
- (a) shareholders of the Company, or
 - (b) otherwise entitled to exercise the rights of shareholders in relation to general meetings, to attend and speak at a general meeting.

Adjournment

- 34.** (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: General

- 35.** A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles. On a show of hands every Member of the Company present in person shall have one vote, and on a poll every Member shall have one vote for the share which he holds, save that a Member nominated as "Assignee" to hold shares subject to transfer shall not be entitled to vote in respect of such shares.

Errors and disputes

- 36.** (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting, whose decision is final.

Poll votes

- 37.** (1) A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by—
- (a) the chairman of the meeting
 - (b) the Directors
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

- 38.** (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—
- (a) states the name and address of the shareholder appointing the proxy;
 - (b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 39.** (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
 - (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
 - (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.
 - (5) Notices to two or more Members of the same household sharing a common registered address shall be deemed duly served by posting a single notice of any meeting or other subject matter in a single envelope addressed to any one of such Members accompanied (if applicable) by the number of ballot papers or other forms requiring completion and return appropriate to the number of Members in such household.

Amendments to resolutions

- 40.** (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
 - (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 6 ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 41.** (1) Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information

which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

- (2) Subject to the articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

- 42.** (1) Any common seal may only be used by the authority of the Directors.
- (2) The Directors may decide by what means and in what form any common seal is to be used.
 - (3) Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
 - (4) For the purposes of this article, an authorised person is—
 - (a) any Director of the Company
 - (b) the Company secretary (if any); or
 - (c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

- 43.** Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a shareholder.

Provision for employees on cessation of business

- 44.** The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a Director or former Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 45.** (1) Subject to paragraph (2), a relevant Director of the Company or an associated Company may be indemnified out of the Company's assets against—
- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company,
 - (b) any liability incurred by that Director in connection with the activities of the Company or an associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that Director as an officer of the Company or an associated Company.
- (2) This article 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.
- (3) In this article—
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a "relevant Director" means any Director or former Director of the Company or an associated Company.

Insurance

- 46.** (1) The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.
- (2) In this article—
- (a) a “relevant Director” means any Director or former Director of the Company or an associated Company,
 - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated Company or any pension fund or employees’ share scheme of the Company or associated Company, and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

RULES AND OBLIGATIONS OF MEMBERSHIP

General

- 47.** The Directors may from time to time prescribe rules for the conduct of Members of the Company when using the Company’s premises and participating in the Company’s activities. Every Member shall be entitled to receive a copy of Rules of the Company. The Directors may from time to time by resolution of the Board of the Company make rules in relation to the Company and may at any time in like manner annul or vary any rules so made and all rules so made and for the time being in force shall be binding on the Members of the Company and shall have full effect accordingly as from a date to be specified provided that the same shall have remained posted on the Company’s official notice boards for not less than seven days prior to such date; and it is expressly declared that the following shall be deemed to be the subject matter for rules in relation to the Company within the meaning of this Article that is to say:-

As to the persons eligible for membership of the Company and method of election.

As to the conditions on which persons shall be admitted to membership of the Company.

As to the cases in which persons shall be entitled to life membership of the Company.

As to the entrance fees (if any) payable in respect of membership of the Company.

As to the annual, quarterly, or other subscriptions or payments to be payable by the Members of the Company.

As to Honorary Members and Visitors.

As to the manner in which membership of the Company whether for life or otherwise may be terminated or shall determine.

As to the rights and privileges which shall be accorded to Members of the Company.

As to the qualifications restrictions and conditions which shall be attached to Members of the Company.

As to arrangements with any other Companies or associations for reciprocal concession or otherwise.

As to committees of Members in connection with the management of the Company, and as to the appointment removal qualification disqualification duties functions powers and privileges of Members of any such Committees.

As to suspension of membership.

As to the disposal of property or vessels if Members or persons who have ceased to be Members left upon the premises or waters of the Company.

48. Arrears

If any Member shall be in arrears with his membership subscription or any other money that may be due from him to the company for three months after the same shall have become due, the Directors shall be at liberty to expel such Member and determine his membership.

49. Breach of the Rules

If any Member shall wilfully disobey or fail to observe the provisions of these Articles of Association or the Rules for the time being in force or shall conduct himself whether as a Member of the Company or otherwise in such a manner as is likely to bring discredit to the Company or cause his presence at the Company’s premises to be offensive to other Members, the Directors shall be at liberty to expel such Member and determine his membership provided that they shall have previously given such Member at least seven days’ notice in writing of their intention to do so and the reason or reasons therefore and also an opportunity to meet the charge or charges made against him and explain his conduct.

