

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

Newcastle Yacht Club Limited

(1) NAME

The name of the Company is Newcastle Yacht Club Limited ('the Company').

(2) REGISTERED OFFICE

The Company's registered office is to be situated in Northern Ireland.

(3) OBJECTS

The objects for which the Company is established are to further the interests of all who make use of the sea for recreational purposes; to encourage the art of sailing; to give instruction in Seamanship and safety afloat; to support the Royal National Lifeboat Institution and Inshore Rescue Service of HM Coastguard; to provide shore facilities for the comfort and convenience of the members of the Company and for, the storage, refitting and repair of their Boats and equipment; to develop the skills of the Members through the organisation of sailing and other events.

(4) POWERS

The Company has the following powers which may be exercised only in promoting the objects:

- a) Provide or secure the provision of facilities and equipment for carrying out the Objects of the Company.
- b) Provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain such buildings, premises and centres as may from time to time be required for the purposes of the Company.
- c) Co-operate and enter into arrangements with any authorities, national, local or otherwise and to affiliate to or have liaison with National and other Organisations whose objects correspond with those of the Company.

- d) Bring together in conference representatives of voluntary organisations, Government Departments, statutory authorities and individuals.
- e) Arrange and provide for, either alone or with others, the holding of exhibitions, meetings, outings, lectures, classes, seminars or training courses.
- f) Collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere.
- g) Write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise.
- h) Accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate, having due regard to the requirements of, or conditions established by, statutory authorities or bodies providing funds or assistance of any kind to the Company.
- i) Raise funds (but not by means of taxable trading) in accordance with any relevant statutory regulations;
- j) Draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.
- k) Borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit.
- l) Take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company.
- m) Invest the moneys of the Company not immediately required for its objects 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.
- n) Make any charitable donation either in cash or assets for the furtherance of the objects of the Company.

- o) Establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company.
- p) Make regulations for the proper supervision, control and management of any property which may be so acquired.
- q) Employ and remunerate such staff, who shall NOT be Directors of the Company, as are necessary for the proper pursuit of the objects of the Company.
- r) Insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- s) Amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association. .
- t) Set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- u) Pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- v) Do all such other lawful things as shall further the above objects or any of them.

Provided that:

- a) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - b) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (5) (a) The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the 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 members or Directors of the Company. Director shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner

Provided that nothing herein shall prevent any payment in good faith by the Company:

- i) Of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Director of the Company.
 - ii) Of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Board of Directors or 3%, whichever is the greater.
 - iii) Of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors provided that such a Director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - iv) Of fees, remuneration or other benefit in money or money's worth to a Company of which a member of the Board of Directors may be a member holding not more than one hundredth part of the capital of that Company.
 - v) To any member of its Board of Directors of reasonable and proper out of pocket expenses.
- (b) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this memorandum or the articles, then unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- i) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - ii) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
 - iii) the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interest in the circumstances applying.
- (6) The liability of the members is limited.
- (7) Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while it is a member, or within one year after it ceases to be a member, for payment of the debts and liabilities of the Company contracted before it ceases to be a member, and of

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 £10.

- (8) If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, whose activities are carried out within the area of benefit, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. P Wilkin, Hillside Farm, Tullywest Rd, Saintfield
Director
2. Mrs Doreen Miskelly, 101 Skyline Drive, Lambeg, Lisburn
Day Centre Organiser
3. WD Bell, 6 Massey Park, Belfast
Director
4. John Torney, 1 Westland Ave, Newcastle.
Civil Servant
5. CJ Ginn, 2 Slievecorragh Ave
Retired Civil Servant
6. JC Patterson, 98 Tullybrannigan Rd, Newcastle
Retired
7. WF Thompson, "Whinney Hill", 98 Magherabeg Rd, Dromore
Engineer

Dated this seventh day of May 1976

Witness to the above signatures:

RD McCracken
5 Slievecorragh Avenue
NEWCASTLE

Civil Servant – Honorary Secretary.

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990
AND COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

Newcastle Yacht Club Limited

INTERPRETATIONS

(1) In these Articles:

‘the Order’	means the Companies (Northern Ireland) Order 1986 and any statutory modification or re-enactment for the time being in force thereof and any provisions of the Companies Act 2006 for the time being in force.
‘clear days’	in relation to the period of a notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
‘the Seal’	means the common seal of the Company if it has one;
‘Secretary’	means any person appointed to perform the duties of the Secretary of the Company
‘the United Kingdom’	means Great Britain and Northern Ireland
‘the Directors’	means the Company's board of directors - regardless of whether they are referred to as the 'the board' or 'the management committee'.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electrostatic processes, and other modes of representing or reproducing words in a visible form. Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Order or any statutory modification thereof in force at the time at which these Articles become binding on the Company.

MEMBERS

- (2) The first members of the Company shall be the subscribers to the Memorandum of Association. Thereafter membership shall be by application in a form set out and approved by the Directors.
- (3) Proposals for membership must be on the forms provided by the club. Proposals shall be published on the notice board of the club for four weeks or until the next directors' meeting before voting takes place. The candidate shall also sign an application form for membership giving all particulars required by the club with an undertaking to be bound by the rules and bylaws of the club if elected. A candidate shall be elected by ballot of a simple majority of the directors present and voting at a meeting of the directors. All new memberships will carry a 6 month probationary period during which time the directors reserve the right to reject the membership.

There shall be 7 classes of membership:

(i) Senior Members

Any person aged 18 years or older whether a yacht owner or not, who subscribes to the objects of the Company may apply for Senior Membership provided that they are proposed and seconded by existing Senior Members who shall be personally acquainted with the candidate and shall vouch for their fitness for membership.

Senior members shall be eligible to be elected to the Board of Directors and shall have a vote at general meetings of the Company.

(ii) Family Members

Candidature of Families shall be subject to the same procedures as that of Senior Members. The Head of the family (as determined by the Family) shall sign an application for membership on behalf of himself or herself, his or her spouse and children not over the age of 18 years or if in full time education not over the age of 24 years. The individuals within the family shall be accepted into the categories of membership appropriate to their ages. The term "family" shall be deemed to comprehend married, co-habiting and same sex couples with or without children.

Family Membership entitles a family to one vote at general meetings of the Company. Anyone over the age of 18 shall be eligible to be elected to the Board of Directors.

(iii) Junior/ Student Members

Any young person not over the age of 18 years or if in full time education not over the age of 24 years who subscribes to the objects of

the Company and whose application for membership is approved by the Directors. Junior members shall not be eligible to be elected to the Board of Directors

Junior members have the right to attend and speak at General Meetings of the Company, but are not entitled to vote.

(iv) Life Members

The Directors may at their discretion admit Senior members to Life membership of the Club, on payment of such sum as may be determined from time to time by the Directors at the time. A life member shall so continue unless he resigns or be duly expelled. In the construction of these Articles except such of them as provide for the payment of subscriptions and the consequences of non-payment, the term Senior Member shall include "Life Member".

Life members shall be eligible to be elected to the Board of Directors and shall have a vote at general meetings of the Company

(v) Honorary Members

The members in General Meeting may elect Honorary Members. The election shall be by a motion duly proposed and seconded. The Secretary shall give written notice to a person elected as an Honorary Member and upon his or her intimating his willingness to take up his or her Honorary Membership shall become an Honorary Member of the Company. An Honorary Member shall pay neither entrance fee nor subscription.

He or she shall be entitled to all the privileges and benefits of Senior Membership except that he shall not vote upon any question affecting the finances of the Club and shall not be eligible to be elected as a Director.

(vi) Temporary Members

The owner, captain, or a member of the crew of any visiting yacht or craft or who is a member of a recognised Yacht Club shall be eligible for admission as Temporary Members of the Company on such terms as the Directors may from time to time determine. Any two Directors may grant temporary membership facilities of the Company to any persons who are participating in courses or other organised activities of the Club, or for any other temporary purpose approved by the Directors.

Temporary Members shall not be entitled to attend or vote at General Meetings of the Company; nor shall they qualify to be elected as

officers or Directors of the Company; nor shall they have any right in, and claim upon, the Company property.

(vii) Outport Members

The Directors may admit to Outport membership former members of the Club or other persons who desire to have an association with the Club but who do not propose to participate other than occasionally in the Sailing activities of the Club or to make other than occasional use of the Club's facilities.

Outport Members shall be entitled to speak but not vote at General Meetings of the Company; nor shall they qualify to be elected as officers or Directors of the Company; nor shall they have any right in, and claim upon, the Company property.

- (4) Any member which is an association or a corporate body shall by resolution of its governing body appoint a deputy who shall during the continuance of his/her appointment be entitled to exercise in any General Meeting all such rights and powers as the association or the corporate body would exercise if it were an individual person.
- (5) Every application for admission, in accordance with Article (3) shall be considered by the Directors at their first meeting after it was made, or as soon thereafter as is practicable. There shall be no unlawful discrimination between persons by reference to age, politics, religion, ethnic identity, nationality, gender, sexual orientation, physical or learning disability.
- (6) The Company shall keep a register of its members and enter in it the names and addresses of the members; the date on which each person was registered as a member and the date at which any person ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
- (7) The Company shall have the power at General Meetings to fix an annual subscription for each category of member. Annual subscriptions are payable in advance on 1 January in each year. Any subscription fixed for temporary members shall be payable when the Directors so decide. Any member whose annual subscription is not paid by 1 April in any year shall be notified of the fact by letter, and in the event of non-payment by 30 June in the same year, the member's subscription shall be deemed to be in arrear, and the member shall cease to be entitled to use the Clubhouse or enjoy any of the privileges and facilities of the Company for so long as the member's subscription shall remain in arrears. If the subscription of any member is not paid by 1 July in the same year, then they shall cease to be a member of the Club.

Any member not paid up before any General Meeting is not entitled to vote at that meeting nor stand for election at that meeting.

- (i) The appropriate Entrance Fee, the amount of which is reviewed from time to time by the Directors and approved by the Company in General Meeting, must be paid over to the Company on submission of an application form and together with the appropriate first year's subscription. In the event of the failure of the application, these sums shall be returned to the applicant.
- (8) A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

CESSATION OF MEMBERSHIP

- (9) A member shall cease to be a member if:
- (i) Such member ceases to fulfil any of the qualifications specified in these Articles or dies; or
 - (ii) Such member ceases to be a body corporate or unincorporated or goes into liquidation or is dissolved.
 - (iii) Such member resigns by notice in writing addressed and delivered to the Company; or
 - (iv) Any sum due from the member to the Company is not paid in full within 6 months of it falling due
 - (v) Every member on joining the Company by implication undertakes to comply with these Articles and all Rules of the Club and any refusal or neglect to do so, or any conduct unworthy of a Yachtsman, shall render such member liable either to a period of suspension from the rights and privileges of membership or to expulsion from membership of the Club. In such circumstances, the Directors may impose a suspension from the rights and privileges of membership on any member or Director for a period to be decided by the Directors – providing that he or she shall first have been given full opportunity of giving orally or in writing any explanation or defence he or she may think fit to the directors. There shall be a right of appeal against any such Suspension to a General meeting of the Company. Expulsion from membership may only take place on a resolution of any general meeting of the Company, provided that at least 14 days before such meeting, he or she shall have had notice thereof and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution, have had the opportunity of giving orally or in writing any explanation or defence he may think fit. A member expelled under this Rule shall forfeit all right in and claim upon, the Company and its property. A notice under this Article shall be held to have been duly given if sent by Recorded Delivery Post to the address of the Member appearing in the Company's Records.

GENERAL MEETINGS

- (10) General Meetings:
- (i) Subject to paragraph (ii), the Company shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such and the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
 - (ii) So long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the calendar year of its incorporation or in the following calendar year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
 - (iii) The business of an Annual General Meeting shall comprise:
 - The appointment of Directors
 - The appointment of Officers.
 - The consideration of the report and accounts presented by the Directors.
 - The appointment and the fixing of the remuneration of the Auditor or Auditors or Independent Examiner
- All other business transacted at an Annual General Meeting shall be deemed special. No business shall be discussed or transacted unless prior notice has been given to the Secretary at least seventeen days before the meeting and included on the published agenda for the meeting.
- (11) All General Meetings other than Annual General Meetings shall be called General Meetings.
- (12) The Directors or at least 12 voting members of the Company may whenever they think fit convene a General Meeting of the Company. The notice of such a meeting must be given in accordance with Article (14) below and must state the objects of the meeting.
- (13) Decisions at General Meetings shall be made by passing resolutions:
- (i) Decisions involving an alteration of the Memorandum and Articles of Association of the Company and other decisions so required by statute shall be made by special resolution. A special resolution is one passed

by a majority of not less than three-fourths of members present (in person, or through an authorised representative or by proxy) and voting at a General Meeting.

- (ii) All other decisions shall be made by ordinary resolution requiring a simple majority of members present (in person, or through an authorised representative or by proxy) and voting.

NOTICES

- (14) All General Meetings, whether Annual or otherwise, shall be called by at least 14 clear days' notice in writing.
 - (i) A general meeting may be called by shorter notice if it so agreed in writing by at least 90% of members having the right to attend and vote at the meeting
 - (ii) The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such.
 - (iii) The notice must be given to all the members, except those members who have no registered address within the UK), Directors and Auditors.
 - (iv) Notices must include a statement that a proxy can be appointed.
- (15) Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicably to members generally) may be published in any suitable journal or newspaper circulating or any journal distributed by the Company and posted on the Club notice board. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Proof that a notice contained in an Electronic Communication was sent shall be conclusive evidence that the notice was given.
- (16) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- (17) The Company in General Meeting may decide from time to time to invite by notice any person to a General Meeting of the Company.

PROCEEDINGS AT GENERAL MEETINGS

- (18) Members, in accordance with Article (3), and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.

- (19) No business shall be transacted at a General Meeting unless a quorum is present. 12 members present in person or by proxy and entitled to vote shall be a quorum.
- (20) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such a day, time and place as the Directors may determine.
- (21) The Chairperson of the Directors shall preside as Chairperson at every General Meeting of the Company or, if there is no such Chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Directors present shall elect one of their number to be Chairperson of the meeting.
- (22) If at any meeting no Director is willing to act as Chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
- (23) The Chairperson 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 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. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (24) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Order, a poll may be demanded:
- (i) By the person chairing the meeting; or
 - (ii) By not less than 2 members present in person or by proxy and having the right to vote at the meeting.
- (25) Unless a poll is duly demanded, a declaration by the Chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry made to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (26) The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be

taken to have invalidated the result of a show of hands declared before the demand was made.

- (27) Except as provided in Article (29), if a poll is duly demanded, it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (28) The Chairperson of any general meeting shall be entitled to a second or casting vote.
- (29) A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- (30) A special resolution in writing signed by at least 75% and an ordinary resolution in writing signed by at least 50% of the members for the time being entitled to receive notice of and to attend, speak and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.
- (31) A member which is entitled to vote may appoint a proxy to attend, speak and vote at a general meeting on their behalf:
 - (i) the member must inform the Chair by notice in writing addressed to the Company's registered office at least 48 hours prior to the meeting of the name of the person appointed as proxy .

DIRECTORS

- (32) The initial Directors from incorporation until the first Annual General Meeting shall be determined in writing by the subscribers of the Memorandum of Association.
 - i) Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be more than [12] but shall not be less than five.
- (33) The Directors shall be elected at the Annual General Meeting by the members.
- (34) The Officers of the Company, who shall be Directors, shall be elected at each Annual General Meeting and shall serve until the next Annual General Meeting shall consist of:
 - (i) The Flag Officers: the commodore, vice commodore and rear commodore. The commodore shall be the chairperson.

- (ii) An honorary secretary, an honorary sailing secretary and an honorary treasurer.
- (35) A Director shall, subject to Article (37) below, hold office for a period of up to 3 years and shall retire in rotation with the longest serving one third to retire at each AGM, or if it is not possible to determine that, then the third to retire shall be determined by drawing lots. On retirement members will be eligible for re-nomination and election.
- (36) The Directors shall:
- (i) Have the power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-nomination and election.
 - (ii) Have the power at any time to appoint as additional Directors up to but not exceeding a number equivalent to one third of the elected Directors for the time being. Directors so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-nomination and election.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- (37) The office of a Director shall be vacated if:
- (i) He/she resigns his/her office in writing to the Company.
 - (ii) He/she is absent from four successive meetings of the Directors without giving adequate reason and the Directors resolve by a majority that the office is to be vacated.
 - (iii) He/she becomes bankrupt or makes any arrangements or composition with his/her creditors generally.
 - (iv) He/she fails to declare his/her interest in any contract as referred to in Article (44).
 - (v) He/she is, or may be, suffering from mental disorder and either:
 - He/she is detained for treatment within the meaning of Article 12(5) of the Mental Health (Northern Ireland) Order 1986; or
 - An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a controller, receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs.

- (vi) He/she is removed from office by resolution of the Company in General Meeting before the expiration of his or her period of office, notwithstanding anything in these Articles or in any agreement between the Company and him or her. Special notice is required of a resolution to remove a director under this Article or to appoint somebody instead of a director so removed at the meeting at which he or she is removed. A vacancy created by the removal of a director under this Article, if not filled at the meeting at which he is removed may be filled as a casual vacancy.
- (vii) If he/she does not sign and adhere to the Code of Conduct

POWERS AND DUTIES OF THE DIRECTORS

- (38) The business of the Company shall be managed by the Directors who may pay all expense of the formation of the Company as they think fit and may exercise all such powers of the Company and do all such acts on behalf of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.
 - (i) The Sailing Rules shall be those of the Royal Yachting Association as amended by such local prescriptions as are deemed necessary by the Directors.
- (39) No regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid had that regulation not been made.
- (40) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.
- (41) Without prejudice to its general powers, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- (42) The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or General Meetings or otherwise in connection with the discharge of their duties.
- (43) The Directors shall cause minutes to be made in books provided for the purpose:
 - (i) Of all appointments of Officers made by the Directors.

- (ii) Of all the names of the Directors present at each meeting of the Directors and of any committee of the Directors.
 - (iii) Of all resolutions and proceedings at all meetings of the Company and all meetings of the Directors and all meetings of committees of Directors.
- (44) A Director shall not vote in respect of any contract in which he/she is directly or indirectly interested or any matter arising therefrom and if he/she does so vote, his/her vote shall not be counted.

PROCEEDINGS OF THE DIRECTORS

- (45) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have a second or casting vote unless the Chairperson is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.
- (i) The Directors may from time to time make, alter and repeal bye-laws regulating the use of the Club house by Members, the admission of guests to the Club-house, the holding of regattas and sailing matches, and generally for the good conduct of the affairs of the Club. Such bye-laws shall, provided they are not inconsistent with these Articles, be binding on all members be construed as part of the Rules of the Club.
- (46) A Director may and the Secretary shall on the requisition of a Director summon a meeting of the Directors at any reasonable time.
- (47) The quorum necessary for the transaction of business of the Directors shall be four Directors.
- (48) If the Directors shall at any time be reduced in number to less than the minimum prescribed in these Articles, they may act as the Directors for the purpose of filling vacancies in their body or summoning a General Meeting of the Company but for no other reason.
- (49) The Directors may elect a Chairperson of their meetings and determine the period for which he or she is to hold office, but if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.
- (50) A resolution in writing signed by all Directors for the time being who are entitled to vote shall be as valid and effective as if it had been passed at a meeting of the Directors and may consist of several documents in like form signed by one or more Directors.

- (51) The Directors may delegate any of their powers to sub-committees, advisory groups or working parties' consisting of such members of the Company as they think fit. Any committee so formed shall conform to any regulations that may be imposed on it by the Directors. All such sub- committees shall report back fully and promptly.
- (52) A committee may elect a Chairperson of its meetings, but if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
- (53) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and where there is an equality of votes, the Chairperson shall have a second or casting vote.

THE SEAL

- (54) If the Company has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless so determined it shall be signed by a Director and by the secretary or by a second Director.

SECRETARY

- (55) Subject to the provisions of the Order, the Secretary shall be appointed or removed by the Directors.

ACCOUNTS

- (56) The Directors shall cause proper accounting records to be kept in accordance with the provisions of the Order with respect to:
 - (i) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place.
 - (ii) All sales and purchases of goods by the Company.
 - (iii) The assets and liabilities of the Company.

Proper accounting records shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

- (57) The accounting records shall be kept at the registered office of the Company or subject to Articles 230 (1) and (2) of the Order at such other places as the Directors think fit, and shall always be open to the inspection of all officers of

the Company during their working hours and by such other persons authorised by the Company in General Meeting.

- (58) The Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance-sheets and reports as are required by statute.
- (59) In addition, the Directors shall, following the first General Meeting, prepare and present the members with such regular accounts showing so far as is possible the current financial results of the Company as the Company in General Meeting shall require to be laid before them.
- (60) A copy of every balance-sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's or Independent Examiner's report, shall be sent or delivered to the Auditors or Independent Examiner and every member before they are sent to Companies Registry, .

AUDIT

- (61) Once at least in every year the accounts of the Company shall be examined and correctness of the income and expenditure account and balance-sheet ascertained by one or more properly qualified Auditor or Auditors or an Independent examiner appointed by the Annual General Meeting.
- (62) If Auditors are appointed their duties shall be regulated in accordance with the provision of the Order.

WAGES AND WELFARE

- (63) The terms and conditions of the contracts of employment of employees of the Company shall be determined by the Directors.

INDEMNITY

- (64) Every member or Auditor or officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by him/her in or about the execution and discharge of the duties of his/her office, except to the extent that such losses or liabilities shall be attributed to either:
 - (i) Fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence; or
 - (ii) Negligence; or

- (iii) Actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

DISSOLUTION

- (65) Clause (8) of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. P Wilkin, Hillside Farm, Tullywest Rd, Saintfield
Director
2. Mrs Doreen Miskelly, 101 Skyline Drive, Lambeg, Lisburn
Day Centre Organiser
8. WD Bell, 6 Massey Park, Belfast
Director
9. John Torney, 1 Westland Ave, Newcastle.
Civil Servant
10. CJ Ginn, 2 Slievecorragh Ave
Retired Civil Servant
11. JC Patterson, 98 Tullybrannigan Rd, Newcastle
Retired
12. WF Thompson, "Whinney Hill", 98 Magherabeg Rd, Dromore
Engineer

Dated this seventh day of May 1976

Witness to the above signatures:

RD McCracken
5 Slievecorragh Avenue
NEWCASTLE

Civil Servant – Honorary Secretary.