

Registered No: 1556272

The Companies Acts 1948 to 1980

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Company Limited by guarantee
and not having a share capital

**Memorandum
and
Articles of Association**

Of

BRIGHTON MARINA YACHT CLUB LIMITED

1990

MEMORANDUM OF ASSOCIATION

1. The name of the Company is "BRIGHTON MARINA YACHT CLUB LIMITED".

2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - (a) To provide and facilitate the sport of yachting and to establish, maintain, and conduct a Club for the accommodation and convenience of Member of the Club and their friends, and to provide a clubhouse and other conveniences and amenities, and generally to afford to Members and their friends all the usual privileges, advantages, convenience and accommodation of a Club.
 - (b) To take over all or any of the assets and liabilities of the present unincorporated Club known as "the Brighton Marina Yacht Club".
 - (c) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and in particular any lands, buildings, furniture, books, papers, periodicals, maps, stationery, cards and games, which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club.
 - (d) To construct, maintain, improve, reconstruct or alter any houses, buildings, premises, vessels or works necessary or convenient for any of the purposes of the Club.
 - (e) To sell, manage, demise, lease, sub-lease, mortgage, give in exchange, or otherwise dispose of or deal with, all or any part of the property of the Club.
 - (f) To buy, prepare, make, supply, sell and deal in, or arrange for the supply of all kinds of provisions, tobaccos and refreshments required or used by the member of the Club or other persons frequenting the clubhouse, premises or vessels of the Club.
 - (g) To hire and employ secretaries, clerks, managers, servants and workmen, and to pay to them and to other persons, in return for services rendered to the Club, salaries, wages, gratuities, expenses, bonuses and pensions.
 - (h) To promote and hold, either alone or jointly with any other Association, club or persons, meetings, competitions, and races and to offer, give or contribute towards prizes, medals and awards, and to promote, give or support dinners, halls, concerts and other entertainments.
 - (i) To establish, promote, or assist in establishing or promoting, and to subscribe to or affiliate with or become a member of any other association or club whose objects are similar, or in part similar, to the objects of this Club, or the establishment or promotion of which may be beneficial to this Club. Provided that no subscription be paid to any such other association or club out of the funds of this Club, except bona fide in furtherance of the objects of this Club.
 - (j) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined.
 - (k) To borrow or raise, and give security for money by the issue of, or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Club, or by mortgage or charge upon all or any part of the property of the Club.
 - (l) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the Members is limited.
5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member of the Company, or within one year afterwards for payment of the debts and liability of the Company contracted before he ceases to be a Member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributions among themselves, such amount as may be required not exceeding Ten Pounds.
6. The income and property of the Club shall be applied towards the promotion of the objects of the Club set forth in this Memorandum of Association and no Member of the Club in his character as such Member shall be entitled to receive, directly or indirectly, any dividend, bonus or other profit out of such income or property, but nothing herein shall prevent payment in good faith to persons in other capacities (such as servants, lenders, landlords, vendors or in any capacity other than membership) notwithstanding their membership of the Club or the application of the property of the Club upon its winding up in accordance with the Company's Articles of Association for the time being.

ARTICLES OF ASSOCIATION

DEFINITIONS

1. In these Articles unless the context otherwise requires:
 - (a) "United Kingdom" means the United Kingdom of Great Britain and Northern Ireland.
 - (b) "The Act" means the Company Acts 1948 to 1989. Expressions defined in the Act have meanings as defined.
 - (c) "The Club" means the Brighton Marina Yacht Club Limited.
 - (d) "The Board" means the Board of Directors of the Company as defined in Articles 36 et seq.
 - (e) "The Secretary" means the Secretary for the time being of the Company as defined in Article 55.
 - (f) "Clear days" means in relation to a period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given on which it is to take effect.
 - (g) "Month" means calendar month.
 - (h) "Year" means the period from 1st April to 31st March.
 - (i) "Writing" includes printing typewriting and any other substitute for writing.
 - (j) Words importing the singular include the plural and vice versa
 - (k) Words importing the masculine include the feminine and vice versa.

ESTABLISHMENT

2. (a) The Company is established for the purposes expressed in the Memorandum of Association.
- (b) The affairs of the Company shall be conducted so as to enable it to qualify for and to comply with all relevant licenses and registrations under the Licensing and Gaming Acts from time to time in force.
- (c) The affairs of the Company shall be conducted so as to enable it to qualify for affiliation and to remain affiliated to the Royal Yachting Association.

MEMBERSHIP

Maximum Number of Members

3. The Board may determine from time to time the maximum number of members permitted in each category.

Admission

4. The Members of the Club shall be those persons as were Members on the date of adoption of these Articles and such other persons as shall apply for admission and be elected as Members in accordance with the provisions of these Articles.

Qualification for Membership

5. Any person who can show a keen interest in water sports shall (subject as hereinafter provided) be qualified to be elected as a Member of the Club.

Membership Categories

6. The Members of the Club shall consist of different categories namely:
 - (1) "Ordinary Members" being all Members who are not permitted as members of any of the other categories notwithstanding that some may pay reduced subscriptions.

- (2) "Temporary Members" being skippers or crew of yachts temporarily berthed at Brighton Marina who are members of other clubs affiliated to the Royal Yachting Association who may be admitted for the duration of their berthing booking at the Marina or for three months whichever is the shorter.
- (3) "Honorary Members" being those persons elected by the Board as Honorary Members for the current year.
- (4) "Honorary Life Members" being those persons elected by the Board as Honorary Members for life.
- (5) "Overseas Members" being those persons who are permanently resident outside the United Kingdom or those Ordinary Members who are temporarily resident outside the United Kingdom
- (6) "Cadet Members" being those persons who are under the age of 18 years at the commencement of the membership year.
- (7) "Student Members" being those persons still undergoing full-time education
- (8) "Corporate Members" being bodies corporate.
- (9) "Corporate Ordinary Members" being nominees of any Corporate Member the number thereof not exceeding five per cent Corporate Member.
- (10) Such other categories as the Board may from time to time create and define by bye-law.

Honorary Life Members

- 7. Honorary Life Members shall be entitled without payment of subscription to all the rights and privileges of Ordinary Members.

Rights of Membership

- 8. Only Honorary Life Members, Corporate Members and Ordinary Members shall be entitled to receive notices of or to attend and vote at any General Meeting of the Club or to propose or second candidates for membership or for office.
- 9. Only Honorary Life Members or Ordinary Members may be elected as Officers or Directors of the Club or introduce guests to the Club.
- 10. Subject and except as stated in Articles 8 and 9 and as may be specified elsewhere in these Articles:
 - (a) All Members of the Club shall have the same rights, privileges and duties and
 - (b) The term "Members" in these Articles or in the Memorandum of Association in reference to Members of the Club shall be deemed to include all Members of whatever category.

Election of Members

- 11. The election of Members and the determination as to which category they shall be admitted is vested solely in the Board and shall be by show of hands unless a ballot is demanded. An election shall not be confirmed unless supported by two thirds of those present and voting. The board shall not give any reason for accepting or refusing the candidature of any application for membership.
- 12. The Board may from time to time define rules by which applications for membership shall be considered. The Board may delegate to specified officers and committees its powers to consider and approve such application if two thirds of those present and voting vote in favour of such delegation.

Register of Members

- 13. The Board shall cause a proper Register to be kept of all Members elected by the Board and of the category of membership to which they belong and entries in that register shall be conclusive evidence as to the status and category of membership of any Member.
- 14. Membership is not transferable.

Membership Fees

- 15. The Board shall from time to time determine the amounts payable and the time of payment of subscriptions, joining fees and other dues from the different categories of Member.

Re-election

- 16. All Members other than Honorary Life Members shall be subject to re-election by the Board annually for which purpose the Board shall hold a meeting in February of each year and any member who shall not then be re-elected shall cease to be a Member at the end of the Membership year. In the event of a Member not being re-elected he shall be informed of the fact but no explanation shall be given.

Outstanding Subscriptions

- 17. If any Member shall fail to pay the outstanding subscription payable by him within two weeks after the same becomes due his name may be posted up in a public room of the Club and notice of such payment shall be given to him by the Secretary and if the same be not paid within one month after becoming due the defaulter shall cease to be a member of the Club unless the Board otherwise decides.

Contracting

- 18. Subject to the provision of Article 2.1 no Member shall be prohibited from contracting with the Club either as employee vendor purchaser or otherwise nor shall any such contract or any contract or arrangement be entered into by or on behalf of the Club in which any Member shall in any way be interested be avoided nor shall any Member so contracting or being so interested be liable to account to the club for any profit realised by such contract or arrangement.

EXPULSION

Misrepresentation

- 19. If any of the particulars contained in any application for membership any misrepresentation shall be made which in the opinion of the Board is material and willful the Board shall if the candidate has been elected expel him from membership and whether such candidate has been elected or not he shall for ever after be ineligible for election and in admissible as a visitor. If such willful and/or material misrepresentation in the application form has been made by the proposer and/or seconder the Board shall have the right to expel the offender or offenders who shall forever after be ineligible for membership.

Use of Club Address

- 20. A Member is not permitted to use the Club as a business address nor to allow his name to appear as a party in any legal proceedings as of the Club address nor to allow himself to be described as of the Club address in any legal document. Any violation of this rule shall render the offender liable to expulsion.

Discipline

- 21. Any member who causes or participates in an incident involving physical or verbal abuse at an occasion organized by the Club or at which the Club is represented, will be subject to an immediate suspension of membership. A disciplinary hearing committee, convened by the Board, at the earliest convenient time after the incident, will report their findings to the Board. The Board will decide on the final disciplinary action to be taken and inform the members in writing.

Misbehaviour

- 22. If any Member (whether within or out of the Club premises) shall behave in a manner which in the opinion of the Board or any twenty Ordinary Members who shall certify the same in writing to the Secretary be injurious to the character reputation and interest of the Club or shall be in breach of the rules of Articles 19 or 20 or other Articles or bye-laws then the Board may after giving such Member an opportunity of explaining his conduct by a resolution supported by three fourths of those present and voting either:
 - (a) except in the case of a breach of Article 19 suspend the Member guilty of such conduct from all the rights and privileges of membership and from participation in any club activities for a period not exceeding six months or

- (b) expel such Member from the Club. In the event of a Member being suspended or expelled the Board may cause a notice stating the fact to be posted up in a public room of the Club.

Termination of Membership

23. A Member shall cease to be a member of the Club:
- on signifying his resignation in writing to the Secretary
 - on his death
 - at the end of the membership year unless re-elected under Article 16
 - on failing to pay his subscription in accordance with Article 19
 - on being expelled under Article 21
24. Any Member who for any reason whatsoever ceases to be a Member of the Club after moneys have become due from him to the Club (whether for subscriptions or otherwise) shall nevertheless remain liable to pay the same to the Club.

GENERAL MEETINGS

25. The Club shall hold general meetings of which one in each year shall be the Annual General Meeting and the other shall be Extraordinary General Meetings and the notice convening any meeting shall specify it as an Annual General Meeting or an Extraordinary General Meeting.
26. The Annual General Meeting shall be held at such time and place as the Board shall appoint but not more than fifteen months shall elapse between the date of one Annual General Meeting and the next.

Annual General Meeting

27. The business to be transacted at the Annual General Meeting shall be:
- to receive and if thought fit approve the Report of the Directors
to receive and if thought fit to approve the Annual Accounts
- to elect directors
to elect auditors
 - to consider and if thought fit to adopt such resolutions as may have been tabled by the Board and specified in the notice convening the meeting.
 - To consider and if thought fit to adopt such resolutions as may have been submitted by not less than two Ordinary Members and/or Honorary Life Members in writing to the Secretary not less than thirty clear days before the date of the Annual General Meeting and specified in the notice convening the meeting.
No other business may be transacted except with the permission of the Chairman of the meeting and the agreement of two thirds of those present.

Extraordinary General Meeting

28. An Extraordinary General Meeting of the Club shall be convened by the Secretary within seven clear days of his receiving either
- an instruction from the Board or
 - a requisition signed by not less than five directors or not less than twenty Honorary Life Members and/or Ordinary Members or one-fifth of the total number of such Members whichever shall be the less.
Such instruction or requisition shall be valid only if it contains notice of motion and such motion shall be the only business to come before the meeting and the Secretary shall post up any such requisition in a public room of the Club.
29. If the Secretary fails to convene the requisitioned Extraordinary General Meeting within twenty clear days from the date of receiving the requisition the signatories to the requisition or a majority of them may nominate one of their number to do so on behalf of the Secretary in such manner as the Secretary normally convenes meetings but such meetings must be held within ninety days of the date of the requisition.
30. The members signing a requisition convening a General Meeting shall be liable to pay the cost of such a Meeting unless the members present at that meeting resolve to the contrary or as the Act may otherwise provide.

Notice of General Meetings

31. All General Meetings shall be convened by not less than twenty one clear days notice in writing and such notice shall specify the place and the day and the hour of the Meeting and the business to be transacted and such notice shall be posted to all Honorary Life Members, Corporate Members and Ordinary Members but the accidental omission to give notice to any Member shall not invalidate the proceedings of any such Meeting.
32. No business shall be transacted at any General Meeting unless a quorum of thirty Members entitled to vote is present in person at the time when the Meeting proceeds to business.
33. If within thirty minutes from the time appointed for the Meeting a quorum is not present the meeting shall be cancelled if convened by a requisition in accordance with Article 27(b) and shall be adjourned for one week if otherwise convened.

Chairmanship

34. The President shall preside as Chairman at every General Meeting of the Club. If at any Meeting he is not present within fifteen minutes after the time appointed for holding the Meeting or is unwilling to act as Chairman the Vice-President shall act as Chairman of the Meeting. If neither is present or willing to act within twenty minutes of the time appointed for holding the Meeting the Members present shall choose one of their number to act as Chairman of the Meeting.
35. The Chairman may with the consent of any Meeting at which a quorum is present and shall if so directed by the Meeting adjourn the Meeting from time to time and place to place but no business may be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. It shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned Meeting.

Procedures

36. At any General Meeting
- 36.1 A motion other than for the election of an Officer or Director shall be decided on a show of hands of those present and eligible to vote unless a poll is demanded before or immediately after the declaration of the result of the show of hands by at least five of those present and eligible to vote and unless a poll is so demanded a declaration by the Chairman that a motion has on a show of hands been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the minute Book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded for or against the motion.
- 36.2 If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the results of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- 36.3 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 or casting vote.
- 36.4 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken at such time as the Chairman of the Meeting directs.
- 36.5 Each Member shall have one vote and no more and no proxies shall be allowed.
- 36.6 No Member shall be entitled to vote at any Meeting of the Club unless all moneys due from him to the Club in respect of subscriptions or otherwise have been paid.

BOARD OF DIRECTORS

Constitution

37. The Board shall consist of Officers appointed in accordance with Article 42 together with six members elected in accordance with Article 43 and not more than three members co-opted in accordance with Article 44. No person shall be appointed or elected to the Board who is not an Ordinary Member or Honorary Life Member.
38. Those persons serving as elected members of the General Committee at the time of the adoption of these Articles shall be deemed to have been elected under the terms of these Articles.

Remuneration

39. The Members of the Board shall be the Directors of the Company within the meaning of the Act. No Director shall receive any remuneration for his services in discharging his duties as an Officer or as a member of the Board but may be paid reasonable travel and out-of-pocket expenses incurred in the business of the Club subject to approval of the Board.

Termination of Office

40. Any Director shall cease to be a Director or hold any office
- (a) on signifying his resignation in writing to the Secretary
 - (b) on his death or bankruptcy
 - (c) on ceasing to be an Ordinary Member or Honorary Life Member
 - (d) on failing to attend six consecutive meetings of the Board without leave of the Board.

Contracting

41. Subject to provision of Article 2.2
- (1) No Member of the Board shall be disqualified by his office from contracting with the Club either as a vendor purchaser or otherwise nor shall any such contract or arrangement entered into by or on behalf of the Club which any Director shall in any way be interested by avoided nor shall any such Director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason of such Director holding office or of the fiduciary relation thereby established.
 - (2) Any Director having any such interest must disclose the nature of the interest at the meeting of the Board or of any committee at which the contract or arrangement is agreed if his interest then exists or in any other case at the first such meeting after the acquisition of his interest.

Conflict of Interest

42. No Director shall vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he do so vote his vote shall not be counted. This prohibition shall not apply to any contract by or on behalf of the Club to give to the Board or any member thereof any security for advances or by way of indemnity or to a settlement or set-off of cross-claims. This prohibition may be suspended or relaxed at any time or to any extent by resolution of a General Meeting.

OFFICERS

43. The conditions of service for Officers of the Club shall be as follows:
- (1) The Officers of the Club shall initially be the Commodore, Vice Commodore, three Rear Commodores and Treasurer. The number of Officers may be varied by a majority decision of the existing Officers of the Club as may have been appointed from time to time. Any such changes to be ratified at the next AGM by a majority vote of the members attending at that meeting.
 - (2) All Officers shall be elected by a ballot at an Annual General Meeting to hold office until the next Annual General Meeting but no officer shall be eligible to serve more than three consecutive terms of office in the same position.
 - (3) The Board shall nominate candidates for election as Officers at least sixty days before the Annual General Meeting and no other candidates shall be eligible unless a nomination in writing signed by the candidate and not less than twenty supporters who are themselves Ordinary Members or Honorary Life Members is received by the Secretary not less than thirty days before the Annual General Meeting. Any such nomination shall be posted up by the Secretary in a public room of the Club.
 - (4) If any office shall fall vacant during the year the Board may elect one of their number to act in that office until the next Annual General Meeting and the Officer so elected shall be described as "Acting".
 - (5) The Board may nominate candidates for election by the Annual General Meeting as Honorary Officers such as Admiral Vice-Admirals President Vice-Presidents and others as it may think fit but such Honorary Officers shall not hereby become members of the Board.

DIRECTORS

44. The conditions of service for Directors of the Club shall be as follows:
- (1) The Annual General Meeting shall elect Directors by ballot to the Board to fill any vacancies and those elected shall hold office for three years subject to the provisions of para 43 (3) below and other relevant Articles.
 - (2) Any Ordinary Member or Honorary Life Member shall be eligible for election at an Annual General Meeting so long as a nomination in writing signed by the candidate and by two supporters who are themselves Ordinary Members or Honorary Life Members is received by the Secretary not less than thirty days before the Annual General Meeting. Any such nomination shall be posted up by the Secretary in a public place of the Club.
 - (3) If at any Annual General Meeting the number of vacancies for elected members shall be less than two then further elected members shall retire from the Board to create a total of two vacancies. The Members so to retire shall be those who have been longest in office since their election but as between Directors elected on the same day those to retire shall be those who received fewest votes or if there were no votes taken shall (unless otherwise agreed among themselves) be determined by the Board by ballot.
 - (4) If for any reason an elected Director ceases to hold office during the year the Board may appoint any Ordinary Member to fill that vacancy until the next Annual General Meeting.
 - (5) Any retiring member of the Board is eligible for re-election.
 - (6) Any serving Director who has served for less than three years and who has been nominated by the Board for election as an Officer but who fails to be so elected at the Annual General Meeting shall continue to serve as a Director for the remainder of his term subject to the provisions of para 43 (3) above.
45. At any time during the year the Board may co-opt by a vote of two thirds of those present additional Directors subject to the number so co-opted not exceeding three. Such Directors shall hold office only until the next Annual General Meeting.

PROCEEDINGS OF THE BOARD

Procedures

46. The Board may regulate its meetings and its procedures as it thinks fit subject to the provisions of these Articles and in particular to the following:

- (1) Except where a qualified majority is specified in these Articles or a ballot is required all questions arising at any Meeting of the Board shall be determined by a simple majority of those present and voting and in the case of an equality of votes the Chairman shall have a second or casting vote.
- (2) Unless and until otherwise resolved by the Board the quorum necessary for the transaction of the business of the Board shall be seven.
- (3) The Secretary shall if so required by seven Directors summon a Meeting of the Board.
- (4) The continuing Directors may act notwithstanding any vacancies on the Board.

Chairmanship

47. The Commodore of the Club shall act as Chairman of the Board and the Vice-Commodore as Vice- Chairman but should either be unable or unwilling so to act the Board may appoint another Director as Chairman. Should the Chairman not be present at a meeting within five minutes of the time appointed for the opening of that Meeting those present may appoint one of their number to act as Chairman of that Meeting.

COMMITTEES

48. The Board may appoint committees consisting of such of its members as it thinks fit to undertake such tasks and to exercise such powers as the Board may delegate subject to the provisions of Article 2 (c) and to the following provisions.
 - (1) The Board shall nominate the Chairmen of such committees and may require the Chairmen so appointed to report on the activities of the committees at Board meetings.
 - (2) The Chairman and Vice-Chairman of the Board shall be ex officio members of any committee of the Board.
 - (3) Such committees may co-opt any Member of the Club to serve subject to the approval of the Board.
 - (4) Such committees shall at all times be subject to the authority and direction of the Board.
 - (5) Such committees shall cease to exist at the next Annual General Meeting.
49. No act done by any Meeting of the Board or of any committee appointed by the Board or by any person acting as an officer of the Club or as a member of the Board or of any Committee shall become invalid by virtue of its being afterwards discovered that there was some defect in the appointment of any member of such Board or Committee or any person acting as aforesaid or that any of them were disqualified.
50. A resolution in writing signed by all Members of the Board or of any Committee appointed by the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or such Committee duly called and constituted.

POWERS AND DUTIES OF THE BOARD

Management

51. The business of the Club shall be managed by the Board which may exercise all such powers of the Club as are not required by the Act or any statutory modification thereto or by these Articles to be exercised by the Club in General Meeting.

Minutes

52. The Board shall cause minutes to be made in books provided for that purpose for all General Meetings, Board Meetings and Committee Meetings showing

- (1) the names of the Directors present at each Meeting
- (2) all appointments of Officers or Directors of the Club
- (3) all resolutions and proceedings of such Meetings.

Any such minute of any such Meeting if purporting to be signed by the Chairman of such Meeting or by the Chairman of the next succeeding Meeting shall be prima facie evidence of the matters stated in such minutes.

Financial Control

53. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for monies paid to the Club shall be signed drawn receipted endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time determine.
54. The Board may from time to time at its discretion raise or borrow or secure the payment of any sum of money for the purposes of the Club in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of debentures or debenture stock of the Club charged upon all or any part of the property of the Club (both present and future).
55. The Board shall cause a proper Register to be kept in accordance with Section 101 of the Act of all mortgages and charges specifically affecting the property of the Club and shall duly comply with the requirements of Section 95 of the Act in regard to the registration of mortgages and charges or otherwise.

THE SECRETARY

56. The Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and the Board may terminate any such appointment.

PROFITS AND DISSOLUTION

Profits

57. The profits of the Club when so ever derived shall be applied solely towards the benefit of the Club or otherwise in the promotion of the objects of the Club as set forth in the Memorandum of Association and no portion thereof shall be paid by way of dividend or bonus to the Members of the Club.

Dissolution

58. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the Members of the Club but shall be given or transferred to such other institution having objectives similar to those of the Club or failing such to such charitable purposes as the Members may in General Meeting determine subject to the provisions of the Act and of the Licensing Acts.

ACCOUNTS

59. The Board shall cause the true accounts to be kept of all monies received and expended by the Club and the matters in respect of which receipt and expenditure takes place and of the assets and liabilities of the Club.
60. The books of account shall be kept at such place as may be determined from time to time by the Board or by a resolution of a General Meeting and shall always be open to inspection by any Member of the Board.
61. Members of the Club shall have no rights of inspection of the books of account except as conferred by statute or as determined by the Board or by a resolution of a General Meeting.
62. At every Annual General Meeting the Board shall present a profit and loss account for the preceding year together with a balance sheet of the Club's assets and liabilities and a report of the state of affairs of the Club and copies of these documents shall be posed up in a public room of the Club not less than ten days before the Meeting.

AUDIT

62. Auditors shall be appointed and their duties regulated in accordance with the Act or any statutory modification thereof for the time being in force and for this purpose the said provisions shall have effect as if the word "Member" were substitutes for the word "Shareholder".

BYE-LAWS

64. The Board may make alter or repeal such bye-laws as it may deem necessary or convenient for the proper management of the Club and in particular but not exclusively it may by such bye-law regulate
- (a) the times of opening and closing any part of the premises of the Club
 - (b) the terms as to subscriptions joining fees and other payments or otherwise from Members for participation in the benefit of any of the privileges of the Club and the use or supply to any Member of any of the property of the Club.
 - (c) the admission of visitors to the premises and privileges of the Club
 - (d) the rules to be observed by Members of visitors on the Club premises
 - (e) the prohibition or permission of particular games on the Club premises
 - (f) the conduct of Members of the Club in relation to one another and to employees of the Club
 - (g) the setting aside of any part of the Club premises for particular purposes.
 - (h) The imposition of penalties for the breach of any bye-law or any of these Articles
 - (i) Generally all such matters as are commonly the subject of Club rules.
65. All bye-laws shall have regard to the provisions of Article 2 and no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association and any bye-law at any time be repealed by resolution of a General Meeting but such repeal shall not be retrospective.
66. All bye-laws made under Article 63 shall while they are in force be binding upon all Members of the Club and the Board shall adopt such means as it deems sufficient to bring to the notice of the Members of the Club all such bye-laws and all amendments and repeals thereof.
67. The Secretary shall keep a book containing the bye-laws for the time being in force signed by him and shall verify by his signature any alteration from time to time made therein and record the date of the Meeting at which the alteration was made and such book shall be prima facie evidence of the bye-laws.

NOTICES

68. A notice may be given as required by these Articles or by the Act or by any bye-laws either personally by the Secretary or by sending it by post to his registered address in the United Kingdom as he may have supplied to the Club if no such address has been given by positing up such notice in a public room of the Club.
69. No member shall be entitled to have notices or other communications from the Secretary sent to an address outside the United Kingdom.
70. Where a notice
- (a) is sent by post it shall be conclusively deemed to be served by properly addressing prepaying and posting a letter containing the notice and to have been effected three days later in the case of first class post or seven days later in the case of second class post. The Secretary's post book shall be accepted as sufficient evidence of the posting of notices.
 - (b) is posted up in the Club it shall be conclusively deemed to be seven days after posting.