

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum

and

Articles of Association

of

THE VARNE BOAT CLUB LIMITED

Incorporated the 6th day of September, 1977

CERTIFICATE OF INCORPORATION

No. 1328956

I hereby certify that THE VARNE BOAT CLUB LIMITED is this day incorporated
under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 6th September 1977.

D. A. PENDLEBURY
Assistant Registrar of Companies

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EXPLANATORY NOTES:

- (1) All references to the Honorary Secretary and Honorary Treasurer in the Memorandum and Articles of Association will also mean the Company Secretary and Company Treasurer.
- (2) Responsibilities of Directors (Section 27) is an extract from Company Law and is included for the guidance of Directors of The Varne Boat Club Ltd. and for the information of Members.
- (3) Disciplinary Procedure. Refer to the following Sections :-
7 (A) to (F). 13 (H) and (I). 18 (A), (B), (C), (E), (F) and (H)

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

OF

THE VARNE BOAT CLUB LIMITED

1. The name of the Company (hereinafter called “the Club”) is “The Varne Boat Club Limited”.
2. The Registered Office of the Club will be situate in England.
3. The objects for which the Club is established are :-
 - (A) To promote all branches of power boating, yachting, sailing, skiing, fishing and other land and water sports which may be beneficial to the Club.
 - (B) To further the interests of, to participate in and to organise competitions and other events in the sports of power boating, yachting, skiing, fishing and any other land and water sports and generally to organise social and other events.
 - (C) To acquire the assets and any liabilities of the unincorporated association known as “VARNE BOAT CLUB” including the lease held by Varne Boat Club of its clubhouse, dinghy park, car park and premises at The Coast Drive, Greatstone, Kent and to maintain such premises as a clubhouse for the use of Members of the Club.
 - (D) To acquire, purchase, lease or otherwise obtain the use of other lands, buildings, tenements or property and to erect structures, buildings and storage facilities such as may be deemed by the Club likely to advance or benefit either directly or indirectly the interests of the Club.
 - (E) To manage, improve and maintain all or any part of the lands, buildings, tenements and any property of the Club, and to demise, underlet, exchange, sell or otherwise deal with and dispose of the same, either together or in portions, for such considerations as the Club may think fit, whether for shares, debentures or securities of any company purchasing the same.
 - (F) To hire, acquire, purchase and maintain or sell and otherwise dispose of boats, craft, pontoons, jetties, ramps, motors, engines, vehicles, furnishings, materials, tools, implements, components and equipment of every description which may be required for or used in connection with the activities of the Club and any land and premises of the Club and any access to and from the Club.
 - (G) To acquire, buy, prepare, make, supply or sell, deal in or dispose of all kinds of fuel and apparatus used in connection with the activities of the Club and all kinds of liquors, victuals, foods, drinks, provisions and refreshments required or used by the Members of the Club or other persons frequenting the Clubhouse or premises of the Club.
 - (H) To hire contractors and to employ all classes of persons considered necessary for the purposes of the Club and to remunerate them for services rendered to the Club and to make contributions towards insurance, pensions and any other funds for the benefit of any persons employed by the Club.
 - (I) To promote and hold, either alone or jointly with any other association, club or persons, meetings, races, regattas and matches for the several activities of the Club and to offer, give or contribute towards prizes and awards therefor, to promote, give or support dinners, balls, lectures and other entertainments.

- (J) To ensure that any payments, other than for goods and services, are only made to charities or registered CASCs.
 - (K) To invest and deal with the moneys of the Club not immediately required upon such securities and to such a manner as may from time to time be determined.
 - (L) To repay or refund bonds and loans made to the unincorporated association known as “Varne Boat Club” at such times and in such manner as is agreed.
 - (M) To borrow or raise loans, mortgages, debentures and to give security for money by the issue of bonds, debentures, debenture stock, bills of exchange and promissory notes or to give other securities of the Club by mortgage or charge upon all or any part of the property of the Club or by bank borrowing secured or otherwise.
 - (N) To act as Trustee for the Members of the Club and as such Trustees to receive and hold money in trust for them and therewith to purchase, hold in trust for and purchase, acquire and supply land, property, chattels and equipment for the use of the Club and other things.
 - (O) To obtain, hold or renew such licences, leases, agreements and permits as are required or may be used by or for the benefit of the Club.
 - (P) To recover any debts due to the Club, by formal demand or proceedings.
 - (Q) To enter into agreements, contracts and other arrangements such as is considered necessary and to give indemnities and guarantees to Members and other persons or corporations as is necessary or beneficial to the Club.
 - (R) To do all such other lawful things as are beneficial to the Club or the attainment of the above objects or any of them.
4. To apply solely towards promoting the objects of the Club, the income and property of the Club and no part thereof shall be paid or transferred, directly or indirectly, whether by way of a dividend, bonus or otherwise, to Members of the Club, provided that it shall not prevent any payment in good faith by the Club in respect of reasonable and proper remuneration to any Member, Officer or servant of the Club for any goods or materials supplied and/or services rendered to the Club; or the payment of reasonable and proper out of pocket expenses of any Member, Section and Committee on behalf of the Club or in connection with promoting the above objects or the business or any other activity of the Club; or where interest is payable on money lent by a Member of the Club. Such interest shall not exceed the Bank Rates in being during the life of the loan.
5. The liability of Members is limited.
6. Every Member of the Club undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Member or within one year afterwards for payment of the debts and liabilities of the Club 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 contributories among themselves, such amount as may be required, not exceeding £2.
7. In the event of the dissolution of the Club, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the Members of the Club but shall be given to one or more of the following sporting or charitable bodies:
- (1) A registered charitable organisation(s).
 - (2) Another club which is a registered CASC.
 - (3) The sports national governing body for use by them for related community sports.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of the Memorandum of Association.

Names, Addresses and Descriptions of Subscribers:

JULIUS E. SLEAP
Greenacres,
New Romney, Kent.
Company Director

WALTER NEALE
St. Cathonlanes,
Broxbourne, Herts.
Company Director

ALFRED JEFFREE
"Lynrie"
Bearstead, Kent
Garage Proprietor

HARRY F. SLADE
Coast Drive
Greatstone, Kent
Guesthouse Proprietor

JOHN KENNETH BOARDMAN
Varne Ridge
Littlestone, Kent
Company Director

BERNARD MULLER
58 The Parade
Greatstone, Kent
Company Director

T. P. HOLMES
60 Meehan Road
Greatstone, Kent
Retired

RICHARD JAMES WHITTINGTON
50 Lingley Drive
Frindsbury,
Strood, Kent
Company Director

DATED the 11th day of June 1977.

WITNESS to all the above Signatures:

G. V. BLANFIELD
47 Swakeleys Drive
Ickenham
Teacher

THE COMPANIES ACT 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION
OF
THE VARNE BOAT CLUB LIMITED

In these Articles of Association : -

1. (A) "The Club" shall mean THE VARNE BOAT CLUB LIMITED.
- (B) "The Old Club" shall mean the unincorporated association known as VARNE BOAT CLUB.
- (C) "The Rules" shall mean these Articles of Association. The activities of Members of the Club shall be governed by these Rules and Byelaws of the Club.
- (D) "Single Member" means any Member who has attained the age of 18 years (before the beginning of a year, i.e. 1st January of a year) and does not qualify as a Family Member.
- (E) "Family Member" means the Member and his or her partner and includes any child of either or both of them who has not attained the age of 16 years.
- (F) "Crew Member" means any person specifically elected to such Membership by the Club Committee who may enjoy the water sport activities only when accompanied by a full Member of the Club. Crew Membership is not available for participation in Sandyachting, Parakarting or Jet Skiing (Personal Watercraft) or similar craft or vehicle
- (G) "Non-Boating Member" means any former Member of the Membership Classes (D), (E) and (F) above who has been a Member continuously for five years or more of Classes (D), (E) and (F) and who rests from the sporting activities of the Club which, in the case of a former Family Member, includes his or her partner. N.B. Classes of Member (D) to (G) inclusive and (L) are deemed to be full Members of the Club.
- (H) "Junior Member" means the child of a Family Member who has attained the age of 16 but not 18 years (before the beginning of a year, i.e. 1st of January of a year).
- (I) "Cadet Member" means a minor who has not attained the age of 18 years before the beginning of a year, i.e. 1st of January of a year and who is not the child of any of the foregoing Classes of Member and may include any person over the age of 18 who is then in full-time education.
- (J) "Temporary Member" means any person or other club authorised in writing by the Club Committee to use specified facilities of the Club for a specified duration not exceeding 56 days in one calendar year. "Temporary Member" also means any other club or person such as entrant and/or competitor and their families and assistants invited to events organised by or held in connection with the activities of the Club.
- (K) "Honorary Member" means any person holding the office of Company Secretary or Treasurer and any other person so designated to such Membership by the Club Committee for a specified time.
- (L) "Honorary Life Member" means the present holders of such Membership and any other person elected to such Membership for life at an Annual General Meeting of the Club in

recognition of services to the Club and/or its Members generally. Honorary Life Member may include both partners of a Family Member.

2. The Burgee of the Club shall consist of a representation of the “Varne Lightship” in red or black on a triangular background in yellow or gold edged in red or black.

MEMBERSHIP

3. The number of Members with which the Club proposes to be registered is unlimited.
4. All persons who are interested in and will engage in the sports and associated activities of the Club will be eligible for Membership.
5. (A) The first Members of the Club shall be the subscribers to the Memorandum of Association and every person who with effect from 1st January 1977 was a Member of the old Club and who shall consent to become a Member of the Club.

(B) Any candidate for Membership shall complete a form with such particulars as the Club Committee shall require. The said Committee may waive these requirements in respect of any former Member or any candidate applying to become a Temporary Member as, for example, entrants and competitors and their families invited to events organised by or involving the Club.

(C) A candidate for Membership has no privileges whatsoever in relation to the use of the Club, its premises and facilities prior to election and for two days after election, but may thereafter enjoy the privileges of the class of Membership to which the Member has been admitted, subject to the limitations of probationary membership.

(D) Election of a Member shall be by way of a simple majority of the Members of the Club Committee present, but the said Committee may waive this requirement when electing a Temporary Member. All persons except Honorary Members, Life Honorary Members and Temporary Members admitted to the privileges of Membership shall be probationers in the class of Membership selected for a period not exceeding 12 months.

Probationers have no voting rights and shall not be eligible for Officer of the Day duty or for election to the Club Committee. The requirement for a period of probationary membership may be waived by the Club Committee in exceptional circumstances.

(E) Every Member shall advise the Honorary Secretary of any changes of address or any changes in status which may affect the Member’s Membership of the Club.

(F) The Club Committee may in its discretion admit as a Single Member a person whose partner and child or children, if any, do not participate in the sports activities of the Club.

(G) The Club Committee may decline or delay any application for Membership and establish a waiting list.

(H) Every craft and every Member using the Club’s water sport facilities must be adequately insured for the purpose for which the craft will be used and the user of the facilities aforesaid must comply with the Rules and Byelaws and any other requirements of the Club. The Club and any Officer of the Club is entitled to refuse water sports facilities and any of them to anyone not complying with the requirements of the Club.

(I) Every Member or guest of a Member operating a Sandyacht, Parakart or similar vehicle using the beach recognised to be within the area of responsibility of the Club must be adequately insured and must comply with the Rules and Byelaws of the Club and any Public Authority. The Club and any Officer of the Club may refuse access to the beach from the Club premises to anyone not complying with the requirements of the Club.

- (J) Members shall furnish evidence of being adequately insured when demanded by the Membership Secretary of the Club, the Officer of the Day or any Member of the Club Committee.
 - (K) All Members of the Club will receive windscreen stickers and any road vehicle not displaying a current windscreen sticker may be refused entry to the Club premises and shall not be entitled to park on the premises of and occupied by the Club.
 - (L) Membership of the Club shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs, or of age, sex or disability, except where the particular disability of a person may preclude active participation in any of the sports activities of the Club.
 - (M) The Club may refuse Membership or expel from Membership only for good and sufficient cause, such as conduct or character likely to bring the Club or sport into disrepute. Appeal against such decisions may be made to the Club Membership and shall be decided by a majority vote.
- 6.
- (A) Each full Member of the Club shall be entitled to vote and shall be eligible for election to the Club Committee, subject to the limitations of probationary membership.
 - (B) Each full Member of the Club may enjoy all privileges of Membership and when called upon shall perform any duty for the Club and discharge that duty to the satisfaction of the Club Committee, subject to the limitations of probationary membership.
 - (C) Non-Boating and Honorary Members may enjoy the facilities of the Clubhouse, Club premises and Club car park, but not the water sports facilities.
 - (D) Any Temporary Member may be authorised to use some or all of the facilities of the Club, but shall have no voting rights and cannot be elected to the Club Committee.
 - (E) Any Member where Membership has been declared dormant by the Club Committee for any period provided that it does not exceed two years is entitled to limited privileges of Membership such as the Club Committee may indicate, but in any event may not vote or be eligible for election to the Club Committee during dormancy.
- 7.
- (A) Every Member of the Club undertakes to comply with the Rules, Byelaws, Code of Conduct, Customs and Usages of the Club.
 - (B) Any breach of the requirements in the preceding paragraph or any refusal, neglect or conduct which in the opinion of the Club Committee is unworthy of a Member or injurious to the interests of the Club may render the Member liable to suspension or expulsion.
 - (C) The Disciplinary Committee of the Club shall investigate matters of discipline, breach of Rules and/or Byelaws involving a Member or Members and report to the Club Committee. Any Member or Members liable to suspension or expulsion may be required to attend the Club Committee to give explanations and to respond to any allegation or allegations. Any Flag Officer of the Club or Members of the Club Committee or the Officer of the Day may suspend a Member or Members with immediate effect pending further investigations and decisions of the Disciplinary Committee and/or the Club Committee.
 - (D) Any vote on a motion for suspension or expulsion shall be carried only if not less than two-thirds of the Members of the Club Committee present vote in favour of the suspension or expulsion.
 - (E) Any Member expelled by the Club Committee has the right to appeal to an Extraordinary General Meeting of the Club called for that purpose, at which two-thirds of the Members present may either uphold or reverse the Club Committee's decision.

- (F) Any complaint or allegation which may be dealt with under the provision of this Rule shall, whenever possible, be submitted in writing to the Honorary Secretary of the Club, who shall first place it before the Disciplinary Committee for consideration and/or a decision. Any complaint or allegation which requires immediate attention shall be placed before the Senior Club Committee Member present, who will take the appropriate action in accordance with Rule 7 (C), Page 7.
- (G) Any decision or notice in writing to be posted by first class mail to the last known address of that Member and shall be deemed to have been received the following day.

FEES AND SUBSCRIPTIONS

- 8. The Annual General Meeting of the Club shall each year determine the amount of the joining and re-joining fees or waive such fees for the ensuing financial year of the Club. Any prospective Member joining the Club immediately after election shall pay a joining fee, if any, such as an Annual General Meeting or Extraordinary General Meeting shall have determined.
- 9. (A) All Members except Honorary Members and Life Honorary Members and Temporary Members or the Members of dormant Memberships shall pay on the 1st January of the year the annual subscription approved by a previous Annual General Meeting or Extraordinary General Meeting of the Club. A Membership shall deem to have lapsed and all privileges removed if fees due on the 1st January are not paid by the 31st March of that year. A re-joining fee will have to be paid as well as the due Membership fee for the person to be restored as a fully paid-up Club Member with all privileges.

The annual subscription of a new Member is payable immediately on election but if it remains unpaid for a month the Membership is deemed to have lapsed. A new Member shall pay a proportion of the annual subscription pro rata to the unexpired portion of the Club year. A former Member of the Club cannot apply for Membership as if he were a new Member.

Any former Member of the Club who has used the water sports facilities of the Club during a year whose Membership fees remain unpaid after the 31st March remains liable to pay the annual subscription and any other dues.

A Full Member may apply to the Committee to have his Membership declared dormant in any one year, providing his/her request reaches the Committee by the 31st March of that year. Membership may be reinstated on payment of the annual fee.

Any Non-Boating Member (refer 1G) may be restored to the privileges of Full Membership on payment of the current annual subscription after giving credit for any other annual subscription paid by the Member in the year.

Any Junior Member and Cadet Member who is entitled to become either a Single Member or a Family Member shall, on being transferred to such Membership, pay the annual subscription applicable after giving credit for any annual subscription paid by or for the Member in the year.

- (B) Any Temporary Member shall pay a subscription as directed by the Club Committee as a condition of such Membership, but the Club Committee may vary or waive any such subscription.
- (C) Any Member or former Member of the Club shall remain liable to the Club for any loss or damage arising from any omission or negligence or act of a Member or his/her or their guest(s). Such liability shall be unlimited and shall remain the liability of the Member until discharged.

GUESTS AND VISITORS

10. Guests of a Member and visitors to the Club shall not have the right to park any vehicle or craft on land used or occupied by the Club nor on the adjacent land occupied by the Royal National Lifeboat Institution but on paying the appropriate fee and on complying with the insurance and safety requirements of the Club, may launch craft provided that any launching or retrieving vehicle is driven by a Member of the Club. Visitors and guests may use other facilities of the Club subject to any conditions imposed by the Club Committee. Liability for damages arising from omissions or negligence or any act of a visitor and guest shall be unlimited.

The Club Committee may, as is considered necessary, limit the number of guests, the frequency of the visits of a guest or otherwise vary or restrict the use of the Club facilities and premises. The names and addresses of all guests shall each day be entered in the book provided by the Club for that purpose.

OFFICERS OF THE CLUB

11. The Officers of the Club shall consist of the President, Honorary Secretary, Honorary Treasurer and the Flag Officers of the Club, namely the Commodore, Vice-Commodore and Rear-Commodore. The House-Chairman, Bo'sun and a Captain or Chairman of each Section of the Club shall also be Officers of the Club. All Officers may attend the Meetings of the Club Committee.

OFFICERS OF THE COMPANY

12. (A) The Directors of the Company and the Honorary Secretary and the Honorary Treasurer shall be the Officers of the Company and the person holding the office of Commodore shall, whenever possible, be a Director and the Chairman of the Board of Directors and shall have the casting vote in the event of a tie.
- (B) In the absence of the Chairman of the Board the holder of the office of next senior Flag Officer and Director shall whenever possible be the Chairman at a meeting of the Directors and shall have the casting vote in the event of a tie.
- (C) Subject to being suitably qualified and subject to 12(D) below each Director and the Honorary Secretary and Honorary Treasurer shall wherever possible be Members of the Club Committee.
- (D) In the event of a Member of the Club Committee not wishing to hold office as a Director or Honorary Secretary or Honorary Treasurer the Club Committee may appoint a suitably qualified Member of the Club to be a Director or Honorary Treasurer or Honorary Secretary. The person so appointed may attend Meetings of the Club Committee but may vote only at Meetings of the Directors. Any person invited to join the Club Committee as provided for in 13(D) may also be appointed Director and/or Honorary Treasurer or Honorary Secretary.
- (E) Three Directors present at a Meeting of the Directors shall form a quorum. Reasonable prior notice of any such meeting shall be given to all Directors and the Honorary Treasurer and the Honorary Secretary.

CLUB COMMITTEE

13. (A) The Club Committee shall manage, control and regulate the business of the Club subject to Rule 13(K) and every other activity of the Club and all Sections. Members and all other Committees of the Club are subordinate to the Club Committee.
- (B) The Club Committee shall consist of the Honorary Secretary, Honorary Treasurer and full Members of the Club who have been elected at a previous Annual General Meeting. The Club Committee may co-opt for a year suitably qualified Members of the Club to assist them. At the discretion of the Committee the co-opted Member or Members may be given full voting rights.

- (C) All Officers, but not the President, Honorary Secretary and Honorary Treasurer, are selected from the elected Members of the Club Committee. Any section, interest and any other Committee of the Club may be represented on the Club Committee by one or more of the Members of the Club Committee who have voting rights.
- (D) In the event of a resignation, continued absence or death of a Member of the Club Committee the said Committee may invite a Member of the Club to fill the vacancy until the end of the year or until a Member can be elected to the Club Committee at an Extraordinary General Meeting of the Club. Any Member so elected shall have full voting rights on the Club Committee.
- (E) The Honorary Secretary shall notify all persons entitled to attend a meeting of the Club Committee verbally or by handing to the Member or by dispatching to the Member's last known address notice thereof not less than 7 clear days before the day of such a meeting.

Any notices posted to a Member's last known address by pre-paid first class mail are deemed to have been given to and received by the Member on the day following the posting thereof and any notices by way of pre-paid second class mail are deemed to have been given to and received by the Member on the second day after the day of posting.

- (F) The Senior Flag Officer present will be the Chairman of any Meeting of the Club Committee and shall have the casting vote in the event of a tie. In the absence of a Flag Officer the Club Committee may approve a Chairman for the Meeting.
- (G) Six Members of the Committee form a quorum at a Meeting of the Club Committee.
- (H) The Rules of the Club may be interpreted by the Club Committee, which shall also decide disputes of every description, including disputes affecting the Rules, Byelaws, Code of Conduct and any other requirement or regulation of the Club. A Byelaw may, subject to confirmation at the next Annual General Meeting or Extraordinary General Meeting of the Club, be made and/or altered with immediate effect by the Club Committee, which may also interpret any Byelaw. The Club Committee may, with immediate effect, make or alter as necessary the Code subject to its confirmation at the next Annual General Meeting or Extraordinary General Meeting of the Club. Changes to the Rules of the Club can only be made at the Annual General Meeting or an Extraordinary General Meeting of the Club.
- (I) The Club Committee or a Member of the Committee may regulate the activities of the Club and its Members, guests and visitors and any other person in any location occupied or under the control of the Club to include buildings, land and sea areas.

The Club Committee or their appointed Officer may sanction the use by third parties of the Club and the facilities of the Club.

The Club Committee or a Member of the Club Committee may limit the use of the Club premises, land and area of sea occupied by and under the control of the Club and may refuse to admit to or may remove a Member or any other person or craft or vehicle from the premises and land occupied by or under the control of the Club.

- (J) The Club Committee may appoint, pay or dismiss any servant of the Club and contract with and pay and dismiss agents and contractors for and on behalf of the Club.
- (K) Subject to the prior approval of the majority of the Directors of the Club, the Club Committee may obtain credit, borrow money, pledge any security, enter into agreements and pay or re-pay money and any interest due. Any borrowing or series of borrowings which exceed one and a half times the membership fee and (if any) joining fee income of the Club of the preceding financial year require the prior approval of the Club obtained at the Annual General Meeting or an Extraordinary General Meeting.

- (L) The Club Committee may appoint a Director or Directors of the Company.
(Refer to Page 12, Rules 17 (D) and (H)).
- (M) The Directors of the Club shall call for all financial records and meet twice a year or as often as necessary to enquire into and regulate the financial affairs of the Club, to make financial projections and to comply with statutory and other requirements. Meetings of the Directors shall be attended by the Honorary Secretary and the Honorary Treasurer.

SUBDIVISIONS AND SUBSECTIONS

- 14. (a) The first Sub-Committee of the Club shall be a Committee for each water sports Section.
- (B) Any Section shall have a Captain/Chairman who shall be responsible to the Club Committee. Sub-Committee may be appointed at the discretion of the Club Committee.
- (C) All Members of the Club may serve on Sub-Committees. The Members of any Sub-Committees are accountable in every respect to the Club Committee, which may direct and regulate the activities of a Committee or a Section or a Member and may over-rule any act, deed or decision of any such Committee, Section or Member.
- (D) The Honorary Treasurer, the Auditors and the Club Committee may request a Section or Member of the Club and any employee of the Club to account for all expenditure and income of the Club at any time and the Secretary of such Committee or Section or such employee shall furnish such accounts, books and other evidence within 10 days of it being demanded.
- (E) Each Committee, Section or Member or employee of the Club shall, in any event, account to the Honorary Treasurer for all expenditure and income of the Club for a year not less than four weeks before an Annual General Meeting of the Club.
- (F) The Honorary Treasurer of the Club and any subsidiary of the Club shall account for all expenditure and income in a year within four months of the end of a financial year and furnish all book accounts and other evidence in support.

AUDITORS

- 15. At every Annual General Meeting or at an Extraordinary General Meeting the Club shall appoint Auditors, but if professionally qualified auditors are not required, two or more Members of the Club or the Members of a subsidiary of the Club shall be appointed to audit the accounts of the Club and any subsidiary of the Club. If an Annual General Meeting or Extraordinary General Meeting fails to elect auditors, the Directors of the Club shall appoint auditors as appropriate.

FINANCE

- 16. The financial year of the Club shall begin on the 1st January and end on the 31st December of a year.

ANNUAL GENERAL MEETINGS

- 17. (A) The Annual General Meeting of the Club shall be held in October or November in every year and every Member of the Club and subdivision Member shall be given notice.
- (B) The Honorary Secretary shall dispatch to all Members notice of the Annual General Meeting not less than 31 clear days before the day of the Annual General Meeting and dispatch notice of any Proposal either with the notice aforesaid or at least five clear days before the day of the Meeting.
- (C) The Commodore of the Club shall be the Chairman of the Annual General Meeting. In the absence of the Commodore the next Senior Flag Officer of the Club shall be the Chairman.

The Chairman shall have the casting vote in the event of a tie. During election of the Commodore of the Club the President shall be Chairman of the Meeting.

- (D) The Meeting shall receive the Reports of the Officers of the Club, the Directors, Annual Accounts, Auditors' Reports and Section Reports, appoint Auditors, elect the Officers of the Club and the Club Committee and deal with any changes in the constitution and any other business.

The audited accounts for the year previous to the Annual General Meeting must be dispatched to all Members at least five clear days before the Annual General Meeting.

- (E) Twenty Members of the Club shall constitute a quorum at any Annual General Meeting. Members entitled to vote are Full Members of the Club.
- (F) All nominations for the election of Officers of the Club and the Club Committee, Directors, Honorary Secretary and Treasurer shall be given to the Members of the Club on the day of the Annual General Meeting.
- (G) Every nomination in favour of a candidate for the Club Committee, Honorary Secretary or Honorary Treasurer shall be proposed and seconded by Full Members of the Club and must reach the Honorary Secretary 14 clear days before the date of the Meeting. Election of the candidate is by ballot of the Full Members of the Club present. The Member nominated is deemed elected for the following year. When less than the required number of Members have been nominated, the Chairman may ask the Meeting for any further suitably qualified candidates and to ballot for each candidate or candidates, provided that each nominee shall have been properly proposed and seconded.
- (H) The Directors of the Club may be elected or appointed at the Annual General Meeting or by or from the Club Committee, or the Club Committee may co-opt a suitably qualified Member of the Club to be a Director of the Club.

EXTRAORDINARY GENERAL MEETINGS

- 18. (A) An Extraordinary General Meeting may be called by the General Committee, by a Resolution of the Board or at the request of a Member whose request must be supported by four or more Members, provided that the Members calling for such a Meeting shall contribute £75 towards the expense of such a Meeting. The said £75 or part thereof may be refunded if directed by that Meeting.
- (B) Notice of Intention to call an Extraordinary General Meeting shall be given to the Honorary Secretary not less than 21 days before the proposed date of the Extraordinary General Meeting. The Club Committee may abridge that time by arrangement with the Honorary Secretary.
- (C) The Honorary Secretary shall dispatch to all Members Notice of an Extraordinary General Meeting at least 14 clear days before the day of the Meeting.
- (D) All nominations for the election of Officers of the Club and the Club Committee, Directors, Honorary Secretary and Honorary Treasurer shall be given to the Members of the Club on the day of the Extraordinary General Meeting.
- (E) Twenty Members of the Club constitute a quorum at any Extraordinary General Meeting. Members entitled to vote are Full Members of the Club.
- (F) All Proposals for a Meeting shall be given to the Honorary Secretary when requesting the Meeting and the Honorary Secretary shall advise the Members of the Club of such Proposals as provided for in Section 18 (B), (C) and (D) above.

- (G) The Commodore of the Club shall be Chairman of any such Meeting and in the absence of the Commodore the next Senior Flag Officer of the Club shall be the Chairman. The Chairman shall have the casting vote in the event of a tie.

CHANGES TO THE RULES AND THE CONSTITUTION

19. Any Proposals to make, alter or amend the Rules of the Club or to make or approve amendments or alterations to Byelaws, Code of Conduct and any other directions of the Club must reach the Honorary Secretary at least 21 days before the Annual General Meeting.

RESTRICTIONS ON MEMBERSHIP

20. No Member shall directly or indirectly derive any financial or other personal benefit from the business of the Club or any of its activities, from Club Premises or land occupied by the Club unless duly authorised by the Club Committee or an authorised Member of the Club Committee.

THE BAR

21. The Bar of the Club may open for the supply of intoxicating liquor, victuals and food during permitted hours.

THE CLUB HOUSE

22. The Club House will be open to all Members only during daylight hours and until 12 o'clock in the evening, unless otherwise authorised by an Officer of the Club. In the absence of an Officer of the Club to assume responsibility, any Member (except a Temporary Member) last on the premises will be fully accountable for closing windows and locking the premises and for the security of the property of the Club. Failure of a Member to secure the premises may render the Member liable for any loss or damage to the Club or its possessions by reason of his/her neglect.

SAFETY

23. In addition to the aspects of safety referred to elsewhere, the safety requirements of the Club are generally contained in the Byelaws of the Club. All Members should encourage the persons in the area of the sea and the land commonly used by them and in particular the area of the sea commonly used by the Club in the practice of good seamanship and safety.

THE CLUB KEYS

24. A key will be available to every Full Member and Honorary Member on payment of a fee for cutting the key. Any key to the Club House, premises or land of the Club held by a Member must be returned to the Honorary Secretary or Membership Secretary upon the holder ceasing to be a Member of the Club. All keys belong to the Club. A Member must not part with possession of a Club key to anyone who is not authorised by the Club Committee or to any person who is not a Member of the Club. Failure to comply may result in the Member to whom the key or keys are issued being liable to the Club for consequential losses sustained by the Club.

THE SEAL OF THE COMPANY

25. The Honorary Secretary shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board of Directors and every instrument to which the Seal shall be affixed shall be signed by a Director appointed to sign by the Board of Directors and countersigned by the Company Secretary or by a second Director so approved.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

26. Company Law requires the Directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company and of the group and of the profit and loss and cash flows of the group for that period. In preparing these accounts, the Directors are required to

adopt suitable accounting policies and to apply them consistently, making judgements and estimates that are reasonable and prudent, and following applicable accounting standards.

The Directors are responsible for ensuring that the Company's accounting records will disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and taking reasonable steps for the prevention and detection of fraud and other irregularities.

SUBSIDIARY COMPANY - THE SOCIAL CLUB

27. (A) The Varne Social Club is wholly owned by The Varne Boat Club and its Rules are written with the approval of the Varne Boat Club, who may alter or amend at the Company's absolute discretion.
- (B) The Varne Boat Club has the right to nominate all Varne Boat Club members for membership of the Varne Social Club and to discount the membership fees due to the Varne Social Club against the use of the Club's facilities by the Varne Social Club.
- (C) Nominated members of the Varne Social Club Committee may attend Varne Boat Club Committee Meetings but may not vote unless voting rights are conferred by the Varne Boat Club Committee.
- The Varne Boat Club may limit the number of Varne Social Club nominees to the Club Committee at its discretion.
- (D) The Varne Social Club is accountable to the Varne Boat Club for money, funds and profits and must make available for inspection on demand all financial records, which must be in accordance with accepted accountancy procedures.
- (E) Varne Social Club members may attend Varne Boat Club Annual General Meetings, but may not vote.