

**COMPANIES ACT 2014**  
**COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**

**-OF-**

**GLANDORE HARBOUR YACHT CLUB COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

**NAME**

1. The name of the Company is GLANDORE HARBOUR YACHT CLUB COMPANY LIMITED BY GUARANTEE.

**COMPANY LIMITED BY GUARANTEE**

2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

**OBJECTS**

3. The sole object for which the Company is established is to promote sailing, yachting and boating.

**POWERS**

4. In order to achieve this sole object, the Company shall have the following subsidiary objects:
  - (a) To encourage and provide facilities for yachting and boating of all kinds in particular to provide, operate, manage and run a club house, mooring facilities, marina, ferry services, yacht repairs, yacht storage, cranes, crash boats and all other similar or related facilities.
  - (b) To run instruction and training courses relating to yachting, sailing, yacht racing, cruising, lifesaving, water safety, navigation, meteorology, seamanship and other related subjects of interest to its members.
  - (c) To provide bar and restaurant facilities for its members and guests, together with entertainment including music, lectures film shows, dances and similar functions.
  - (d) To employ boatmen, barmen, secretaries, managers and such administrative and technical staff as may be necessary to achieve the objects.

- (e) To manufacture, purchase, sell and deal in ties, flags, charts and other items related to yachting, cruising and seafaring, including films, photographs and paintings.
- (f) To exchange any land, buildings, or real or personal property held by the Company for other land, buildings or real or personal property or to sell, lease, let dispose of or otherwise deal with any lands, buildings, or other real or personal property of the Company.
- (g) To acquire by gift, purchase, fee farm grant, lease or otherwise to hold (unconditionally or subject to any conditions or restrictions) any real or personal property and any rights over such.
- (h) To construct, alter, restore, repair, maintain, take down, or remove buildings, erections, walls, fence railings, gates, seats, or other structures on land and property held by or under the or management of (whether jointly with any other person or not) of the Company and generally to maintain, uphold, manage, improve, and develop the property of the Company.
- (i) To acquire in any manner (including acquisition by purchase out of any funds of the Company) and hold any lands, buildings and hereditaments and any rights, easements or interests herein or thereover, and any chattels or other moveable property, which in the opinion of the Directors it may be desirable to hold as investments with a view to provision out of the rents and profits thereof of funds applicable for the maintenance or preservation of any other part of the Company or for any particular purpose of the Company or for its general purposes.
- (j) To acquire in any manner (including acquisition by purchase out of the funds of the Company) and hold any investments (being at the time of acquisition of a nature authorised by law for the investment of trust funds, or of a nature authorised by the trust of the funds out of which the same shall be acquired, or by a doner of the same) and to apply the income thereof (subject to any trusts imposed by the doner, or otherwise affecting the same) for the preservation and maintenance of the property of the Company or any part or parts thereof; or for any particular purpose of the Company or for its general purposes.
- (k) To accept, seek and collect grants, subscriptions and donations by any means whatsoever (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of or (so far as permitted by law) to lease and accept surrenders or leases of and manage all real estate (including leasehold) so received and not required to be or capable of being occupied for the purpose of the Company and generally to manage, invest and expend all monies and property belonging to the Company.
- (l) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Company, (both present and future) and to purchase, redeem or pay off any such securities.
- (m) To act in concert or make any arrangements with any Department of State, Corporation, County Council, Conservancy, Fishery or other Board, or other Local Authority or Body

Public or Private, now or hereafter constituted, or with any residents in the neighbourhood or property of the Company with reference to any of the objects aforesaid.

- (n) To undertake the office of trustee, manager, secretary, registrar or any other office or situation of trust in furtherance of the Company's object.
- (o) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amount and interest of any person, firm or company or the dividends or interest on any securities, including (without prejudice to the generality of the foregoing) any Company which is the Company's holding company or a subsidiary or associated company.
- (p) To do all such other lawful things as are incidental or conducive to the preservation and maintenance of the property of the Company or to the attainment of the sole objects herein before described.

#### **INCOME AND PROPERTY**

- 5. The income and property of the Company whensoever derived shall be applied solely towards the promotion of the sole object of the Company as set forth in this Constitution, 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 the members of the Company. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company in return for any services actually rendered to the Company nor the gratuitous distribution among or sale at a discount to subscribers of the funds of the Company, whether members of the Company or not of any books or publications whether published by the Company or otherwise relating to all or any of the objects of the Company nor prevent the payment of interest at a rate nor exceeding five per cent, per annum on money lent or reasonable, or proper rent for premises, demised or let, by any member to the Company; but so that no Director shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or benefit in money or money's worth shall be given by the Company to any Director except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for the premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any Company of which a Director may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share or profits they may receive in respect of any such payment.

#### **LIABILITY OF MEMBERS**

- 6. The liability of the members is limited.

#### **WINDING UP**

- 7. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while they are member or within one year after they cease to be a

member, for payment of the debts and liabilities of the Company contracted before they cease to be a member and of the costs, charges and expenses of winding up, and for the adjournment of the rights of the contributory: among themselves such amount as may be required, not exceeding one euro.

8. Provided that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a Trade Union.
9. 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 object of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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CONSTITUTION

-OF-

GLANDORE HARBOUR YACHT CLUB COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

DEFINITIONS AND PRELIMINARIES

1. In these articles, unless inconsistent with the subject or context:

"**Act**" means the Companies Act 2014 and every other enactment which is to be read together with the Act;

"**Annual General Meeting**" means the meeting provided for under section 175 of the Act and in Article 46 hereof;

"**Articles**" means these Articles of Association of the Company, each article being an "**Article**";

"**Board of Directors**" means the members of the Board of Directors as defined in Article 63 hereof or members of the Board of Directors present at a meeting of the Board of Directors; members of the Board of Directors shall be deemed to be the Directors of the Club as defined in the Act;

"**Club**" means Glandore Harbour Yacht Club Company Limited by Guarantee and the term "**Company**" shall be so construed;

"**Company Secretary**" means any person appointed to perform the duties of the Secretary of the Club and includes an assistant to such a person and a person acting in that capacity for the time being;

"**Operational Committee**" means the members of the Operational Committee as defined in Article 89 hereof or members of the Operational Committee present at a meeting of the Operational Committee;

"**General Meeting**" means an extraordinary general meeting of the Club as defined in section 177 of the Act;

"**Register**" means the register of Members that section 169 of the Act (as modified by section 1201 of the Act) requires the Company to keep;

"**Seal**" means the common seal of the Club;

"**Office**" means the registered office for the time being of the Club within the meaning of the Act;

"**Open Club Event**" means any open racing event organised by the Club;

"**In writing**" and "**written**" shall, unless the contrary intention appears, be construed as including references to every mode of representing words in written form;

"**Member**" means a member of one of the classes of the Club as defined in Article 4 hereof, together the "**Members**";

"**month**" means the calendar month;

"**year**" means a calendar year;

words which have a special meaning assigned to them in the Act have the same meaning in these presents;

words importing the singular include the plural and vice versa; and

words importing persons include firms and bodies corporate (including a company).

## MEMBERS

2. For the purpose of registration, the number of Members is declared to be unlimited.
3. The subscribers to the Memorandum of Association and such other persons as the Operational Committee shall admit to membership shall be Members of the Club.
4. There shall be seven (7) classes of Members, namely:
  - a. Ordinary Members;
  - b. Honorary Members;
  - c. Junior Members;
  - d. Youth Members;
  - e. Associate Members;
  - f. Temporary Members; and
  - g. Family Members.
5. Every candidate for Ordinary, Honorary, Youth, Associate or Temporary membership must be 18 years of age or over. Candidates for membership may apply in writing in the manner

prescribed by the Operational Committee. The application shall be submitted with the annual subscription fee, and where applicable, the entrance fee.

6. The Company Secretary should provide written acknowledgment to each new Member and a copy of this Constitution, as soon as is practically possible.
7. The subscription and entrance fee where applicable of each new Ordinary Member shall become due on application.
8. All member fees and subscriptions, including but not limited to:
  - a. the annual subscription fee;
  - b. the entrance fee; and
  - c. racing fees,

shall be decided by the Club in accordance with Articles 43, 44 and 68.a.

9. The Operational Committee shall in every case have absolute discretion in deciding whether any candidate for membership is suitable for election and whether such candidate shall or shall not be admitted to membership of the Club.
10. The Operational Committee shall not in any circumstances be required to give any reason for the refusal of any applications.
11. A candidate for membership will not become a Member until:
  - a. their application and fees have been submitted to the Operational Committee in accordance with Article 5; and
  - b. the Operational Committee has decided to approve the candidate's application in accordance with Article 9.

12. The entry of a Member's name in the Register shall be evidence of membership but no Member shall be entitled to request the Club to issue a certificate of membership. The Company Secretary shall enter a Member's name and contract details on the Register within five (5) days of such Member becoming a Member in accordance with the provisions of this Constitution.

#### **ORDINARY MEMBERS**

13. An Ordinary Member shall enjoy all the privileges of membership, including but not limited to:
  - a. the right to vote at meetings;
  - b. the right to propose candidates for office; and
  - c. the right to propose resolutions at General Meetings of the Club.

### HONORARY MEMBERS

14. The Operational Committee may elect Honorary Members of the Club subject to ratification at a General Meeting.
15. An Honorary Member shall be elected for life or until they resign, retire or is removed as hereinafter provided.
16. An Honorary Member shall not be liable for an entrance fee nor for any annual subscription.
17. An Honorary Member shall enjoy all the privileges of membership including but not limited to:
  - a. the right to vote at meetings;
  - b. the right to propose candidates for office; and
  - c. the right to propose resolutions at General Meetings.

### JUNIOR MEMBERS

18. The Operational Committee shall have power to elect as Junior Members candidates who are under-the age of 18 years on the first day of June in a current year.
19. Junior Members shall have no voting power, no right to propose or second candidates for office and no right to propose resolutions at General Meetings.
20. A Junior Member shall not be in a position to remain as a Junior Member in the calendar year following the year in which they attain the age of 18 years and they may apply for a transfer to the class of Youth Member or Ordinary Member in which case no entrance fee shall be payable.

### YOUTH MEMBERS

21. The Operational Committee shall have power to elect as Youth Members candidates who are under the age of 25 years on the first day of June in a current year.
22. Youth Members shall have no voting power and no right to propose or second candidates for office.
23. Youth Members shall have the right to propose resolutions at General Meetings.
24. Youth Members shall not be in a position to remain as a Youth Member in the calendar year following the year in which they attain the age of 25 years and they may apply for a transfer to the class of Ordinary Member in which case no entrance fee shall be payable.



#### ASSOCIATE MEMBERS

25. The Operational Committee shall have power to elect as Associate Members candidates over the age of 18 years who are either:
  - a. not boat owners or boat helms; or
  - b. members of a different sailing club that wish to support the Club,provided such membership is applied for in a manner prescribed by the Operational Committee.
26. Associate Members shall have no voting power and no right to propose or second candidates for office.
27. Associate Members shall have the right to propose resolutions at General Meetings.

#### TEMPORARY MEMBERS

28. The Operational Committee shall have power to elect as Temporary Members candidates visiting the Club for a period not exceeding five (5) consecutive days once in any year or for the period of a specific Open Club Event or for such other period as the Operational Committee may determine from time to time, provided such membership is applied for in a manner prescribed by the Operational Committee.
29. Temporary Members shall have no voting power, no right to propose or second candidates for office and no right to propose resolutions at General Meetings.

#### FAMILY MEMBERS

30. Family Membership may be granted to a person who is eligible as an Ordinary Member to include their spouse, partner and any children who are eligible as either Junior Members or Youth Members.
31. A Family Membership shall exercise only one vote for all its Members.
32. A Member of a Family Membership that is older than the age of 18 shall have the individual right to propose resolutions at General Meetings.
33. A Member of a Family Membership that is older than the age of 25 shall have the individual right to:
  - a. propose or second candidates for office; and
  - b. propose resolutions at General Meetings.

**RESIGNATION, RETIREMENT AND EXCLUSION FROM MEMBERSHIP**

34. Any Member may retire, resign or withdraw from the Club by giving notice in writing to the Company Secretary and on paying with such notice any subscription, levy or other payment due for the current year which is unpaid at the date of such notice and any such Member shall be deemed to have ceased to be a Member from the date of the giving of such notice. In no case shall any Member be entitled to the repayment of any subscription actually paid or whether paid for the current year or for any year or years in advance.
35. Any Member may be expelled from membership of the Club by a resolution of the Operational Committee not including the Members of the Board of Directors, passed by a majority of not less than two thirds of those present when voting at a meeting at which not less than twenty one (21) days' notice specifying the intention to propose such resolution and the grounds therefore shall be sent to the Member concerned as well as to all the Members of the Operational Committee not including the Members of the Board of Directors at which the Member concerned shall have been given the opportunity to be heard.
36. An appeal against the resolution of the Operational Committee under the foregoing Article may be made by the Member concerned within twenty-one (21) days of the notice in writing advising them of the resolution. Such appeal shall be by notice in writing addressed to the Company Secretary at the Office and shall state the grounds of appeal. Such appeal shall be considered by the Board of Directors.
37. In considering the appeal, the Commodore shall be the Chairperson. The Board of Directors, having heard the Member's appeal, shall have the power to remove the said Member's name from the Register, and they shall thereupon cease to be a Member of the Club. The decision of the Board of Directors shall be final.
38. Any Member expelled under the provisions of the foregoing Articles shall forthwith forfeit all the privileges of membership and shall continue to be liable for any subscription due to have been paid prior to the date of expulsion or for any other obligation incurred before that date. The Operational Committee in its absolute discretion may cause to be returned to such Member such proportion of any subscription paid in advance as may be due having regard to the unexpired period for which it was paid.
39. The rights of any Member shall not be transferable and shall cease:
  - a. on the death of the Member;
  - b. on notice being given by the Member pursuant to Article 34 hereof;
  - c. if the Member (other than an Honorary Member) shall fail to pay any subscription due from them on or before the first day of March in any year, whether the same shall have been demanded or not, but such Member may be readmitted by the Operational Committee on such terms as it may think fit, provided however that the Operational Committee may make such proviso with regard to suspension of subscriptions in the case of Members who are temporarily absent from the Club;

- d. on the Member being expelled by a resolution of the Operational Committee under Article 35 hereof.
- 40. Subject to as hereinbefore provided, any person (or their estate) who ceases to be a Member shall be liable to pay to the Club all monies which, at the time of such cessation, may be due from such Member to the Club.
- 41. The representatives of a deceased Member shall have no claim upon or interest in the Club in respect of the membership of such Member.

#### **SUSPENSION OF MEMBERS**

- 42. The Operational Committee shall have power at any time to suspend any Member from admission to the premises of the Club and from the enjoyment of the facilities of the Club for a stated period decided on by the Operational Committee.

#### **ENTRANCE FEES AND SUBSCRIPTIONS**

- 43. The amounts of entrance fees and annual subscriptions for the succeeding year shall be decided by a vote at the Annual General Meeting of the Club on the recommendation of the outgoing Board of Directors. In the event of the outgoing Board of Director's recommendation being defeated, the entrance fees and annual subscriptions shall remain the same as in the previous financial year.
- 44. The annual subscription shall relate to a calendar year.
- 45. No new Member shall be entitled to exercise any right or privilege of membership until their subscription, and entrance fee where applicable, shall have been paid.

#### **GENERAL MEETINGS**

- 46. A General Meeting shall be held each year as the Club's annual general meeting, at such place as the Operational Committee shall determine. Such meetings shall be called Annual General Meetings. For the avoidance of doubt and in accordance with section 175(1) of the Act, not more than fifteen (15) months shall elapse between the date of one Annual General Meeting and that of the next.
- 47. The business of an Annual General Meeting shall be:
  - a. to receive and consider the report of the Board of Directors for the past year;
  - b. to receive and consider the income and expenditure account and balance sheets for the past year, which shall have been circulated to Members not less than fourteen (14) days before the Annual General Meeting;

- c. to appoint auditors for the ensuing year, unless the Club has availed of an audit exemption in accordance with the Act;
  - d. to vote on the entrance fees and annual subscriptions for the ensuing year;
  - e. to elect the Flag Officers and Board of Directors; and
  - f. to discuss general business.
48. Any Member that has the right and wishes to propose any resolution at any Annual General Meeting shall give notice thereof in writing to the Company Secretary at least fourteen (14) days before the date fixed for the meeting.
49. The Board of Directors, the Operational Committee and/or any member of the Club, as the case may be, may, at such time and place and for such purposes as it thinks fit, deposit a requisition calling for a General Meeting.
50. A requisition calling for a General Meeting shall:
- a. state the objects of the meeting, which may be for any purpose except business reserved for the Annual General Meeting;
  - b. be signed by:
    - i. at least five (5) Members who are entitled to vote at meetings; or
    - ii. in the case of a Member proposing that the Club does not avail of an audit exemption in a financial year, that Member; or
    - iii. such Members who are, at the date of the deposit of the requisition, entitled to exercise not less than one tenth of the total voting rights exercisable at General Meetings; and
  - c. be deposited at the Office.
51. Within twenty one (21) days of such requisition being deposited at the Office:
- a. the Board of Directors and/or the Operational Committee, as the case may be, shall hold the General Meeting; or
  - b. in the event that Board of Directors and/or the Operational Committee, as the case may be, does not proceed to hold the General Meeting, the requisitionists or any of them representing more than 50% of the total voting rights, may themselves, subject to section 178 of the Act, convene the meeting, and any meeting so convened shall not be held after three (3) months from the date of such deposit. Any meeting convened in such a manner shall be convened in the same manner, or as near as possible as that in which meetings are to be convened by the Board of Directors.
52. Subject to the provisions of the Act relating to the convening of meetings to pass special resolutions, twenty one (21) days' notice at the least of every Annual General Meeting or of any

General Meeting specifying the place, day and hour of the meeting, and in the case of special business, the general nature of the business to be transacted thereat, shall be given by the Company Secretary to all Members and the auditors (unless no statutory auditors stand appointed in consequence of the Club availing itself of an audit exemption in accordance with the provisions of the Act) but the accidental omission to give any such notice to or the non-receipt of such notice by any Member shall not invalidate any resolution or proceedings at any such meeting.

### PROCEEDINGS AT GENERAL MEETINGS

53. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as is otherwise provided by these Articles, seven (7) Members present and eligible to vote shall be a quorum for all purposes.
54. If within a half hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place or such other day and such other time or place as the chairperson may determine. If at such adjourned meeting a quorum as above defined is not present within fifteen (15) minutes from the time appointed for holding the meeting, the Members present shall be a quorum.
55. The Commodore or, failing them, the Vice Commodore shall preside as chairperson at every General Meeting. If at any meeting, either the Commodore, or the Vice Commodore, shall not be present within fifteen (15) minutes after the time appointed for holding the meeting, or if none of them be willing to act as chairperson, the Members present and eligible to vote shall choose one of their number to be chairperson.
56. The chairperson may, with the consent of any meeting at which a quorum is present, 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. If at such adjourned meeting a quorum is not present, those Members entitled to vote and being present shall be deemed to be quorum and may do all the business which a full quorum might have done.
57. At any General Meeting:
  - a. every question shall be decided in the first instance by a majority of votes or a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
    - i. by the chairperson of the meeting;
    - ii. by the Board of Directors;
    - iii. by at least three (3) Members present in person; or

- iv. by any Member or Members present in person and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting;
- b. unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution;
- c. the demand for a poll may be withdrawn:
- d. except as provided in Article 57.f hereof, 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;
- e. where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the Meeting in which the show of hands takes place or at which the poll is demanded should be entitled to a second or casting vote; and
- f. 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, any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

#### **VOTES OF MEMBERS**

- 58. Every Ordinary and Honorary Member shall have one vote. Family Members shall have a vote in accordance with Article 3130.
- 59. No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting which the vote objected to is given or tendered, and every vote not disallowed at such a meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

#### **THE FLAG OFFICERS**

- 60. The Flag Officers of the Club shall consist of:
  - a. the Commodore;
  - b. the Vice-Commodore;
  - c. the Treasurer;

- d. the Company Secretary; and
  - e. the Sailing Secretary.
61. At each Annual General Meeting, the Club shall elect the Flag Officers by a simple majority of the Members present and voting at the Annual General Meeting.
62. The Commodore and Vice Commodore may serve for a maximum period of two (2) consecutive years in any one term.

#### **THE BOARD OF DIRECTORS**

63. The Board of Directors shall consist of, at a minimum:
- a. the Commodore;
  - b. the Vice Commodore;
  - c. the Company Secretary; and
  - d. the Treasurer.
64. At each Annual General Meeting, the Club may elect whether to increase the number of the Board of Directors to include up to six (6) other Members applicable for office, making the number of the Board of Directors a maximum of ten (10) Members.
65. The Club may, from time to time, by ordinary resolution increase or reduce the number of the Board of Directors.

## BORROWING POWERS

66. The Board of Directors may, without any limitation as to amount, exercise all the powers of the Club to borrow money, and to mortgage or charge its undertaking or property or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Club or of any third party.

## POWERS AND DUTIES OF THE BOARD OF DIRECTORS

67. The business and affairs of the Club shall be managed by the Board of Directors, who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club as are not by the Act or by these Articles required to be exercised by the Club in General Meetings, subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Club in General Meetings; but no direction given by the Club in General Meetings shall invalidate any prior act of the Board of Directors which would have been valid if that direction had not been given.
68. Without prejudice to the general powers and authorities conferred by these Articles or any statute on the Board of Directors, the Board of Directors shall have power to:
- a. decide the racing fees for both internal and Open Club Events;
  - b. make, vary and repeal such bye-laws or regulations as they may deem necessary or expedient for the proper conduct and management of the affairs of the Club and such bye-laws or regulations shall be binding on every Member of the Club so long as they are in force:
    - i. provided that no bye-law or regulation shall:
      - (a) be inconsistent with or shall affect or repeal anything contained in this Constitution;
      - (b) constitute an amendment of or addition to this Constitution as could lawfully only be made by special resolution; or
    - ii. unless set aside at a General Meeting called for that purpose; and
  - c. put such reasonable construction or interpretation on any bye-law or regulation of the Board of Directors as they may determine if such regulation or bye-law is unclear or open to doubt, and such determination shall be final and binding on all Members.
69. The Board of Directors may from time to time, and at any place, by power of attorney appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board of Directors, to be the attorney or attorneys of the Club for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection



and convenience of persons dealing with any such attorney as the Board of Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in them.

70. A member of the Board of Directors who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Club shall declare the nature of such interest at the meeting of the Board of Directors at which the question of entering into the contract or arrangements are first taken into consideration if their interest then exists, or in any other case at the first meeting of the Board of Directors after the acquisition of their interest. If a member of the Board of Directors becomes interested in a contract or arrangement after it is made or entered into, the disclosure of their interest should be made at the first meeting of the Board of Directors held after they have become so interested. Any member of the Board of Directors may not vote in respect of any contract or arrangement in which they are so interested as aforesaid.
71. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manners as the Board of Directors may from time to time by resolution determine.
72. The Board of Directors shall cause minutes to be made in books provided for that purpose:
  - a. of all appointments of the Operational Committee made by the Board of Directors;
  - b. of all the names of members of the Board of Directors present at each meeting of the Board of Directors and of any sub-committee of the Board of Directors;
  - c. of all resolutions and proceedings at all meetings of the Club and of the Board of Directors and of sub-committees of the Board of Directors.

#### **DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS**

73. The office of a member of the Board of Directors or of any elected or appointed office referred to in this Constitution shall be vacated if such Member:
  - a. is adjudged bankrupt in Ireland or in Northern Ireland or Great Britain or makes any arrangement or composition with their creditors generally;
  - b. becomes prohibited from being a member of the Board of Directors by reason of any order made under the Act, and in particular Part 14, Chapter 3 of the Act;
  - c. in the opinion of the other members of the Board of Directors, can no longer be reasonably regarded as possessing an adequate decision-making capacity due to the member in question's health;
  - d. resigns their office by notice in writing to the Club: or

- e. is convicted of an indictable offence other than an offence under the Road Traffic Acts unless the Board of Directors otherwise determines.
74. No member of the Board of Directors shall be disqualified from their office as a result of contracting with the Club either as vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the firm or company in which any member of the Board of Directors shall be in any way interested be voided, nor shall any member of the Board of Directors be liable to account to the Club for any profit arising from any such office or profit realised by any such contract or arrangement by reason only of such member of the Board of Directors holding that office or of the contractual relations thereby established.

#### **ELECTION OF THE BOARD OF DIRECTORS AND FLAG OFFICERS**

75. At the Annual General Meetings, all the Members of the Board of Directors and the Flag Officers shall retire from office but shall, subject to Articles 62 and 77, be eligible for re-election.
76. At each Annual General Meeting, the Club shall proceed to elect the members of the Board of Directors and the Flag Officers.
77. Any candidate for election as member of the Board of Directors or Flag Officer shall have been proposed and seconded by an Ordinary, Honorary or Family Member of the Club. Such nomination shall be in writing and shall have been deposited with the Company Secretary at the Office not less than seven (7) days before the date of the Annual General Meeting. In the event of there being insufficient nominations for the positions of members of the Board of Directors or Flag Officers, further candidates may be proposed and seconded at the Annual General Meeting.

78. In the event of any vacancy occurring on the Board of Directors or among the Flag Officers during any year, the Board of Directors may co-opt a Member to fill such vacancy. A Member so elected shall hold office until the next Annual General Meeting
79. The Club may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any member of the Board of Directors before the expiration of their period of office, notwithstanding anything in these Articles or any agreement between the Club and such member of the Board of Directors.

#### PROCEEDINGS OF THE BOARD OF DIRECTORS

80. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they think fit. Questions arising at any meetings should be decided by a majority of votes. Where there is an equality of votes, the chairperson shall have a second or casting vote. A member of the Board of Directors may, and the Company Secretary at the requisition of a member of the Board of Directors shall, at any time summon a meeting of the Board of Directors. The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board of Directors, and unless so fixed shall be three (3).
81. The continuing members of the Board of Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of members of the Board of Directors, the continuing members or member may act for the purpose of increasing the number of members to that number or of summoning a General Meeting, but for no other purpose.
82. The Commodore, or, failing them, the Vice Commodore, shall preside as chairperson at any meeting of the Board of Directors and if none of such persons is present within fifteen (15) minutes after the time appointed for the holding of the meeting or if such person is unwilling to act, the Board of Directors present shall elect one (1) of its number to be chairperson at that meeting.
83. A resolution in writing, signed by all the members of the Board of Directors for the time being entitled to receive notice of a meeting of the Board of Directors shall be as valid as if it had been passed at a meeting of the Board of Directors duly convened and held.
84. The Board of Directors may delegate any of its powers to sub-committees consisting of such member or members of the Board of Directors or other Members of the Club as it shall think fit; any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board of Directors. The Board of Directors shall have power to dissolve any sub-committee at any time.
85. The Board of Directors shall appoint a chairperson of each sub-committee. If at any meeting of the sub-committee in question the chairperson is not present within fifteen (15) minutes after the time appointed for holding the same, the numbers present may choose one (1) of their number to be chairperson at that meeting.

86. Any sub-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 when there is an equality of votes, the chairperson shall have a second or casting vote. All acts done by any meeting of the Board of Directors or of a sub-committee of the Board of Directors or by any person acting as a member of the Board of Directors shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Member had been duly appointed and was qualified to be a member of the Board of Directors.

#### THE OPERATIONAL COMMITTEE

87. The Board of Directors shall delegate to a sub-committee, hereinafter referred to as the Operational Committee, the management and control of all day-to-day management activities of the Club subject however to such directions as the Board of Directors may from time to time give.
88. Subject to Article 84, the Operational Committee shall have the same powers and be subject to the same duties as the Board of Directors under this Constitution.
89. The Operational Committee shall consist of, at a minimum:
- a. the Members of the Board of Directors;
  - b. the Sailing Secretary; and
  - c. the Training Officer.
90. The Board of Directors may appoint up to six (6) other Members of the Club to the Operational Committee in addition to those mentioned at Article 89, making the number of the Operational Committee a maximum of twelve (12) Members.
91. The quorum necessary for the transaction of the business of the Operational Committee may be fixed by the Board of Directors, and unless so fixed shall be four (4).

#### SAILING COMMITTEE

92. The Board of Directors shall delegate to a sub-committee, hereinafter referred to as the Sailing Committee, the management and control of all sailing and other boating activities of the Club subject however to such directions as the Board of Directors may from time to time give.
93. The Sailing Committee shall consist of:
- a. one (1) Flag Officer appointed by the Board of Directors;
  - b. two (2) other Members of the Club appointed by the Board of Directors; and
  - c. the Captains of the Club Classes as recognised by the Club from time to time.

### THE SEAL

94. The Seal should be used only by the authority of the Board of Directors or a sub-committee of the Board of Directors so authorised by the Board of Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by:
- a. a member of the Board of Directors; and
  - b. counter-signed by the Company Secretary or by a second member of the Board of Directors or by some other person appointed by the Board of Directors for the purpose.

### ACCOUNTS

95. The Board of Directors shall cause proper books of account to be kept relating to:
- a. all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
  - b. all sales and purchases of goods by the Club; and
  - c. the assets and liabilities of the Club.
96. 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 Club's affairs and to explain its transactions.
97. The books of account shall be kept at the Office, or subject to section 182 of the Act, at such other place as the Board of Directors think fit, and shall at all reasonable times be open to the inspection of the Board of Directors.
98. The Board of Directors shall from time to time determine whether and to what extent and what times and places and to what conditions or regulations, the accounts and books of the Club or any of them should be opened to the inspection of Members, not being members of the Board of Directors, and no Member (not being a member of the Board of Directors) shall have any right of inspecting any account or book or document of the Club except as conferred by statute as authorised by the members of the Board of Directors or by the Club in General Meeting.
99. The members of the Board of Directors shall from time to time in accordance with the provisions of Part 6 of the Act, cause to be prepared and to be laid before the Annual General Meeting, such profit and loss accounts, balance sheets, group accounts and reports as are required by the Act to be prepared and laid before the Annual General Meeting.
100. A copy of any balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting, together with a copy of the directors report and auditor's report (unless the Club has availed itself of an audit exemption in accordance with the provisions of the Act) shall, not less than twenty-one (21) days before the

date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

#### AUDITORS

101. Auditors shall be appointed and duties regulated in accordance with the provisions of the Act (including those provisions relevant where the Company has availed itself of an audit exemption).

#### NOTICES

102. Notice may be served by the Club upon any Member, either personally or by sending through the post in a pre-paid envelope or wrapper or by email, addressed to such Member at their registered place of address or email address provided by the Member. Any notices sent by post shall be deemed to have been served on the date following that on which the envelope or wrapper containing the same is posted. A notice sent by email shall be deemed to have been served on the date on which the email is sent. A certificate in writing signed by the Company Secretary or other member of the Board of Directors that the envelope or wrapper containing the notice was so addressed and posted, shall be sufficient evidence thereof.
103. No person other than a Member entitled to vote at a General Meeting or Annual General Meeting and the auditors (unless no statutory auditors stand appointed in consequence of the Club availing itself of an audit exemption in accordance with the provisions of the Act) for the time being of the Club shall be entitled to receive notice of any such meeting.

#### INDEMNITY

104. Every member of the Board of Directors or other Flag Officer of the Club shall be entitled to be indemnified as to the assets of the Club and against all losses or liabilities (including any such liability as is mentioned in section 235 of the Act) which they may sustain or incur in or about the execution of the duties of their office or otherwise in relation thereto, and no member of the Board of Directors or other Flag Officer shall be liable for any loss, damage or misfortune which may happen or be incurred by the Club on the execution of the duties of their office or in relation thereto. This Article shall only have effect in so far as provisions are not avoided by the Act.