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07/11/2017  
COMPANIES HOUSE



**Minutes of the Welsh Yachting Association AGM  
(Re-named "Royal Yachting Association Cymru Wales"  
following Special Resolution at this AGM)**

**13 October 2014**

**Via Video Conference between  
Plas Menai, Caernarfon  
Sport Wales, Cardiff  
Sport Wales, Carmarthen**

**Present (Plas Menai):**

Dafydd Griffiths	Chairman/Red Wharf Bay Sailing & Watersports Club
Laurence Roberts	Company Secretary/Royal Anglesey Yacht Club
Bill Barry	North Regional Chairman/Port Dinorwic Sailing Club
Mary Gowers	Director/ Clywedog Sailing Club
Keith Rollinson	Clywedog Sailing Club
Steven Jardine	Shotwick Lake Sailing
Tony Forster	Shotwick Lake Sailing
Mike Butterfield	North West Venturers Yacht Club
Ken Newing	Port Dinorwic Sailing Club
Julian Bridges	Port Dinorwic Sailing Club
Taff Osborne	Colwyn Bay Watersports
John Reid	Colwyn Jet Ski Club
Janet Baker	South Caernarfonshire Yacht Club
Andrew Baker	South Caernarfonshire Yacht Club
David Battye	Trearddur Bay Sailing Club/Holyhead Sailing Club

**Present (Cardiff):**

Huw Stiley	Director of Finance/Saundersfoot Sailing Club
Andy Howard	South Regional Chairman/Llandegfedd Sailing Club
Bill Jackson	Llandegfedd Sailing Club
Paul Simes	Cardiff Bay Yacht Club
Idris Dibble	Cardiff Bay Yacht Club
Nigel Vick	Sully Sailing Club
Eddie Morgan	TATA Steel Sailing Club
Mark Searle	Cardiff Yacht Club
Robert Dangerfield	Llangorse Sailing Club
Ceri Davies	Swansea Watersports
Claire Davies	Swansea Watersports

**Present (Carmarthen):**

David Reed	Director
Brian Murphy	WYA West Regional Chairman/Fishguard Bay Yacht Club
Gail Strawbridge	Fishguard Bay Yacht Club
Martin Sykes	Fishguard Bay Yacht Club
Blake Shaw	Tenby Sailing Club
Mick Renny	Teifi Boating Club
Ian Carswell	Teifi Boating Club
Martin Andrews	Saundersfoot Sailing Club
Malcolm Williams	Saundersfoot Sailing Club
Gwyn Phillips	Neyland Yacht Club
Alex Sainter	Neyland Yacht Club
Kelly Mayhew	Neyland Yacht Club
Rhys Bromhall	Neyland Yacht Club
Rhys Harries	Neyland Yacht Club

**In Attendance:**

Steven Morgan	CEO (Plas Menai)
Alistair Dickson	High Performance Manager (Plas Menai)
Ruth Iliffe	National Development Officer (Plas Menai)
Sean Evans	Pathway Officer (Cardiff)
Samantha Healy	South Regional Club Development Officer (Cardiff)
Hester Walker	West Regional Club Development Officer (Carmarthen)
Ceri Yeomans	Office Manager (Plas Menai)

**Apologies:**

Ffion Lloyd	Director
Adrian Owens	Pembrokeshire Yacht Club
Gareth Roberts	Llandudno Sailing Club
Adrian Roberts	Staylittle Outdoor Education Centre
Ian Williams	Tata Steel Sailing Club
Dave Green	Llandegfedd Sailing Club

**Proxy Voting Forms Received From:**

Llandudno Sailing Club  
Gresford Sailing Club  
Dale Yacht Club  
SCC Milford Haven

### **1. Minutes of the AGM of 21 October 2013**

Approval of the minutes of the AGM of 21 October 2013 was proposed by Tony Forster and seconded by Ken Newing: Carried unanimously.

### **2. Matters Arising**

One nomination for directorship (Steven Jardine) had been received.

The election of directors to the Board will now be a phased re-election, as opposed to block re-election, to ensure continuity, and a rolling programme of elections will be implemented.

The “Big Weekend” that has taken place each February at Plas Menai over the past few years, is to be replaced with two 2-day “Regional Conferences” that will take place at Plas Menai and a location (to be confirmed) in west Wales – over a weekend in late February 2015. This will comprise of a conference on one day and a day of activities on the second day.

### **3. Annual Review**

The 2014 Annual Review, containing the reports of the WYA officers, had been distributed to member clubs in advance.

Chairman Dafydd Griffiths stressed the need to attract new Board members – any person expressing an interest to please contact CEO Steven Morgan.

A new financial system has now been implemented, and the Chairman wished to express his thanks to Director of Finance, Huw Stiley, for his input.

CEO Report: Steven Morgan reported on the sad demise of Chris Jeffries (“Jaffa”) in May. Chris was a hugely popular and inspiring young coach, and will be very sadly missed, particularly in the South and West regions.

Sailing is now one of the top sports membership-wise, and this enables WYA to attract funding that in turn is used to benefit sailing clubs and centres in Wales, in the form of development grants and other financial input. In order to accurately report these figures, WYA does rely on clubs and centres to submit their membership statistics, and this request produced an 86% return last year – thanks go to those clubs who participated.

There has been a lot of Regional activity in the past year which in the main is due to some fantastic volunteer input – the CEO wished to thank all those who have been constructive in their efforts, and in particular the three Regional Chairmen – Bill Barry, Andy Howard and Brian Murphy.

#### **4. Election of Officers**

**Director:** Steven Jardine, Shotwick Lake Sailing. Proposed by Tony Forster, Shotwick Lake Sailing, seconded by Bob Lowe, Clwb Hwllo Pwllheli/Pwllheli Sailing Club.

All in favour (22 votes, including 4 x proxy votes) with the exception of two abstentions (South).

#### **5. Approval of Accounts**

The annual accounts to 31 March 2014 as prepared by Alexander Partnership, Tenby, had been submitted for approval to member clubs prior to the meeting. The accounts are unaudited, and it was clarified that under current legislation for small companies, for WYA there is no formal requirement for audit at present.

Approval of the 2014 accounts was proposed by the Board and seconded by Andy Howard, Llandegfedd Sailing Club: 23 for (including 4 x proxy votes), none against, and 1 abstention (North).

#### **6. Appointment of Accountants**

The approval to again appoint Alexander Partnership, Tenby, for the preparation of the 2014/2015 annual accounts was proposed by the Board and seconded by Mike Butterfield, North West Venturers Yacht Club: Carried unanimously (24 votes, including 4 x proxy votes).

#### **7. Any Other Business**

##### **Special Resolution – To Adopt Change of Company Name**

For the past year, following a decision by the Board, consultations have taken place within the three Regional Committees and at Regional Roadshows on the proposal to rename “Welsh Yachting Association – Cymdeithas Hwyllo Cymru” as “Royal Yachting Association Cymru Wales – Cymdeithas Hwyllo Brenhinol Cymru Wales”. Member clubs had also been contacted directly with a Rebranding Factsheet to advise of the proposal.

The ramifications had been explored at length, and it was determined that the advantages very much outweighed any disadvantages.

In particular it was felt that by changing the name to “RYA Cymru Wales” the Association would benefit from:

- Greater nautical awareness
- Greater clarification on our role and how it fits with RYA (Hamble)’s
- Greater opportunity for attracting commercial sponsorship
- Greater opportunity to expand our remit to better encompass motor boating, motor cruising, and other water sports disciplines

Additionally:

- The Association will not lose its autonomy
- The Association will still be fully recognised by Sport Wales
- The Association will still manage its own salaried staff
- The Association will still promote the interests of Wales’ sailors and boaters
- The Association will still run its own Wales-only programmes

The proposal to re-name to “RYA Cymru Wales” is proposed by the Board, and seconded by Cardiff Bay Yacht Club: Carried unanimously (24 votes, including 4 x proxy votes).

#### **Special Resolution – To Adopt New Articles of Association under “RYA Cymru Wales”**

In line with the change of company name, the Articles of Association have been updated. Proposed by the Board, and seconded by Red Wharf Bay Sailing and Watersports Club: Carried unanimously (24 votes, including 4 x proxy votes).

**The Chairman thanked all those attending, and there being no further business, the formal meeting concluded at 20:05 hrs.**

**The next AGM will be held in October/November 2015 – date to be confirmed.**

# **THE COMPANIES ACT 2006**

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**A Company Limited by Guarantee and  
Not having a Share Capital**

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**Articles of Association  
OF  
Royal Yachting Association Cymru.Wales  
Cymdeithas Hwyllo Brenhinol Cymru.Wales  
*Company Registration No: 02908378***

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Version Control	V4 01/09/14
Adopted	13 October 2014
Amended	

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## PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

### 1. Defined terms

In the Articles, unless the context requires otherwise;-

**"Articles"** means the Company's Articles of Association;

**"Board"** means the Board of Directors for the time being of the Association;

**"Byelaws"** means byelaws made by the Directors to deal with particular circumstances not covered by the rules and regulations of the Company;

**"Director"** means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;

**"bankruptcy"** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

**"Boating"** means any activity which is of a sporting, recreational, related professional or other nature, and is carried out in water borne craft of any description which is powered by the wind or by mechanical means, but not including paddle sports;

**"chairman"** has the meaning given in Article 13;

**"chairman of the meeting"** has the meaning given in Article 29;

**"Companies Acts"** means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

**"Company"** means the Royal Yachting Association Cymru.Wales – Cymdeithas Hwyllo Brenhinol Cymru.Wales;

**"Company Secretary"** means the secretary of the Company as appointed from time to time;

**"deputy chairman"** means the deputy chairman for the time being of the Company;

**"document"** includes, unless otherwise specified, any document sent or supplied in electronic form;

**"electronic form"** has the meaning given in section 1168 of the Companies Act 2006;

**"General Meeting"** is a meeting of the Members called at the request of the Directors or upon receipt by the Company of a requisition to call such a meeting signed by the Nominated Representatives of not less than seven Members.

**"Member"** has the meaning given in the Company Membership Regulations as amended from time to time;

**"Nominated Representative"** is the person nominated by a Member with voting rights to attend, speak and vote on behalf of that Member at meetings of the Company. Directors, the Company Secretary and employees of the Company are not eligible for appointment by a Member as their Nominated Representative;

**"ordinary resolution"** has the meaning given in section 282 of the Companies Act 2006;

**"participate"**, in relation to a Directors' meeting, has the meaning given in Article 11;

**"proxy notice"** has the meaning given in Article 35;

**"Royal Yachting Association" (RYA)** is the British Governing Body for the sport of Boating, incorporated under the Companies Act in England and Wales (number 00878357) and is a Member National Authority of the International Sailing Federation;

**"rules"** means the rules of the Company in force at any time;

**"special resolution"** has the meaning given in section 283 of the Companies Act 2006;

**"subsidiary"** has the meaning given in section 1159 of the Companies Act 2006;

**"Royal Yachting Association Cymru.Wales" (RYA Cymru.Wales)** shall mean the National Governing Body for the sport of Boating in Wales and is also the Royal Yachting Association Council for Wales;

**"writing"** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

***N.B. words denoting the masculine gender shall include the female gender throughout.***

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company. The provisions of Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Company and these Articles shall apply instead.

## PART 2 OBJECTS

### **2 Objects**

The Company's purpose is to act as the governing body for the Sport of Boating in Wales and in doing so:

- 2.1 to promote Boating in Wales;
- 2.2 to provide to the Members, services, advice and assistance in connection with Boating;
- 2.3 to represent and protect the Boating interests of Royal Yachting Association (RYA) affiliated organisations in Wales;
- 2.4 to provide channels of communication between RYA affiliated organisations in Wales and the RYA;
- 2.5 to provide and promote Boating related education, training and other services to Members, organisations and the public in Wales;
- 2.6 to do all other things that are incidental or conducive to the attainment of the above objectives.

### **3 Liability of Members**

- 3.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while a Member or within one year after ceasing to be a Member, for;-
- 3.2 payment of the Company's debts and liabilities contracted before ceasing to be a Member,
- 3.3 payment of the costs, charges and expenses of winding up, and
- 3.4 adjustment of the rights of the contributories among themselves.

## PART 3 DIRECTORS

### DIRECTORS' POWERS AND RESPONSIBILITIES

### **4 Directors' general authority**

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

### **5 Members' reserve power**

The voting Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

## **6 Directors may delegate**

Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles;-

- 6.1 to such person or committee;
- 6.2 by such means (including by power of attorney);
- 6.3 to such an extent;
- 6.4 in relation to such matters or territories; and
- 6.5 on such terms and conditions as they think fit.
- 6.6 If the Directors so specify, any such delegation may authorize further delegation of the Directors' powers by any person to whom they are delegated.
- 6.7 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **7 Committees**

- 7.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- 7.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

### **DECISION-MAKING BY DIRECTORS**

## **8 Directors to take decisions collectively**

The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 9.

## **9 Unanimous decisions**

- 9.1 A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 9.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 9.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 9.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

## **10 Calling a Directors' meeting**

- 10.1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorizing the Company Secretary (if any) to give such notice.
- 10.2 Notice of any Directors' meeting must indicate;-
  - 10.2.1 its proposed date and time;
  - 10.2.2 where it is to take place; and
  - 10.2.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 10.3 Notice of a Directors' meeting must be given to each Director, but need not be in writing.

## **11 Participation in Directors' meetings**

- 11.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when;-
  - 11.1.1 the meeting has been called and takes place in accordance with the Articles, and
  - 11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 11.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 11.4 The Board of Directors shall have power to invite any person it wishes to attend any meeting of the Board of Directors in an advisory capacity but without power to vote thereat.

## **12 Quorum for Directors' meetings**

- 12.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than four, and unless otherwise fixed it is four.
- 12.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision;-
  - 12.3.1 to appoint further Directors, or
  - 12.3.2 to call a general meeting so as to enable the Members to appoint further Directors.

## **13 Chairing of Directors' meetings**

- 13.1 The Chairman shall chair meetings of the Directors.

- 13.2 If the Chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the Deputy Chairman, will chair the meeting. If the Deputy Chairman is not present or willing to chair the meeting the participating Directors must appoint one of themselves to chair it.
- 13.3 In the event of the Chairman resigning (either as Chairman or as a Director) or otherwise being removed as Chairman, the Directors shall appoint one Member of the Board of Directors to be Chairman until the next Annual General Meeting, usually the Deputy Chairman.

#### **14 Casting vote**

- 14.1 If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting has a casting vote.
- 14.2 But this does not apply if, in accordance with the Articles, the Chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

#### **15 Transactions or other arrangements with the Company**

- 15.1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Companies Act 2006, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- 15.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
  - 15.1.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
  - 15.1.3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
  - 15.1.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
  - 15.1.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
  - 15.1.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him [as defined in section 252 of the Act]) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and

no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

## **16 Directors' Conflicts of interest**

16.1 The Directors may authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ('Conflict').

16.2 Any authorisation under this Article will be effective only if:-

16.2.1 the matter in question shall have been proposed by any Director for consideration at a meeting of the Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;

16.2.2 any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question; and

16.2.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

16.3 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):-

16.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;

16.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine;

16.3.3 be terminated or varied by the Directors at any time

16.3.4 provide that, where the Director in question obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence.

This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.

16.4 Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Director:-

16.4.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;

16.4.2 is not given any documents or other information relating to the Conflict;

16.4.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.

16.5 Where the Directors authorise a Conflict;-

16.5.1 the Director will be obliged to conduct himself in any terms imposed by the Directors in relation to the Conflict;

16.5.2 the Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.

16.6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company in a General Meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

## **17 Non-disclosure of Conflict of Interests – Sanctions**

Any Director who fails to disclose a conflict of interest to the Directors in accordance with Articles 15 and 16 to the Directors may be charged with bringing the Company into disrepute in accordance with the prescribed Directors code of conduct.

## **18 Records of decisions to be kept**

The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

## **19 Directors' discretion to make further rules**

19.1 Subject to the Articles, the Directors may make any rule or regulation which they think fit about how they take decisions, and about how such rules and regulations are to be recorded or communicated to Directors.

19.2 The Directors may from time to time make such rules, regulations, statutes or Byelaws as they may deem necessary for the proper conduct and management of the Company, the RYA Cymru.Wales.

19.3 The Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such rules, regulations, statutes or Byelaws, which so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no rule, regulation, statute or Byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles of the Company.



## APPOINTMENT OF DIRECTORS

### **20 Methods of appointing Directors**

- 20.1 Until and unless otherwise determined by the Company in General Meeting, there shall be a maximum of eight Directors and the minimum number shall be four.
- 20.2 The business of the Company shall be managed by the Directors who shall consist;-
  - 20.2.1 The Chairman elected by the Members,
  - 20.2.2 The Deputy Chairman elected by the Members, three Directors elected by the Members; and
  - 20.2.3 up to three independent or skills and remit based Directors appointed by the Directors;
- 20.3 Other than a retiring director who offers himself for re-election, nominations for election must be made by a Member holding voting rights. Nominations must be submitted (together with the nominee's written consent) on the RYA Cymru.Wales approved form. The nomination must be received by the Company at least six weeks before the date of the Annual General Meeting in which the election is to take place. Confirmation of receipt of valid nominations will be sent in writing to the nominator as soon as reasonably practicable after such receipt.
- 20.4 A retiring Director who offers himself for re-election must give notice to the Company Secretary on the RYA Cymru.Wales approved application form. The nomination must be received by the Company at least six weeks before the date of the Annual General Meeting in which the election is to take place. Confirmation of receipt of valid notifications will be sent in writing to the retiring Director as soon as reasonably practicable after such receipt.
- 20.5 New nomination details and retiring Directors offering themselves for re-election details, shall be forwarded to all voting Members at least 21 days prior to the Annual General Meeting.
- 20.6 All elected Directors shall hold office for two years, retiring at the Annual General Meeting held in the second year, unless they shall have previously resigned or ceased to be a director by virtue of Article 20.8 or Article 21 below.
- 20.7 Appointed Directors shall hold office for one year or up to the next Annual General Meeting and are eligible for re-appointment, subject to the provisions on the total number of years served set out in Article 20.8.
- 20.8 Nothing shall prevent an existing or previous director serving a further term or terms should he be re-elected or re-appointed, except that no Director, whether elected and/or appointed, may serve more than a 6 consecutive year cycle, unless he is elected as Chairman or Deputy Chairman, in which case he may serve one additional term in that capacity, if he has not previously held either position.
  - 20.8.1 At the end of the maximum term served cycle in 20.8 a person shall be ineligible for nomination or appointment as a Director for at least 4 years.

- 20.8.2 Any term served by any Director before the 2014 Annual General Meeting shall not be included in the reckoning of the number of terms served.
- 20.9 The Directors may fill a casual vacancy in their number of Directors, by appointment or election. Any part of a term served in such circumstances by a newly appointed or elected Director will be treated as if it were a full term for the purposes of Article 20.8
- 20.10 Subject to the provisions of these Articles, any person who is willing may act as a Director of the Company if permitted by law to do so, a person may be chosen to be a director
- 20.10.1 by ordinary resolution, or
- 20.10.2 by a decision of the directors.
- 20.11 A Director cannot be a Nominated Representative and in the event that a Nominated Representative shall be appointed as a Director he shall immediately cease to be a Nominated Representative.

## **21 Termination of Director's appointment**

A person ceases to be a Director as soon as;-

- 21.1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
- 21.2 a bankruptcy order is made against that person;
- 21.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 21.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 21.5 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;
- 21.6 the directors resolve that his office be vacated by a resolution duly passed in accordance with Section 168 and 169 of the 2006 Act.

## **22 Directors' remuneration**

- 22.1 Directors may undertake any services for the Company that the Directors decide.
- 22.2 Directors are entitled to such remuneration as the Members determine in General Meeting for their services to the Company as Directors.
- 22.3 Directors are entitled to such remuneration as the Directors determine for any other service which they undertake for the Company.
- 22.4 Subject to the Articles, a Director's remuneration may;-
- 22.4.1 take any form, and
- 22.4.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.
- 22.4.3 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

- 22.4.4 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

### **23 Directors' expenses**

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at;-

- 23.1 meetings of Directors or committees,
- 23.2 general meetings,
- 23.3 or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

### **24 Honorary Advisors**

- 24.1 The Directors may appoint such honorary advisors on such terms as it thinks fit and may from time to time appoint such other advisors as it may deem necessary for such period and on such terms as it thinks fit.
- 24.2 Honorary advisors may be invited to attend Directors' meetings as specified in article 11.4

## **PART 4**

### **MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER**

### **25 Membership**

- 25.1 There shall be different categories of Member and membership with different rights and privileges as agreed by the Directors and set out in the Membership Regulations of the Company as amended from time to time.
- 25.2 On acceptance of its application to become a Member such Member if requested to do so, shall provide the name of its Nominated Representative(s) for voting purposes by notice in writing to the Company and a Member may at any time in like manner remove its Nominated Representative(s) and make new nominations. A Nominated Representative must be 18 years old or over.
- 25.3 All Members, on being accepted will be entitled to receive notices of and attend and vote at all General Meetings of the Company, to be on the mailing list of the Company and to such other additional rights and privileges as the Directors may from time to time determine.
- 25.4 Notices will be made available in the manner determined by the Directors.

### **26 Termination of Membership**

- 26.1 A Member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.
- 26.2 Membership is not transferable.
- 26.3 Membership terminates when the organisation ceases to exist.
- 26.4 The Board may expel a person or organisation from the Association if:
  - 26.4.1 the Organisation ceases to be a member of the RYA whether by failing to pay the annual subscription fee or otherwise;
  - 26.4.2 it considers that it is inappropriate that membership should continue or if the conduct of the Member shall bring the Company into disrepute.

## ORGANISATION OF GENERAL MEETINGS

### **27 Attendance and speaking at general meetings**

- 27.1 The Annual General Meeting date shall be set by the Board.
- 27.2 The Board will circulate notice for the Annual General Meeting at least 2 calendar months before the date of the meeting and circulate the Agenda at least 21 days before the date of the meeting.
- 27.3 A General Meeting may be called at any time at the request of the Board or on receiving a requisition to that effect, signed by at least seven Members. Any such request must state the terms of a resolution or resolutions capable of being voted upon at the meeting and must be accompanied by evidence of the qualifications of the requisitionists making the requisition.
- 27.4 The Board will circulate notice for a General Meetings at least 28 days before the date of the meeting and circulate the Agenda at least 14 days before the date of the meeting.
- 27.5 Notices of motion put forward by Members must be received by the Company at least six weeks before the date of the Annual General Meeting.
- 27.6 A Nominated Representative or Director is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 27.7 A Nominated Representative is able to exercise the right to vote at a general meeting when;-
  - 27.7.1 that Nominated Representative is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - 27.7.2 that Nominated Representative's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 27.8 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

27.9 In determining attendance at a general meeting, it is immaterial whether any two or more Nominated Representatives attending it are in the same place as each other.

27.10 Two or more Nominated Representatives who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

## **28 Quorum for general meetings**

No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. A quorum shall be 7 Nominated Representatives in attendance and able to vote.

## **29 Chairing general meetings**

29.1 The Chairman shall chair general meetings if present and willing to do so.

29.2 If the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start;-

29.2.1 the Deputy Chairman if present shall chair the meeting, or

29.2.2 if the Deputy Chairman is not present, the meeting, must appoint a Director to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

29.3 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

## **30 Attendance and speaking by Directors and non-Members**

30.1 Directors may attend and speak at general meetings, whether or not they are Members.

30.2 The chairman of the meeting may permit other persons who are not Nominated Representatives of Members to attend and speak at a general meeting.

## **31 Adjournment**

31.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

31.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if;-

31.2.1 the meeting consents to an adjournment, or

31.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

- 31.2.3 if any confidential information which may affect any voting at the meeting has been disclosed to any other person without the authorisation of the Directors.
- 31.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 31.4 When adjourning a general meeting, the chairman of the meeting must;-
  - 31.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
  - 31.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 31.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given);-
  - 31.5.1 to the same persons to whom notice of the Company's general meetings is required to be given, and
  - 31.5.2 containing the same information which such notice is required to contain.
- 31.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

### **32 Voting: general**

- 32.1 Methods of voting will be clearly indicated in notices of meeting, usually the following methods will be used;-
  - 32.1.1 by Nominated Representatives present
  - 32.1.2 by Proxy vote
- 32.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 32.3 For the avoidance of doubt no person other than a Nominated Representative shall have the right to a vote at Meetings unless that person is holding a proxy.
- 32.4 If a Nominated Representative shall by reason of sickness or any other cause be unable to attend a Meeting then the Member which has appointed him to be its representative may by prior notice in writing to the Company appoint a temporary alternative representative to attend that Meeting in place of such representative or it may grant a proxy in writing either to the Chairman of the meeting or other Director, or to the Nominated Representative of another Member. No Nominated Representative may hold more than one proxy.
- 32.5 A temporary alternative representative shall have the same right to attend speak and vote at such meeting as the Nominated Representative whose place he has been appointed to take.

### **33 Errors and disputes**

- 33.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 33.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

### **34 Poll votes**

- 34.1 A poll on a resolution may be demanded;-
  - 34.1.1 in advance of the general meeting where it is to be put to the vote, or
  - 34.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 34.2 A poll may be demanded by;-
  - 34.2.1 the chairman of the meeting;
  - 34.2.2 the Directors;
  - 34.2.3 two or more persons having the right to vote on the resolution.
- 34.3 A demand for a poll may be withdrawn if;-
  - 34.3.1 the poll has not yet been taken, and
  - 34.3.2 the chairman of the meeting consents to the withdrawal.
- 34.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### **35 Content of proxy notices**

- 35.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which;-
  - 35.1.1 states the name and address of the Member appointing the proxy;
  - 35.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - 35.1.3 is signed by two officers/representatives of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine;
  - 35.1.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 35.2 The WYA may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes, proxy notices must be received by the RYA Cymru.Wales at least 48 hours before the start of the meeting to which the proxy refers.
- 35.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

- 35.4 Unless a proxy notice indicates otherwise, it must be treated as;-
- 35.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 35.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **36 Delivery of proxy notices**

- 36.1 A Member that is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the RYA Cymru.Wales by or on behalf of that Member.
- 36.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing signed by two officers/representatives of the Member by whom or on whose behalf the proxy notice was given.
- 36.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

### **37 Amendments to resolutions**

- 37.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if;
- 37.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - 37.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 37.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if;-
- 37.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 37.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 37.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.



**PART 5**  
**ADMINISTRATIVE ARRANGEMENTS**

**38 Company Secretary**

38.1 A Company Secretary may be appointed by the Board on such terms and conditions as the Board shall decide and unless the person so appointed is a Director, the Company Secretary shall have no voting rights at Directors' meetings.

**39 Means of communication to be used**

39.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorized or required by any provision of that Act to be sent or supplied by or to the Company.

39.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

39.3 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

**40 No right to inspect accounts and other records**

40.1 Except as provided by law or authorized by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

**41 Provision for employees on cessation of business**

41.1 The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

**DIRECTORS' INDEMNITY AND INSURANCE**

**42 Indemnity**

42.1 Subject to 42.2, a relevant Director of the Company or an associated Company may be indemnified out of the Company's assets against:-

- 42.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company,
- 42.1.2 any liability incurred by that Director in connection with the activities of the Company or an associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- 42.1.3 any other liability incurred by that Director as an officer of the Company or an associated Company.
- 42.2 This Article does not authorize any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 42.3 In this Article;-
  - 42.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - 42.3.2 a "relevant Director" means any Director or former Director of the Company or an associated Company.

### **43 Insurance**

- 43.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.
- 43.2 In this Article;-
  - 43.2.1 a "relevant Director" means any Director or former Director of the Company or an associated Company,
  - 43.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated Company or any pension fund or employees' share scheme of the Company or associated Company, and
  - 43.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

### **44 Dissolution**

- 44.1 The Company may only be wound up by Special Resolution of the Members at a General Meeting.
- 44.2 If the Company is wound up or dissolved and there is any property remaining after all its debts are settled, this will be given to some other institution or institutions that support Boating provided that the receiving institution(s) also prohibits the distribution of income and property among its members in the same way as the RYA Cymru.Wales. The institutions(s) will be decided by the Members at or before the time of dissolution.