

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5404107

The Registrar of Companies for England and Wales hereby certifies that  
MADOC YACHT CLUB LTD

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 24th March 2005



\*N054041078\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House

— for the record —

12

Please complete in typescript,  
or in bold black capitals.

CHFP000

## Declaration on application for registration

Company Name in full

MADOC YACHT CLUB LTD

I, DAVID BERNARD LITTLEMORE

of TREM Y MOR, BORTH Y GAST, GWYNEDD.

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~† [Solicitor engaged in the formation of the company]~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985 and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*David Bernard Littlemore*

Declared at

BIRCHENFIELDS FARM - ARMITAGE STAFFS.

Day Month Year

On

21 03 2005

• Please print name.

before me •

FRANK WILLIAM LEWIS

Signed

*F. W. Lewis J. P.*

Date

21-3-05

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

F. W. LEWIS J. P.

BIRCHENFIELDS FARM ARMITAGE STAFFS

WSIS 4AW

Tel 01543 490647

DX number

DX exchange



Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales  
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland DX 235 Edinburgh



Companies House  
— for the record —

# 10

Please complete in typescript,  
or in bold black capitals.

CHFP000

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

Company Name in full

MADOC YACHT CLUB DEVELOPMENTS LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

MADOC YACHT CLUB

PEN-Y-CEI

Post town

PORTHMADOC

County / Region

GUYNEDD

Postcode

LL49 9AT

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record.

Tel

DX number

DX exchange

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for companies registered in Scotland DX 235 Edinburgh



A31  
COMPANIES HOUSE

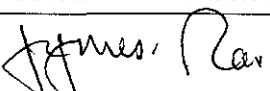
0117  
23/03/05

# Company Secretary (see notes 1-5)

Company name		MADOC TACIT CLUB DEVELOPMENT LTD	
NAME	*Style / Title	MR	*Honours etc
Forename(s)		DAVID KENNETH	
Surname		HVEST	
Previous forename(s)			
Previous surname(s)			
Address **		2 BELL ROAD	
Post town		WALSALL	
County / Region		WEST MIDLANDS	Postcode WS5 3SW
Country		ENGLAND	
I consent to act as secretary of the company named on page 1			
Consent			Date 15 <sup>th</sup> OCTOBER 04

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Jr	*Honours etc
Forename(s)		JOHN LISTER	
Surname		JONES - MORRIS	
Previous forename(s)		N/A	
Previous surname(s)		N/A	
Address **		BRYN CAM ALLT	
		BARTH ROAD	
Post town		PORTH MADOC	
County / Region		LWYTHEDD	Postcode LL49 9UP
Country		U.K	
Date of birth		Day 10 / Month 10 / Year 1941	Nationality BRITISH
Business occupation		MEDICAL PRACTITIONER	
Other directorships		NONE	
I consent to act as director of the company named on page 1			
Consent signature			Date 04/08/04

# Directors

(see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

Consent signature

Date

This section must be signed by  
Either

an agent on behalf  
of all subscribers

Signed

Date

Or the subscribers

(i.e. those who signed  
as members on the  
memorandum of  
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

NSC 100 567 / 20 5404/107 - 14003

**THE COMPANIES ACT 1985**

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



**MEMORANDUM OF ASSOCIATION  
OF  
MADOC YACHT CLUB LTD**



1. The Company's name is MADOC YACHT CLUB Ltd, and in this document referred to as the CLUB.
2. The Company's registered office is in Wales.
3. The Company's objects are:
  - 3.1 to promote and facilitate the sport of yachting and other boating activities, to provide social and other facilities for members as may from time to time be determined.
4. The Club's powers:
  - 4.1 to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as Madoc Yacht Club, and in addition to any other powers the Club may have, the Club has the following power in order to further the objects of the Club:
    - a) to raise funds;
    - b) to buy, to take lease or exchange, hire, or otherwise acquire any property and to maintain and equip it for use;
    - c) to sell, lease or otherwise dispose of all or any part of the property belonging to the club;
    - d) to borrow money and to charge the whole or any part of the property belonging to the club as security for repayment of the money borrowed;
    - e) to employ and remunerate such staff as necessary for carrying out the work of the club;
    - f) to provide indemnity insurance for the Directors or any other officer of the club in relation to any such liability as is mentioned in sub-clause 2 of this clause, but subject to the restrictions specified in sub-clause 3 of this clause;
    - g) to do all such things as are necessary for the achievement of the Objects.
  - 4.2 The liabilities referred to in sub-clause (1) f) are:
    - a) any liability that by virtue of any rule or law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the club;

b) the liability to make a contribution to the Club's assets as specified in Section 214 of the Insolvency Act 1986 (wrongful trading).

4.3 a) The following liabilities are excluded from sub-clause (2)a):

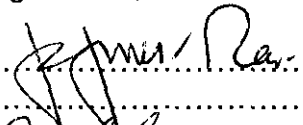

- (i) fines
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer
- (iii) liabilities to the Club that result from conduct that the Director or other officer *knew or must be assumed to have known, was not in the best interests of the Club or about which the person concerned did not care whether it was in the best interests of the Club or not*

c) There is excluded from sub-clause 2b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Club (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Club would avoid going into insolvent liquidation.

4.4 The liability of members is limited.

4.5 Every member promises, if the club is dissolved while he or she is a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payments of the debts and liabilities of the Club incurred before he or she ceased to be a member, and of the costs and charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Signatures, Names and Addresses of Subscribers:

 J. J. Jones - PARRIS  
 3247 GLENVIEW  
 BOSTON ROAD  
 PORTHMAADOG  
 GWYNEDD LL49 9WP.  
 D. B. L. Jones  
 TREM Y MOR BOSTON ROAD  
 PORTHMAADOG GWYNEDD.  
 LL49 9UF.

Dated:

21/03/05

Witness to the above Signatures:



Name:

R HEMMING

Address:

5 TERRACE ROAD  
 PORTHMAADOG  
 GWYNEDD  
 LL49 9BA.

Occupation:

RETIRED

## **ARTICLES OF ASSOCIATION**

### **COMPANIES ACT 1985**

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

#### **ARTICLES OF ASSOCIATION OF MADOC YACHT CLUB LTD**

##### **Interpretation**

##### **1 In these articles:**

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

##### **2 Objects**

The Club is established for the purposes expressed in the Memorandum of Association, principally to promote and further the sport of yachting and other boating activity.

##### **3 Membership**

- 3.1 The number of members with which the Club proposes to be registered is 300 but the Directors may, whenever the business of the Club requires it, authorise an increase of members.
- 3.2 Everyone that has an interest in sailing, yachting or boating is eligible to be considered as a candidate for Membership of the Club.
- 3.3 The classes of membership for persons interested or involved in sailing are: Full, Honorary, Life and Junior. Only Full and Life members shall have voting rights.
- 3.4 The maximum number of Non Boat Owning Members at any one time shall not exceed 1/3 of the total membership of the Club.
- 3.5 The classes of membership may be extended or reduced from time to time at the discretion of the Management Committee.
- 3.6 To qualify for Junior Membership the person must be under 18 years of age on the 31<sup>st</sup> December in the year prior to the subscription year and participate in water sports activities and qualifies for reduced fees at the age of 19 and 20 except where such members remain in full-time education where they qualify for the reduced rate.
- 3.7 Children of full members are automatically given Junior Membership status.

#### **4. Visitors**

- 4.1 All bona fide members of visiting Yacht Clubs and visiting yachtsmen arriving by sea, being on Club premises in connection with sailing or racing or events run under the auspices of the Club and all bona fide competitors making use of the Club property in such circumstances shall be guests of the Club and shall enjoy the facilities of the Club during their presence on Club premises providing they have signed the visitors' register.

#### **5. Proposals for Membership**

- 5.1 Every candidate for membership of the Club must be proposed by one member of the Club and seconded by a member of the Club. Whilst personal knowledge of the candidate is desirable, this should not bar eligibility providing reasonable enquiries on the suitability for membership have been made.
- 5.2 The application for membership of every candidate must be in writing, on the prescribed form, signed by the candidate and his Proposer and Secunder. Every application for membership must be accompanied by a remittance to cover the entrance fee (if any) and the appropriate subscription. In the event of non-election the remittance must be returned to the candidate.

#### **6. Subscriptions**

- 6.1 The annual and other subscriptions and entrance fee (if any) payable by members of the Club are to be such as the Management Committee from time to time decide.

#### **7. Election of Members**

- 7.1 A Membership Application form as approved by the Management Committee, giving personal particulars and the names of a Proposer and seconder is required to be submitted by the Candidate to the Secretary for presentation to the Management Committee after names have been duly posted in a conspicuous place in the Club for not less than 14 days preceding the day when the Candidate comes up for election.
- 7.2 If a Proposer and Secunder ceases to be a member before the Candidate comes up for election, another Proposer and Secunder, as the case may be, may at any time not later than 14 days before the day when the candidate comes up for election be substituted on the application form.
- 7.3 A Candidate may be elected by a two thirds majority of the members of the Management Committee present or by the unanimous decision of all members of a Membership Sub-Committee as appointed by the main Committee.

#### **8. Rights of members**

- 8.1 Subject to the express provisions of these articles and to the Memorandum of Association, and to any byelaws made by the Management Committee of the Club as provided below for the time being in force, all members of the Club are

entitled at all times to use the premises of the Club in common when the Club is open.

- 8.2. Subject to the provisions of these articles every member is entitled to all the rights and subject to all the duties of a member of the Club provided that only Full and Life Members have the right to nominate or be elected as Officers or Directors of the club.

## **9. Honorary Members**

- 9.1 The Club in Management Committee may elect Honorary Members. An Honorary Member does not pay an entrance fee or subscription. An Honorary Member does not have the right to propose other members or vote at general meetings.

## **10 Non-payment of Subscriptions**

- 10.1 Any member whose annual subscription is unpaid two calendar months after the date due must be notified by letter, and if payment is not made within 21 days, the subscription is deemed to be in arrears. That member may, at the discretion of the Management Committee be disqualified from the privileges of membership until such arrears have been paid off.

## **11 Expulsion of Members**

- 11.1 If the conduct of any member is in the opinion on the Management Committee injurious to the character of the Club or objectionable in any respect, that member may be required by the Management Committee to resign, and, if he does not resign within one week, the member may (after he has been given the opportunity to justify or explain his conduct) be expelled by resolution of the Management Committee and then ceases to be a member of the Club, and all sums that have been paid by the member are forfeited.
- 11.2 A member expelled under this article may appeal by giving written notice of appeal to the Secretary within 10 days from the posting of the notice of expulsion.
- 11.3 Upon receipt of a notice of appeal an extraordinary general meeting must be called within 14 days and held within a further 14 days and , if that meeting passes an extraordinary resolution rescinding the expulsion, then the member must be reinstated as from the date of the resolution.
- 11.4 Any member expelled in accordance with these articles, or otherwise ceasing to be a member of the Club, forfeits all right to or claim upon the Club or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

## **12 Rights of members personal**

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

### **13 Annual General Meeting**

- 13.1 The Club must hold a general meeting in each year as its Annual General Meeting in addition to any other meetings in that year, and must specify the meeting as the Annual General Meeting in the notices calling it.
- 13.2 The Annual General Meeting must be held at such time and place as the Management Committee appoints. A quorum of 50 voting members or 15% of the membership, whichever is the lesser.
- 13.3 All business that is transacted at an Annual General Meeting, with the exception of the consideration of the Accounts, Balance Sheets, reports of the Management Committee, the election of Committee members and Officers, shall be deemed to be special. Special resolutions put to the vote at an Annual General Meeting shall be decided on a two thirds majority with the Chair having the casting or 2<sup>nd</sup> vote if required.

### **14 Extraordinary General Meeting**

- 14.1 All general meetings other than annual general meetings shall be called Extraordinary General Meetings.
- 14.2 The Management Committee may, whenever they think fit, and must, on a requisition made in writing by at least 30 members or proceed to convene an Extraordinary General Meeting.
- 14.3 Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Club.
- 14.4 If the Management Committee do not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may convene such a meeting.
- 14.5 All resolutions, being Special Resolutions put to the vote at an Extraordinary General Meeting shall be decided on a two thirds majority with the Chair having casting or 2<sup>nd</sup> vote if required.

### **15 Notice of meetings**

- 15.1 Accidental omission to give notice of any meeting to or non-receipt of such notice by any member does not invalidate the proceedings at that meeting. An Annual General shall be called by giving at least 21 days notice in writing. An Extraordinary General meeting shall be called by giving at least 14 days notice in writing. The notices shall be exclusive of the day which it is served or deemed to be served and of the day for which it is given.

### **16 Quorum at General Committee**

- 16.1 No business may be transacted at any meeting unless a quorum is present.

16.2 Save as otherwise provided in these articles, six members personally present is a quorum.

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

## **17 Chairman**

17.1 The Commodore, and failing him the Vice-Commodore, and in turn the Rear-Commodore, must *preside as Chairman at every general meeting of the Club.*

17.2 If there is no such Chairman, or, if at any meeting he is not present within 15 minutes of the time of holding the meeting, the members present may elect one of their number who is a member of the Management Committee to be *Chairman of the meeting.*

17.3 If there is no member of the Management Committee present, then the members may elect any one of their number to be chairman of the meeting.

## **18 Adjournment**

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

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

## **19 Passing of resolutions**

19.1 At any general meeting a resolution put to the vote shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded.

19.2 Unless a poll is duly demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **20 Polls**

20.1 The result of the poll as declared by the Chairman is deemed to be the resolution of the meeting at which the poll is demanded.

## **21 Voting rights**

- 21.1 Any member with full voting rights may attend and vote at general meetings of the Club.
- 21.2 No member may vote at any meeting unless the subscriptions then due from him to the Club has been paid.
- 21.3 Every member of the Club entitled to vote has one vote and no more, except that, in case of equality of votes, the Chairman may have a second or casting vote.

## **22 Management Committee**

- 22.1 The Committee shall consist of the Flag Officers, Treasurer, Secretary, who are defined as the Officers of the Club elected by the Club in general meeting. In addition, the Committee is comprised (of up to 8 and not less than 4 full members elected by the Club in general meeting). The Flag Officers (*Commodore, Vice-Commodore & Rear Commodore*), the Treasurer and Secretary of the Club and other members of the Management Committee hold their office for one year and may offer themselves for re-election along with such other members of the Club proposed by a member and seconded by a member of the Management Committee. (*See section - Election of Officers and Management Committee*)
- 22.2 The immediate past Commodore is an ex-officio member of the Management Committee.
- 22.3 Two members of the Management Committee shall, in order of seniority, retire each year but may be re-elected in circumstances where the number of persons willing to serve on the Management Committee would fall below five or such a number between five and ten as this Management Committee from time to time prescribe. A Director may offer himself for re-election.
- 22.4 Six members of the Committee constitute a quorum. Whilst the Commodore is normally the Chairman, in his absence, the Vice-Commodore and in turn the Rear Commodore shall be the Chairman. In the absence of all three Flag Officers at a duly notified meeting, those members of the Management Committee present shall elect a Chairman from their number.

## **23 President**

- 23.1 There shall be the office of President, and 2 Vice Presidents for a period as decided by the Management Committee.

## **24 Remuneration**

- 24.1 No director or officer of the Club, other than the Secretary, may receive any remuneration for his services in the capacity of Director or Officer but nothing contained in these articles is to prohibit payment by the Club of any sum to the Secretary for clerical or other assistance.

## **25 Age limits**

25.1 There is no age limit for members of the Management Committee.

## **26 Election of Officers and members of the Management Committee**

26.1 The name of each nominated member together with the names of his Proposer and Seconder, must be sent in writing signed by all three of them to the Secretary of the Club at least 30 days before the Annual General Meeting.

26.2 A list of the candidates' names in alphabetical order, with the Proposers' and Seconders' names, must be posted in a conspicuous place in the Club house for at least 21 days immediately preceding the Annual General Meeting.

26.3 Balloting lists must be prepared (if necessary) containing the names of the candidates only in alphabetical order.

26.4 Each member present at the Annual General Meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies.

26.5 If sufficient candidates are not nominated, the Management Committee may *co-opt a member or members to fill the remaining vacancy or vacancies* whose membership/memberships shall be confirmed at a subsequent Annual General Meeting.

26.6 If any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed to be elected.

26.7 If two or more candidates obtain an equal number of votes, the Management Committee must select by lot from such candidates the candidate or candidates who is or are to be elected.

## **27 Casual vacancies**

27.1 If any candidate elected in accordance with the provisions of Section 28 above has not confirmed acceptance of his election within 14 days then a "Casual Vacancy" shall be deemed to have arisen.

27.2 Any casual vacancies arising amongst the Management Committee may be filled by the Management Committee. Any Officer or member of the Management Committee appointed to fill a casual vacancy must retire at the following Annual General Meeting but may be elected in accordance with the established election procedure.

27.3 Casual vacancies arising from amongst the officers of the Club must, in the first instance, be filled from within the Management Committee. In exceptional circumstances the Management Committee may appoint a member of the Club not currently on the Management Committee to be an officer and Management Committee member.

## **28 Removal of Directors and members of the Management Committee**

The office of member of the Management Committee is vacated if:

- 28.1 his membership of the Club is terminated in accordance with article 11.4,
- 28.2 he absents himself from four successive meetings of the Management Committee without special leave of absence from the other Directors or
- 28.3 he gives the Management Committee one calendar month's notice in writing that he resigns his office or
- 28.4 he is removed by resolution passed at an Extraordinary General Meeting of the Club.

## **29 Accounts**

The Directors of the Club must ensure that proper books of account are kept in respect of:

- 29.1 all sums of money received and expended by the Club and the matters in which the receipts and expenditure take place
- 29.2 the assets and liabilities of the Club.
- 29.3 The books of account must be kept at the registered office of the Club, or at such other place or places as the Directors think fit, and must always be open to the inspection of the Directors.
- 29.4 The Directors must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Club, or any of them, are to be open to the inspection of members of the Club who are not Directors.
- 29.5 No member who is not a Director has any right to inspect any account or book or document of the Club except as conferred by statute or authorised by the Directors.
- 29.6 The duties of an Auditor or reporting Accountant, as appropriate, be regulated in accordance with sections 249A and 250 of the Companies Act 1985.

## **30 Presentation of Accounts**

- 30.1 Once at least in every year the Directors must lay before the Club in general meeting *a account of income and expenditure for the period since the preceding account.*
- 30.2 *A balance sheet must be made out in every year and laid before the Club in general meeting, made up to a date not more than six months before such meeting.*
- 30.3 A copy of the balance sheet must be displayed at least 14 days prior to an AGM.
- 30.4 Every account and balance sheet must be accompanied by a report of the Directors and the account, report and balance sheet must be signed by a Director and by the Secretary.

## **31 Powers of Directors**

- 31.1 The Directors of the Club may exercise for the benefit of the Club all powers that may be exercised by the Club and do anything that may be done by the Club, except where under these articles or any statute for the time being in force the power must be exercised or the thing be done by the Management Committee or the Club in general meeting.

31.2 The Directors may act notwithstanding vacancies.

31.3 The Directors of the Club may raise or borrow for the purposes of the Club any sum or sums of money up to £50,000 or any amount authorised by a General Meeting, either upon mortgage or charge of all or any of the property of the Club, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.

## **32 Indemnity**

32.1 Every Director, Officer of the Club and co-opted member of the Management Committee shall be entitled to be indemnified out of the assets of the Club against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and no Director, Officer of the Club or co-opted member of the Management Committee shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Club in the execution of the duties of the office or in relation thereto.

32.2 The Management Committee shall be empowered to arrange Club Insurance to cover the costs of indemnifying the Directors and Officers against the claims described in 32.1 above.

## **33 Byelaws**

33.1 The Management Committee of the Club may from time to time make, alter and repeal any byelaws they consider necessary or expedient or convenient for the proper conduct and management of the Club, and in particular, but not exclusively, they may by such byelaw:

33.1.1 regulate the terms and conditions upon which honorary guests, children of members of the club and visitors may use the premises and property of the club;

33.1.2 fix the times of opening and closing the Clubhouse, and premises of the Club or any part of them and the permitted hours for the supply of intoxicating liquor;

33.1.3 prohibit particular games on the premises of the Club entirely or at any particular time or times;

33.1.4 regulate the conduct of members of the Club in relation to one another and to the Club's staff;

33.1.5 set aside of the whole or any part or parts of the Club's premises at any particular time or times, or for any particular purpose or purposes;

33.1.6 impose fines for breach of any byelaw or any article of association of the club and

33.1.7 regulate all matters that are commonly the subject of Club rules.

33.2 The Management Committee must adopt whatever means they consider sufficient to bring all byelaws, alterations and repeals to the notice of the members of the Club.

33.3 All byelaws, so long as they are in force, are binding on all members of the Club.

33.4 No byelaws may be inconsistent with, or affect or repeal anything contained in, the Memorandum or Articles of Association of the Club, or be in breach of any statutory provision.

33.5 Any byelaw may be set aside by a majority resolution of the Management Committee.

### **34 Delegation**

34.1 The Directors of the Club may delegate any of their powers to a sub-committee appointed by the Directors.

34.2 In the exercise of the powers delegated to it, a sub-committee must conform to any regulations prescribed by the Directors.

34.3 Any delegation of powers or appointment of a sub-committee may be recalled or revoked by the Directors at any time.

### **35 Dissolution**

35.1 In the event of the passing of a Resolution to wind up the Club, the members shall appoint a representative committee which shall be empowered to distribute the assets, including cash and investments in hand for the purpose of furthering the Objects of the Club as laid out in the Memorandum of Association.

### **36 Notices**

36.1 A notice may be given by the Club to any member personally, by sending it by post in a prepaid envelope addressed to the member at his registered address or by posting it in a conspicuous place in the Club.

36.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been effected at the expiration of 48 hours after the envelope containing it was posted.

### **37 Charitable Events**

37.1 The Club shall be empowered to hold Charitable Functions at the discretion of the Management Committee on the Club premises.

### **38 Headings in these Articles**

do not form part of them or in any manner affect the interpretation or construction of them.

39 The Club operates a bi-lingual (English/Welsh) policy.

(signatures of Management Committee

*James, Ren.*  
*Paul Bennett*

20/03/05

Witnesses to the above signatures

*M. I. Townsend*  
(signatures and addresses of witnesses)

M.I. TOWNSEND  
UPLANDS ALEXANDER ROAD  
HELSBY CHESHIRE WAG 9PU

*G. Thomas*

4 EILION WYN  
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