

**MEMORANDUM OF ASSOCIATION
COMPANIES ACT 1985**

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

**MEMORANDUM OF ASSOCIATION of
SPREAD EAGLE SAILING CLUB LIMITED**

1. Name

The name of the company is Spread Eagle Sailing Club Limited.

2. Registered Office

The company's registered office is to be situated in England.

3. Objects

The company's objects are:

3.1 To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as "Barclays Bank Sailing Club", and

3.2 To promote, facilitate and encourage the Sport of Sailing

and the doing of all such other things as are incidental or conducive to the attainment of those objects.

4. Limited Liability

The liability of the members is limited.

5. Undertaking to Contribute to Assets

Every member of the company undertakes to contribute such amount (not exceeding £1) to the company's assets if it is wound up while he is a member or within one year after he ceases to be a member as may be required for payment of the company's debts and liabilities 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 contributories among themselves.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

<u>Name and Address of Subscribers</u>	<u>Signed</u>	
(1) STANLEY WILLIAM BUCKLEY 21 Private Road Bush Hill Park Enfield EN1 2EH	Signed	S W. Buckley
(2) DAVID JAMES BERRAGAN 17 Calshot Avenue Chafford Hundred Grays Essex RM16 6QY	Signed	D. J. Berragan
(3) PETER RODNEY DENNIS 42 Bramley Avenue Faversham Kent ME13 8LP	Signed	P. R. Dennis
(4) WILLIAM MUNNERY 47 Tindale Close South Croydon Surrey CR2 0RT	Signed	W. Munnery

Witness to the above signatures

SIMON ANDREW ELLIOT Churchill Plaza Churchill Way Basingstoke Hampshire RG21 7GL	Signed	S. A. Elliot
--	--------	--------------

Title Solicitor

Date 18th September 2000

**ARTICLES OF ASSOCIATION
COMPANIES ACT 1985**

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

**ARTICLES OF ASSOCIATION of
SPREAD EAGLE SAILING CLUB LIMITED**

1. Interpretation

In these articles:

- 1.1 'the Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;
- 1.2 'the club' means Spread Eagle Sailing Club Limited;
- 1.3 'secretary' means the secretary of the club or any other person appointed to perform the duties of the secretary of the club, including a joint, assistant or deputy secretary;
- 1.4 unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force when these articles become binding on the club;
- 1.5 the masculine includes the feminine and, where appropriate, the singular the plural.

2. Objects

- 2.1 The club is established for the purposes expressed in the memorandum of association.
- 2.2 The income and property of the club shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way or profit, to members of the club and no officer of the club shall be paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the club for discharging his duties as such.

3. Membership

- 3.1 The number of members with which the club proposes to be registered is 250 but the directors may, whenever the business of the club requires it, authorise an increase of its members.
- 3.2 Everyone aged 18 or over interested in sailing is qualified to be elected a member of the club.
- 3.3 The first members of the club are the signatories to the memorandum of association and these articles and every person who at the date of incorporation of the club has paid an entrance fee to, and was a member of, the unincorporated club known as Barclays Bank Sailing Club referred to in paragraph 3.1 of the memorandum of association, and who, on or before 31st December 2000, or during such extended period as the directors may determine, signs and delivers to the secretary of the club the form of membership prescribed by the directors.

4. Proposal of Members

- 4.1 Except as provided in articles 3.3 and 7 every candidate for membership of the club must be proposed by one member of the club and seconded by another member of the club, to both of whom the candidate must be personally known, and who are to be responsible for his eligibility.
- 4.2 The application for membership of every candidate must be in writing, signed by the candidate and his proposer and seconder, and must be in the form that the directors from time to time prescribe.
- 4.3 Applications for membership as temporary members will not contain the guarantee required from members of the company. Honorary and Family members will not be required to become guarantors of the company. All other classes of membership will require those class members to be guarantors of the company.

5. Subscriptions

- 5.1 The annual and other subscriptions and entrance fee (if any) payable by members of the club are to be such as the directors from time to time prescribe.
- 5.2 The directors may provide either generally or as respects any particular member or members for payment of annual subscriptions by instalments.
- 5.3 Every application for membership must be accompanied by a remittance to cover the entrance fee (if any) and the appropriate subscription from the date of application to the following 31st December and in the event of non-election the remittance must be returned to the candidate.
- 5.4 Any candidate for membership (other than a temporary or honorary member) may propose, as a Family member, those of his family (being his spouse or partner or children up to 18 years of age) wishing to utilise the club's assets or facilities by virtue of and only during his membership (such persons becoming Family

members of the club themselves). Such candidate shall pay the entrance fee (if any) and annual subscription for Family membership in respect of those of his family registered with the club at the beginning of each period of membership.

6. Life Members

- 6.1 On the recommendation of the directors any person being a member of the club may, at any general meeting of the club, be elected a life member of the club without any special payment for such life membership.
- 6.2 A two-thirds' majority of those present and entitled to vote is necessary for election of a life member.
- 6.3 Every life member is entitled to all the privileges and subject to all the duties of a member of the club during his life (subject, nevertheless, to the provisions of article 12) without any further payment, annual or otherwise, except in respect of his guarantee contained in clause 5 of the memorandum of association of this club.

7. Temporary and Honorary Members

- 7.1 Persons wishing to utilise the club's assets or facilities may become temporary members.
- 7.2 No temporary member may be admitted for a period in excess of 8 days at any one time.
- 7.3 Temporary members shall have no rights to attend meetings or to vote.
- 7.4 Temporary membership shall be on such terms as the directors (or such sub-committee as the directors may appoint) may from time to time determine.
- 7.5 The directors of the club may, upon such terms and subject to such regulations as they may from time to time deem advisable admit persons otherwise eligible for membership as honorary members of the club but there may not be more than 5 such members of the club at any one time.

8. Election of Members

- 8.1 Every candidate for election (including candidates for election to life, family, honorary or temporary membership) must be approved at a meeting of the directors or such sub-committee as the directors may appoint.
- 8.2 The name, address and description of every candidate, and (except in the case of temporary membership) the names of his proposer and seconder must be sent to the secretary in writing.

9. Rights of Members

- 9.1 Subject to the express provisions of these articles and to the memorandum of association, and to any byelaws made by the directors of the club as provided below for the time being in force, all members of the club are entitled at all times

to use the property of the club to be supplied at such charges as the directors from time to time determine.

- 9.2 Subject to the provisions of these articles every member is entitled to all the rights and subject to all the duties of a member of the club provided that honorary and temporary and family members do not have the right to nominate or be elected as officers or directors of the club or to vote at meetings of the club.

10. Notice of Resignation

Any member (other than honorary and temporary members) wishing to resign his membership of the club must give notice in writing of his intention to do so, addressed to the secretary and deposited at the registered office of the club before 31st December in any year, failing which such member must pay the subscription for the next year.

11. Non-payment of Subscriptions

- 11.1 Any member whose annual subscription is unpaid on 31st March ceases to be a member of the club and forfeits all right in and claim upon the club and its property unless the directors suspend the operation of this provision, which they may do as regards any particular member of such terms as they determine at their discretion.
- 11.2 Where the directors have resolved in accordance with article 5 that the subscription of any particular member may be paid by instalments, this article applies to non-payment of any instalment, substituting the due date of the instalment for 31st March.

12. Expulsion of Members

- 12.1 The directors may expel any member who shall have acted wilfully in contravention of the rules and/or byelaws of the club or who in the opinion of the directors shall have been guilty of such conduct as to render it undesirable in the interests of the club that he should continue as a member. If such action is being considered the member in question shall be apprised of the situation and invited to write to the directors giving his point of view. Full details of the original complaint and the reply shall be circulated to all directors prior to the meeting at which the matter will be discussed and voted upon. The directors' decision to expel or continue the membership of such member is final.
- 12.2 If any member is convicted on indictment of any criminal offence or is adjudged a bankrupt, or makes any composition or arrangement with his creditors or, being engaged in any profession, is prohibited by the disciplinary body of that profession from continuing to practice that member ipso facto ceases to be a member of the club but any person so ceasing to be a member may be readmitted to the membership by the directors at their discretion.
- 12.3 Any member expelled in accordance with these articles, or otherwise ceasing to be a member of the club, forfeits all right to or claim upon the club or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

13. Rights of Members Personal

The rights of a member as such are personal and are not transferable and cease upon his death.

14. Annual General Meeting

- 14.1 The club must hold a general meeting in each year as its annual general meeting in addition to any other meetings in that year, and must specify the meeting as the annual general meeting in the notices calling it.
- 14.2 Not more than 14 months may elapse between the date of one annual general meeting of the company and that of the next.
- 14.3 The annual general meeting must be held at such time and place as the directors appoint.

15. Extraordinary General Meetings

- 15.1 All general meetings other than annual general meetings must be called extraordinary general meetings.
- 15.2 The directors may, whenever they think fit, and must, on a requisition made in writing by at least 30 members having at the date of deposit of the requisition a right to vote at general meetings, convene an extraordinary general meeting.
- 15.3 Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the club.
- 15.4 On receipt of the requisition the directors must immediately proceed to convene an extraordinary general meeting.
- 15.5 If the directors do not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may convene such a meeting.

16. Notice of Meetings

Accidental omission to give notice of any meeting to or non-receipt of such notice by any member does not invalidate the proceedings at the meeting.

17. Quorum

- 17.1 No business may be transacted at any meeting unless a quorum is present.
- 17.2 Save as otherwise provided in these articles, 8 members personally present is a quorum (except when there are fewer than 8 members in which event all the members constitute a quorum).

17.3 If within half an hour from the time appointed for the meeting a quorum of members is not present, or, if during a meeting such quorum ceases to be present:

17.3.1 if the meeting was convened on the requisition of members, it must be dissolved;

17.3.2 in any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine and, if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, the members present may form a quorum.

18. Chairman

18.1 The Commodore and failing him the Rear Commodore must preside as chairman at every general meeting of the club.

18.2 If there is no such chairman, or, if at any meeting he is not present within 15 minutes of the time of holding the meeting, the members present may elect one of their number who is a director to be chairman of the meeting.

18.3 If there is no director present, then the members may elect any one of their number to be chairman of the meeting.

19. Adjournment

19.1 The chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

19.2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

20. Passing of Resolutions

20.1 At any general meeting:

20.1.1 a declaration by the chairman that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority; and

20.1.2 an entry to that effect in the book of proceedings of the club

are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded by the chairman or by at least two members having the right to vote at the meeting.

20.2 If a poll is demanded in the above manner, it must be taken in such manner as the chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

21. Voting Rights

- 21.1 Subject to the provisions of these articles, every member of the club may attend general meetings of the club and (except honorary and temporary and family members) may vote at such meetings.
- 21.2 No member may vote at any meeting unless all the money then due from him to the club has been paid.
- 21.3 Every member of the club entitled to vote has one vote and no more, except that, in case of equality of votes, the chairman may have a second or casting vote.

22. Proxy Voting

- 22.1 On a poll votes may be given either personally or by proxy.
- 22.2 A proxy must be appointed in writing under the hand of the appointor.
- 22.3 The instrument appointing a proxy must be deposited at the registered office of the club not less than 48 hours before the time of holding the meeting at which the person named in such instrument proposes to vote.
- 22.4 Any instrument appointing a proxy must be in the following form:

SPREAD EAGLE SAILING CLUB LIMITED

[I/We], (name) of (address), being [a member or members] of the above named club, appoint (name) or (address), or failing him, (name) of (address), as [my or our] proxy to vote in [my or our] name[s] and on [my or our] behalf at the [annual or extraordinary] general meeting of the club to be held on (date) and at any adjournment.

Dated:

(signature(s) or member(s))

23. Directors

- 23.1 The directors of the club are the Commodore, Rear Commodore, Honorary Secretary, and Honorary Treasurer and not less than 7 nor more than 11 other members of the club elected as provided in these articles.
- 23.2 5 directors are a quorum at a directors' meeting (or such lesser number of persons who are directors from time to time).
- 23.3 The directors may from time to time elect a chairman who in case of equality of votes may have a casting vote.

24. Officers

- 24.1 The officers of the club are the Commodore, Rear Commodore, Honorary Secretary and Honorary Treasurer all of whom must be members of the club.
- 24.2 The first officers of the club are Stanley William Buckley (Commodore), William Munnery (Rear Commodore), David James Berragan (Honorary Secretary) and Peter Dennis (Honorary Treasurer)

25. Remuneration

No director or officer of the club, may receive any remuneration for his services in the capacity of director or officer but nothing contained in these articles is to prohibit payment by the club of any sum to the secretary for clerical or other assistance.

26. Age Limits

There is no age limit for directors and accordingly Section 293(2)-(6) of the Act does not apply to the club.

27. Retirement of Directors and Officers

- 27.1 At every annual general meeting of the club, the officers and four other directors of the club must retire from office as directors of the club.
- 27.2 The officers and other retiring directors are eligible for re-election at the same or any other general meeting of the club.
- 27.3 The first officers and directors must retire in the alphabetical order of their surnames)..
- 27.4 Subject to Article 27.3 the directors must retire in order of seniority of election in addition to the directors retiring under article 30, and in case of equal seniority, the order of retirement must be determined by lot.

28. Election of Officers

Subject as provided above, the election of officers other than the secretary and other directors of the club, must take place in the following manner:

- 28.1 Any 2 members of the club may nominate any other member to serve as an officer or other director of the club, having previously received his assent.
- 28.2 The name of each member so nominated, together with the names of his proposer and seconder, must be sent in writing signed by all three of them to the secretary of the club at least 21 days before the annual general meeting.
- 28.3 Balloting lists must be prepared (if necessary) containing the names of the candidates only in alphabetical order.

- 28.4 Each member present at the annual general meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies.
- 28.5 If insufficient candidates are nominated, the directors may elect a member or members to fill the remaining vacancy or vacancies.
- 28.6 If any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed to be elected.
- 28.7 If 2 or more candidates obtain an equal number of votes, the directors must select by lot from such candidates the candidate or candidates who is or are to be elected.
- 28.8 Prior to the first annual general meeting an extraordinary general meeting may be held to appoint directors and officers of the club.

29. Appointment of Secretary

- 29.1 The company secretary of the club must be appointed by the directors for such term as they think fit.
- 29.2 The directors may terminate the secretary's appointment and fill a vacancy in the office.

30. Casual Vacancies

- 30.1 All casual vacancies arising amongst the directors or officers of the club must be filled by the directors.
- 30.2 Any director or any officer (other than the company secretary) appointed to fill a casual vacancy must retire at the following annual general meeting.

31. Removal of Directors

The office of a director is vacated if:

- 31.1 his membership of the club is terminated in accordance with article 12.
- 31.2 he absents himself from meetings of the directors for a continuous period of 6 calendar months without special leave of absence from the other directors;
- 31.3 he gives the directors 1 calendar month's notice in writing that he resigns his office; or
- 31.4 he is removed by extraordinary resolution passed at a general meeting of the club.

32. Accounts

- 32.1 The directors of the club must ensure that proper books of account are kept in respect of:-

- 32.1.1 all sums of money received and expended by the club and the matters in respect of which the receipts and expenditure takes place; and
- 32.1.2 the assets and liabilities of the club.
- 32.2 The books of account must be kept at the registered office of the club, or at such other place or places as the directors think fit, and must always be open to the inspection of the directors.
- 32.3 The directors must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the club, or any of them, are to be open to the inspection of members of the club who are not directors.
- 32.4 No member who is not a director has any right to inspect any account or book or document of the club except as conferred by statute or authorised by the directors.

33. Presentation of Accounts

- 33.1 Once at least in every year the directors must lay before the club in general meeting an account of income and expenditure for the period since the preceding account.
- 33.2 A balance sheet must be made out in every year and laid before the club in general meeting, made up to a date not more than 6 months before such meeting.
- 33.3 A copy of the balance sheet must be sent to, or made available to, the persons entitled to receive notices of general meetings in the manner in which notices are to be given under these articles 21 days prior to the meeting.
- 33.4 Every account and balance sheet must be accompanied by a report of the directors and the account, report and balance sheet must be signed by 2 directors and countersigned by the secretary.

34. Powers of Directors

- 34.1 The directors of the club may exercise all powers that may be exercised by the club and do anything that may be done by the club, except where under these articles or any statute for the time being in force the power must be exercised or the thing be done by the club in general meeting.
- 34.2 The directors may act notwithstanding vacancies.
- 34.3 The directors of the club may issue debentures, debenture stock, bonds, or obligations of the club at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the club any sum or sums of money either upon mortgage or charge of all or any of the property of the club, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.

35. Byelaws

- 35.1 The directors of the club may from time to time make, alter and repeal any byelaws they consider necessary or expedient or convenient for the proper conduct and management of the club.
- 35.2 The directors must adopt whatever means they consider sufficient to bring all byelaws, alterations and repeals to the notice of the members of the club.
- 35.3 All byelaws, so long as they are in force, are binding on all members of the club.
- 35.4 No byelaws may be inconsistent with, or affect or repeal anything contained in, the memorandum or articles of association of the club, or be in breach of any statutory provision.
- 35.5 Any byelaw may be set aside by a special resolution of a general meeting of the club.

36. Delegation

- 36.1 The directors of the club may delegate any of their powers to a committee or committees appointed by the directors.
- 36.2 With the exception of a sub-committee with less than four members or one concerned with the purchase for the club, or supply by the club, of intoxicating liquor, a sub-committee may have up to one-third of its membership from members of the club other than directors.
- 36.3 In the exercise of the powers delegated to it, a committee must conform to any regulations prescribed by the directors.
- 36.4 Any delegation of powers or appointment of a committee may be recalled or revoked by the directors at any time.

37. Audit

Under Section 249A(1) of the Companies Act 1985 the Club is classified as a very small company and qualifies for total audit exemption.

38. Dissolution

Where on a winding up or dissolution there remains, after satisfaction of all the club's debts and liabilities, any property whatsoever, the same shall be given or transferred to some charitable organisation or organisations having objects similar to the club and nominated by the members in general meeting and in default of such nomination, determined by the liquidator.

39. Notices

- 39.1 A notice may be given by the club to any member either personally or by sending it by post in a prepaid envelope addressed to the member at his address recorded in the club's records. With the mutual agreement of the member and the club any

other generally accepted means of communication such as Fax or E-mail may be used provided that it is capable of giving a hard copy on receipt.

39.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been effected at the expiration of 48 hours after the envelope containing it was posted. Where a notice is sent by Fax receipt of the appropriate answerback giving the time of transmission shall be conclusive evidence that notice was served. In the case of a notice sent by E-mail the club must ensure that the notice was entered into the system carrying the correct address. Evidence to this effect will be conclusive that the notice was properly served and deemed to have been received within 72 hours of sending.

40. Headings

The headings in these articles do not form part of them or in any manner affect the interpretation or construction of them.

Name and Address of Subscribers

Signed

- | | | | |
|-----|--|--------|----------------|
| (1) | STANLEY WILLIAM BUCKLEY
21 Private Road
Bush Hill Park
Enfield EN1 2EH | Signed | S W. Buckley |
| (2) | DAVID JAMES BERRAGAN
17 Calshot Avenue
Chafford Hundred
Grays
Essex RM16 6QY | Signed | D. J. Berragan |
| (4) | PETER RODNEY DENNIS
42 Bramley Avenue
Faversham
Kent ME13 8LP | Signed | P. R. Dennis |
| (4) | WILLIAM MUNNERY
47 Tindale Close
South Croydon
Surrey CR2 0RT | Signed | W. Munnery |

Witness to the above signatures

SIMON ANDREW ELLIOT
Churchill Plaza
Churchill Way
Basingstoke
Hampshire RG21 7GL

Signed

S. A. Elliot

Title

Solicitor

Date

18th September 2000