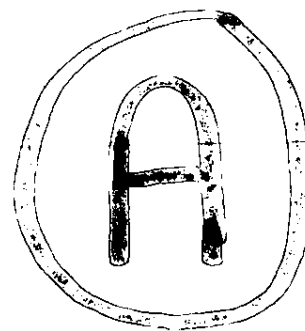
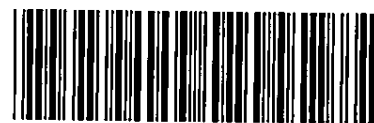


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**MEMORANDUM
AND
ARTICLES
OF ASSOCIATION
OF THE
ROYAL YACHTING
ASSOCIATION**

FRIDAY



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COMPANIES HOUSE

Approved by the members of
the Association in General Meeting
on 28 November 2008.

R. E. D. Langford

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R. E. D. Langford
Chairman of Council

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THE COMPANIES ACTS 1985, 1989 and 2006

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF
ROYAL YACHTING ASSOCIATION**

1. The name of the Company (hereinafter called "The Association") is the "Royal Yachting Association".
2. The Registered Office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (a) To acquire the undertaking of the Royal Yachting Association and with a view thereto to enter into an agreement in the form of the draft already prepared and signed for the purpose of identification by the subscribers thereto and to carry such agreement into effect with or without modification.
 - (b) To promote the sport of yachting in all its branches whether under sail or under power (hereinafter referred to as "the sport of yachting").
 - (c) To act as the national, local or other authority for the sport of yachting.
 - (d) To establish, maintain and conduct an association, society or club for persons interested in the sport of yachting and others, and to provide such facilities which are or may be provided by an association, society or a club for its members or others.
 - (e) To examine, study, investigate and consider and report on all matters affecting the sport of yachting and any persons interested therein or associated therewith and to collect and distribute information, statistics, opinion and reports thereon.
 - (f) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, provisional order or licence of the Board of Trade or other authority for enabling the Association to carry any of its objects into effect or for extending any of the powers of the Association or for effecting any modification of the powers of the Association or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Association or of the sport of

yachting or of any association, society, club, committee, body or person interested therein or associated therewith.

- (g) To represent and protect the interests of any club, association, society, committee, body or person interested in or associated with the sport of yachting.
- (h) To convene, arrange and hold regattas, races and competitions of all sorts, to create and stimulate interest in and publicise the sport of yachting, to convene, arrange and hold exhibitions, shows, displays, meetings, conferences and discussions, and to provide prizes, bursaries, grants and awards for competitors and others.
- (i) To act as secretaries, managers and registrars and to provide services of any sort whatsoever for any association, society, club, committee, body or person interested in or associated with the sport of yachting.
- (j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (k) To sell, let, mortgage, dispose of or turn to account all or any of the property, or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (l) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (m) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (n) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (o) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (p) To pay out of the funds of the Association all expenses which the Association may lawfully pay with respect to the formation and registration of the Association.
- (q) Subject to Clause 4 of this Memorandum to establish and maintain or procure the establishment and maintenance of any contributory or

non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Association or its predecessor or to the dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or fund calculated to be for the benefit of or to advance the interest and well being of the Association and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid.

- (r) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer, or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association. Nor shall any such member be paid any fees, remuneration or other benefit in money or money's worth by the Association in respect of services rendered to the Association save on such terms as shall be determined from time to time by the Council of Management or Governing Body of the Association and approved by the Auditors.
 5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would mean the Association no longer fulfilled the provisions of section 62 of the Companies Act 2006.
 6. The liability of the members is limited.
 7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amounts as may be required not exceeding £1.
 8. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the

same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACT 1985, 1989 and 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF ROYAL YACHTING ASSOCIATION

DEFINITIONS

1. In these presents the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column if not inconsistent with the subject of the text:-

<i>Words</i>	<i>Meanings</i>
The Act	The Companies Act 1985 and any other relevant company legislation including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force.
These presents	These Articles of Association and the Regulations of the Association from time to time in force.
The Association	The above-named Association.
The Council	The Council for the time being of the Association.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed or partly one and partly another or produced by any other modes of representing or producing words in a visible form.
Yachting	Shall include the sport of yachting in all its branches whether under sail or under power.

Communication The same as in the Electronic Communications Act 2000.

Electronic Communication The same as in the Electronic Communications Act 2000.

Any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

OBJECT

2. The Association is established for the purposes expressed in the Memorandum of Association and shall forthwith enter into the Agreement mentioned in Clause 3 of the Memorandum of Association and the Council shall carry the said Agreement into effect with full power nevertheless to agree to any modifications of the terms of such Agreement either before or after the execution thereof.

MEMBERSHIP

3. The number of members with which the Association proposes to be registered is unlimited.
4. (a) There shall be the following classes of membership by individuals: **Personal Members, Life Members, Family Members, Junior Members and Honorary Members.**
And there shall be the following classes of membership by organisations: **Affiliated Clubs, Affiliated Class Associations, Affiliated Organisations and Associated National Authorities.**
- (b) The Council shall have the power to create further classes of membership and to determine who shall be eligible for admission thereto and on what terms and with what rights and privileges provided that (unless the Association in General Meeting otherwise resolves) in no case shall the members of any such class have the right to receive notice of and to attend and vote at any General Meeting of the Association or on a ballot for the election of members of the Council.
5. The following shall be eligible for admission to the respective classes of membership (subject as regards unincorporated bodies to Article 7):

- (a) **Personal Members and Life Members:** any individual interested in the sport of yachting. Any such individual who, at the date of his admission, is under the age of 21 shall be eligible as a candidate for admission as a **Junior Member**, and if he shall be a member on attaining the age of 21 he shall become a **Personal Member** on the date on which his subscription next falls due.
- (b) **Family Members:** each of the members of a family grouping of one or two adults together with any number of children of the family under the age of 21 shall be eligible for membership by paying a single family subscription. The subscription shall be paid by one of the adults who shall be identified by the Association in the register of members as the 'lead' adult of the family grouping. Each member of the family grouping shall be a Family Member. The 'lead' adult of the family grouping registered by the Association in the register of members shall for the purposes of these Articles have all the rights and privileges of a Personal Member. For the avoidance of doubt, only the "lead" adult of the family group as identified in the register of members shall have the right to receive notice of and to attend and vote at any general meeting of the Association or on a ballot for the election of the members of the Council.
- (c) **Affiliated Clubs:** any club, association of clubs, society, company or committee having as one of its objects the promotion of the sport of yachting.
- (d) **Affiliated Class Associations:** any association of owners and other persons interested in vessels of similar type or design used in the sport of yachting.
- (e) **Affiliated Organisations**
 - (i) **Regatta Committees:** any association comprised wholly or mainly of individuals appointed by Affiliated Clubs, the primary purpose of which is the organisation and co-ordination of local yachting events.
 - (ii) **Associations of Clubs:** any association comprised wholly or mainly of Affiliated Clubs, the primary purpose of which is the representation of local yachting interests.
 - (iii) Such other classes of organisation as the Council may from time to time decide upon such terms and with such rights and privileges as the Council shall determine.
- (f) **Associated National Authorities:** any association, racing union or other authority controlling the sport of yachting in any Dominion, State, Colony, or other territory outside the United Kingdom.

6. Applications for membership shall be in such form and shall contain such particulars as the Council may from time to time determine. The Association will keep a register of members in accordance with the Act. The Council may in its discretion admit or reject any person or body applying for membership.
7. In relation to an unincorporated body which is entitled under any of the foregoing Articles to membership of the Association the following provisions shall apply:-
 - (a) The body shall not be registered as itself a member but the Council shall cause to be entered on the register from time to time the secretary of such unincorporated body or such other person as the unincorporated body may in writing nominate and such person who is for the time being so entered (to the exclusion of the other persons constituting the unincorporated body) shall be the member of the Association in right of that body and such person's membership shall for all the purposes of these presents be treated as constituting the membership of such unincorporated body.
 - (b) None of the individual persons for the time being constituting such unincorporated body shall be entitled to exercise or enjoy any of the rights or privileges of membership except insofar as they may be duly authorised by such unincorporated body to exercise the same on its behalf.
 - (c) Every act done by such unincorporated body according to its own constitution (being an act which could be effectively done only by a member) shall be deemed to have been done by the person on the register of members in right of such unincorporated body and to be effective accordingly.
8. Honorary membership may be conferred by the Council upon such persons as it may determine.
9. The Chief Executive shall notify an applicant of his admission as a member of the Association.
10. All members shall pay such annual subscriptions as the Council may from time to time determine.
11.
 - (a) The first annual subscription of a person who becomes a member shall be payable on the date of notification of his acceptance for membership. Subsequent subscriptions shall be payable annually on the first day of the month in which the member was admitted to membership, or as determined by the Council.
 - (b) The first annual subscriptions of **Affiliated Clubs, Affiliated Class Associations, Affiliated Organisations and Associated National Authorities** shall be payable on the date when such organisations are notified of their admission and subsequent annual subscriptions shall

be payable on the 1st January each year or on such other date as the Council shall determine provided that the subscription payable by such organisations in respect of the period between the date of their admission and the 31st December next following may be reduced in such manner as the Council shall in its sole discretion determine.

12. A member shall not be entitled to any of the rights or privileges of membership whilst his or its subscription is in arrear.

CESSATION OF MEMBERSHIP

13. A member wishing to retire from the Association shall notify the Chief Executive in writing but shall remain liable for his or its subscription for the then current year.
14. A **Personal Member**, a **Life Member**, a **Family Member**, a **Junior Member** or an **Honorary Member** who has been adjudicated bankrupt shall ipso facto cease to be a member provided that it shall be in the discretion of the Council to reinstate him as a member if it shall think fit.
15. The Council may in its discretion at any time cancel the membership of any **Affiliated Club, Affiliated Class Association, Affiliated Organisation or Associated National Authority**.
16. The Council may cancel the membership of any member whose subscription remains unpaid for more than three months after it shall have become due provided that it shall be in the discretion of the Council to reinstate him or it as a member if the Council shall think fit.
17. Without prejudice to the provisions of Article 15 hereof if the conduct of any member is such as shall, in the opinion of the Council, be injurious to the character or interests of the Association or render him or it unfit to remain a member of the Association the Council may expel such member and if the Council shall act under this Article the member shall be given at least 14 days' notice of the meeting at which such expulsion is considered and of the grounds on which his or its expulsion is sought and such member shall be entitled to submit, either orally or in writing, representations to that meeting.

PRIVILEGES OF MEMBERSHIP

18. The privileges of membership shall be:-
 - (a) All members shall be entitled to receive publications or benefits provided by the Association for its members at such special charge (if any), as the Association may determine.
 - (b) A **Personal Member**, a **Life Member**, a **Family Member**, an **Honorary Member** and an **Affiliated Club**, shall be entitled to register with the Association yachts in any class specified by the Association of

which such member is the owner, at such special charge (if any) as the Association may determine.

- (c) **A Personal Member, a Life Member, a Family Member, an Honorary Member, an Affiliated Club** and any member of an **Affiliated Club** shall be entitled to refer a decision on a protest under the Racing Rules of the International Sailing Federation (referred to in this Article as the 'Racing Rules') to the Council for a decision as an appeal, at such special charge (if any) as the Association may determine provided that any such decision on a protest shall be referred to the Council only through the medium of an **Affiliated Club**. Where an **Affiliated Club** is itself a member of an **Associated National Authority**, a decision on a protest shall be referred to the Council by that **Affiliated Club** only through the medium of the **Associated National Authority**.
 - (d) **An Associated National Authority** shall be entitled:
 - (i) to refer a decision on a protest under the Racing Rules between its members to the Council for decision as an appeal, at such special charge (if any) as the Association may determine. The constitution or rules of an **Associated National Authority** may require that decisions on protests between its members shall only be referred to the Council by it and at its discretion and in such event the jurisdiction of the Council shall be limited in such cases accordingly.
 - (ii) If such right is granted by the Council, to appoint a **Personal Member** or **Family Member** or **Life Member** to be a supernumerary member of the Council and to revoke any such appointment. The **Associated National Authority** shall notify the Chief Executive of any appointment or revocation made hereunder. Such right may be granted by the Council in its discretion to the **Associated National Authority** as part of the conditions of election to **Associated National Authority** membership and the Council shall be entitled at any time to withdraw such right whereupon any supernumerary member appointed by the **Associated National Authority** shall cease to be a member of the Council.
19. All members, other than **Junior Members, Family Members** and **Members of any class created by the Council pursuant to Article 4(b)**, shall be entitled to receive a notice of and subject to these presents to attend all general meetings of the Association.

GENERAL MEETINGS

20. The Association 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 notices calling it provided that every Annual General Meeting shall be held not more than 15 months after the holding of the last preceding such meeting. Notice of any resolution or nomination to be proposed at the Annual General Meeting shall be deposited with the Chief Executive at least eight weeks before the meeting and the Council may, and shall if required by the request in writing of 50 **Personal Members or Life Members or 10 Affiliated Clubs** entitled to attend and vote at a general meeting or by the provisions of the Act, give notice of any such resolution.

21. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
22. The Council may call Extraordinary General Meetings whenever it considers such course necessary, and upon the requisition in writing of 50 **Personal Members or Life Members or 10 Affiliated Clubs** entitled to attend and vote at a general meeting it shall call an Extraordinary General Meeting to consider such matters as shall be stated in the requisition. An Extraordinary General Meeting shall also be convened on such requisition or in default may be convened by such requisitionists as is provided by the Act.
23. All general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. Subject to the provisions of these articles the notice shall be given to all the members and to the Council and the auditors.
24. The accidental omission to give notice of a meeting or to send any voting or ballot paper or other document to or the non-receipt of such notice, voting or ballot paper or other document by any person entitled to receive such notice or document shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

25. 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 be deemed special, with the exception of the consideration of the accounts, balance sheet, and the reports of the Council and auditors, the election or announcement of the election of the President and Honorary Treasurer of the Association and the members of the Council and the appointment and fixing of the remuneration of the auditors.
26. At all general meetings the chair shall be taken by the President, and in his absence by the Chairman of the Council, and in the absence of both the President and the Chairman of the Council, the chair shall be taken by the Deputy Chairman of the Council. If neither the President nor the Chairman nor Deputy Chairman of the Council shall be present within fifteen minutes

after the time appointed for holding the meeting, or shall be willing to act as Chairman, the members present shall choose someone of their number to take the chair.

27. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, and for all purposes the quorum shall be 20 members entitled to attend and vote in general meetings, which may include the duly authorised representatives of **Affiliated Clubs**, **Affiliated Organisations** and **Affiliated Class Associations**, present in person or by proxy and entitled to vote. If within half-an-hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to such day and to such place as may be appointed by the Chairman. At any such adjourned meeting the members or authorised representatives present or by proxy and entitled to vote, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
28. The Chairman may, with the consent of the meeting, adjourn any general meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Members or authorised representatives entitled to attend and vote in person or by proxy at an original meeting and who were not present either in person or by proxy shall be entitled to attend and vote either in person or by proxy at an adjournment thereof.
29. (a) At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman or by at least five members present in person or by authorised representative or by proxy and having the right to vote at the meeting or by a member or members or authorised representatives present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive and an entry to that effect in the Minute Book shall be conclusive evidence thereof. The demand for a poll may be withdrawn.
- (b) If a poll be demanded on the election of a chairman or on a question of adjournment, it shall be taken forthwith. Subject thereto, a poll shall be taken at such time and place and in such manner as the Chairman directs. Without limitation to the foregoing, the Chairman may direct that a poll be taken forthwith (a poll so taken being hereinafter referred to as "a card vote poll") or by way of a postal ballot pursuant to Article

30 (a poll so taken being hereinafter referred to as "a postal ballot poll").

- (c) If the Chairman directs that a card vote poll be taken then, before or upon the declaration of the result of such card vote poll, the Chairman or at least five members or authorised representatives present in person or by proxy and having the right to vote at the meeting or by a member or members or authorised representatives present in person or by proxy and representing not less than one-tenth of the total voting rights of all the persons having the right to vote at the meeting may demand that a further poll be taken by way of postal ballot poll. If following the declaration of the result of a card vote poll, a postal ballot poll be duly demanded, then the result of the card vote poll shall not constitute the passing of a resolution by the Association.

Subject thereto, the result of a poll (howsoever taken) shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 30. If a postal ballot poll be demanded in the manner aforesaid it shall be taken in the following manner:
 - (a) A voting paper shall as soon as possible after the date on which the postal ballot poll was demanded be sent by post in a prepaid letter to each member of the Association entitled to attend and vote at the meeting or adjourned meeting at which the postal ballot poll was demanded;
 - (b) The voting paper shall specify the number of votes to which the member to whom it is addressed is entitled on the postal ballot poll and shall otherwise be in such form as the Chairman shall think fit;
 - (c) The Chairman shall fix a date (which shall not be less than six weeks after the date on which the postal ballot poll was demanded) by which voting papers must be returned to the Association at such place or places as the Chairman shall determine. Any voting papers received by the Association after such date shall not be counted.
 - (d) In the event of any failure by the Chairman to exercise the powers and discretions vested in him by this Article then the same may be exercised by a majority of the Officers of the Association.
- 31. In the case of an equality of votes either on a show of hands or on a poll the Chairman of the meeting shall be entitled to a further or casting vote.
- 32. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

33. **Personal Members, Life Members, Affiliated Clubs, Affiliated Organisations and Affiliated Class Associations**, shall, subject to these presents, be entitled to vote at general meetings of the Association in the manner hereafter provided, but **Junior Members, Honorary Members, Family Members and Associated National Authorities** shall not be entitled to vote at general meetings of the Association.
34. Every member entitled to attend and vote at a general meeting of the Association shall be sent a voting paper or papers which shall indicate the number of votes, if any, attributable to such voting paper and shall otherwise be in such form as the Council may determine and no member or member's authorised representative or proxy shall be entitled to attend any general meeting unless he produces at that meeting a voting paper for such meeting nor shall he be entitled to cast any vote at a general meeting unless the voting paper attributable thereto is produced at such meeting.
35. On a show of hands at a general meeting, the authorised representative of every **Affiliated Club, Affiliated Organisation or Affiliated Class Association** present in person or by proxy, and every **Personal Member and Life Member** present in person or by proxy, shall have one vote.
36. On a poll every **Affiliated Club, Affiliated Organisation and Affiliated Class Association** shall have one vote for each complete £1 of subscription which became due and which was paid by it to the Association in the twelve months immediately preceding the record date. A "record date" for the purposes of this Article and Article 37 below means the date which falls eight weeks before the date on which the general meeting of the Association is convened to be held.
37. On a poll and on a ballot for the election of members of the Council each **Personal Member** and each **Life Member** shall have one vote for each complete £1 of the amount (or, in the case of any differing rates, the highest amount) of the annual subscription payable to the Association by a **Personal Member** as current on, in relation to a poll, the date of the notice convening the meeting at which the poll is demanded, or, in relation to any such ballot as aforesaid, on the date on which the ballot papers are sent out pursuant to Article 43: provided that a **Personal Member** who has not prior to a record date paid in full the amount of the annual subscription which became due and payable by such member in the twelve months immediately preceding such record date shall not be entitled to any votes at the general meeting to which such record date relates or at any adjournment thereof.
38. Any member or member's authorised representative entitled to attend and vote at a General Meeting of the Association shall be entitled to appoint a proxy who may be the chairman of the meeting but who need not be a member to attend on his or its behalf at general meetings and to exercise all of his or its voting rights and other rights.

39. The appointment of a proxy shall be executed by or on behalf of the appointor in the following form (or in a form as near thereto as circumstances allow or in any form which is usual or which the Council may approve):

"Royal Yachting Association

.....

I/We, of, being a member/members of the above-named Association, hereby appoint of, or failing him..... of as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Association, to be held on20, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No 2 *for *against

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of20"

40. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:
- (a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (aa) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Association in relation to the meeting, or

- (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Council member

And an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

41. A vote given or poll demanded by proxy or by the duly authorised representative of an **Affiliated Club, Affiliated Organisation or Affiliated Class Association** shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the office or at such other place as at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

BALLOT PROCEDURE

42. If a ballot shall be required on the election of members of the Council the Chief Executive shall cause the names of all candidates together with the names of their proposers and seconders together with such other information as the Council may require to be entered in ballot papers in form approved by the Council which shall be sent to all members entitled to vote on such ballot.
43. At least 28 days before the Annual General Meeting a ballot paper shall be sent to each member entitled to vote specifying the number of votes to which that member is entitled on the ballot.

44. A member to whom a ballot paper is sent may vote for any number of candidates, provided that his paper shall be treated as a spoiled paper if it contains votes in favour of more candidates than the number of vacancies to be filled.
45. Properly completed ballot papers received by the Association's auditors, or by such other person as may be determined by the Council, not later than seven days before the time fixed for the General Meeting at which the result is to be declared shall alone be taken into account. In the event of the ballot failing to determine the members of the Council because of an equality of votes the candidate or candidates to be elected from those having an equal number of votes shall be determined by lot.

OFFICERS

46. The Officers of the Association shall consist of a President, a Chairman of the Council, a Deputy Chairman of the Council and an Honorary Treasurer, who shall be **Personal Members, Life Members, Family Members or Honorary Members** of the Association. The President and Honorary Treasurer shall be elected at the Annual General Meeting in each year and shall hold office for one year, retiring at the termination of the General Meeting in each year. The Chairman of the Council and the Deputy Chairman of the Council shall be elected by the Council (from amongst past and present members of the Council (except those appointed by the Council as Corresponding Members under Article 54) in accordance with regulations from time to time laid down by the Council and shall hold office from the date of the declaration of their election until the date of the declaration of the election of the succeeding Chairman or Deputy Chairman, as the case may be, notwithstanding the elapse of a period of more or less than a year since the date of the declaration of the last election. All Officers of the Association shall be eligible for re-election, save that an Officer other than the President shall not hold the same office for more than four years out of any period of five years in the case of the Chairman and the Deputy Chairman. The Honorary Treasurer shall not normally serve for more than four years and may not serve for more than seven consecutive years. For the purposes of this Article "year" shall mean year of office. The Council shall have the power to appoint any person to fill a casual vacancy in any of the offices and such person shall hold office until the next following election to such office.

COUNCIL

47. The Council of the Association shall consist of:
 - (a) The Officers, ex officio;
 - (b) No more than 12 Elected Members elected in accordance with Article 49;
 - (c) The Chairman of any RYA Regional or Home Country Association or Committee, ex officio, as provided in Article 50;

- (d) The Chairman of any Departmental Committee appointed by the Council pursuant to Article 51 ex officio, unless already an elected or supernumerary member of the Council;
- (e) Supernumerary Members appointed by the Council pursuant to Article 52;
- (f) Supernumerary Members appointed by **Associated National Authorities** pursuant to Article 18(d)(ii);
- (g) The Senior RYA appointee to the Council of the International Sailing Federation (ISAF) ex-officio, unless already an elected, ex-officio or supernumerary member of the Council, as provided in Article 53;
- (h) Corresponding Members appointed by the Council pursuant to Article 54;
- (i) Honorary Members appointed by the Council pursuant to Article 55.

All members of Council (except Honorary and Corresponding Members) are directors of the Association and are entitled to attend, speak and vote at Council meetings.

48. Save for members of the Council appointed pursuant to Articles 54 and 55 membership of the Council is open only to **Personal Members, Life Members, Family Members** and **Honorary Members** of the Association provided that no serving member of the Council shall be disqualified by reason of this Article alone.

49. **Elected Members**

- (a) There shall be not more than 12 **Elected Members** elected by the **Personal Members** and **Life Members**.
- (b) Candidates for election to the Council under this Article shall be proposed and seconded by **Personal Members** or **Life Members**. The names of such candidates, together with the names of their proposers and seconders, shall be communicated in writing to the Chief Executive at least eight weeks before the Annual General Meeting.
- (c) If there are more candidates for election than vacancies a ballot shall be held in accordance with these presents and the result of the ballot shall be announced at the Annual General Meeting. If the number of candidates for election is equal to or less than the number of vacancies to be filled, all candidates shall be deemed to be elected.
- (d) At the Annual General Meeting in each year members of the Council elected under this Article who shall have been elected at or before the

Annual General Meeting in the third calendar year preceding shall retire. Retiring members shall not be eligible for re-election to the Council until the Annual General meeting next after the meeting at which they retire.

- (e) For the avoidance of doubt, Family Members, Junior Members, Corresponding Members and Honorary Members shall not be entitled to propose or second candidates for election to the Council.

50. **Regional or Home Country Association or Committee Chairmen**

- (a) The Chairman of each of the Regional or Home Country Associations or Committees set out below shall be ex officio a member of the Council, and the Articles or Rules of each Regional or Home Country Association or Committee shall permit each **Affiliated Club** and **Affiliated Organisation** to take part, whether directly or indirectly, in the election of a Chairman for the Association or Committee for the Region or Home Country or Regional Committee Area in which the headquarters of the **Affiliated Club** or **Affiliated Organisation** is situated. The geographical extent of each of the following Regional or Home Country Associations or Committees shall be determined from time to time by the Council.

East Midlands
 Eastern England
 North East England
 North West England
 Northern Ireland
 Scotland
 South East England
 South West England
 Southern England
 Thames Valley
 Wales
 West Midlands
 Yorkshire and Humberside

- (b) If the Chairman of a Regional or Home Country Association or Committee is unable to attend a Council meeting, he or she may appoint a representative to attend and speak but not vote in their place at any meeting of the Council which they are unable to attend.
- (c) In appropriate circumstances, by agreement with the Council, an **Affiliated Club** or **Affiliated Organisation** may take part in the election of a Chairman in a Region or Home Country or Regional Committee Area other than that in which its headquarters is situated.
- (d) Members of the Council elected under the provisions of this Article shall hold office for not more than five years out of any period of six years. Retiring members shall not be eligible for re-election to the

Council until the Annual General Meeting next after the meeting at which they retire.

51. Departmental Committee Chairmen

If the Chairman of a Departmental Committee is unable to attend a Council meeting, he or she may appoint a representative to attend and speak, but not vote, in their place at any meeting of the Council which they are unable to attend.

52. Supernumerary Members

The Council shall have power at any time and from time to time to appoint in accordance with regulations from time to time laid down by the Council any **Personal Member, Life Member or Family Member** to be a supernumerary member of the Council for such period as the Council shall think fit but so that no person shall serve as an elected or supernumerary member of the Council for a consecutive period of more than three years. The number of persons appointed under this Article shall not exceed six and if any such member shall have held office for three consecutive years he shall not be eligible for re-appointment or election as an elected member of the Council for a period of one year after the expiration of such consecutive period. Supernumerary members shall, however, be eligible for appointment as Officers of the Association or Chairmen of Departmental Committees at any time. Supernumerary Members are entitled to attend, speak at and vote at meetings of the Council.

53. RYA Appointee to ISAF Council

The Council has the right to appoint one or more persons to the Council of the International Sailing Federation (the ISAF). If the senior individual appointed by the Council to the ISAF Council (by length of service on the Council of the ISAF) is not otherwise a member of the Council he shall be so by virtue of this Article and shall be entitled to attend, speak at and vote at meetings of the Council.

54. Corresponding Members

The Council may appoint Corresponding Members of the Council who are not directors of the Association and who shall not be entitled to vote at meetings of the Council. They shall be entitled to receive all minutes and papers for information and to attend meetings but may only speak at such meetings with the Chairman's prior approval.

55. Honorary Members

The Council may appoint Honorary Members of the Council who are not directors of the Association and who shall not be entitled to vote at meetings of the Council. They shall be entitled to receive all minutes and papers for

information and to attend meetings but may only speak at such meetings with the Chairman's prior approval.

56. The Council shall have the power at any time to appoint any **Personal Member, Life Member or Family Member** to be a member of the Council either to fill a casual or unfilled vacancy among the Officers elected at the Annual General Meeting under Article 46, or members of the Council elected under Article 49, up to the number authorised by these articles. Any person so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for election or appointment but shall not be taken into account in determining the persons who are to retire at such a meeting under Article 49 (d).
57. If the Chairman of the Council, the Deputy Chairman of the Council, the Honorary Treasurer or an elected member of the Council shall not attend any meeting of the Council for a period of one year reckoned from the first day of January to the thirty-first day of December, he shall, unless the Council otherwise determines, be deemed to have retired as a member of the Council and shall not be eligible to serve as an Officer or as a member of the Council for one year after such retirement.
58. The office of a member of the Council shall be vacated:
 - (a) if a Receiving Order is made against him or her or he or she makes any arrangement or composition with his creditors;
 - (b) if he or she is, or may be, suffering from mental disorder and either:
 - (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs;
 - (c) subject to the provisions of Article 48, if he or she is no longer either a **Personal Member, a Life Member or a Family Member** of the Association or being appointed under Article 55 is no longer an **Honorary Member**;
 - (d) if by notice in writing to the Association he or she resigns his office;
 - (e) if he or she ceases to hold office by reason of any order made under the Act;

- (f) if he or she is removed from office by a resolution duly passed pursuant to the Act.

POWERS OF COUNCIL

59. The business of the Association shall be managed by the Council which may pay all such expenses preliminary and incidental to the creation, formation, establishment and registration of the Association as it thinks fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Council or by the Association in general meeting, but no such regulation made by the Association in general meeting shall invalidate any prior acts of the Council which would have been valid if such regulation had not been made.
60. The Council may from time to time appoint such Departmental Committees and other committees and sub-committees as it may deem necessary and may delegate to any such committee such of the powers and duties of the Council (including the power to appoint committees and sub-committees, the power to appoint additional members thereof, the power to regulate their procedure and the power to delegate powers and duties) as it may think fit. The Council shall have the power to appoint and remove the Chairman of a Departmental Committee. Such committees and sub-committees shall consist of such member or members of the Council or of the Association as the Council may think fit and such other person or persons, if any, as the Council may think it desirable to appoint taking into account the position or qualifications of any such person or persons and the purpose or purposes for which any such committee or sub-committee has been appointed. The Officers of the Association shall be ex-officio members of all such committees and sub-committees.

PROCEEDINGS OF THE COUNCIL

61. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, but it shall meet at least four times in every year.
62. Any three members of the Council, by notice in writing, addressed to the Chief Executive of the Association, stating as far as practicable the business to be transacted, may require the Chief Executive to convene a meeting of the Council.
63. Five members personally present shall form a quorum at a meeting of the Council.

64. Questions arising at any meeting of the Council shall be decided by a majority of votes, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
65. The President, or in his absence the Chairman of the Council, or in the absence of both the President and the Chairman of the Council the Deputy Chairman of the Council, shall take the chair at meetings of the Council, but if neither the President nor the Chairman nor the Deputy Chairman of the Council shall be present at any meeting within fifteen minutes after the time appointed for holding the same, or shall be willing to act as Chairman, the members of the Council present shall choose one of their number to be Chairman of such a meeting.
66. The Council shall cause proper minutes to be made of all proceedings of the Council and any committees and sub-committees appointed by the Council and of the attendances thereat.
67. A resolution in writing signed by all the Members of the Council entitled to receive notice of a meeting of the Council or of a committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more members of the Council.
68. Save as otherwise provided by these Articles, a Member of the Council shall not vote at a meeting of the Council or of a committee of the Council on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
 - (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the Member of the Council assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) the resolution relates in any way to a retirement benefits scheme which has been approved or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Association), connected with a

Member of the Council shall be treated as an interest of the Member of the Council.

69. A Member of the Council shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
70. The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a Member of the Council from voting at a meeting of the Council or of a committee of the Council.
71. Where proposals are under consideration concerning the appointment of two or more Members of the Council to offices or employments with the Association or any body corporate in which the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each Member of the Council separately and (provided he is not for another reason precluded from voting) each of the Members of the Council concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
72. If a question arises at a meeting of the Council or of a committee of the Council as to the right of a Member of the Council to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Member of the Council other than himself shall be final and conclusive.
73. A meeting of the Council or of a committee of the Council may be held either in person or by suitable electronic means agreed by the Members of the Council in which all participants may communicate with all the other participants.

CHIEF EXECUTIVE

74. The Chief Executive of the Association shall be appointed by the Council for such time and at such remuneration and upon such conditions as it may think fit and any Chief Executive so appointed may (subject to the terms of any contract between him and the Association) be removed by the Council. The Council may from time to time appoint such further officials as it shall deem necessary and may empower any of such officials to act in place of the Chief Executive if there be no Chief Executive or no Chief Executive capable of acting.

ACCOUNTS

75. The Council shall cause proper books of account to be kept with respect to: -
 - (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure shall take place;

- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

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 affairs of the Association and to explain its transactions.

76. The books of account shall be kept at the Office of the Association or, subject to Section 147 (3) of the Act, at such other place or places as the Council shall think fit and shall always be open to inspection by the members of the Council.
77. The Council 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 Association or any of them shall be open to inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in general meeting.
78. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
79. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first accounts since the incorporation of the Association) made up to a date not more than nine months before such meeting 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 the auditors and (subject to the Association opting to provide a summary financial statement in accordance with the Act) copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory 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 14 clear days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notices in general meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and be read before the meeting as required by of the Act.

NOTICES

80. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Council) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this regulation and the next, "address" in relation to electronic communications, includes any number or address used for the purposes of such communications.

81. The Association may give any notice to a member or authorised representative either personally or by sending it by post in a prepaid envelope addressed to the member or authorised representative at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Association by the member or authorised representative. A member or authorised representative entitled to receive a notice from the Association whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member or authorised representative shall be entitled to receive any notice from the Association.
82. A member or authorised representative present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
83. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

SEAL

84. The seal of the Association shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Member of the Council and by the secretary of the Association or by a second Member of the Council.

INDEMNITY

85. Subject to the provisions of the Act but without prejudice to any indemnity to which a Member of the Council may otherwise be entitled, every Member of the Council or other Officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for

negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.