

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
CLYDE CRUISING CLUB LIMITED

Company number SC 431272

(Adopted by special resolution passed on 19 November 2012)

(Amended by special resolution passed on 21 November 2016)

(Amended by special resolution passed on 20 November 2017)

(Amended by special resolution passed on 19 November 2018)

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1. INTERPRETATION

1.1 In these Articles, the following words have the following meanings:

Act: the Companies Act 2006;

General Meetings: the general meeting(s) to be held by the Club in accordance with Articles 12.1, 12.2 and 12.3;

Articles: the Company's articles of association for the time being in force;

Associate Members: being for the year during which the event occurs any person who is an entrant or volunteer helper at any Club event which may be approved by the Committee;

Business Day: any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of Glasgow are generally open for business;

Committee: the Committee of the Club appointed and carrying on business in accordance with these Articles;

Eligible Director: any Director who would be entitled to vote on the matter at a meeting of directors (but excluding any Director whose vote is not to be counted in respect of the particular matter);

English Counties: the English counties of Cumbria, Northumberland, Durham, Cleveland, North Yorkshire, West Yorkshire, South Yorkshire, Lancashire, Greater Manchester, Merseyside and Humberside;

Flag Officers: the Commodore, the Vice Commodore and the Rear Commodores;

Honorary Members: such persons as the Club in General Meeting may decide from time to time that it be proper and in the interests of the Club or sailing generally to admit;

Junior Members: members aged under 18 years of age, wherever resident;

Life Members: Ordinary Members who have attained the age of 64 years and the sum of whose age in years and the number of consecutive years of Ordinary Membership of the Club is 98 or more and who make payment of a single subscription as provided in Article 10.2 along with their Member spouse or partner regardless of age and period of membership;

Members: the members of the Club;

Model Articles: the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles;

Ordinary Inport Members: members aged 18 and over resident in Scotland or the English Counties;

Ordinary Members: all Members aged 18 and over, except Associate Members;

Ordinary Outport Members: members aged 18 and over not resident in Scotland or the English Counties;

Secretary: the secretary of the Club appointed in accordance with Article 15;

Writing or written: 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.

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles but excluding any statutory modification of them not in force on the date when these Articles become binding on the Company.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 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.
- 1.6 Save as expressly provided otherwise in these Articles, any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force.

2. ADOPTION OF THE MODEL ARTICLES

- 2.1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.
- 2.2 Articles 2, 6(2), 7, 8, 9(1), 11 to 14 (inclusive), 16, 17 (1), 22, 26(5), 27 to 29 (inclusive), 30, 36, 38, 39, 43, 44(2), 49 and 50 to 53 (inclusive) of the Model Articles shall not apply to the Company.
- 2.3 Article 20 of the Model Articles shall be amended by the insertion of the words "(including alternate directors and the secretary)" before the words "properly incur".
- 2.4 In article 25(2)(c) of the Model Articles, the words "evidence, indemnity and the payment of a reasonable fee" shall be deleted and replaced with the words "evidence and indemnity".
- 2.5 Articles 31(1)(a) to (d) (inclusive) of the Model Articles shall be amended by the deletion, in each case, of the words "either" and "or as the directors may otherwise decide".

3. NAME

- 3.1 The name of the Company (in these Articles referred to as "the Club") is "CLYDE CRUISING CLUB LIMITED".

4. OBJECTS

- 4.1 The objects of the Club are:
- (a) to encourage cruising and cruising races;
 - (b) to promote sailing and racing in dinghies, multihulls, keelboats and motor yachts;
 - (c) to organise racing events open to members and others;
 - (d) to publish sailing directions and erect and maintain navigational marks to assist in pilotage of yachts in Scottish waters;
 - (e) to provide training in sailing and other water-based activities to members and the general public including young people and the disabled;
 - (f) to foster the social side of sailing on the Firth of Clyde and elsewhere; and
 - (g) to do such things as may be considered desirable to promote the interests of sailing generally.
- 4.2 Membership of the Club is open to all irrespective of age and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds

of sex, age, occupation, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.

5. CLUB FLAGS

- 5.1 The club flags shall be a blue burgee with a white diagonal cross, yellow thistle and yellow border and, for British members, the red ensign. Yachts belonging or chartered to and sailed by Members while cruising under the auspices of the Club or attending Club musters or other Club events shall, subject to local flag etiquette, fly the Club burgee.

6. LIABILITY OF MEMBERS

- 6.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for
- (a) payment of the Club's debts and liabilities contracted before he ceases to be a Member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

MEMBERSHIP

7. CATEGORIES OF MEMBER

- 7.1 There shall be six categories of Members of the Club:
- (a) Ordinary Inport Members;
 - (b) Ordinary Outport Members;
 - (c) Junior Members;
 - (d) Associate Members;
 - (e) Life Members; and
 - (f) Honorary Members.
- 7.2 All categories of Members shall be open to male and female members.
- 7.3 A Member's age for determining the category and benefits of membership shall be that at 1st January in each year.

8. ADMISSION AND VOLUNTARY WITHDRAWAL OF MEMBERS

- 8.1 An application for membership shall be in the form from time to time prescribed by the Committee, and shall include the name, address and occupation of the candidate.

- 8.2 The election of all classes of Members is vested in the Committee and shall be decided by a simple majority vote of those of the Committee. The Committee may refuse membership or remove it in accordance with Article 9, only for good cause (in the sole opinion of the Committee, acting reasonably), including but not limited to conduct or character likely to bring the Club or sport into disrepute. Every Member shall sign a written consent to become a Member or sign the Club's register of members on becoming a member. For the purposes of registration the number of members is declared to be unlimited.
- 8.3 Membership of the Club shall be open to anyone interested in the sport of yachting on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. Membership may however be limited according to available facilities on a non-discriminatory basis.
- 8.4 A Member may withdraw from membership of the Club on the giving of 7 clear days' written notice to the Club. Membership shall not be transferrable in any event and shall cease immediately on the death of the Member or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Articles.

9. POWERS OF THE COMMITTEE TO EXPEL OR PENALISE MEMBERS

- 9.1 Any conduct which, in the opinion of the Committee, is unworthy of a Member or harms the interests of the Club shall render the Member liable to expulsion by the Committee or to such lesser penalty as the Committee shall impose.
- 9.2 Any complaint of such conduct shall be made in writing to the Secretary who shall refer the matter to the Flag Officers. The Flag Officers shall call upon the Member for a written explanation of the Member's conduct and shall give the Member full opportunity of making explanation or resigning.
- 9.3 If the Flag Officers are not satisfied with the Member's explanation they shall refer the matter to the Committee before whom the Member shall have the right to a hearing. A resolution to expel a Member or impose any penalty on a Member shall be carried by a vote of at least 75% of those members of the Committee present and voting on the resolution.
- 9.4 A Member expelled shall forfeit all rights or claims upon the Club or its property or funds.

10. ENTRANCE FEE AND SUBSCRIPTIONS

- 10.1 The entrance fee for Ordinary Members and annual subscriptions shall be determined by the Club in general meeting.
- 10.2 The single subscription payment by Life Members shall be five times the annual subscription then payable by them at age 64.

- 10.3 There shall be no entrance fee for Junior Members or Junior Members becoming Ordinary Members on reaching 18 years of age.
- 10.4 Subscriptions shall be due and payable on 1st January in each year or on such other date or dates as the Committee may decide.
- 10.5 Members elected after 1st October in any year will not be liable for any subscription until 1st January following their election.

11. MEMBERS IN ARREARS

- 11.1 Any Member whose subscription is in arrears at 28th February in any year shall have the facilities and privileges of the Club withdrawn until the subscription is paid in full with the addition of any late fee as the Committee may determine. A Member whose subscription is in arrears at 31st March in any year shall then cease to be a Member and shall be readmitted only on submission of a completed entry form and payment of the appropriate entrance fee and subscription.

12. GENERAL MEETINGS

- 12.1 The Club shall hold at least one general meeting in each calendar year. The Club will normally hold two general meetings in each calendar year, one such meeting to be held by 30 April ("**Spring General Meeting**") and another meeting to be held after 1 October but before 31 December ("**Autumn General Meeting**") in each year and the provisions in these Articles cover those two meetings.
- 12.2 The Spring General Meeting shall be held for the following purposes:
- (a) to receive from the Board a statement of account;
 - (b) to consider and, if deemed fit, approve the draft annual accounts of the Club; and
 - (c) to transact such other business as may be brought before it.
- 12.3 The Autumn General Meeting shall be held for the following purposes:
- (a) to receive from the Committee a report of the activities of the Club in the previous 12 months;
 - (b) to elect the Officers and Committee Members; and
 - (c) to transact such other business as may be brought before it.
- 12.4 All general meetings, other than the Spring General Meeting and Autumn General Meeting, shall be called special general meetings.

- 12.5 The Secretary shall call a special general meeting of the Club on receiving directions to that effect from the Committee or on requisition signed by no less than fifteen Ordinary Members stating the object of the proposed meeting.
- 12.6 There shall be given at least 14 clear days' notice in writing of every general meeting, to such persons (including, where applicable, the auditors) as are under these Articles or under the Act entitled to receive such notices from the Club. Each notice shall specify the place, the day and the hour of the meeting, and in the case of business at a special general meeting the general nature of that business,
- 12.7 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had at any general meeting

13. PROCEEDINGS AT GENERAL MEETINGS

Quorum

- 13.1 The quorum at any general meeting of the Club, or adjourned general meeting, shall be fifteen Ordinary Members present in person or by proxy.
- 13.2 No business shall be transacted by any general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Ordinary Members present shall be a quorum.

Chairman

- 13.3 The senior Flag Officer present at a general meeting shall chair that meeting and shall have a casting vote.
- 13.4 If no Flag Officer is present at a general meeting, those Ordinary Members present at the meeting shall appoint a chairman, and the appointment of the chairman of the meeting must be the first business of the meeting.

Voting

- 13.5 At a general meeting, on a show of hands or on a poll, every Ordinary Member present in person or by proxy has one vote.

13.6 Associate Members and Junior Members may attend all general meetings but shall not have the right to vote.

Poll Votes

13.7 A poll may be demanded at any general meeting by a qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting.

13.8 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.

14. ALTERATION TO THESE ARTICLES

14.1 Any Ordinary Member wishing to propose an alteration or addition to these Articles must give written notice to the Secretary at least 28 days before a general meeting of the Club. The Secretary shall intimate the terms of the proposed alteration with the notice calling the meeting.

15. OFFICERS OF THE CLUB

15.1 The Officers of the Club shall consist of the following:

- (a) Commodore;
- (b) Vice Commodore;
- (c) Two Rear Commodores;
- (d) Secretary;
- (e) Treasurer;
- (f) Cruising Secretary;
- (g) Racing Secretary;
- (h) Membership Secretary;
- (i) Captain of the Dinghy Section;
- (j) Editor of the Sailing Directions; and
- (k) Editor of the Journal.

15.2 The Officers must be Ordinary Members of the Club.

15.3 The Officers for each year shall be elected at the Autumn General Meeting. The appointment of each Officer shall be effective from 1st January following the Autumn General Meeting at which they are appointed and such appointment shall run to 31st December of that year. All Officers are eligible for re-election. Any Officer not re-elected shall retire on 31st December following the Autumn General Meeting at which they are not re-elected.

- 15.4 Each Officer shall have such rights and privileges as the Committee shall from time to time prescribe. A casual vacancy arising in any Officer position shall be filled by the Committee provided that the person appointed to fill the vacancy shall be confirmed or otherwise at the next Autumn General Meeting and if confirmed shall hold office only until such time as the person he replaced was due to retire, but shall be eligible for re-election in accordance with Article 15.3.
- 15.5 The Committee shall nominate a number of Ordinary Members to stand for election as Officers of the Company. All nominations shall be sent to the Members of the Company with the notice of the next Autumn General Meeting and at that Autumn General Meeting, the candidate elected to each role shall be the person approved at that Autumn General Meeting.
- 15.6 All Officers shall be eligible for re-election. The following periods of service as Officers shall be considered appropriate (but not binding):
- (a) Commodore: Two years
 - (b) Vice Commodore: One year
 - (c) Rear Commodore: Two years
 - (d) Captain of the Dinghy Section: Three years
 - (e) Other Officers: Five years

16. COMMITTEE

- 16.1 The Committee has the power to regulate and manage all matters referred to it by the Board.
- 16.2 The Committee shall comprise the Officers *ex officio* and nine Ordinary Members.
- 16.3 The nine Ordinary Members shall be elected by the Club at the Autumn General Meeting and shall take office on 1st January for the ensuing year. Three of such elected members of the Committee shall retire annually and shall not be eligible for re-election for a period of two years. Such retirement will be effective from 31st December following the Autumn General Meeting at which the relevant members of the Committee retire.
- 16.4 Any Member appointed to the Committee who fails to attend at least 50% of the Committee meetings annually shall cease to be a member of the Committee unless the Committee otherwise decides.
- 16.5 If any Member elected declines to act or otherwise ceases to be a member of the Committee, the Committee shall have the power to fill the vacancy so caused. Members who are co-opted shall hold office until the following Spring General Meeting but shall not be ineligible for election by reason of their period of office as co-opted members.

16.6 Nominations for election to the Committee shall be proposed and seconded by two Ordinary Members and must be lodged with the Secretary by the 30th September prior to the next Autumn General Meeting.

17. PROCEEDINGS OF THE COMMITTEE

17.1 The Committee shall meet from time to time at such place and time as may be convenient, four being a quorum. The Vice Commodore or, in his absence, such other Officer as shall be decided by those present, shall preside and shall have a casting vote.

17.2 No business shall be transacted at any meeting of the Committee unless a quorum is present at the commencement of the meeting and also when that business is voted on. If within half an hour from the time appointed for the holding of a meeting of the Committee a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the chair of the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members of the Committee present shall be a quorum.

17.3 The Committee shall have the power to make regulations in accordance with these Articles as they deem expedient and to appoint Sub-Committees from their own number and other Members to assist them.

18. BOARD

18.1 The number of directors shall not be less than three and unless and until varied by ordinary resolution of the Club in general meeting shall be subject to a maximum of seven.

18.2 The directors shall be:

- (a) the Commodore;
- (b) the Vice Commodore;
- (c) up to two Rear Commodores;
- (d) Captain of the Dinghy Section;
- (e) up to two serving Officers or Committee Members appointed by the Committee from time to time. "Committee Member" for this purpose shall include Officers of the Club.

18.3 The directors set out in paragraphs (a) to (c) of Article 18.2 shall hold office until such time as they retire from their position as Commodore, Vice Commodore or Rear Commodore in accordance with these Articles. For the avoidance of doubt, a director appointed by reason of his position as a Commodore, Vice Commodore or Rear Committee shall resign as a director as soon as he ceases to hold such position.

18.4 Each director appointed by the Committee under Article 18.2(d) shall, from the Committee meeting at which he is appointed, serve until he retires as a Committee Member in

accordance with these Articles. If re-elected as a Committee Member in accordance with these Articles, he shall be eligible for reappointment as a director. For the avoidance of doubt, a director appointed by reason of his position as a Committee Member shall resign as a director as soon as he ceases to hold such position.

19. REMOVAL OF DIRECTORS

19.1 The Ordinary Members may by ordinary resolution remove any director before expiration of office, and may by ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.

19.2 The office of director shall be vacated:

- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) if he becomes of unsound mind;
- (c) if by notice in writing to the Board he resigns from office;
- (d) if he becomes prohibited from holding office by reason of any court order made under the Act;
- (e) if he is removed from office by a resolution duly passed pursuant to section 168 of the Act;
- (f) unless the Board resolves otherwise, if he shall, without sufficient reason, absent himself from three consecutive meetings of the Board.

19.3 A Flag Officer or Committee Member who is removed from office or resigns as a Flag Officer or Committee Member for whatever reason shall resign from his office as a director and the vacancy arising shall be filled in accordance with these Articles.

20. POWERS OF THE BOARD

20.1 The Club funds and accounts shall be administered by the Board.

20.2 The Board shall be responsible for the day-to-day running of the Club and for ensuring the Club's compliance with all relevant laws, rules and regulations.

20.3 The Board is empowered:

- (a) to accept interest free loans;
- (b) to negotiate bank overdraft facilities up to a maximum of £3,500 or such other sum as may be approved by the Club in general meeting; and
- (c) to borrow such additional or other sums of money for such purposes and on such terms as may be approved by the Club in general meeting.

20.4 Any two Directors are authorised to sign documents or guarantees on behalf of the Club to exercise these powers.

21. PROCEEDINGS OF THE BOARD

21.1 The Board may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit, provided that at least one such meeting shall be held in each year. The Board shall regularly report on their activities to the Committee.

21.2 Questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by show of hands. Each director shall be entitled to one vote. In the case of an equality of votes, however, the chairman of any meeting of the Board shall have a casting vote in addition to any other vote he may have.

21.3 Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing (including by e-mail) to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the director concerned.

21.4 At least 10 Business Days' notice of a meeting of directors shall be given to all directors entitled to receive notice accompanied by:

- (a) an agenda specifying in reasonable detail the matters to be raised at the meeting; and
- (b) copies of any papers to be discussed at the meeting.

21.5 A shorter period of notice of a meeting of directors may be given if all the directors so agree in writing. In addition, a director may waive notice of any meeting either prospectively or retrospectively.

21.6 Matters not on the agenda, or business conducted in relation to those matters, may not be raised at a meeting of directors unless all the directors so agree in writing.

21.7 The Commodore shall be chairman of the Board and shall have a casting vote. The Commodore shall preside as chairman at all meetings of the Board at which he shall be present, but if at any meeting the Commodore is not present within five minutes after the time appointed for holding the meeting or is not willing to preside the directors present shall choose one of their number to be chairman of the meeting.

21.8 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Club for the time being vested in the Board generally. The quorum for meetings of the Board shall be three.

21.9 The Board may delegate any of their powers to the Committee.

- 21.10 All acts bona fide done by any meeting of the Board or of the Committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such director or person acting as aforesaid, or that they or any of them were disqualified, be valid as if every person had been duly appointed or had duly continued in office.
- 21.11 The Board shall cause proper minutes to be made of all appointments of the Board and of the proceedings of all meetings of the Club and of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 21.12 A resolution in writing signed by all the directors for the time being who are entitled to receive notice of a meeting or the Board shall be valid and effectual as if it had been passed at a meeting or the Board duly convened and constituted.

22. ATTENDANCE AT MEETINGS

- 22.1 All or any of the directors may participate in a meeting of the directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum; and accordingly a meeting of the directors may be held where each of those present or deemed to be present is in communication with the others only by telephone or other communication equipment as aforesaid. A meeting where those present or deemed to be present are in different locations shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

23. DIRECTORS' INTERESTS: DISCLOSURE OF INFORMATION

- 23.1 A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject, where applicable, to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.

ADMINISTRATIVE ARRANGEMENTS

24. MEANS OF COMMUNICATION TO BE USED

- 24.1 Any notice, document or other information shall be deemed served on, or delivered to, the intended recipient:

- (a) if properly addressed and sent by prepaid United Kingdom post to an address in the United Kingdom, 48 hours after it was posted or five Business Days after posting either to an address outside the United Kingdom r;
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- (c) if properly addressed and sent or supplied by electronic means, six hours after the document or information was sent or supplied; and
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.

- 24.2 In proving that any notice, document or information was properly addressed, it shall be sufficient to show that the notice, document or information was delivered to an address permitted for the purpose by the Act.

25. ACCOUNTS AND BANK ACCOUNT

- 25.1 Draft annual accounts of the Club in each year shall be circulated to all Members and shall be laid before the General Meeting of the Club immediately following the period covered by them.
- 25.2 The accounts shall be examined by an independent chartered accountant unless the Board decides on an annual basis to dispense with this requirement. A decision of the Board to dispense with this requirement for examination may be overridden by resolution of the Members at the General Meeting at which the accounts are laid before the Members.
- 25.3 A current account shall be operated in the name of the Club with a recognised bank under the control of such Officers of the Club and other Members as the Committee shall decide ("signatories"). The bank where the current account is operated shall be requested to honour to the debit of such account cheques of less than £1,500 (or such other amount as the Committee may decide) signed by any one signatory, and cheques above that amount signed by at least two signatories, even although by doing so an overdraft may be created or increased. Any two signatories may also place funds of the Club on deposit with a recognised bank directly or indirectly on designated account through a firm of solicitors subject to the rules of the Law Society of Scotland.

26. YACHT REGISTER

- 26.1 The Secretary shall maintain a register of yachts belonging to Members. Members shall notify the Secretary immediately of any changes to the Register.

27. INDEMNITY AND INSURANCE

27.1 The Committee may grant to banks in the British Isles an indemnity on behalf of the Club in connection with the operation of a direct debit system for the collection of Club subscriptions.

27.2 Subject to Article 27.5, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

each relevant officer of the Company shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer

in the actual or purported execution and/or discharge of his duties, or in relation to them

27.3 The Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 27.2 and otherwise may take action to enable any such relevant officer to avoid incurring such expenditure.

27.4 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

27.5 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

27.6 In this Article:

- (a) a "relevant officer " means any director or other officer or former director or other officer of the Company but excluding in each case any person engaged by the Company as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor; and
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties.

28. DISTRIBUTION OF SURPLUS

28.1 The Club is a non-profit making organisation. All profits and surpluses will be applied to further the Club's purposes and objectives. No profit or surplus will be distributed other than to another non-profit making body.

28.2 If, upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be given or transferred to some other organisation or organisations having similar objects to the objects of the Club, such organisation or organisations to be determined by the members of the Club by Resolution passed at a general meeting at or before the time of the dissolution, and in so far as effect cannot be given to this provision then to some charitable object.

29. DEALING WITH OFFICERS AND MEMBERS

- 29.1 The Club shall not lease any land or buildings from or pay rent for land or buildings to an Officer of the Club or relative or business partner of an Officer or any company controlled by an Officer or relative or business partner of an Officer.
- 29.2 The Club shall not, other than in the normal course of business, without prior approval of the Committee, make payment for the supply of goods or services to any Member or relative or business partner of a Member or a company controlled by a Member or relative or business partner of a Member.

DINGHY SECTION

30. DINGHY SECTION MEMBERSHIP

- 30.1 Membership of the Dinghy Section shall be open to all Junior Members and Ordinary Members on payment of an annual subscription.
- 30.2 Volunteer helpers and parents of Members may apply to be admitted as Dinghy Section Associate Members. They shall be entitled to use the shore based facilities at Bardowie Loch but not to sail on the Loch or to have the other benefits of membership of the Club.

31. DINGHY SECTION COMMITTEE

- 31.1 The affairs and funds of the Dinghy Section shall be managed by the Dinghy Section Committee which shall consist of the Captain, Secretary and Treasurer of the Dinghy Section *ex officio* and eight members of the Dinghy Section who shall be elected by the Dinghy Section members at the annual general meeting of the Dinghy Section. Two of the elected members shall retire annually and shall not be eligible for re-election for a period of one year. The provisions of Articles 16 and 17 shall apply equally to the Dinghy Section Committee.

32. CAPTAIN OF THE DINGHY SECTION

- 32.1 Nominations for the Captain of the Dinghy Section shall be considered by the annual general meeting of the Dinghy Section and thereafter the Dinghy Section shall propose a sole nominee for Captain for election by the Club at the Autumn General Meeting of the Club. The Captain of the Dinghy Section may not serve for a continuous period of more than three years and on retiral shall not be eligible for re-election for a period of two years.

33. SECRETARY AND TREASURER OF THE DINGHY SECTION

- 33.1 The Dinghy Section shall appoint two members of the Dinghy Section to serve as secretary and treasurer of the Dinghy Section. The treasurer of the Dinghy Section shall represent the Dinghy Section in regard to the finance of the Dinghy Section on the Committee of the Club or on any Sub-Committee thereof appointed to deal with the finance of the Club.

34. RULES AND BYE-LAWS

- 34.1 The rules governing meetings of the Dinghy Section shall correspond with the provisions of the provisions of these Articles applicable to the conduct of meetings of the Club. The Dinghy Section Committee may make, amend and repeal such bye-laws as they consider necessary to ensure proper and effective administration of the Dinghy Section in the interests of its members, but subject always to the overriding power of the Committee of the Club to veto such bye-laws or other decisions of the Dinghy Section Committee, as the Committee of the Club shall consider appropriate.

35. DINGHY SECTION FINANCE

- 35.1 The Dinghy Section Committee shall be responsible for the regular and recurring expenditure relating to the grounds, property, and boats at Bardowie. The Dinghy Section Committee shall require to obtain the prior approval of the Committee of the Club for any capital expenditure in excess of £7500 during any financial year.

36. BANKING AND DEPOSIT OF DINGHY SECTION FUNDS

- 36.1 A current account shall be operated in the name of the Dinghy Section with a bank under the control of the Captain and the Secretary and the Treasurer of the Dinghy Section. The bank where the current account is operated shall be requested to honour to the debit of such account cheques of less than £1,000 (or such other amount as the Committee of the Club may decide) signed by any one of them, and cheques above that amount signed by at least two of them.
- 36.2 The funds of the Dinghy Section may be held to the credit of the Section with the Club or may be placed on deposit by the Captain and the Secretary and the Treasurer of the Dinghy Section with a recognised bank directly or indirectly on designated account through a firm of solicitors subject to the rules of the Law Society of Scotland.