

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
The Welsh Yachting Association
Company Number: 02908378

**As amended by the Resolution of the
Welsh Yachting Association Executive Committee dated 21 December 2004.
Resolution approved and passed at the Welsh Yachting Association EGM
dated 20 February 2005.**

1. The name of the Association (hereinafter called "the Association") is "The Welsh Yachting Association".
2. The registered office of the Association will be situate in Wales.
3. The objects for which the Association is established are:
 - (a) To promote the sport of sailing, windsurfing and power boating in Wales.
 - (b) To provide a channel of communication between clubs in Wales, and between those clubs and The Royal Yachting Association (hereinafter called The R.Y.A.).
 - (c) To represent, as and when required, Welsh Affiliated Clubs, associations and training establishments recognised by the R Y A.
 - (d) To advise the Sports Council For Wales, Welsh Sports Association, Welsh Games Committee and other appropriate organisations on matters affecting sailing and power boating.
 - (e) To organise yachting, power boating and windsurfing events in Wales.
 - (f) To facilitate the selection, training and participation of individual competitors and teams for such events as the Association may deem appropriate.
 - (g) To act as the R.Y.A. Council for Wales.
 - (h) To acquire the assets and undertaking of unincorporated Association the Welsh Yachting Association and with a view thereto to enter into any agreement or agreements for that purpose.
 - (i) To condemn the use of drugs in sport, including Yachting, to gain an unfair advantage and to endorse the policy of the Sports Council for Wales in attempting to eradicate such use of drugs.

(j) To carry on business as a general commercial trading company.

(k) To establish, subsidise, promote and co-operate, associate and affiliate with, become a member of, act as or appoint agents or delegates for, control, manage, superintend or otherwise assist in clubs, associations and institutions, incorporated or not incorporated with objects altogether or in part similar to those of the Association, not being a Trade Union.

(l) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience calculated to benefit employees or ex-employees of the Association or the dependants or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of employees or ex-employees or any of their dependants or connections.

(m) To purchase, take on, lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which may be necessary or convenient for the promotion of the objects of the Association and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

(n) To form, establish and bring out or assist in bringing out any other company having objects similar or partly similar to those of the Association and to subscribe for and take shares or debentures, bonds or obligations of any such company.

(o) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.

(p) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.

(q) To borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit.

(r) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

(s) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purpose of the Association or calculated to further its objects.

(t) To draw, make, accept, endorse, issue and negotiate bills of exchange, promissory notes and other negotiable instruments.

(u) To apply for and obtain any legislative, municipal or other Acts or authorizations for the purpose of enabling the Association to carry any of its objects into effect or of effecting any modification of the Association's constitution, or for any other purpose which may be considered expedient and to oppose any proceedings or actions which may be considered, calculated directly or indirectly to prejudice the Association's interests.

(v) To procure the registration or incorporation of the Association in or under the laws of any place outside England and to procure any Act of Parliament, provisional order, enactment, decree or other legislative or executive act of any government, state, colony, province, dominion, sovereign or authority, supreme, municipal, local or other for the purpose of enabling the Association to carry any of its objects into effect.

(w) To pay all expense of and incidental to the incorporation and establishment of the Association.

(x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them in any part of the world

PROVIDED THAT the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulations, restriction or condition which, if an object of the Association would make it a Trade Union.

PROVIDED ALSO THAT in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Managers or Trustees of the Association shall be chargeable for any such property that may come into their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association or to any person, company or association other than a Charitable Institution.

PROVIDED THAT nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding one per centum per annum above the base rate of

Barclays Bank PLC for the time being in force on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of management or Governing Body of the Association shall be appointed to any salaried office of the Association or any *office* of the Association paid by fees and that no remuneration or *office* of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water cable or telephone company of which a member of the Council of Management or Governing Body may be a member or any other Association in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound-up while he/they are a member or within one year after he/they cease to be a member for payment of the debts and liabilities of the Association contracted before he/they cease to be a member, and of the costs, charges and expenses of winding-up and or the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1.00 (one pound).

7. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association at or before the time of dissolution or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable object.

8. The accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Association. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of The Welsh Yachting Association

PRELIMINARY

1. Regulations 2 to 38 inclusive, 40, 54, 55, 57, 59 to 63 inclusive 73 to 80 inclusive, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company, but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the Association.

INTERPRETATION

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

MEMBERS

3. The number of members with which the association proposes to be registered is unlimited.

4. The subscribers to the memorandum of association of the Association and such other persons as are admitted to membership in accordance with the articles shall be members of the Association. No person shall be admitted a member of the Association unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.

5. The members of the Association (hereinafter referred to as "the Members") shall consist of: -

a) Full Members: All clubs and associations in Wales, affiliated to the R.Y.A. who are elected and/or admitted as such by the directors and who pays the subscription (if any) applicable thereto. Full Members shall be entitled to exercise all rights (including the right to send one representative to all general meetings) and shall be subject to all liabilities conferred by the statutes or by these presents or the Memorandum of Association of the Association or specified in a resolution made by the directors.

b) Other Members: Such other members of the Association of such classes and having such rights and obligations (including such obligations contained in the memorandum of Association) as may be determined and defined by the Directors from time to time and specified in a resolution made by the directors.

c) The Secretary shall forthwith notify every candidate for membership that has been accepted by the council that he has been admitted as a member of the Association.

d) Any person on agreeing to become and having been accepted as a Member of the Association shall be deemed to have agreed to be bound by these Presents, the Memorandum of Association of the Association and the regulations of the Association referred to herein whether or not he shall have signed a written statement to that effect.

6. The first Members of the Association shall be:

i) The Subscribers to the Memorandum of Association and

ii) Every person or body who at the date of incorporation of the Association was a Member of the unincorporated association known as The Welsh Yachting Association and who shall have consented to become a Member of the Association and who shall if required have signed and delivered to the Secretary the form of membership prescribed from time to time by the directors and each such member shall be of the class of members of the said unincorporated association to which they belonged. Every Member of the Association who shall previously to his becoming a Member of the Association have paid his current subscription due as a member of the said unincorporated association shall not be liable to pay a further sum by way of subscription to the Association in respect of their then class of membership for the period covered by their subscription the said unincorporated association. The Directors may make such adjustments as it in any particular case or cases may deem appropriate.

7 (a) The Members shall pay to the Association such single or annual or other periodic subscriptions and accept such terms and conditions of membership or any changes therein and shall pay such other fees or sums in respect of the use of any facilities activities or services of the Association as the Directors may from time to time determine.

7(b) A Member may resign as a Member on giving written notice before the date in any one year on which his membership is due to expire (or such other dates as may be determined by the directors) Failure to give such a notice shall render such Member liable to pay the whole of the subscription due in respect of the class of membership concerned for the following year.

8. If a Member shall resign or fail to pay the due subscription within two months after the date referred to in Article 6(b) they/he shall be deemed to have withdrawn from the Association and that Members' name shall be erased from the register of members; provided that it shall be in the discretion of the Directors to restore his or its name and the membership rights on payment of the arrears due.

9(a) Any refusal or neglect by any member to comply with these Presents or the regulations of the Association or who fails to abide by the terms of any agreement relating to Members of the provision of facilities entered into by the directors on behalf of the association or the committing of any conduct considered by the Directors in its absolute discretion to be disgraceful or opposed to the general interests of the Association or of the sport of Yachting (whether under power or sail) shall render the member concerned liable to

suspension or expulsion from the Association on the passing of a resolution to that effect by the Directors.

(b) At least 21 days before the Directors meeting at which the matter is to be considered, the Member shall be given written notice of the Director's intention to consider the matter, shall be informed that the outcome could entail his/her suspension or expulsion, and shall be given an opportunity of making, orally or in writing, any explanation or defence he/she may think fit.

(c) The procedure laid down in Rule 9(B) shall apply in dealing with a member of an affiliated organisation who is not an individual Member, except that the committee of that organisation shall be consulted by the Directors whenever possible before notification is sent to the Member.

(d) The Directors may suspend or expel any Member of the Association at the request of the committee of an organisation which is a Member of the Association and of which he is also a member.

(e) The Directors may hear appeals against suspension or expulsion from membership of such organisations referred to in Article 9(b) if such appeals are permitted by the rules of that organisation.

(f) A Member suspended or expelled under these Presents shall forfeit all rights in, and claims upon, the Association or its property.

(g) A Member who has been suspended or expelled shall not be eligible for election as an Officer, director or any of the Association's committees.

(h) An individual Member who has been Suspended or expelled has the right of appeal to a General Meeting of the Association. If that meeting is called for that purpose then the appellant must bear all the costs of holding that meeting, e.g. room hire, printing and postage costs involved in informing members and travelling expenses of Directors. In this case an adequate deposit must be sent when giving notice of appeal which would be returned only if the appeal were successful.

10. The rights and liabilities of Members shall not be transferable.

OFFICERS, COMMITTEES

11(a) The Directors of the Association for the purposes of the Act shall be the Chairman, Vice Chairman and Honorary Treasurer.

11(b). The Officers, all of whom shall be elected annually shall consist of:-

i) A Chairman

ii) A Vice Chairman

Of i) and ii) above whenever possible it is desirable one shall come from North Wales and the other from South Wales.

iii) A Treasurer

iv) The office of Chairman shall be held by one person for a maximum period of five years subject to reelection each year, and it shall be desirable that he be succeeded whenever possible by the Vice Chairman.

v) Candidates who must have consented to be nominated, shall be proposed and seconded by member clubs or associations. In the event of there being two or more nominations for a vacancy, a ballot shall be held at the Annual General Meeting as allowed in Article 20(1) (Voting).

12. There will be a Board Committee consisting of the Chairman, Vice Chairman, Hon Treasurer, Company Secretary and optionally (if agreed by the officers unanimously and by the Sports Council for Wales) a representative of the Sports Council for Wales (Liaison Officer). Others may be invited to attend the Board Committee meetings on a non-voting basis.

13. Committees:

13.1 The Strategy Committee shall consist of:

The Officers (as above).

The immediate past chairman (for 12 months only following the election of a new chairman).

The Company Secretary (to be appointed by the Board Committee).

A representative of the Sports Council for Wales.

Three Regional Members who shall be elected annually, one from each "Regional Area" who must be a member of an affiliated club or association in the area concerned. Candidates who consent to stand shall be proposed and seconded by member clubs or associations. In the event of there being two or more nominations for one vacancy a postal ballot will be conducted on the basis of one vote for each club or association in the area.

Three Members to be appointed by the Board Committee.

13.2 Voting at meetings will be by a simple majority. The Chairman may have a second or casting vote.

13.3(a) The Strategy Committee may appoint a dedicated Training Committee (if such a committee is established it shall elect its own chairman).

13.3(b) The Strategy Committee shall appoint a Committee for each of the "Regional Areas", such committees to contain the Regional Members for that area and three Club Representatives elected by member clubs or associations in the Region. In the event of there being more nominations for vacancies, a postal ballot will be conducted on the basis of one vote for each club or association in the area. The Strategy Committee shall ensure a balance of interests is achieved on each Regional Committee by appointment.

The Strategy Committee may also appoint other sub-committees for whatever purpose or purposes it may deem necessary.

All Committees and Sub-Committees shall be subordinate to and shall report their proceedings to the Strategy Committee and shall conduct their business in accordance with the directions of the Strategy Committee. Any Committee or Sub-Committee shall have power to invite any person or persons to attend meetings of such Sub-Committee. The Officers shall be *ex-officio* members of all Committees and Sub-Committees. Committees and Sub-Committees shall have no power to spend funds without the approval of the Board Committee.

13.4 The Strategy Committee shall be empowered to co-opt and invite additional persons to attend meetings on a non-voting basis.

13.5 Six members will form a Quorum at a Strategy Committee meeting.

13.6 The proceedings of the Strategy Committee meetings shall be recorded and copies shall be circulated to member clubs and associations.

13.7 There shall be at least two Strategy Committee meetings in each year. Other meetings may be called in according to the amount and urgency of business to be transacted.

13.8 The "Regional Areas" are defined as:

North, South and West Wales. In the event of there being a dispute as to the location of the area the decision for the time being of the Strategy Committee shall be final.

13.9 This Committee is responsible for deciding the current emphasis on Policy and Objectives of the Association.

14. The Board Committee

14.1 The Board Committee will meet at least four times in each year.

14.2 The Board Committee will be responsible for the management of salaried staff, the preparation of budgets and the maintaining of good administration and financial practice.

SHARE CERTIFICATES

15. Regulations 6 of Table A shall be amended by the insertion of the words ".....or signed by any two Directors or any one Director and the Association Secretary....." after the words "Every certificate shall be sealed with the seal.....".

NOTICE OF GENERAL MEETINGS

16(a) A general meeting of all member clubs and associations will be called in the last quarter of each year.

16(b) Notice of the meeting will be sent to all clubs and associations at least eight weeks before the date of the meeting.

16(c) Items for the agenda and nominations for officers shall be received, in writing, by the company secretary at least three weeks before the date of the meeting.

16(d) The agenda will be circulated to all member clubs and associations at least two weeks before the meeting.

16(e) The representatives of seven member clubs or associations shall form a quorum at any general meeting.

17. A special general meeting will be called within six weeks on a resolution by the Strategy Committee, or by requisition by at least five member clubs or associations. All member clubs and associations shall be given four weeks notice of such a meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.

19. Paragraph (d) of regulation 46 of Table A shall be omitted.

20(1). Each member club or association represented at the meeting shall have one vote. Voting will be on the basis of a simple majority except for changes in the Memorandum and Articles of Association which will be carried by the votes of two thirds of those clubs represented at the meeting, and entitled to vote, being in favour.

20(2) For the purpose of clauses 11, and 19(1) a delegate may represent more than one club or association, provided he has written authorisation from such club or association and votes in accordance with their written instructions.

DIRECTORS' EXPENSES

21. The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

22. In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures and other securities" in both places where they occur.

MINUTES

23. The words "of the holders of any class of shares in the Association" shall be omitted from regulation 100 of Table A.

NOTICES

24. The second sentence of regulation 112 of Table A shall be omitted.

25. The words "or of the holders of any class of shares in the Association" shall be omitted from regulation 113 of Table A.