

ARTICLES OF ASSOCIATION
OF LOWESTOFT AND OULTON BROAD MOTOR BOAT CLUB
LIMITED

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL THE
COMPANIES ACT 1985

THE ARTICLES OF ASSOCIATION as altered by Special Resolutions passed on the 4th day of December, 1980, the 19th day of February, 1989, the 14th day of January, 1990, 7th February, 1993, 20th January, 2000 and 16th February, 2012.

1 In these Articles:

"The Act" means the Companies Act, 1985.

"The Club" means the Lowestoft and Oulton Broad Motor Boat Club Limited.

"Secretary" means any person appointed to perform the duties of the Secretary of the Club.

Words importing the masculine gender only shall include the feminine and

Words importing the singular number only shall include the plural number and vice versa.

Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Club.

OBJECTS

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

MEMBERSHIP

3 The number of Members with which the Club proposes to be registered is 362 but the Directors may whenever the business of the Club requires it, register an increase of Members.

4 The first Members of the Club shall be the signatories to the Memorandum of Association and these Articles and every person who at the date of the incorporation of the Club had paid an entrance fee to and was a Member of the unincorporated Club known as the Lowestoft and Oulton Broad Motor Boat Club referred to in paragraph 3(a) of the Memorandum of Association and who shall on or before the 31st day of October 1978 or such extended period as the Directors may determine, sign and deliver to the Secretary of the Club the form of Membership prescribed by the Directors.

5 Except as provided in Article 4 hereof every candidate for membership of the Club shall be proposed by one and seconded by another member of the Club, to whom the candidate shall be personally known and who shall be responsible for his or her eligibility. The application for membership of every such candidate shall be made in writing, signed by the candidate and by his or her proposer and seconder, and shall be in such form as the Directors may from time to time prescribe.

6 The annual and other subscriptions and entrance fee (if any) payable by Members of the

Club shall be such as the Directors may from time to time prescribe and the Directors may provide either generally or as respects any particular Member or Members for the payment of annual subscriptions by instalments. Every application for membership shall be accompanied by a remittance to cover the entrance fee (if any) and the appropriate subscription from the date of application to the Secretary. In the event of non-election such remittance shall be returned to the candidate.

7. On the recommendation of the Directors any person being a Member of the Club may, at any general meeting of the Club be elected a life member of the Club without any special payment for such life membership. A two-thirds majority of those present and voting shall be necessary to such election. Every life member shall be entitled to all the privileges and be subject to all the duties of a Member of the Club during his or her life (subject, nevertheless, to the provisions of Article 14 hereof) without any further payment, annual or otherwise except in respect of his guarantee contained in Clause 5 of the Memorandum of Association of this Club.

8. The Directors of the Club shall have power to elect as Members of the Club upon such terms and subject to such regulations as the Directors may from time to time deem advisable and subject to Article 5:-

a) Racing Members

b) Young persons being 11 years of age or older but under 17 years of age having the same rights as a Racing Member except voting rights (hereinafter called Junior Racing Members).

c) Persons who together with their spouses and children (limited to two in any family) shall be entitled to avail themselves of the Clubs facilities and amenities and attend functions organised by the Club except that they shall not be allowed to enter any races or racing competitions organised by the Club (hereinafter called Family Members).

d) Adult Family members who have all the rights of a Family member plus the right to take part in any races or racing competitions organised by the Club provided that only one adult in each family shall be allowed to race under this class of membership (hereinafter called Racing Family Members).

A Junior Racing Member shall be entitled to join the Club as a Racing Family Member provided only one member of each family shall be allowed to race under this class of membership, Junior Racing Member plus two adults and one other child.

e) Persons 17 years of age or over who shall be entitled to avail themselves of the Clubs facilities and amenities and attend functions organised by the Club except that they shall not be allowed to enter any races or racing competitions organised by the Club (hereinafter called Ordinary Members).

f) Young persons being 16 years of age or younger having the same rights as an Ordinary Member except voting rights (hereinafter called Junior Members).

g) Persons who are visiting or temporarily resident in the district of Lowestoft and Oulton Broad (hereinafter called Temporary Members).

9. Every candidate for election (including candidates for election to the special classes of Membership specified in Article 8 hereof) may be balloted for by the Directors of the Club and the Directors may refuse any application for Membership and will be under no obligation to disclose their reasons for such action.

10. Subject to the express provisions of these Articles and to the Memorandum of Association, and to any byelaws for the time being in force made by the Board of Management as hereinafter provided, all Members of the Club shall be entitled at all times to use in common all the premises and property of the Club, and to be supplied, at such charges as the Board of Management shall from time to time determine, with such meals, refreshments and things as are provided by the Club for the use of its Members.

11. Subject to the provisions of these Articles every Member shall be entitled to all the rights and be subject to all the duties of a Member of the Club provided that only Adult Racing

Members, Ordinary Members, Racing Family Members and Adult Family Members of the Club shall be entitled to nominate or to be elected as Officers or Directors of the Club.

12. Any Member wishing to resign his or her Membership of the Club shall give notice in writing of his or her intention to the Secretary before 31st. October in any year failing which such Member shall be liable to pay subscription for the next year.

13. Any Member whose annual subscription is unpaid on the 31st. March shall cease to be a Member of the Club and shall forfeit all rights in and claim upon the Club and its property unless the Directors suspend the operation of this provision as regards any particular Member on terms as the Directors at their discretion may determine.

14. In case the conduct of any Member shall in the opinion of the Directors be injurious to the character of the Club or objectionable in any respect, such Member may be required by the Directors to resign, if the Member so requested shall not resign within one week, such Member may be expelled by resolution of the Directors and cease to be a Member of the Club, and all sums which shall have been paid by such Member shall thereupon be forfeited. A Member expelled under this Article shall have a right of appeal by giving written notice of appeal to the Secretary within ten days from the posting of the notice of expulsion. Thereupon an extraordinary meeting shall be convened within fourteen days and if such meeting shall pass an extraordinary resolution rescinding the expulsion then the Member shall be reinstated as from the date of the resolution.

15. Any Member expelled in accordance with these Articles, or otherwise ceasing to be a Member of the Club, shall forfeit all right to or claim upon the Club or its property or funds.

16. The rights of a Member as such shall be personal and shall not be transferable and shall cease upon his death.

17. The Club shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fourteen months shall elapse between the date of one Annual General Meeting of the Club and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

18. All General Meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.

19 a) The Directors may, whenever they think fit, and shall on a requisition made in writing by any forty or more full voting Members convene an Extraordinary General Meeting.

b) 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 with the Secretary.

c) On receipt of the requisition the Directors shall forthwith proceed to convene an Extraordinary General meeting; if they do not within twenty-one days from the date of the deposit of the requisition, proceed to call a meeting, the requisitionists, or a majority in number of the requisitionists, may themselves convene a meeting.

20. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least and a meeting of the Club other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by Fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is given and shall specify the place, the day and the hour of meeting and in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Club in General Meeting.

21. The accidental omission to give notice of any meeting to or the non-receipt of such notice by any Member shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary reports of the Directors and Auditor or Auditors, the election of Officers and of Directors in place of those retiring by rotation, and the fixing of the remuneration of the Auditor or Auditors.

23. No Business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. Save as herein otherwise provided forty Members personally present shall be a quorum.

24. If within half an hour from the time appointed for the meeting a quorum of Members is not present, the meeting convened on the requisition of Members shall be dissolved in any other case it shall stand adjourned to the same day in the following week at the same time and place; and if at an adjourned meeting a quorum of Members is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

25. The Commodore and failing him the Vice-Commodore shall preside as Chairman at every General Meeting of the Club.

26. If there is no such Chairman, or if at any meeting he is not present within five minutes of the time of holding the same, the Members present shall choose someone of their number who is a Director or Officer to be Chairman of the meeting, and if there shall be no Director or Officer present, then the Members shall choose any one of their number to be Chairman of the Meeting.

27. The Chairman may, with the consent of the Meeting, 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.

28. At any General Meeting, unless a poll is demanded by the Chairman or by at least one-third of the Members personally present, a declaration by the Chairman that a resolution has or has not been carried and an entry to that effect in the book of proceedings of the Club, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

29. If a poll is demanded in manner aforesaid the same shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

30. Only Adult Racing Members, Racing Family Members, Adult Family Members and Ordinary Members shall have the right to vote at General Meetings of the Club; no Member shall be entitled to vote at any meeting unless all the monies then due from him to the Club have been paid. Every Member of the Club entitled to vote shall have one vote and no more except that in case of equality of votes, the Chairman shall have a second or casting vote.

31. The Club shall have five Directors.

32. The Club shall have eleven Officers of whom five shall be Directors. The Directors and Officers constituting the Board of Management.

33. At every Annual General Meeting of the Club the Directors and the Officers shall retire from office. The retiring Directors and Officers shall be eligible for re-election at the same or other General Meeting of the Club.

34. The Company at the meeting at which a Director or Officer retires in the manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Director or Officer shall if offering himself for re-election, be deemed to have been re-elected unless such meeting has expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director or Officer shall have been put to the Meeting and lost.

35. a) No person other than a retiring Director or Officer shall be eligible for election to the office of Director or Officer at any General Meeting unless not less than fourteen nor more than thirty-five days before the date appointed for the Meeting there shall have been left with the

Secretary of the Club notice in writing signed by two Members duly qualified to attend and vote at the Meeting for which such notice is given of their intention to propose and second such person for election and also notice in writing signed by the person of his willingness to be elected.

b) A list of candidates' names in alphabetical order with proposers and seconders' names shall be posted in a conspicuous place in the Club House of the Club for at least fourteen days immediately preceding the Annual General meeting.

c) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order and each Member present at the Annual General Meeting and qualified to vote shall be entitled to vote for any member of such candidates not exceeding the number of vacancies.

d) If any candidate, after being elected, declines to serve the candidate who has the next largest number of votes shall be deemed to be elected. If two or more candidates obtain an equal number of votes the Directors shall select by lot from such candidates the candidate who is to be elected.

36. After the appointment at the General Meeting of the Directors the Members shall appoint five of them as Officers of the Club to hold one of the following positions, Commodore, Vice-Commodore, Rear-Commodore, Treasurer and Company Secretary who shall also be Secretary of the Club.

37. Additional Officers of the Club shall be appointed by the Members at the same General Meeting to hold the position of Publicity Officer, Entertainments Officer, Sportsboat Representative (who shall be nominated, seconded and voted for by sportsboat drivers only), Hydroplane Representative (who shall be nominated, seconded and voted for by hydroplane drivers only), Junior Drivers' Representative (who shall be nominated, seconded and voted for by Junior Drivers only), Safety Officer (who shall be nominated, seconded and voted for by members of the rescue crews only) Race Secretary and Members Representative (who shall be nominated, seconded and voted for by Ordinary Members only).

38. No Member may hold more than one position as Officer of the Club.

39. Seven Members of the Board of Management shall constitute a quorum at any Meeting of the Board of Management.

40. The Club may from time to time by ordinary resolution increase or reduce the number of Directors and Officers.

41. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations. Any Directors so appointed shall hold office only until the following Annual General Meeting and shall then be eligible for re-election.

42. The Club may by Ordinary Resolution of which Special notice has been given in accordance with Section 142 of the Act remove any Director for the expiration of his period of office notwithstanding anything in these Articles or in agreement between the Club and such Director.

43. The quorum necessary for the transaction of the business of the Directors shall be four.

44. All casual vacancies arising amongst the Officers of the Club shall be filled by the Directors and any such person so appointed shall retire at the following Annual General Meeting but shall be eligible for a candidate for election at an Officer at such Annual General Meeting.

45. An Officer or other Member of the Board of Management shall be considered to have resigned:-

a) If he absents himself from meetings of the Board of Management for a period of six

calendar months without special leave of absence from the other Members of the Board of Management.

- b) If he gives the Directors one calendar month's notice in writing that he resigns his office.
- c) If he is removed by Extraordinary Resolution passed at a General Meeting of the Club.
- d) If he becomes of unsound mind.

46. No Director or Officer of the Club other than the Secretary shall receive any remuneration for his services in the capacity of Director or Officer but nothing herein contained shall be deemed to prohibit the payment by the Club of any sum to the Secretary for clerical or other assistance.

47. There shall be no age limit for Directors or Officers and accordingly sub-sections (1) to (6) of section 185 of the Act 1948 shall not apply to the Club.

48. The terms and conditions of the Secretary's appointment and his remuneration shall be agreed at the Annual General Meeting.

49. 1) The Directors of the Club shall cause proper books of accounts to be kept in respect of:-

- a) All sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place; and
- b) The assets and liabilities of the Club.

2) The books of account shall be kept at the Registered Office of the Club, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors. The Directors shall 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, shall be open to the inspection of Members of the Club not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Directors.

3) Once at least in every year the Directors shall lay before the Club in General Meeting an Account of Income and Expenditure for the period since the preceding accounts. A balance sheet shall 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, and a copy thereof shall, twenty-one days previously to the meeting, be sent to the persons entitled to receive notices of General Meetings in the manner in which notices are to be given hereunder. Every such account and balance sheet shall be accompanied by a report of the Directors and the Account, Report and Balance Sheet shall be signed by two Directors and countersigned by the Secretary.

50. The Directors of the Club shall exercise all such powers and do all such things as may be exercised or done by the Club, save such as are by these Articles or by any statute for the time being in force required to be exercised or done by the Club in General Meeting, and may act notwithstanding vacancies.

51. The Directors of the Club may issue debentures, debenture stock, bonds, or obligations of the Club at any time, in any form or manner, and for any amount, and may raise or borrow for the purpose of the Club any sum or sums of money 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.

52. 1) The Board of Management shall have power from time to time to make alter and repeal all such bye-laws as they deem necessary or expedient or convenient for the proper conduct and management of the Club and in particular but not exclusively they may by such bye-laws regulate:-

- a) The terms and conditions upon which honorary quests, children of Members of

the Club and visitors shall be permitted to use the premises and property of the Club.

b) The times of opening and closing the Clubhouse and premises of the Club or any part thereof and the permitted house for supply of intoxicating liquor.

c) The rules to be observed and prizes or stakes to be competed for by Members of the Club and Visitors at race meetings.

d) The conduct of Members of the Club in relation to one another and to the Club's servants.

e) The imposition of fines for the breach of any bye-laws or any Article or Association of the Club.

f) And generally all such matters as are commonly the subject of the Club Rules.

g) The powers and duties of the Officers.

2) The Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Club all such bye-laws, alterations and repeals, and all such bye-laws, so long as they shall be in force shall be binding upon all Members of the Club. Provided nevertheless that no bye-laws shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Club and that any bye-law may be set aside by a Special Resolution of a General Meeting of the Club.

53. The Board of Management may from time to time delegate any of their powers to such committee or committees, consisting of one or more Members of the Club, and not necessarily a Director or Directors, as they shall think fit to appoint, and may recall or revoke any such delegation or appointment. Provided that no Committee concerned with the purchase for the Club or with the supply by the Club of intoxicating liquor shall include any Members who are not Directors. Any committee shall in the exercise of the powers so delegated conform to any regulations that may be prescribed by the Directors.

AUDIT

54. An Auditor or Auditors shall be appointed and their duties regulated in accordance with the Act or any statutory modification thereof for the time being in force.

SEAL

55. The Directors shall provide for the safe custody of the Common Seal of the Club. The Seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Directors and in the presence of at least two Directors and the Secretary or such other person at the Directors may appoint for the purpose; and these two Directors and the Secretary, or other person as aforesaid, shall sign every instrument to which the Seal of the Club is so affixed in their presence.

DISSOLUTION

56. The Club shall be wound up voluntarily whenever a special resolution is passed requiring the Club to be so wound up. Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Club shall have effect as if the provisions thereof were repeated in these Articles.

NOTICES

57. A notice may be given by the Club to any member either personally or by sending it by post to him or her at his or her registered address. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.