

COMPANIES ACTS 1963 TO 1983
Company Limited by Guarantee and Not Having a Share Capital

APPROVED AT E.G.M. on 18th January, 2008.

MEMORANDUM

-AND-

ARTICLES OF ASSOCIATION

-OF-

ROYAL WESTERN YACHT CLUB OF IRELAND LIMITED

(Copy)

No.

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that Royal Western Yacht Club of Ireland
is this day Incorporated under the Companies
Acts 1963 to 1983 and that the Company is
Limited.

GIVEN under my hand at Dublin, day of
Two Thousand and

Fees and Deed Stamps €

Stamp Duty on Capital €

for the Registrar of Companies.

COMPANIES ACTS 1963 TO 1983
Company Limited by Guarantee and Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

-OF-

ROYAL WESTERN YACHT CLUB OF IRELAND LIMITED

1. (a) The name of the Company is Royal Western Yacht Club of Ireland.
(b) The Club Colours are white, red and green.
2. The objects for which the Company is established are:

To promote amateur sailing and yachting in any form and the doing of all such other things as are incidental or conducive to the attainment of these objects. In order to achieve this principal object the Company shall have the following subsidiary objects:-
 - (a) To encourage and provide facilities for yachting and boating of all kinds and 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, life saving water safety, navigation, meteorology, seamanship and other related subjects of interest to its members.
 - (c) To provide lectures, film shows, dances and similar functions.
 - (d) To employ boatmen, secretaries, managers and such administrative and technical staff as may be necessary to achieve the above objects.
 - (e) To manufacture, purchase, sell and deal in ties, flags, charts and other items related to yachting, cruising and seafaring, including films, photographs, paintings, magazines and periodicals.
 - (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, and to hold (unconditionally or subject to any conditions or restrictions) any real or personal property and any rights over or in such.
- (h) To construct, alter, restore, repair, maintain, take down or remove buildings, erections, walls, fences, railings, gates, seats or other structures on lands and property held by or under the care or management (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 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 property 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 the Donor of the same) and to apply the income thereof (subject to any trusts imposed by the Donor, 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 devise and bequests for all or any of the purposes aforesaid and to sell and dispose or (so far as permitted by law) to lease and accept surrender or leases of and manage all real estate (including leaseholds) 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 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 arrangement 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 objects.
 - (o) To guarantee, support or secure, whether by personal covenants 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 of payment of the principal amounts and interests of any person, firm or company of 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 hereinbefore described.
3. The income and property of the Company whensoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit, to the members of the Company. Provided that nothing herein shall prevent the payment in good faith or 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 not exceeding current Bank rates 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 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 hundred part of the capital and such member shall not be bound to account for any shares of profits he may receive in respect of any such payment.
 4. The liability of the members is limited.
 5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjournment of the

rights of the contributories among themselves such amount as may be required, not exceeding €1.00 (One Euro).

WE, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers:

Dated the day of

Witness to the above Signatures:

ARTICLES OF ASSOCIATION

- OF -

ROYAL WESTERN YACHT CLUB OF IRELAND LIMITED

DEFINITIONS AND PRELIMINARY

1. These articles, unless inconsistent with the subject or context:
“The Act” means the Companies Act 1963 and every statutory modification, amendment or re-actment thereof for the time being in force (including but without prejudice to the generality of the foregoing and amending legislation).

“Club” means Royal Western Yacht Club of Ireland Limited;

“The General Committee” means the members of the General Committee for the time being as defined in Article 51 hereof or members of the Committee present at a meeting of the General Committee includes any person occupying the position of the Committee Members of whatever name called; members of the General Committee shall be deemed to be Directors of the Club as defined in the Act;

“The Secretary” means any person appointed to perform the duties of the Secretary of the Club;

“The Treasurer” means any person appointed to perform the duties of the treasurer of the club and he shall issue notices of dues payable, be responsible for their collection and keep books of accounts of the club. He/she shall also be responsible for the disbursements of monies at the direction of the club and for the preparation of an annual report on the financial affairs of the club and for quarterly financial statements. All cheques and other orders relating to the banking accounts of the club shall be signed by the Treasurer but subject to the provisions hereinafter contained;

“The Seal” means the common seal of the Club;

“The Office” means the registered office for the time being of the Club;

“In writing” and “written” includes typewriting, printing, lithography and all other modes of representing or reproducing words in visible form;

“Month” means the calendar month;

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

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;
Words importing the masculine gender shall include the feminine gender and vice versa;
Words importing persons include corporation.

MEMBERSHIP & ORDINARY FULL 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 General Committee shall admit to membership shall be members of the Club.
4. There shall be eight (8) classes of members, namely: Ordinary Full Members, Honorary Members, Associated Members, Student Members, Junior Members, Family Members, Social Members and New Members Temporary Members.
5. Every candidate for ordinary, associate, student or honorary membership must be 18 years of age or over and must be proposed and seconded by an ordinary voting family, student or honorary member of the Club. The proposal which must be made on the prescribed form shall be forwarded with the entrance fee to the Secretary. The candidate will be considered by the General Committee for election at their next meeting, or some subsequent meeting, and shall be duly elected if approved by a simple majority of the members of the General Committee present and voting at the meeting. Provided always that the General Committee shall in its absolute discretion have power to waive any of the requirements of this Article.
6. The Secretary shall send to each newly elected member, as soon as may be practical after the election, written notice thereof and a copy of the rules of the Club and The Memorandum and Articles of Association.
7. The General Committee shall in every case have absolute discretion 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.
8. The General Committee shall not in any circumstances be required to give any reason for the refusal of any application.

HONORARY MEMBERS

9. Honorary members shall be elected at the Annual General Meeting of the Club.
10. An Honorary Member shall be elected for life or until he resigns, retires or is

removed as hereinafter provided.

11. An Honorary Member shall not be liable for an entrance fee nor any annual subscription.
12. An Honorary Member shall enjoy all the privileges of membership including the right to vote at meetings, to propose candidates for membership or office.

ASSOCIATE MEMBERS

13. The General Committee shall have power to elect Associate Members.
14. An Associate Member shall not be entitled to vote at any meeting of the Club and shall not be entitled to propose or second candidates for membership or for office and shall enjoy only such privileges as may be granted by the General Committee from time to time.

STUDENT MEMBERS

15. The General Committee shall have power to elect Student Members. Student Members shall be full time Students.

JUNIOR MEMBERS

16. The General Committee shall have power to elect Junior Member candidates who are under the age of 18 years and such candidates shall be proposed and seconded by an Ordinary, Family, Student or Honorary Member of the Club but shall otherwise not be required to comply with the election procedure set out at Article 5 above.
17. A Junior Member shall have no voting power and shall have no right to propose or second candidates for membership or for office. They shall enjoy only such privileges as the General Committee may from time to time determine.

FAMILY MEMBERS

18. The General Committee shall have power to elect as Family Members, persons of the same family i.e. parents and children under 18 years of age.
19. A Family Membership shall have only two votes.

SOCIAL MEMBERS

20. The General Committee shall have the power to elect Social Members and such members shall be proposed and seconded by empowered Members of the Club.

21. Social Members shall not be entitled to vote at any meeting of the Club and shall not be entitled to propose or second candidates for membership or for office. Social Members shall not participate in racing, their presence on a yacht during a closed race shall render that yacht open for disqualification. Social Members shall enjoy the social and cruising benefits of the Club and those other privileges as may be granted by the General Committee from time to time.

NEW MEMBER TEMPORARY MEMBERS.

22. The General Committee shall have the power to elect New Members Temporary Members and such members shall be proposed and seconded by empowered Members of the Club.
23. New Members Temporary Members shall necessarily be beginners to the sport of sailing and shall enjoy the privileges of Ordinary Full Club Membership but shall not be entitled to vote at any meeting of the Club and shall not be entitled to propose or second candidates for membership or for office. New Members Temporary Members membership shall be free and shall extend for a period of one (1) month from ratification of membership by the General Committee. The General Committee shall have the power to refuse or revoke the membership of New Members Temporary Members in circumstances where it believes unsportsmanlike advantage is being sought by their presence.

RESIGNATION, RETIREMENT AND EXCLUSION FROM MEMBERSHIP

24. Any member may retire, resign or withdraw from the Club by giving notice in writing to the 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 giving of such notice.
25. (a) Any Member of the Club who infringes or violates the Rules and Regulation or bye-laws of the Club or whose conduct either on the Club premises or elsewhere is in the opinion of the Committee derogatory to the Club or its Members or servants or injurious to the interests of the Club may be expelled from membership of the Club by a resolution of the General Committee, passed by a majority of not less than three fourths of those present when voting at a meeting of which not less than 21 days notice specifying he intention to propose such resolution and the grounds therefore shall have been sent to the member concerned as well as to all the members of the General Committee at which the member concerned shall have been given the opportunity to be heard.
(b) Before making any such expulsion order the Committee attend before it to give an explanation or reason for his or her conduct or to give any undertaking that may be required. If any such Member having been so called upon should

fail to attend before the Committee to give any such explanation or reason or if any explanation or reason given shall be deemed by the Committee to be insufficient or if such Member should refuse to give any undertaking that may be required, the Committee shall then be at liberty to expel such a Member from the Club or alternatively to suspend such a Member from admission to the Club premises and from the enjoyment of the facilities of the Club for a stated period.

26. An appeal against the resolution of the General Committee under this article may be made by the member concerned within 21 days of the notice in writing advising him of the resolution. Such appeal shall be by notice in writing addressed to the Secretary at the registered office of the Club, and shall state the grounds of appeal. The secretary shall convene within 21 days of receipt of the appeal an Extraordinary General Meeting of the Club for the purpose of considering the appeal. A simple majority of those present and voting at the Extraordinary General Meeting shall decide whether the resolution of the General Committee should be either confirmed or quashed. Voting at such meeting shall be by way of ballot.
27. 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; but provided that the General Committee 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 of which it was paid.
28. 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 24 hereof;
 - (c) If the Member (other than an Honorary Member) shall fail to pay any subscription due from him on or before the 1st day of April in any year, whether the same shall have been demanded or not, but such Member may be re-admitted by the General Committee on such terms as it may think fit;
Provided however that the General Committee may make such provision with regard to suspension of subscriptions in the case of members who are temporarily absent from the Club
 - (d) On being expelled by a resolution of the General Committee under Article 25 hereof. Subject to as hereinbefore provided, any person who ceases to be a member or his estate 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.
29. 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

30. The General 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, for reasonable cause, of which notice has been given to the member concerned, and the reply of that member, if any, whether written or oral, has been considered by the General Committee.

ENTRANCE FEE AND SUBSCRIPTIONS

31. The amounts of entrance fees and annual subscriptions shall be decided by a vote at the Annual General Meeting of the Club on the recommendation of the outgoing General Committee.
32. Any person who is admitted to membership at the Meetings of the General Committee held in November or December of any year shall be liable only to pay the annual subscription for the succeeding year.
33. Annual subscriptions shall become due and payable on the 1st day of February in each year.

GENERAL MEETINGS

34. A General Meeting of the Club shall be held in every calendar year not later than the 1st day of February in such place as the General Committee shall determine. Such meetings shall be called Annual General Meetings and all other meetings shall be called Extraordinary General Meetings.
35. The business of an Annual General Meeting shall be;
 - (a) To receive and consider the report of the honorary Secretary;
 - (b) To receive and consider the report of the Treasurer;
 - (c) To appoint Honorary Auditors for the ensuing year;
 - (d) To vote on the entrance fees and annual subscriptions for the ensuing year;
 - (e) To elect the Officers of the Club as defined in Article 49 hereof and to elect the other members of the General Committee;
 - (f) To approve an outline programme of events for the forthcoming year;
 - (g) To discuss general business.
36. The Officers and Committee shall be elected at the Annual General Meeting of the Club and shall hold office until the next Annual General Meeting. The names of candidates who have consented to stand for election and notices of motion together with the names of proposers and seconders shall be forwarded in writing to the Honorary Secretary fourteen days before an A.G.M. Only paid up members shall be entitled to vote.
37. An Extraordinary General Meeting shall be called upon the signed requisition not less than one third of the members of the Club to the Honorary Secretary. Such meeting shall be held within four weeks of receipt of the requisition which must specify the reasons for calling such a meeting.

38. If the General Committee does not proceed to cause a meeting to be held within 28 days from the deposit of the requisition, the requisitionists or majority of them may themselves subject to Section 132 of the Act convene the meeting, and any meeting so convened shall not be held after three months from the date of such deposit.
39. Any meeting convened by requisitionists under these Articles shall be convened in the same manner, or as near as possible as that in which meetings are to be convened by the General Committee.
40. Subject to the provisions of the Act relating to the convening of meetings to pass special resolutions, 21 days notice at the least of every Annual General Meeting or of any Extraordinary 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 Secretary to all members and the auditors 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

41. (a) All General Meetings of the Club shall be held in the State.

(b) Notice of motion together with names of proposers and seconders shall be forwarded in writing to the Honorary Secretary 14 days before A.G.M.
42. No business shall be transacted at any General Meeting unless a quorum be present when the meeting proceeds to business. Save as is otherwise provided by these presents 15 members present and eligible to vote shall be a quorum for all purposes. If within a half hour from the time appointed for the meeting a quorum be not present, the meeting if convened on the requisition of members of the Club, shall be dissolved. In any other cast 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 Chairman may determine. If at such adjourned meeting a quorum as above defined by not present within 15 minutes from the time appointed for holding the meeting, the members present shall be a quorum.
43. The Commodore or failing him the Vice Commodore or failing him the Rear Commodore shall preside as Chairman at every General Meeting of the Club.
44. If at any meeting, either the Commodore, the Vice Commodore or the Rear Commodore are not present within 15 minutes after the time appointed for holding the meeting, or if none of them is willing to act as Chairman, the members present and eligible to vote shall choose one of their number to be Chairman.
45. The Chairman 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 be not present the members present shall be deemed to be a quorum and may do all the business which a full quorum might have done.

(1) At any General Meeting every question shall be decided in the first instance by a majority of votes or a show of hands unless a poll be demanded;

(2) Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost, an entry to that effect in the book containing conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution;

(3) The demand for a poll may be withdrawn;

(4) If a poll is duly demanded it shall be taken in such manner as the Chairman directs subject as hereinbefore mentioned, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded;

(5) Where there is equality of votes, whether on a show of hands or on a poll, the Chairman 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.

VOTES OF MEMBERS

46. Every Ordinary, Honorary, Student and two members of a Family shall have one vote.

47. A member of unsound mind, or in respect of which an order has been made by any Court having jurisdiction in lunacy, may vote, either on a show of hands or on a poll or by its committee, receiver, guardian or other person appointed by that Court.

48. No member shall be entitled to vote at any General Meeting unless all monies immediately payable by him to the Club have been paid.

(a) Votes may be given either personally or by proxy.

(b) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

(c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned

meeting at which the persons named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

(d) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

ROYAL WESTERN YACHT CLUB OF IRELAND LIMITED

I/WE, _____ of
in the County of Clare, being a member/members of the above named
Company, hereby appoint
of _____ or failing him
of _____ as my/our proxy to vote for me/us on my/our
behalf at
the (Annual or Extraordinary, as the case may be), General Meeting of the
Company to
be held on the _____ day of _____ 20 _____ and any adjournment
thereof.

Signed this _____ day of _____ 20 _____

This form is to be used *in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

◆Strike out whichever is not desired.

(e) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

THE ELECTED OFFICERS

49. The elected Officers of the Club shall consist of a Commodore, a Vice Commodore, a Rear Commodore, a Secretary and a Treasurer.
50. At each Annual General Meeting the Club shall elect the said officers by a simple majority of the members present and voting at the Annual General Meeting.

THE GENERAL COMMITTEE

51. The General Committee shall consist of;
The Commodore, Vice Commodore, Rear Commodore.
The Secretary.
The Treasurer.
The Racing Captain.
The Cruising Captain and not more than 8 other members of the Club which can include: The Public Relations Officer, The Social Secretary, The Dinghy Captain, The Youth Officer, The Safety Officer, The Equipment Officer, The Website Coordinator and The Committee Member.
52. The first officer and members of the General Committee shall be appointed in writing by the subscribers to the Memorandum of Association
53. The General Committee may with the approval of the Ordinary Members obtained at a General Meeting exercise all the powers of the Club to borrow money, enter mortgages or charges on the undertaking or property or any part thereof, and to issue debentures, debentures stock or other securities; whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF THE GENERAL COMMITTEE

54. The business of the Club shall be managed by the General Committee, 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.
55. No direction given by the Club in General Meetings shall invalidate any prior Act of the General Committee which would have been valid if that direction had not been given.
56. The General Committee may from time to time and at any time by power of attorney appoint any Company, Firm, Person or body or persons, whether nominated directly or indirectly by the General Committee, 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 General Committee 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

57. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid by 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 General Committee may from time to time by resolution determine.
58. The General Committee shall cause minutes to be made in books provided for that purpose;
 - (a) Of all appointments of officers made by the General Committee;
 - (b) Of the names of Members of the General Committee present at each meeting of the General Committee and of any Sub-Committee of the General Committee;
 - (c) Of all resolutions and proceedings at all meetings of the Club, and of the General Committee and of Sub-Committees of the General Committee.

DISQUALIFICATION OF MEMBERS OF THE GENERAL COMMITTEE

59. The Office of a member of the General Committee or of any elected office referred to in Article 57 hereof shall be vacated if the member of the General Committee;
 - (a) Is adjudged bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) Becomes prohibited from being a member of the General Committee by reason or any order made under Section 184 of the Act; or
 - (c) Becomes of unsound mind; or
 - (d) Resigns his 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 General Committee otherwise determine.
60. No member of the General Committee shall be disqualified by his office from 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 General Committee shall be in any way interested by voided, nor shall any member of the General Committee 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 General Committee holding that office or of the contractual relations thereby established, but the nature of such interest must be disclosed by him at the meeting of the General Committee at which the contract or arrangements are first taken into consideration if his interest then exists, or in any other case at the first meeting of the General committee after the acquisition of his interest. If a member of the General Committee becomes interested in a contract or arrangement after it is made or entered into, the disclosures of his interest should be made at the first meeting of the General Committee held after he has become so interested. Any member of the General Committee may vote in respect of any contract or arrangement in which he is so interested as aforesaid.

ELECTION OF THE GENERAL COMMITTEE

61. At the first Annual General Meeting of the Club and at all subsequent Annual General Meetings of the Club, all the members of the General Committee and duly elected officers shall retire from office but shall subject to Article 65 be eligible for re-election.
62. The Club shall at each Annual General Meeting proceed to elect the elected officers and other members of the General Committee.
63. Any candidate for election as an officer or member of the General Committee shall have been proposed and seconded by an Ordinary, Honorary, or family or student member of the Club, such nomination in writing shall have been deposited with the Secretary at the Office not less than 14 days before the date of the Annual General Meeting.
64. The Retiring Commodore shall be an ex officio Member of the General Committee for a period of one year following his date of retirement.
65. A member of the General Committee other than an elected officer may serve for a maximum period of five consecutive years on the General Committee at any one term.
66. In the event of any vacancies occurring on the General Committee or among the elected Officers during any year the General Committee may co-opt a member to fill such vacancies. A member so elected shall hold office until the next Annual General Meeting.
67. The Club may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any member of the General Committee before the expiration of his period of office, notwithstanding anything in these articles or any agreement between the Club and such member of the General Committee.
 - (a) The General Committee may at their discretion terminate the appointment of a General Committee Member who has not attended a committee meeting in a continuous period of three months without reasonable cause.

PROCEEDINGS OF THE GENERAL COMMITTEE

68. The General Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A member of the General Committee may, and the Secretary on the requisition of a member of the General Committee shall, at any time summon a meeting of the General Committee. If the General Committee resolves it shall not be necessary to give notice of a meeting of the General Committee to any member not being resident in the State or for a time being absent from the

State. The quorum necessary for the transaction of the business of the General Committee shall be six.

69. The continuing members of the General Committee 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 the Articles of the Club as the necessary quorum of members, 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 of the Club, but for no other purpose.
70. The Commodore, or failing him the Vice Commodore, or failing him the Rear Commodore shall preside as Chairman at any meeting of the General Committee and if none of such persons is present within 15 minutes after the time appointed for the holding of the meeting or if such person is unwilling to act, the General Committee present shall elect one of their number to be Chairman at their meeting.
71. The General Committee may delegate any of their powers to sub-committee consisting of such members or members of the General Committee or other members of the Club as they shall think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the General Committee. The General Committee shall have power to dissolve any sub-committees at any time.
72. The General Committee shall appoint a Chairman of each sub-committee who shall be a member of the General Committee. If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman at the meeting.
73. The 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 Chairman shall have a second or casting vote. All acts done by any meeting of the General Committee or of a Sub-Committee of the General Committee or by any person acting as a member of the General Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the General Committee or person acting as aforesaid, or that they or any of them are disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the General Committee.
74. A resolution in writing, signed by all the members of the General Committee for the time being entitled to receive notice of a meeting of the General Committee shall be as valid as if it had been passed at a meeting of the General Committee duly convened and held.

THE SEAL

75. The Seal should be used only by the authority of the General Committee or the Sub-Committee of the General Committee authorised by the General Committee in that behalf, and every instrument to which the Seal shall be affixed should be signed by an Officer of the Club and should be counter-signed by the Secretary or by some other person appointed by the General Committee for the purpose.

ACCOUNTS

76. The General Committee 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 take place;
 - (b) All sales and purchase of goods by the Club;
 - (c) The assets and liabilities of the Club.
77. 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 Clubs affairs and to explain its transactions.
78. The books of account shall be kept at the office, or subject to Section 147 of the Act, at such other place as the General Committee think fit, and shall at all reasonable times be open to the inspection of the General Committee.
79. The General Committee shall from time to time determine whether and to what extent and what time 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 General Committee, and no member (not being a Member of the General Committee) 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 General Committee or by the Club in the General Meeting.
80. The members of the General Committee shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act, cause to be prepared and to be laid before the Annual General Meeting of the Club, such income and expenditure accounts, receipts and payments, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the Annual General Meeting of the Club.
81. A copy of any balance sheet (including every document required by law to be annexed thereto) is to be laid before the Annual General Meeting of

the Club, together with a copy of Directors Report and Auditor's Report shall not less than 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

82. Honorary Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the 1963 Act. The selection of such auditors shall be by general resolution of the Annual General Meeting of the Club.

NOTICES

83. Notice may be served by the Club upon any member, personally **or** by sending through the post in a pre-paid envelope addressed to such member at his registered place of address, **or** text, **or** email **or** fax. Any notice sent by post shall be deemed to have been served on the date following that on which the envelope containing the same is posted. A certificate in writing signed by the Secretary or other officer of the Club that the envelope or wrapper containing the notice was so addressed and posted, should be sufficient evidence thereof to the auditors for the time being of the Club. Any notice sent by text, or email or fax shall be deemed to have been served at the time the electronic communication enters an information system, or the first information system, outside the control of the originator.
84. No person other than a member entitled to vote at a meeting shall be entitled to receive notice of any General Meeting of the Club.

INDEMNITY

85. Every member of the General Committee or other 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 paragraph (b) of the proviso to Section 200 of the Act) which may sustain or incur in or about the execution of the duties of his office or otherwise in relation there, and no member of the General Committee or other officer shall be liable for any loss, damage, or mis-fortune which may happen or be incurred by the Club on the execution of the duties of his office or in relation thereto. This Article shall only have effect in so far as provisions are not avoided by the Act.
86. Application of Profits of Club.
The income and property of the Club wheresoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise

howsoever that nothing herein contained shall prevent the payment in good faith of remuneration to any agent or servant of the Club in return for services actually rendered to the Club or prevent the payment of interest at a rate not exceeding 10% per annum on money lent by any member or reasonable or proper rent for premises demised or let by any members to the Club but that no Director of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fee and that no remuneration or other benefit in money or monies worth shall be given by the Club to any Director except repayment of out of pocket expenses or interest at the rate aforesaid or money lent or reasonable or proper rent for premises demised or let to the Club.

87. If upon the winding up or dissolution of the Club there remains after satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to the R.N.L.I. or their successors.
88. These Articles should be read in conjunction with any rules of the Royal Western Yacht Club of Ireland for the time being in force. It shall be a condition of membership that each member shall abide by any rules of the Royal Western Yacht Club of Ireland for the time being in force.

Approved at Extraordinary General Meeting on 18th January, 2008.

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