

***The Companies Act, 1948***  
***Company Limited by Guarantee and***  
***Not having a Share Capital***  
**Articles of Association**  
**Of**  
**The Amateur Yacht Research Society Limited**  
**as proposed to be amended at the 2020 AGM**

***Interpretation***

1. In these Articles the following words shall have the respective meanings hereby assigned to them unless the context otherwise requires:

“The Society” means The Amateur Yacht Research Society Limited.

“The Seal” means the Common Seal of the Society

“The Committee” shall mean the Committee for the time being of the Society.

“Honorary Secretary” means any person appointed by the Committee to perform the duties of Secretary of the Society but shall not include the Assistant Secretary (if any).

“The Statutes” shall mean the Companies Act 1948 and every other Act for the time being in force affecting the Society.

“Society Premises” shall include any houses, vessels, boat-houses and any property owned or used for the time being by the Society.

Subject as aforesaid any words or expressions defined in the Statutes shall, if not inconsistent with the context, have the same meaning in these Articles.

***Objects***

2. The Society is established for the purposes expressed in its Memorandum of Association.

***Members***

3. The number of members with which the Society proposes to be registered is 2000 but the Committee may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be the members of the Society.
5. A candidate for membership shall send to the Secretary an application for membership in such form as may from time to time be approved by the Committee.
6. Election of candidates for membership shall take place at a meeting of the Committee duly convened for that purpose. Candidates may, and on the request of any one member of the Committee shall, be elected by secret ballot and the votes of more than one third of the members of the Committee present shall exclude.
7. Upon acceptance of payment of his first annual subscription and any entrance fee which the Committee may from time to time prescribe an elected candidate shall become a member.
8. Every member on becoming a member of the Society shall by virtue thereof be bound to comply with the rules contained in these Articles and any regulations and by-laws made by the Committee and any neglect or refusal to do so or any conduct which in then opinion of the Committee is either unworthy of a Member or otherwise injurious to the interests of the Society shall render a member liable to expulsion by the Committee provided that before expelling a member the Committee shall call upon him for an explanation of his conduct and shall give him an opportunity of defending himself or of resigning his membership. The vote on a resolution for expulsion shall be by ballot

## **Articles of Association of The Amateur Yacht Research Society Limited**

and the resolution shall only be carried if more than half of the members of the whole Committee vote in favour of the resolution.

### ***Honorary Members***

9. (a) The title of The Founder shall be held by Dr. John MORWOOD for life in recognition of his initiative and services in promoting the Society.
- (b) The Committee may elect Honorary Members of the Society but the total of such Honorary members shall not at any one time exceed five per cent of the total number of Members of the Society.
- (c) No Honorary Members of the Society shall be required to pay any entrance fee or subscription or in a winding up of the Society to make any contribution to the liabilities of the Society or the expenses of the liquidation.
- (d) No Honorary member except the Founder shall be entitled to vote at general meetings of the Society but except as hereinbefore provided shall be entitled to the same rights and be subject to the same obligations and duties as members of the Society.
- (e) There shall be a President of the Society and the first President shall be elected by the Committee and shall hold office until the conclusion of the first Annual General Meeting but shall be eligible for re-election thereat. Thereafter the President shall be elected in general meeting on the recommendation of the Committee and he shall hold office until the conclusion of the next following Annual General Meeting but shall be eligible for re-election thereat.
- (f) There shall be no more than four Vice-Presidents of the Society who shall be elected by the Committee and each of them shall hold office until the conclusion of the next Annual General Meeting of the Society after he has been appointed and shall be eligible for re-election thereat.
- (g) The Founder, the President and the Vice-Presidents of the Society shall from the date of their respective appointments be deemed to be Honorary Members of the Society.
- (h) An Honorary Member shall be eligible for election as an officer of the Society and also for election to the Committee of the Society and an Honorary Member so elected to the Committee shall be entitled to vote as a member of the Committee.

### ***Entrance Fee and Subscription***

10. The annual subscription payable on election and on the 1<sup>st</sup> October of each year shall be such sum as the Committee shall from time to time prescribe.
11. The entrance fee (if any) shall be such sum as the Committee shall from time to time prescribe.
12. The Committee shall not be entitled to change the annual subscription or to prescribe a change in the entrance fee except once in every year by notice to the members given at least two months before the date when subscriptions became due for renewal.
13. (a) Any Member who has not paid his subscription by the 1<sup>st</sup> February shall be requested in the name of the Committee to pay the same within 14 days and if his subscription is not paid by 28<sup>th</sup> February his name may be removed by the Committee from the list of members. A Member's name may thereafter be restored to the list at the discretion of the Committee.
- (b) No member shall in any year be entitled to exercise any rights and privileges of membership until his entrance fee and subscription for that year and all arrears (if any) are paid.
- (c) A Members elected after the 1<sup>st</sup> July in any year who shall have paid his subscription for that year shall not be required to pay any subscription for the following year.

### ***Officers***

14. The first officers of the Society shall be appointed by an instrument in writing under the hands of the subscribers hereto, and shall consist of the Chairman, the Honorary Editor, the Vice-Chairman, the Honorary Treasurer and the Honorary Secretary.
15. (a) The Chairman and the Honorary Treasurer shall hold office until the conclusion of the Annual general meeting held in those years that end with an even number beginning with the meeting held in

## **Articles of Association of The Amateur Yacht Research Society Limited**

1966. The Honorary Editor, the Vice-Chairman and the Honorary Secretary shall hold office until the conclusion of the Annual General Meeting held in those years ending with an odd number beginning with the year 1965. All such officers shall be eligible for re-election before the conclusion of the Annual General Meeting at which they are due to retire.

- (b) If the number of candidates for election as Officers of the Society shall exceed the number of vacancies to be filled, the elections shall be by the majority of Members present at the Annual General Meeting.
16. No candidate for election to any office (other than the first officers or the retiring officers) shall be proposed unless the name of such candidate and of his proposer and seconder shall have been sent to the Honorary Secretary before the 1<sup>st</sup> day of December in any year.

### ***The Committee***

17. (a) The Committee shall consist of:
- (i) The Officers of the Society ex-officio and
  - (ii) The Ordinary Members of the Committee who shall consist of not more than twelve members of the Society the first such ordinary members of the Committee being nominated by the Subscribers hereto
- (b) At the first Annual General Meeting of the Society all the ordinary members of the Committee shall retire from office and at the Annual General Meeting in every subsequent year one third of the ordinary members of the Committee for the time being (or if their number is not a multiple of three then the number nearest one third) shall retire from office.
- (c) The ordinary members of the Committee to retire in every year shall be those who have been longest in office since their last election but as between persons who became ordinary members of the Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (d) A retiring ordinary member of the Committee shall be eligible for re-election.
18. (a) Candidates for election as ordinary members of the Committee shall be those retiring members who shall offer themselves for re-election and such other members of the Society whose nominations duly proposed and seconded shall have reached the Honorary Secretary on or before the 1<sup>st</sup> day of December in any year.
- (b) The members of the Society at the meeting at which the ordinary members of the Committee retire in manner aforesaid may fill the vacancies. If the number of candidates exceeds the number of vacancies to be filled the election of ordinary members of the Committee shall be by ballot. Every member present at the meeting shall be entitled to one vote for each vacancy. If a ballot is necessary the candidates obtaining the greatest number of votes shall after the conclusion of the ballot be proposed as ordinary members of the Committee to fill the vacancies. If no ballot is necessary all the candidates shall be so proposed.
- (c) Each successful candidate proposed as aforesaid shall be appointed to the Committee by a separate resolution passed at the said meeting of the Society.
19. If a casual vacancy occurs by death or resignation the Committee may co-opt a Member to fill the vacancy. The co-opted Member shall retire at the next Annual General Meeting along with the ordinary members of the Committee due to retire by rotation.
20. Section 185 of the Companies' Act 1948 shall not apply to the Society and there shall be no age limit for appointment as an officer of the Society or member of the Committee.
21. The Members of the Committee shall be the directors of the Society for the purposes of the Companies' Act 1948.
22. The Committee may appoint such sub-committees as it may think fit provided that not less than one of the members of any sub-committee is a member of the Committee and that the total number of members of the sub-committee is not less than two and that vacation of office on the Committee shall not necessarily involve vacation of office on the sub-committee.

## Articles of Association of The Amateur Yacht Research Society Limited

### ***Management of the Society***

23. The Committee shall direct and manage the property and affairs of the Society in accordance with the memorandum and Articles of Association from time to time in force and may exercise all such powers of the Society (including borrowing powers) as may be exercised by the Society and which are neither by the Statutes nor hereby required to be exercised by the Society in general meeting.
24. The property, funds, real and personal estate of the Society may be sold or disposed of by or according to the order and discretion of the Committee.
25. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Society shall be signed, accepted, drawn, endorsed or otherwise executed as the case may be in such manner as the Committee shall from time to time by resolution determine.
26. The Committee may at any time make, alter or rescind any rules, regulations and by-laws relating to the use and management of the Society premises and property and the conduct of Members therein or any other matters incidental to the working of the Society therein but no such rule, regulation or by-law shall be inconsistent with these Articles or with any resolution passed by the Society in general meeting.
27. The Committee shall take such steps as it thinks fit for making known to members all rules, regulations and by-laws by printing them and distributing the same or by posting them on the Society Notice Boards or otherwise.

### ***General Meetings***

28. The Society shall in the month of January in each 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 in the notices calling it. The Annual General Meeting shall be held at such time and place as the Committee shall appoint. No business, except the passing of the Accounts, the election of the officers and of the members of the Committee, and other such business as the Committee may order to be inserted in the notice convening the meeting, shall be discussed at such meeting unless notice thereof be given to the Honorary Secretary at least 31 days before the ~~commencement of the month~~ date on which the Annual General Meeting is due to be held.
29. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
30. (a) The Committee may at any time convene an Extraordinary General Meeting and the discussion at such meeting shall be confined to the business stated in the Notice sent to Members.  
(b) If at least 15 Members of the Society shall require the Honorary Secretary shall convene an Extraordinary General Meeting of the Society.

### ***Notices of General Meetings***

31. All General Meetings shall be called by 21 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which it is given, and shall specify the place the day and the hour of the meeting and in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting to Members of the Society.
32. The accidental omission to give notice of a meeting to, or non-receipt of a notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### ***Proceedings at General Meetings***

33. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the Balance Sheet and the Income and Expenditure Account, the reports of the Committee ~~and the~~ ~~Auditors~~, the election of officers and other members of the Committee.
34. Seven Members of the Society personally present and entitled to vote shall be a quorum at all

## Articles of Association of The Amateur Yacht Research Society Limited

general meetings and no business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business.

35. The Chairman of the Committee shall be chairman at all general meetings of the Society or if he be unwilling to act or be absent the chairman shall be the Vice-Chairman of the Committee or if he be unwilling to act or be absent any other officer or member of the Committee present or if no officer or member of the Committee be appointed any Member of the Society chosen by those present.
36. If within 30 minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such place and to such day and hour in the next 21 days as the Chairman shall appoint.
37. Where a meeting is dissolved or in any other case adjourned for more than 21 days 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 notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
38. Questions submitted to a general meeting shall be decided by a show of hands or by secret ballot among the members present as the Chairman shall decide and, in the case of an equality of votes the Chairman shall have a casting vote in addition to his vote as a Member.
39. At any general meeting a declaration by the Chairman that a resolution has been passed or lost and an entry to that effect in the Minute Book of the Society shall be prima facie evidence of the fact, and in the case of a resolution requiring any particular majority, that it was lost or passed by the majority required without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### Votes

40. Every member (other than an Honorary Member) present at a general meeting and entitled to vote shall have one vote and every vote shall be given personally.

### Meetings of the Committee

41. The Committee may meet together and/or by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and may determine the quorum necessary for the transaction of business provided that such a quorum shall not be less than five except that if the number of the Committee falls below five either by reason of death or retirement the continuing members of the Committee may act to appoint new members of the Committee to fill casual vacancies. The quorum shall include those present only by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants
42. Questions arising at any meeting of the Committee shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.
43. Any three members of the Committee may by notice in writing to the Honorary Secretary convene a meeting of the Committee and the Chairman or on his death or retirement the Vice-Chairman may convene such a meeting by notice in writing to all members of the Committee and in both cases not less than 48 hours notice shall be given unless at least two thirds of the members of the Committee shall dispense with such notice.
44. The Committee shall have power to delegate to the Officers of the Society full authority to deal with all the business of the Society.

### Minutes

45. The Committee shall cause Minutes to be made in books provided for the purpose of all resolutions and proceedings of general meetings and of meetings of the Committee and every member of the Committee present at any meeting of the Committee shall sign his name in a book to be kept for that purpose.

## Articles of Association of The Amateur Yacht Research Society Limited

### ***Vacation of Office***

46. A member of the Committee shall ipso facto cease to be an officer of the Society and/or a member of the Committee if he:
- (a) becomes bankrupt or makes any composition or arrangement with his creditors generally; or
  - (b) becomes of unsound mind
  - (c) by notice in writing resigns his office or from the Committee or be requested in writing by not less than 9 members of the Committee to resign his office or from the Committee
  - (d) without the consent of the Committee absents himself from all its meetings for 12 months.

### ***Assistant Secretary***

47. The Assistant Secretary shall be appointed by the Committee for such term at such remuneration and upon such conditions as it thinks fit; and any Assistant Secretary so appointed may be removed by it. The Assistant Secretary shall be deemed to be in all respects a Member of the Society but shall not be a Member of the Committee.

### ***The Seal***

48. The Committee shall provide for the safe custody of the seal which shall only be used by the authority of the Committee or of a sub-committee authorised by the Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by an Officer or member of the Committee and shall be countersigned by the Honorary Secretary or another Officer or Member of the Committee or by some other person appointed by the Committee for that purpose.

### ***Accounts***

49. The Committee shall cause the Honorary Treasurer to keep proper books of account with respect to:
- (a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure take place.
  - (b) all sales and purchases of goods by the Society; and
  - (c) the assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.

50. (Article deleted)

51. A copy of the accounts (including every document required by law to be annexed thereto) which is to be laid before the Society in general meeting, shall be sent to every member with the notice of the Annual General Meeting and a copy of the accounts shall be prominently displayed in the Society's premises (if any) and on the Society's website at least 14 days before the Annual General Meeting.

### ***Notices***

52. (a) A notice may be served by the Society upon any Member either personally or by sending it through the post in a prepaid letter or by electronic message addressed to such Member at his address appearing in the Register of Members and/or by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (b) Any notice, if served by post or electronic message, shall be deemed to have been served on the day following that on which the letter or electronic message containing the same was posted and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and posted-sent as a prepaid letter or electronic message.

## **Articles of Association of The Amateur Yacht Research Society Limited**

### ***Exemption from Audit***

53. The Society is empowered to avail itself of the benefits of exemption from having a statutory audit where it meets the criteria laid down under the Companies Act 1985 specified in section 249A(3) “The Total Exemption Conditions” or section 249A(4) as modified by section 249(5) in the case of companies which are charities “The Report Conditions” as enacted by the Companies Act 1985 (Audit Exemption) Regulations 1994 SI 1994 (No 1935). Any reference to Auditor or Audit shall be omitted from clauses 28,33,50,and 51 of these Articles of Association.

### ***Referenda***

54. That if at least 20% of the members of the Society so require, the Honorary Secretary shall within 60 days hold a referendum of all paid-up members of the Society. The question(s) to be put shall be given to the Secretary at the time of request. The question(s) shall be published to all members within 30 days to allow counter arguments to be lodged.