

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum of Association

- of -

GRIMSBY AND CLEETHORPES YACHT CLUB LIMITED

1. The Name of the Company (hereinafter referred to as "the Club") is "GRIMSBY AND CLEETHORPES YACHT CLUB LIMITED."

2. The Registered Office of the Club will be situate in England.

3. The Objects of the Club are:-

(a) To encourage and popularise amateur seamanship in every way to provide the necessary training and to encourage and help members who have not previously taken part in the sport of Yachting to constitute regulate and conduct a club for Amateur Seamen yachtsmen and yachswomen and to provide equip and maintain yachts dinghies boat-houses stores and Clubhouses; to afford to members of the Club (for themselves and their friends) all or any such advantages, accommodation and privileges which usually are or can conveniently be provided by a teaching and social Club; and to organise a sailing school for this purpose and to provide a team of Honorary Club Instructors and Yacht Skippers.

(b) To acquire and take over all or any part

of the assets or liabilities of the present unincorporated body known as the "Grimsby & Cleethorpes Yacht Club".

- (c) To purchase, take on lease or in exchange, hire or otherwise acquire any land, Club houses and other buildings, yachts, boats or vessels, and any furniture, appliances and effects for furnishing and fitting up the same for that purpose, and generally any real or personal property, rights licences, easements and privileges whatsoever which the Club may think necessary or convenient for its undertaking, and to erect, make and do all such buildings, yachts, boats, vessels, erections, alterations, amendments and repairs as may be necessary or convenient in or upon any premises or property acquired or proposed to be acquired as aforesaid.
- (d) To purchase, hire, build, or provide and maintain, and to sell or otherwise dispose of yachts, boats and vessels of all kinds and all kinds of apparatus used in connection with seamanship and yachting.
- (e) To borrow or raise or secure the payment of money for the purpose of or in connection with the objects of the Club.
- (f) To supply the Members, or by its servants or otherwise to assist the Members in supplying themselves, with malt liquors, wines, spirits, aerated waters and tobacco, and all other things commonly supplied by social clubs to members, and to manufacture and store, or, by its servants or otherwise, to assist Members in manufacturing or storing any such commodities for that purpose.
- (g) To demise, underlet, sell exchange or otherwise dispose of any real or personal property of the Club, either together or in portion, for such considerations as the Club may think fit, and in particular for shares, debentures or securities of any company purchasing the same; to hire and employ all classes of persons considered necessary for the purposes of the Club, and to pay to them and to other persons in return for services rendered to the Club

salaries, wages, gratuities, pensions and honoraria.

- (h) In furtherance of all or any such objects to prepare, compile, translate, edit, print, publish, issue, acquire, collect and circulate by loan, sale or otherwise books, papers, periodicals, sailing directions, nautical almanacs, charts, maps and plans and literature of all kinds treating of or bearing upon yachting, maritime and nautical subjects; to provide and maintain a reference library and reading room for the collection and study of such books, papers, periodicals, and to disseminate information on or in regard to Seamanship or Yachting by the reading of papers, delivery of lectures and conduct of debates thereon.
- (i) To establish, maintain, control and manage branches of the Club in the British Isles and abroad as may seem expedient and from time to time determine the constitution, rights, privileges, obligations and duties thereof, and when thought fit to dissolve and modify the same.
- (j) To accept donations, gifts, loans, subscriptions and other assistance in furtherance of the objects of the Club, and to conform to any proper conditions upon which any such donations, gifts, loans, subscriptions and other assistance may be made.
- (k) To support and subscribe to any charitable or public body and any institution, society or club which may be for the benefit of the Club or its employees or may be connected with seamanship or yachting; to give pensions, gratuities, Christmas boxes or charitable aid to any person who may have served the Club, or to the wife, widow, children or other relatives of such persons; and to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Club or to the wife, widow, children or other relatives of such persons.
- (l) To promote and hold either alone or jointly

with any other association, club or persons, meetings, competitions, matches and races, and to offer, give or contribute towards prizes, medals and awards, and to promote, give or support dinners, balls, concerts and other entertainments.

- (m) To establish, promote or assist in establishing or promoting, and to subscribe to or become a member of any other associations or clubs whose objects are similar or in part similar to the objects of the Club, or the establishment or promotion of which may be beneficial to the Club: Provided that no subscription be paid to any such other association or club out of the funds of the Club except bona fide in furtherance of the objects of the Club.
- (n) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.
- (o) To invest the moneys of the Club not immediately required in such manner as may from time to time be determined.
- (p) To pay all expenses, preliminary or incidental to the promotion and/or formation of the Club and its registration.
- (q) To do all such lawful things as may be incidental to or conducive to the attainment of all or any of the above objects.

4. The liability of the Members is limited.

5. Every Member undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a Member, or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding One Pound.

6. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipts and

expenditure take place and of its property, credits and liabilities and shall be open to the inspection of the Members at all reasonable times and once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more auditor or auditors.

W.E, the several persons whose Names, Adresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

D. T. Jones,
1 Rosina Grove,
Grimsby,
Schoolteacher.

G. Bradley,
170 Laceby Road,
Grimsby,
Local Government Official.

F. R. Lloyd,
309 Laceby Road,
Grimsby,
Engineer.

H. Stephenson,
3 Bargate,
Grimsby,
Chiropodist, M.C.R.S.

J. C. Ogle,
Grayling,
Peaks Lane,
New Waltham,
Timber Merchant.

S. Keightley,
32 Gloucester Avenue,
Grimsby,
Company Director.

F. Taylor,
35 Corporation Road,
Grimsby,
Ironmonger.

DATED the 7th day of January, 1957.

WITNESS to the above signatures:-

Noel W. Barnes,
Solicitor,
Cleethorpes.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Articles of Association

- of -

GRIMSBY AND CLEETHORPES YACHT CLUB LIMITED

INTERPRETATION

1. In these Articles the following words shall have the respective meanings hereby assigned to them unless there be something in the context inconsistent therewith.

- (a) "The Club" shall mean the above named Company.
- (b) "Full Member" shall mean a Member of the Club within the meaning of Clause 7 of the Articles of Association of the Club and elected as such.
- (c) "Member" shall mean and include a full Member, an Honorary Member or a Cadet Member.
- (d) "The Club Year" shall mean the period from the 1st January in any year to the 31st December in the following year or such other period as shall from time to time be determined by the General Committee.

- (e) "The General Committee" shall mean the General Committee for the time being of the Club.
- (f) "The Office" shall mean the Registered Office for the time being of the Club.
- (g) "The Seal" shall mean the Common Seal of the Club.
- (h) "The Secretary" shall include a temporary or Assistant Secretary and any person appointed by the Committee to perform any duties of the Secretary.
- (i) "The Statutes" shall mean The Companies Act, 1948, and every other act for the time being in force concerning companies and effecting the Club.
- (j) "The Articles" shall mean the Articles of Association for the time being of the Club.
- (k) Words denoting singular number only shall include the plural number also and vice versa.
- (l) Words denoting the masculine gender only shall include the feminine gender also.
- (m) "In writing" or "writing" include printing, lithography, typewriting and all other modes of representing or reproducing words in a visible form.
- (n) "Club Premises" shall include any Club Houses, Vessels, Boathouses and any other property owned or used for the time being by the Club.

Subject as aforesaid any words or expressions defined in the Statutes shall, if not inconsistent with the context, bear the same meaning in the Articles.

PRELIMINARY.

2. The Club is established for the purposes expressed in its Memorandum of Association and all

Members shall, subject to the provisions of the Articles and of the Memorandum of Association, and subject to any rules, regulations and by-laws made by the General Committee for the time being in force at all times have an equal right to the use of Club premises or vessels and enjoyment of the other advantages provided by the Club.

3. For the purpose of registration the number of Full Members of the Club is declared to be 500 but the General Committee may register an increase in such number whenever and as often as it thinks fit.

MEMBERSHIP

4. The Members of the Club referred to in Clause 7 of the Articles of Association shall be and are hereinafter called "Full Members" and they shall be the only persons whose names shall be entered in the Register of Members of the Club. The names of Honorary Members shall be entered in a separate Club book, which shall not be part of the Register of Members.

5. No person shall become a Member unless elected by the General Committee or by a special Sub-Committee formed for this purpose. Candidates for Membership to the Club shall apply in writing to the Secretary and shall complete a form of application, which shall be approved from time to time by the General Committee. The application form must be accompanied by the appropriate subscription and entrance fees. The General Committee or special Sub-Committee may reject the application, and in this case no reason shall be given or published, but all monies received shall be refunded in full to the applicant. A candidate for election as a Member shall be secretly balloted for by the General Committee or Sub-Committee, and in such election one black ball in five shall exclude.

6. When a candidate has been elected the Secretary shall forthwith notify him of such election and send him a receipt for any moneys paid by him and, if requested, a copy of the rules, regulations and by-laws of the Club, and upon a written request by the Member a copy of the Memorandum and Articles of Association of the Club for the time being in force. A Member shall be entitled to further copies of the Memorandum and Articles of Association upon payment to the Secretary of the

sum of One shilling per copy.

7. Upon payment of his first annual subscription and any entrance fee payable by him an elected candidate shall become a Full Member.

8. (a) The entrance fees and annual subscriptions payable by Members shall be such as the General Committee shall from time to time prescribe. The subscription to the Club and all Club charges shall be reviewed annually as soon after the end of the Club year as possible, and all Members shall be notified of any changes in due course.

(b) Members residing abroad or who are undergoing their National Service Training or for any other genuine reason are unable to make use of the Club's sailing facilities during any Club Year shall pay for that year one half of the Annual Subscription normally due. Should such a Member make use of any of the Club's sailing facilities at any time when the half subscription only has been paid, the remainder of the full subscription shall at once be due.

9. The annual subscriptions (except first annual subscriptions, which are payable on application for Membership and are valid only during the Club year in which they are paid) shall be due on the first day of January in each year, provided that the Members elected in the period commencing on the first of December in any year shall pay for that period the full entrance fee and the annual subscription for the time being in force, and that their Membership shall then be valid for the ensuing period until the 31st December in the following year.

10. No Member shall in any year be entitled to any of the rights or privileges of membership until his subscription for that year has been paid. He may not vote nor make any use whatsoever of the Club and its facilities. Members who have not paid their subscriptions by the 31st March next following the commencement of the Club Year shall be deemed to have resigned and shall be liable to an entrance fee should they wish to re-join unless a suitable explanation in writing is sent to the Secretary and accepted by the General Committee.

11. Membership cannot be transferred and is not transmissible.

12. Any Member may at any time by notice in writing to the Secretary resign his Membership.

13. (a) If any Member shall have a receiving order made against him or be adjudicated bankrupt, or make any composition or arrangement with his creditors, or be declared a defaulter on the Stock Exchange or on the Turf, or be convicted in any Court of any indictable offence, or on more than one occasion have any cheque drawn or endorsed by him and cashed in the Club dishonoured, or, being an Officer of Her Majesty's Forces, be cashiered or dismissed the Service, he shall ipso facto cease to be a Member and his name shall be removed from the Register of Full Members so soon as the General Committee are aware that his Membership has so ceased; but upon application being made by any such Member to the General Committee and upon such Member giving a satisfactory explanation as to the cause of such disqualification he may be reinstated as a Member by the General Committee provided that not less than three-quarters of the Members of the General Committee be present and that not less than three-fourths of those present vote in favour of his reinstatement. The Member reinstated under this Article, shall, as regards entrance fees and subscriptions, be in the same position as if his Membership had not determined.

(b) Any Member found to be smuggling or attempting to smuggle shall ipso facto cease to be a Member of the Club and his name shall be removed from the Register. Such a Member shall, however, be able to make application for reinstatement under the same conditions as are provided by Sub-Article (a) of Article 13 hereof. In the case of such a contravention of the Regulations taking place abroad or in any port other than the Club Headquarter's port, or in the Headquarters' port of a section of the Club, which has a competent committee capable of dealing with such matters, the authorised Club Skipper of the vessel concerned shall be empowered to order the Member to leave the ship at once. Such a Member may not return on

board nor make use of any Club property unless and until he be properly reinstated by the General Committee.

14. If any Member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles or By-laws or Rules of the Club or shall be guilty of any conduct unworthy of a gentleman or lady or likely to be injurious to the character or interests of the Club, as the case may be, such Member shall be liable to expulsion by a Resolution of the General Committee, passed by not less than three-fourths of the members of the Committee present, provided that at least one week before the Meeting at which such Resolution was passed he or she shall have had notice thereof and of the intended Resolution for his or her expulsion, and that he or she shall, at such Meeting and before the passing of such Resolution, have had an opportunity of giving in writing, any explanation or defence he or she may think fit. A Member expelled under this Article shall forfeit all right in, and claims upon, the Club and its property and shall not afterwards be admitted into the Club premises as the guest of any member or otherwise. A notice under this Rule shall be held to have been duly given if sent by prepaid post to the address of the Member appearing in the Club register.

15. A Member resigning or being expelled during the currency of any Club year before payment of his annual subscription for such year shall remain liable to pay his subscription for such year notwithstanding his resignation or expulsion.

16. No Member whose Membership shall have ceased by resignation or otherwise shall have any claim upon the property or effects of the Club.

17. The General Committee shall have power to invite any person they consider suitable to become an Honorary Member of the Club for any period not exceeding twelve months. Honorary Membership shall normally be given to Members of other Yacht Clubs or all clubs or Organisations having objects wholly or in part similar to the objects of the Club, and who have voluntarily given their services to the Club.

18. No Honorary Member shall be required to pay any entrance fee or subscription.

19. No Honorary Member shall be required in a winding-up of the Club to make any contribution towards the liabilities of the Club or towards the expenses of liquidation.

20. No Honorary Member shall be entitled to vote at Meetings on any ballot or propose or second any candidate for election to the Club, or be eligible for election as an officer of the Club or as a Member of the General Committee, but in all other respects shall be entitled to the same rights and (except as hereinbefore provided) subject to the same duties as Full Members of the Club.

21. The Club shall accept as Cadet Members all those who are under the age of eighteen. Such Cadet Members shall pay a reduced subscription and shall not be liable for an entrance fee. The Club Rules as otherwise applied to Honorary Members shall apply to Cadet Members.

22. Members of a family who join the Club and pay a "family subscription" are, according to their ages, either Full Members or Cadet Members, and the foregoing provisions apply to them as such.

23. A Member of the Club shall be allowed to introduce the same visitor on not more than six occasions during any current year to any lecture or social functions whether ashore or aboard ship. The Member shall be responsible for any capping fees applicable to the occasion that may be in force, for properly introducing their guests, and for entering their names in a visitors' book or register.

24. Candidates for admission to Membership of the Club must obtain the current form of application from the Club Secretary. This form must be fully and correctly completed and all instructions thereon fully complied with. Any omissions or statements found to be incorrect wherever brought to light shall be brought to the notice of the General Committee and shall provide sufficient grounds for expulsion at their sole discretion.

MEETINGS

25. A General Meeting of the Club will be held on the third Saturday of January to elect Club officers and (if a vacancy or vacancies exist) Elected Members as hereinafter defined of the

General Committee, and to review Club activities past and future and such General Meeting shall be hereinafter referred to as "the January Meeting." The Annual General Meeting of the Club to present the Accounts will be held as soon as they are available from the Club's Accountants and not later than six months from the first day of January.

26. Any Full Member may at any time by a statement in writing addressed to the General Committee present his or their views or make any complaint with regard to any matter affecting the character or interests of the Club for the conduct of its affairs or any Member thereof or the constitution thereof, and any such statement or complaint shall be considered by the General Committee at a Meeting thereof.

27. If at any time there are not in Great Britain sufficient Members of the General Committee capable of acting as a quorum any Member of the General Committee or any two Full Members entitled to vote at General Meetings may convene an Extraordinary General Meeting of the Club in the same manner as nearly as possible as that in which Meetings may be convened by the General Committee.

NOTICE OF GENERAL MEETINGS

28. Not less than twenty-one days' notice of every Annual General Meeting and January General Meeting and a Meeting called for the passing of a Special Resolution, and not less than fourteen days' notice of every other Meeting (exclusive in every case both of the day on which it is served or deemed to have been served and of the day for which it is given), specifying the day, hour and place of the Meeting, and, in the case of special business, the general nature of the business, shall be given to the Full Members in manner prescribed by the Articles. The non-receipt of such notice by or accidental omission to give any such notice to any Full Member shall not invalidate the proceedings at that Meeting.

29. Extraordinary General Meetings may be called by Twenty Full Members by requisition in writing being given to the Secretary, such requisition stating the object for calling such a Meeting. Upon receipt of such a requisition the General Committee shall within twenty-one days proceed to convene an Extraordinary General Meeting

to be held within one month from the date of convening thereof. Extraordinary General Meetings may also be convened by four of the Officers of the Club, giving not less than fourteen days' notice.

PROCEEDINGS AT GENERAL MEETINGS.

30. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting or at a January General Meeting, shall also be deemed special with the exception of the consideration of the Income and Expenditure Account and Balance Sheet, and the Reports of the General Committee and of the Auditors, the election of Officers and other Members of the General Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration (if any) of the Auditors.

31. Ten Full Members of the Club personally present and entitled to vote shall be a quorum at all General Meetings, and no business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business.

32. The Chairman at all General Meetings of the Club shall be the Commodore of the Club, or he be unwilling to act or be absent, the Chairman shall be the Vice-Commodore, or if he be unwilling to act or be absent, the Rear-Commodore (Power).

33. If at any General Meeting neither the Commodore nor either Vice-Commodore shall be present within one hour after the time appointed for holding the Meeting, the Members present of the Committee shall choose one of their number to act, or if for any reason the Committee decline to appoint one of their number to act as Chairman, the Full Members of the Club present and entitled to vote shall choose one of their number present to act as Chairman.

34. If within one hour from the time appointed for the Meeting, a quorum be not present, the Meeting, if convened by or upon the requisition of Full Members, shall be dissolved. In any other case it shall stand adjourned to such day in the next week and to such place as may be appointed by the Chairman.

35. Where a Meeting convened by or upon the

requisition of Full Members is dissolved or in any other case adjourned for more than thirty days, notice of a fresh Meeting or of the adjourned Meeting shall be given as in the case of an original Meeting.

36. At an adjourned Meeting no business shall be transacted other than the business left unfinished at the Meeting from which the adjournment took place.

37. Questions submitted to a General Meeting shall be decided by a show of hands, and in the case of an equality of votes the Chairman shall have a casting vote in addition to the vote to which he is entitled as a Full Member. In the case of the election of Members to the General Committee voting may be by ballot, or by show of hands or by both methods.

38. At any General Meeting a declaration by the Chairman that a Resolution has been passed or lost and an entry to that effect in the Minute Book of the Club shall be prima facie evidence of the fact, and in the case of a Resolution requiring any particular majority, that it was passed by the majority required without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

VOTES.

39. Every Full Member entitled to vote shall have one vote and no more except in the case of the Chairman's casting vote. Votes must be given personally, except as provided by Article 37 hereof.

CLUB OFFICERS AND THE GENERAL COMMITTEE.

40. The Officers of the Club shall consist of a Commadore, a Vice Commadore, a Rear-Commadore (Power), a Treasurer and a Secretary.

41. The management and control of the Club shall be vested in the General Committee, and every Member of the General Committee shall be a Full Member of the Club. The General Committee shall, subject to Article 51 hereof, consist of the Commadore, the Vice Commadore, the Rear Commadore, (Power), the Treasurer, the Secretary, and such other Full Members of the Club duly elected as herein

provided (hereinafter referred to as "the Elected Members") to form a General Committee of Fifteen Members in all.

42. The first Members of the General Committee shall be such persons as shall be appointed by instrument in writing under the hands of the Subscribers hereto and all such persons shall hold office until the conclusion of the first January General Meeting, but shall then be eligible for re-election.

43. Subject to Article 42 hereof, all Club Officers shall hold office until the conclusion of the third January General Meeting following their respective appointments being then eligible for re-election.

44. Subject to Article 42 hereof, one half of the Elected Members shall retire at each January General Meeting, or if their number is not two or a multiple of two, then the number nearest to, but not exceeding, one half shall retire, and shall be eligible for re-election if a vacancy or vacancies exist.

45. If at the January General Meeting in any year the number of Elected Members remaining in office shall exceed the number of Elected Members permitted to be Members of the General Committee pursuant to Article 41 hereof such of the Elected Members as may be necessary to reduce the Membership of the General Committee to Fourteen shall vacate office.

46. The Elected Members to retire or vacate office (as the case may be) pursuant to Articles 44 and 45 hereof in each year shall be those who have been longest in office since their last election, but as between persons who became Elected Members on the same day, those to retire shall (unless otherwise agreed among themselves) be determined by lot.

47. (a) The General Committee may exercise all the powers of the Club (including borrowing powers), subject nevertheless to the provisions of any Act of Parliament or of these Articles and to such regulations being not inconsistent with any provisions of these Articles as may be prescribed by Special Resolution of the Club in General Meeting; Provided that no

regulation made by the Club in General Meeting shall invalidate any prior act of the General Committee which would have been valid if such regulation had not been made.

(b) A Member of the General Committee may hold any other office or place of profit under the Club (other than the office of Auditor) in conjunction with his office of a Member of the General Committee for such period and on such terms (as to remuneration and otherwise) as the General Committee may determine and no Member or intending Member of the General Committee shall be disqualified by his office from contracting with the Club either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Club in which any Member of the General Committee is in any way interested, be liable to be avoided, nor shall any Member of the General Committee so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason of such Member holding that office or of the fiduciary relation thereby established.

(c) A Member of the General Committee, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Member of the General Committee is appointed to hold any such office or place of profit under the Club or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

48. The General Committee may at any time make, alter or rescind any rules, regulations and by-laws relating to the use of the Club premises and property or any part thereof and the conduct of Members therein, or to any other matters incidental to the working of the Club, but no such rule, regulation or by-law shall be inconsistent with these Articles or with any Resolution passed by

the Club in General Meeting so long as such Resolution shall be in force or amount to such an addition to or alteration of the Articles as could only legally be made by Special Resolution, and any such rule, regulation or by-law may be set aside by the Club in General Meeting.

49. The General Committee shall take such steps as they shall think fit and proper for making known to the Members all rules, regulations and by-laws passed by them by printing and distributing the same or by posting the same on Club Notice Boards or otherwise.

50. (a) Any Full Member of the Club shall be eligible for nomination as an Officer of the Club or a Member of the General Committee.

(b) All nominations for the General Committee or as an Officer of the Club must be proposed and seconded by two Full Members of the Club, and the name of such Full Member so nominated, together with the names of his proposer and seconder, shall be sent in writing to the Secretary of the Club not later than December 1st accompanied by a letter from the candidate consenting to serve if elected.

A voting list of candidates named in alphabetical order with the proposers' and seconders' names shall be available to all Full Members on January 1st in each year and must be returned by those wishing to vote by post duly completed before January 12th in each year. Such voting lists shall state the names, addresses and the occupations or descriptions of the candidates and such other information as the General Committee shall direct. Full Members shall be entitled to vote for any number of such candidates not exceeding the number of vacancies. In a case where there shall not be a sufficient number of candidates nominated, the General Committee shall have power to fill up the vacancy or vacancies. If two or more candidates obtain an equal number of votes, the General Committee shall select by lot from such candidates, the candidate or candidates who is or are to be elected.

All Full Members present at a General Meeting shall vote by show of hands and any postal vote shall be taken into account.

(c) Club Officers and Elected Members of the General Committees due for retirement but eligible for re-election may be re-nominated by the Committee concerned unless they state in writing to the Secretary that they do not wish to stand.

51. The General Committee may at any time co-opt any Full Member to serve on the General Committee, either to fill a casual vacancy or a vacancy not filled up by election or as an addition to the existing Committee, but so that the number of Full Members co-opted as an addition to the General Committee shall not exceed five. The person so co-opted shall be subject to retirement at the same time as if he had become a Member of the General Committee on the day on which the Member in whose place he is co-opted was elected a Member, or if he is not co-opted to fill a casual vacancy he must retire at the next January General Meeting and shall then be eligible for re-election if a vacancy exists.

52. No person shall be incapable of being appointed an Officer or a Member of the General Committee by reason of his having attained the age of seventy years or any other age, nor shall any Officer or a Member of the General Committee vacate office by reason of his attaining or having attained the age of seventy years or any other age; and the provisions of Sub-Sections (1) to (6) inclusive of Section 185 of The Companies Act, 1948, shall be excluded from applying to the Club.

MEETINGS OF GENERAL COMMITTEES

53. The General Committee may meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit and may determine the quorum necessary for the transaction of business, provided that such a quorum shall not be less than three.

54. Questions arising at any Meeting of the General Committee shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

55. The General Committee shall meet at least twice in every year. Any three Members of the General Committee by notice in writing to the Secretary and stating as far as practicable the business to be transacted may convene a Meeting of the General Committee, or the Commodore may convene such a Meeting by giving notice in writing to all General Committee Members; in both cases not less than 48 hours' notice must be given.

The General Committee shall have power to authorise interim Meetings to be held by the Club's Officers and may delegate to such Officers full authority to deal with all Club business.

56. The Commodore of the Club shall be the Chairman of the General Committee, but should he be unable to attend at any Meeting, a Vice-Commodore shall take over the office of Chairman.

57. All acts done by any Meeting of the General Committee or Sub-Committee or by any person acting as a Member of such Committee or Sub-Committee shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, be as valid as if every such person had been duly appointed.

58. The General Committee may appoint any Sub-Committee to deal with any special subject or department of the Club upon such conditions as the General Committee may think fit and may, if they think fit, appoint Members of the General Committee to serve upon any such Sub-Committees and may delegate any of their powers to any such Sub-Committee. The General Committee may call upon any Full Member of the Club to serve on Sub-Committees.

59. The foregoing provisions shall apply mutatis mutandis to Sub-Committees except that a Meeting of a Sub-Committee may be summoned by a single Member thereof.

MINUTES.

60. The General Committee shall cause Minutes to be made in books provided for the purpose of all Resolutions and Proceedings of General Meetings and all Meetings of the General and Sub-Committees. Any such Minutes, if signed by any person purporting to be the Chairman of the Meeting to which they

relate or at which they are read, shall be received as prima facie evidence of the facts therein stated. All Minutes of Sub-Committees must be in duplicate and a copy sent to the Secretary of the Club within seven days of the Meeting.

VACATION OF OFFICE

61. A Member of a General Committee or Sub-Committee shall ipso facto cease to hold office if the Member :-

- (a) become bankrupt;
- (b) become of unsound mind;
- (c) cease to be a Member of the Club;
- (d) without the consent of the General Committee, or Sub-Committee be absent from all Meetings of the General Committee, or Sub-Committee continuously for a period of twelve months, during which not less than two Meetings shall have been held, or from three consecutive Meetings of the General Committee, or Sub-Committee extending over a period exceeding three months; or
- (e) by notice in writing to the Club resign his office or be requested in writing by all the other Members of the Committee of which he is a Member to resign such office.

62. The Club in General Meeting may by Resolution remove any Member of the General Committee or any Sub-Committee before the expiration of his period of office and may by the same Resolution appoint another Member in his stead. The person so appointed shall hold office during such time only as the Member in whose place he is appointed, would have held the same if he had not been removed, but upon his first retirement, he shall be eligible for immediate re-election or re-appointment.

SECRETARY.

63. The Secretary if a paid Officer shall be engaged and controlled and the terms of his duties fixed by the General Committee, and shall be a Full

Member of the Club.

64. If at any time there shall be no Secretary, any Notices required to be given to or by the Secretary, shall be sufficiently given if given to or by any Member of the General Committee.

SEAL

65. The Seal of the Club shall not be affixed to any instrument except by the authority of a Resolution of the General Committee and in the presence of two Members of the General Committee and of the Secretary or such other person as the General Committee may appoint for the purpose, and such Members of the General Committee and the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Club is so affixed in their presence. The General Committee may exercise the powers conferred by Section 35 of The Companies Act, 1948 with regard to a Seal for use abroad, which powers are hereby given to the Club.

CHEQUES.

66. All cheques drawn on the Club's Bank Account shall be signed by the Treasurer and any one of the following, namely, the Commodore, the Vice-Commodores or the Secretary.

ACCOUNTS

67. Once at least in every year after the year in which the Club is incorporated, the Accounts of the Club shall be examined and the correctness of the same ascertained by one or more Auditors who shall not be Members of the Club.

68. The General Committee shall cause proper books of accounts to be kept with respect to :-

- (a) All sums of money received and expended by the Club and the manner in which the receipt and expenditure takes place :-
- (b) All sales and purchases of goods by the Club; and
- (c) The assets and liabilities of the Club.

The books of the Accounts shall be kept at the office or subject to Section 147 (3) of The Companies Act, 1948 at such other place or places as the General Committee think fit and shall always be open to inspection by Members of the General Committee.

69. Subject to the provisions of Clause 6 of the Articles of Association, the General Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of Members not being Members of the General Committee, and no Member not being a Member of the General Committee shall have any right of inspecting any account or book or document of the Club except as conferred by Clause 6 aforesaid or by statute or authorised by the General Committee or by the Club in General Meeting.

70. The General Committee shall from time to time in accordance with Section 148 of The Companies Act, 1948 cause to be prepared and be laid before the Club in General Meeting, such Income and Expenditure Accounts, Balance Sheets and Reports as are referred to in that Section.

71. A copy of every Balance Sheet which is to be laid before the Club in General Meeting, together with a copy of the Auditor's Report (if any) shall not less than twenty-one days before the date of the Meeting, be sent to all persons entitled to receive Notices of General Meetings of the Club.

AUDIT.

72. Auditors shall be appointed and their duties and remuneration regulated in accordance with Sections 159 to 162 of The Companies Act, 1948.

NOTICES.

73. A Notice may be served by the Club upon any Member, either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members.

74. Any Notice, if served by post, shall be

deemed to have been served on the day following that on which the letter containing the same was posted, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and posted as a pre-paid letter.

DISSOLUTION.

75. If the Club shall be wound up, the assets remaining after payment of the debts and liabilities of the Club and the costs of liquidation, shall be distributed pro rata among the Full Members of the Club.

GENERAL.

76. All Members shall be bound by the Rules governing berth reservation, joining and leaving Club vessels, whether owned by or on charter to the Club, cruising duties, inability to cruise owing to adverse weather, mishap or any other cause, or appertaining to any other subject. The General Committee shall publish such rules from time to time as it thinks fit and shall have the power to alter such rules and to add to them or rescind them for the better regulation of the Club.

77. Members will be held responsible for any damage or loss caused by them to Club craft. All Club vessels shall be covered by full Comprehensive Insurance, and after settlement of any claim by the Insurance Companies concerned, Members may then be reimbursed to the extent of the cost of such damage or to the amount received from the Insurance Company, whichever is the less.

78. When chartering Yachts, the Club will ascertain that they are adequately covered by insurance but the responsibility for any claim made by Members shall lie with the owner of the yacht and not with the Club. Vessels chartered by the Club and sailed under direct Club control shall be covered by the current Club Insurance Policies and Members shall be bound by the rules as applied to Club owned craft.

79. The Club will make every effort to carry out its training, cruising and Racing programmes, but no responsibility will be accepted for delays, alterations or accidents to Members however caused

nor will the Club be responsible for any damage caused nor for personal injuries, damages, loss of property whatsoever, whether caused by their servants, paid hands, agents or any third party, and whether involving negligence or breach of contract or otherwise nor for theft of property nor will they accept responsibility for any claims made.

80. All lawful commands of the Club Officers, the Skippers or their Deputies in charge of craft, must be obeyed at all times and their decisions on all matters must be final.

81. No reports concerning the Club shall be sent to any newspapers or shall be otherwise publicised by any Member without the sanction of the General Committee.

82. The Club's burgee shall be Azure monogram of letters G.C.T.C. between representation of Grimsby Dock Tower on the dexter and on the sinister seagull volant bordure all argent.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

D. T. Jones,
1 Rosina Grove,
Grimsby,
Schoolteacher.

G. Bradley,
170 Laceby Road,
Grimsby,
Local Government Official.

F. R. Lloyd,
309 Laceby Road,
Grimsby,
Engineer.

H. Stephenson,
3 Bargate,
Grimsby,
Chiropodist, M.C.R.S.

J. C. Ogle,
Grayling,
Peaks Lane,
New Waltham,
Timber Merchant.

S. Keightley,
32 Gloucester Avenue,
Grimsby,
Company Director.

F. Taylor,
35 Corporation Road,
Grimsby,
Ironmonger.

DATED the 7th day of January, 1957.

WITNESS to the above signatures:-

Noel W. Barnes,
Solicitor,
Cleethorpes.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum

— and —

Articles of Association

- of -

GRIMSBY AND CLEETHORPES YACHT CLUB
LIMITED

Incorporated the 21st day of
January, 1957.
