

No 1104245 The Companies
Acts COMPANY LIMITED BY GUARANTEE
 AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
NANTWICH & BORDER COUNTIES
YACHT CLUB LIMITED



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PART 1 – GENERAL

- 1 In this document the words standing in the first column of the following Table shall bear the meaning set opposite to them respectively in the second column, if not inconsistent with the subject or context:

WORDS**MEANINGS**

He or him or his	Either he him himself or his or she her herself or hers
These Articles	These Articles of Association and the regulations of the Club from time to time in force.
The Club	The above-named Company.
The Officers	The Officers for the time being of the Club
The Council	The Council of Management for the time being of the Club
The Office	The registered office of the Club
The Acts	Such Companies Acts or parts thereof as are currently in force in England
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month

In writing	Written or printed or in electronic format or partly one and partly the other or others
Ordinary Resolution	A resolution that is passed by simple majority
Special Resolution	A resolution passed by a majority of not less than 75 %

- 2 The maximum number of members is 500, but the Council may from time to time register an increase of members.
- 3 The provisions of the Acts shall be observed by the Club, and every member of the Club shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 4 The Club is established for the purposes expressed in the Memorandum of Association.

PART 2 – MEMBERSHIP

- 5 The members of the Club shall be such persons as the Council shall admit to membership as hereinafter provided. The club is committed to treating people fairly, regardless of their disability, ethnicity, gender, sexual orientation, transgender status, marital or civil partnership status, age, religion or beliefs.
- 6 The Club shall consist of honorary members, ordinary members of eighteen years and over and junior members aged under eighteen. There shall be no joint members.
- 7 All applications for membership shall be in writing on a Form of Application to be approved by the Council and shall be proposed and seconded by two existing adult members not of the same family and shall be submitted to the Council for approval.
- 8 Any member intending to resign his membership shall give notice in writing to the Membership Secretary of his intention and pay all sums due to the Club up to the date his membership ceases. All persons ceasing to be members shall promptly return all keys to the Membership Secretary or a Flag Officer.
- 9 The Council may at a meeting convened for the purpose (at which a majority of at least two-thirds of the Council present and voting will be required) ask for the resignation of or expel any member of the Club who they consider has been guilty of serious misbehaviour or conduct prejudicial to the interests of the Club or its members or who has failed without good reason to participate in a reasonable proportion of the activities of the Club. This action shall not be taken unless such member has firstly been given reasonable written notice of the issues for consideration and a reasonable opportunity to

make written representations for consideration at the meeting or to attend the meeting in person.

PART 3 - ELECTION OF OFFICERS

- 10 The officers of the Club shall consist of the Commodore, Vice-Commodore, who shall both be Flag Officers, Honorary Treasurer, Honorary Minutes Secretary, Honorary Membership Secretary, Honorary Harbourmaster, Honorary Assistant Harbourmaster, Honorary Social Secretary, Honorary Land and Buildings Officer, Honorary Assistant Land and Buildings Officer, and Honorary Media Editor. Every officer shall be elected at each Annual General Meeting and shall hold office until the next Annual General Meeting when he shall retire, but shall be eligible for re-election PROVIDED ALWAYS that no Flag Officer shall offer himself for re-election to the same office after he has held such office for a period of three consecutive years without break from such office of at least one year. No member shall be eligible for election as a Flag Officer until he shall have served as a Member of the Council for a period of at least one year or was elected to Council at the previous year's AGM.

PART 4 - FEES AND SUBSCRIPTIONS

11. A member shall pay to the Club:
- a. On admission to membership an entrance fee which will cover himself his spouse or civil partner and children.
 - b. An annual subscription due
 - (i) on the 1st day of January in each year; or
 - (ii) on admission to membership during a year except in the case of admission to membership after the 30th day of September in any year when no annual subscription shall be payable until the following 1st day of January and at the rate then payable; provided always that no annual subscription shall be paid by an Honorary Member. If a member fails to pay his annual subscription within one month of its due date, his membership shall lapse unless extended by the Council for good reason. No member whose annual subscription is in arrear shall be entitled to participate in any activities of the Club or receive any benefit from his membership or be entitled to any award.
 - c. An initial berth fee on being first allocated a berth for his boat on Club moorings and payable before occupying such berth.
 - d. An annual mooring fee for his boat calculated upon its overall length at his allocated berth due:-

- (i) on the 1st day of January; or
- (ii) on being first allocated a berth and before occupying the same, a proportion of the annual mooring fee will be payable dependant on the number of months remaining in the calendar year inclusive of the month of allocation. Whilst all fees and subscriptions are due on the 1st of January in each year, the annual mooring fee may be made in two instalments, the second by the first of July.

The Council shall have power to make, alter or revoke bye-laws for the collection of mooring fees, and in particular, empower the Harbourmaster to re-allocate any mooring on non-payment of the appropriate fee within one month after the due date.

- e. A winter storage fee for his boat due before 31st October in each year for any boat left on the Club premises ashore or afloat for which no annual mooring fee has been paid under [d] above. The fee will be calculated upon the overall length of the boat applied to 5/12th of the declared annual mooring fee. The winter storage period shall be from one day after craning out to one day before the following craning-in date.
 - f. No refunds of mooring charges will be made upon short-term removal of a boat, but where a boat is removed permanently from the Club a pro-rata refund will be made.
12. The amount of the before-mentioned entrance fee, annual subscription, berth fee, annual mooring fee and winter storage fee shall be fixed by the Club in General Meeting and if not so fixed shall remain the same as in the previous year.

PART 5 - BERTHS AND MOORINGS

- 13.
- a. The Council in its absolute discretion shall authorise the mooring and storage of boats at Club premises and a list of such authorised boats shall be maintained by the Harbourmaster.
 - b. A boat shall be removed automatically from the said list on change of ownership other than cessation of part ownership by one part owner and members must notify in writing any such change to the Council on or before the date of change.
 - c. No boat moored at Club premises shall have any right to any term of mooring or to any particular berth.
 - d. Removal of boats from the Club premises:
 - i. If the Council in its absolute discretion requires a boat to be removed from Club premises it shall, except in emergency ratified by the Council, give at least one month's notice in writing so to do to the owner or first named joint owner at his last known address and by leaving a copy on the said boat.
 - ii. If the said boat is not removed by the date of expiry of the notice the Council shall arrange for removal of the said boat at the sole risk and cost of the owner or joint owners without any liability on the part of the Club or the Council for any loss or damage that may be occasioned, suffered or caused to the said boat or the owner or joint owners thereof howsoever arising.
 - e. In addition to the list of boats authorised to be moored or stored on Club premises there shall be maintained by the Harbourmaster a waiting list of boats desired to be moored or stored

on Club premises and the Council shall whenever a vacancy or vacancies arise for moorings or storage on Club premises approve the inclusion of any boat or boats on the list of those boats authorised to be moored or stored on Club premises.

- f. The criteria for allocation to either the authorised or waiting lists shall be that boats of the appropriate type and length shall be added to the list and their priority assessed according to the seniority of membership of the Club of the member or most senior joint owner unless the Council for good reason shall alter the priority position of a boat on either list or decline to accept a boat onto the waiting list.
- g. The location of authorised boat moorings within Club premises shall be in the discretion of the Harbourmaster but subject to the power of the Council to vary such location.
- h. The Harbourmaster may also locate boats meeting the criteria laid down by the Council for any period between meetings of the Council on a temporary basis on one occasion only for each such boat unless otherwise authorised by the Council.

PART 6 - DUTIES AND LIABILITIES OF MEMBERS

14 The member shall at all times keep his boat well maintained to the requirements of the Council and properly and safely moored as directed and required by the Harbourmaster.

15 A Member is encouraged to fly the Club Burgee at all times when underway.

16 Licensing:

- a. A member shall at his cost cause his canal boat to be licensed at all times to the requirements of The Canal and River Trust or its successor in title.
- b. The Council may make bye-laws concerning the payment of Canal and River Trust Licensing fees or equivalent for members' boats moored on Club premises through the agency of the Club where applicable.

17 A member or boat owner having a boat moored or stored on or operated from Club premises or berths and moorings shall at all times be insured for third party risks in respect of such boat in a sum assured not less than the minimum amount fixed by the Council from time to time or the law if higher and proof of such cover shall be produced by the said member or boat owner to the Council or the Harbour Master before the boat is brought on Club premises or a berth is allocated and each year thereafter and from time to time as required by the Council or Harbourmaster.

18 The Club shall not be liable to any member for any injury, loss or damage howsoever arising caused to, by or through any member or his boat while in, on or about the Club premises, berths or moorings or any place or places where regattas, cruises, entertainments, working days or events are or will be taking place or in passing to or from such places, or during craning, lifting or moving his boat, all of which shall be at the member's own sole risk and every member shall indemnify the Club and the Council in respect thereof.

19 Every member when entering the Club premises shall sign the signing in book and include his car registration number and planned destination; when cruising, details of the cruise and estimated date of return to the mooring shall be recorded on the Harbormaster's board.

20 A member shall be entitled to invite a reasonable number of and on a reasonable number of occasions guests or visitors to the Club premises or events and on his boat, but such member shall be responsible for entering the names of such guests and visitors in the Visitor's book. Member's children under the age of sixteen years shall not be deemed to be visitors. The Council may in its absolute discretion bar non-members from the Club premises.

PART 7 - GENERAL MEETINGS

21 The Club shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

22 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

23 The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition by the Council, or in default may be convened by such requisitioners, as provided by the Acts.

24 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these Articles or under the Acts entitled to receive such notices from the Club; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Acts in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

25 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 proceeding had, at any meeting.

PART 8 - PROCEEDINGS AT GENERAL MEETINGS

26 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual 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 Council and the election of members of the Council in the place of those retiring.

27 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, seven members personally present shall be a quorum.

28 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council 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 present shall be a quorum.

29 The Commodore shall preside as Chairman at every General Meeting, but if there be no such Commodore, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Club who shall be present to preside.

30 The Chairman may, with the consent of any meeting by majority vote at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

31 At any General Meeting a resolution put to the vote of the meeting shall be decided (1) On a show of hands (2) If a poll is, before or upon the declaration of the result of the show of hands, demanded either [a] by the Chairman or [b] by at least five members present in person, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or lost, and an entry to that

effect in the minute book of the Club shall be conclusive evidence of the fact. The demand for a poll may be withdrawn.

32 If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

34 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second casting vote.

35 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

PART 9 - VOTES OF MEMBERS

36 Subject as hereinafter provided, every honorary and ordinary member shall have one vote.

37 Save as herein expressly provided, no member other than a member as aforesaid duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Club in respect of his membership, shall be entitled to vote on any question at any General Meeting.

PART 10 - COUNCIL OF MANAGEMENT

38 The officers shall be members of the Council and until otherwise determined by a General Meeting, the number of the members of the Council shall be not less than eleven nor more than fifteen.

39 The Council may from time to time and at any time appoint any member of the Club as a member of the Council and a member of the Council as an acting Officer, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election, subject to Clause 10 of these Articles.

40 No person who is not a member of the Club shall in any circumstances be eligible to hold office as a member of the Council.

PART 11 - POWERS OF THE COUNCIL

41 The business of the Club, other than as required by law or these Articles to be carried out by the members in General Meeting, shall be managed by the Council.

42 The Council shall have the power from time to time to adopt and make, alter or revoke bye-laws for the regulation of the Club and otherwise for the furtherance of the objects of the Club. Such bye-laws shall

be written or contained in a book to be called "Bye-Law Book" and provided they are not inconsistent with the Memorandum and Articles of Association shall be binding upon all members unless the same shall be varied or set aside by a Special Resolution of the Club. The Bye-Law Book shall be available for inspection by a member who shall not be absolved from such bye-laws by reason of his not having received a copy of the same or of any alterations or additions.

43 The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Club, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

PART 12 - COMPANY SECRETARY

44 The Company Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of the Acts shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Company Secretary, and any person so appointed may act in place of the Company Secretary if there be no Company Secretary or no Company Secretary capable of acting.

PART 13 – COMPANY SOLICITOR

45 The Company Solicitor shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Honorary Solicitor so appointed may be removed by them.

PART 14 – DOCUMENTATION

46 All official documents shall be executed as required by law and in any event by at least two members of Council.

PART 15 - DISQUALIFICATION OF MEMBERS OF THE COUNCIL

47 The office of a member of the Council shall be vacated: -

- a. If in the opinion of a two thirds majority of the members of Council, expressed in writing at a duly convened Council meeting, it is necessary in the Club's interests, or it is required by law, to remove that member from office.
- b. If the member sends written notice of his resignation to the Commodore.

PART 16 - ROTATION OF MEMBERS OF THE COUNCIL

48 All members of Council will be deemed to retire at each Annual General Meeting but shall be eligible for re-election except in the case of Flag Officers as provided for in Article 10.

49 No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Company Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and similarly by a seconder, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than fourteen nor more than twenty-eight intervening days.

50 In addition and without prejudice to the provisions of the Acts, the Club may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PART 17 - PROCEEDINGS OF THE COUNCIL

51 The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, seven shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

52 A member of the Council may, and on the request of a member of the Council, the Company Secretary shall, at any time summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting other than by email.

53 The Commodore shall be the Chairman and shall be entitled to preside at all meetings of the Council at which he shall be present, but if no such Commodore be elected, or if at any meeting the

Commodore be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council shall choose one of their number to be Chairman of the meeting.

54 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Club for the time being vested in the Council generally.

55 The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

56 All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

57 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of proceedings of all meetings of the Club and of the Council and of committees of the Council, 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, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. The Council will ensure that all members are kept promptly informed of Council decisions, saving those requiring confidentiality in the interests of the Club.

58 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Company or of such committee duly convened and constituted.

PART 18 – ACCOUNTS

59 The Council shall cause proper books of account to be kept with respect to:

- a. All sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
- b. All sales and purchases of goods by the Club and;
- c. The assets and liabilities of the Club.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Club and to explain its transactions.

60 The books of account shall be kept by the Treasurer in a safe place, or, subject to the Acts, at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.

61 The Council may authorise disclosure of the accounts, books and documents to any member of the Club, such disclosure not to be unreasonably withheld.

62 At the Annual General Meeting in every year the Council shall lay before the Club a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any legal requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Acts, be sent to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

PART 19 – AUDIT

63 The Council shall define procedures and be responsible for financial control.

PART 20 – NOTICES

64 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, or, if agreed by the member, to his registered email address. Members not resident in the United Kingdom may only receive notices by email.

65 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 is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

PART 21 – DISSOLUTION

66 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Club shall have effect as if the provisions there were repeated in these Articles.

Dated: 1 December, 2018

Filed and Accepted at Companies House: 10 December, 2018

As amended (Article 10) by Special Resolution on 4 December, 2021