

# Companies Acts 1963 to 2009

## Company Limited by Guarantee and Not having a Share Capital

### The Articles of Association of Howth Yacht Club

(As amended, to January 2014)

1. The name of the Company is "Howth Yacht Club Limited"
2. The sole object for which the company is established is:-

to promote amateur sailing, yachting and boating. In order to achieve this sole object the company shall have the following subsidiary objects:-

  - (a) To encourage and provide facilities for yachting and boating of all kinds and in particular to provide, operate, manage and run a club house, mooring facilities, marina, ferry services, yacht repairs, yacht storage, cranes, crash boats and all other similar or related facilities.
  - (b) To run instruction and training courses relating to yachting, sailing, yacht racing, cruising, life saving, water safety, navigation, meteorology, seamanship and other related subjects of interest to its members.
  - (c) To provide bar and restaurant facilities for members and their guests together with entertainment including music, lectures, film shows, dances and similar functions,
  - (d) To employ boatmen, barmen, secretaries, managers and such administrative and technical staff as may be necessary to achieve the above objects.
  - (e) To manufacture, purchase, sell and deal in ties, flags, charts and other items related to yachting, cruising and seafaring, including films, photographs and paintings.
  - (f) To exchange any land, buildings, or real or personal property held by the company for other land, buildings or real or personal property or to sell, lease, let, dispose of or otherwise deal with any lands, buildings, or other real or personal property of the Company.
  - (g) To acquire by gift, purchase, fee farm grant, lease or otherwise, and to hold (unconditionally or subject to any conditions or restrictions) any real or personal property and any rights over or in such.
  - (h) To construct, alter, restore, repair, maintain, take down or remove buildings, erections, walls, fences, railings, gates, seats or other structures on lands and property held by or under the care or management (whether jointly with any other person or not) of the Company and generally to maintain, uphold, manage, improve and develop the property of the Company.
  - (i) To acquire in any manner (including acquisition by purchase out of any funds of the Company) and hold any lands, buildings and hereditaments and any rights, easements or interests therein or thereover, and any chattels or other moveable property, which, in the opinion of the Directors it may be desirable to hold as investments with a view to provision out of the rents and profits thereof of funds

applicable for the maintenance or preservation of any other part of the Company property or for any particular purpose of the Company or for its general purposes.

- (j) To acquire in any manner (including acquisition by purchase out of the funds of the Company) and hold any investments (being at the time of acquisition of a nature authorised by law for the investment of trust funds, or of a nature authorised by the trust of the funds out of which the same shall be acquired or by the Donor of the same) and to apply the income thereof (subject to any trusts imposed by the Donor, or otherwise, affecting the same) for the preservation and maintenance of the property of the Company or any part or parts thereof, or for any particular purpose of the Company or for its general purposes.
  - (k) To accept, seek and collect grants, subscriptions and donations by any means whatsoever (whether of real or personal estate) and devise and bequests for all or any of the purposes aforesaid and to sell or dispose of or (so far as permitted by law) to lease and accept surrenders or leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purpose of the Company and generally to manage, invest and expend all monies and property belonging to the Company.
  - (l) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Company (both present and future) and to purchase, redeem or pay off any such securities.
  - (m) To act in concert or make any arrangements with any Department of State, Corporation, County Council, Conservancy, Fishery or other Board, or other Local Authority or Body Public or Private, now or hereafter constituted, or with any residents in the neighbourhood or property of the Company with reference to any of the objects aforesaid.
  - (n) To undertake the office of trustee, manager, secretary, registrar, or any other office or situation of trust in furtherance of the Company's object.
  - (o) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest on any securities including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
  - (p) To do all such other things as are incidental and or conducive to the preservation and maintenance of the property of the Company or to the attainment of the sole objects herein before described.
3. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit, to the members of the Company. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company in return for any services actually rendered to the Company nor the gratuitous distribution among or sale at a discount to subscribers of the funds of the Company, whether members of the Company or not of any books or publications whether

published by the Company or otherwise relating to all or any of the objects of the Company nor prevent the payment of interest at a rate not exceeding five per cent, per annum on money lent or reasonable or proper rent for premises, demised or let by any member to the Company; but so that no Director shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or benefit in money or money's worth shall be given by the Company to any Director except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any Company of which a Director may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjournment of the rights of the contributories among themselves such amount as may be required, not exceeding one euro twenty seven cent.

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

#### NAMES. ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

William Cuffe-Smith, Dunbo Lodge, Dunbo Hill, Howth, Dublin. Retired Civil Air Pilot.

Tom Fitzpatrick, 2 Baily Green, Howth, Co. Dublin. Chartered Accountant.

John Guinness, Ceanchor House, Baily, Dublin. Bank Director.

David Hogg, 5 Nashville Road, Howth, Dublin. Company Director.

Cyril P. Geran, Lough Nevin, Thormanby Road, Howth. Insurance Official.

Ross Courtney, Rossmore, Claremont Road, Howth, Dublin. Company Director.

Neville P. Maguire, 2 Sarto Road, Dublin 13. Engineer.

Dated the 12th day of January 1981.

Witness to the above signatures:-

Brendan Cassidy, Dunluce, Strand Road, Sutton, Dublin 13. Clerk.

# **Companies Acts 1963 to 2009**

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

## **ARTICLES OF ASSOCIATION of HOWTH YACHT CLUB LIMITED**

**(As amended, to January 2012)**

### **DEFINITIONS AND PRELIMINARY**

1. In these articles, unless inconsistent with the subject or context:
  - “The Act” means the Companies Acts 1963 to 2009 and every statutory modification, amendment or re-enactment thereof for the time being in force;
  - “Club” means Howth Yacht Club Limited;
  - “The General Committee” means the members of the General Committee for the time being as defined in Article 60 hereof or members of the General Committee present at a meeting of the General Committee including any person occupying the position of a General Committee Member by whatever name called; members of the General Committee shall be deemed to be Directors of the Club as defined in the Act;
  - “The Secretary” means any person appointed to perform the duties of the Secretary of the Club;
  - “The Seal” means the common seal of the Club;
  - “The Office” means the registered office for the time being of the Club;
  - “In writing” and “written” includes typewriting, printing, lithography and all other modes of representing or reproducing words in visible form;
  - “Month” means the calendar month.

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

Words importing the singular include the plural and vice versa;

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

Words importing persons include corporations.

### **MEMBERS**

2. For the purpose of registration, the number of members is declared to be unlimited.
3. The subscribers to the Memorandum of Association and such other persons as the General Committee shall admit to membership shall be members of the Club.
4. There shall be ten classes of members, namely: (1) Ordinary Members, (2) Honorary Members, (3) Senior Members, (4) Associate Members, (5) Cadet Members, (6) Junior Members, (7) Country Members, (8) Overseas Members, (9) Temporary Members, and (10) Special Temporary Members.
5. Every candidate for ordinary, associate, cadet, country or introductory membership must be 18 years of age or over and must be proposed and seconded by an ordinary or honorary or senior member of the Club, to both of whom he has been personally known for at least one year, and such candidate for membership must also be known to and be recommended by a member of the General Committee. The proposal which must be

made on the prescribed form shall be forwarded with, where applicable, the entrance fee to the Secretary. He shall refer the Application Form to the General Committee, which shall refer it to a sub-committee appointed to examine Applications for Membership. Following the recommendation of the sub-Committee, the General Committee shall, if it approves the application, cause the Application Form to be posted on the Club Notice Board for a period of one month to enable any ordinary, honorary, or senior member to put before the General Committee any matter concerning the suitability or otherwise of the candidate for membership. On completion of that procedure the candidate will be considered by the General Committee for election at its next meeting or some subsequent meeting and shall be duly elected if approved by not less than 3/4 of the members of the General Committee present and voting at the meeting. Provided always that the General Committee shall in its absolute discretion have power to waive any of the requirements of this Article.

6. The Secretary shall send to each newly elected member, as soon as practicable after the election, written notice thereof.
7. The subscription of each newly elected ordinary member shall become due on his election and be payable within one month of demand, and if not so paid, the General Committee may, at its discretion, cancel such election and thereupon such newly elected person shall cease to be a member.
8. If any candidate for membership is not elected, then his entrance fee (if any) shall be returned, and the name of such candidate shall not be considered for election for 12 months after the date of such rejection.
9. The General Committee shall in every case have absolute discretion to decide whether any candidate for membership is suitable for election and whether such candidate shall or shall not be admitted to membership of the Club.
10. The General Committee shall not in any circumstances be required to give any reason for the refusal of any application.

#### **HONORARY MEMBERS**

11. The General Committee may elect Honorary members of the Club provided that there shall not be more than 40 such at any one time.
12. An Honorary Member shall be elected for life or until he resigns, retires or is removed as hereinafter provided.
13. An Honorary Member shall not be liable for an entrance fee or for any annual subscription.
14. An Honorary Member shall enjoy all the privileges of membership including the right to vote at meetings, and to propose candidates for membership or office.

#### **SENIOR MEMBERS**

15. A member of the Club who has attained the age of 65 years and has been a member of the Club for at least 10 years continuous membership prior to date of application may advise the Secretary that he is eligible for transfer to the class of senior members.
16. The General Committee having satisfied itself that the member fulfills the required conditions shall transfer the member to the grade of Senior Member to apply from the 1st day of January in the following year. Senior Members shall enjoy all the privileges of membership including the right to vote at meetings and to propose candidates for membership or office.

### **ASSOCIATE MEMBERS**

17. (i) The General Committee shall have power to elect as Associate Members, persons who are (a) the spouses (either male or female) of Ordinary, Honorary or Senior Members of the Club and (b) The widows or widowers of Ordinary, Honorary or Senior Members.
- (ii) A spouse elected under this Article shall cease to be an Associate Member if his or her spouse ceases (otherwise than by death) to be an Ordinary, Honorary or Senior Member. A widow or widower elected under this Article shall cease to be an Associate Member if she or he remarries.
- (iii) An Associate Member shall not be entitled to vote at any meeting of the Club, and shall not be entitled to propose or second candidates for membership or for office, and shall enjoy only such privileges as may be granted by the General Committee from time to time.

### **CADET MEMBERS**

18. The General Committee shall have power to elect as Cadet Members candidates who are over the age of 18 and under the age of 25 years.
19. Cadet members shall have no voting power and no right to propose or second candidates for membership or for office.
20. A Cadet Member shall not be in a position to remain as a Cadet Member in the calendar year following the year in which he attains the age of 25 years and he may apply for transfer to the class of ordinary member in which case no entrance fee shall be payable.
21. The General Committee shall have power to elect as Junior Members candidates who are under the age of 18 years and such candidates shall be proposed and seconded by an Ordinary or Honorary or Senior Member of the Club but shall otherwise not be required to comply with the election procedure set out in Article 5 above.
22. A Junior Member shall have no voting power and shall have no right to propose or second candidates for membership or for office. They shall enjoy only such privileges as the General Committee may from time to time determine.
23. A Junior Member shall not be eligible to remain as a junior member in the calendar year following the year in which he attains the age of 18 years but he may apply for election to the class of Ordinary Member or Associate Member or Cadet Member, in which case no entrance fee is payable.

### **COUNTRY MEMBERS**

24. The General Committee shall have power to elect as Country Members, persons who are resident outside a radius of 60 Km from Howth, or who are voting members of any yacht club with which the Club has entered into a reciprocal membership agreement. Any person who is a Country Member, shall automatically cease to be a member if he ceases at any time to have the necessary qualification for election as a Country Member, except those elected prior to the 1 January 1997 who continue to live outside a 25 mile radius from Howth.
25. A Country Member shall have no voting power and no right to propose or second candidates for membership or for office and shall enjoy only such privileges as the General Committee may from time to time determine.

### **OVERSEAS MEMBERS**

26. The General Committee shall have the power to elect as Overseas Members persons whose principal residence is outside the Island of Ireland. Any Overseas Member who ceases to qualify for Overseas Membership, may transfer to another class of membership for which he/she qualifies, by applying to the General Committee and paying the appropriate subscription, or cease to be a member.
27. An Overseas Member shall have no power to vote at any General or Extraordinary General Meeting of the Company or propose or second a candidate for membership or for office and shall enjoy only such privileges as the General Committee may determine from time to time.

### **TEMPORARY MEMBERS**

28. Any two members of the General Committee shall have power to admit as Temporary Members any persons visiting Howth who have no residence therein for a period of one fortnight on being proposed by a Member and record of such decision must be made in a book provided for that purpose.
29. Temporary Members shall have no voting power and no right to propose or second candidates for membership or for office or any other privilege beyond the personal use of the Club premises.
30. Any Member of the General Committee shall be at liberty to grant Temporary membership to any member of any recognised Yacht Club visiting Howth Harbour in his Yacht or any of his friends on board or any friends temporarily living on board yachts belonging to members of the Club.
31. The General Committee shall at all times have the power of cancelling or curtailing the rights of a Temporary Member.

### **SPECIAL TEMPORARY MEMBERS**

32. The General Committee shall have power to admit as Special Temporary Members any persons, whom in the opinion of the General Committee, it is desirable to admit as Special Temporary Members.
33. Special Temporary Members shall have no voting power and no right to propose or second candidates for membership or for office or any other privilege beyond such privilege as may be granted by the General Committee on the election of the Special Temporary Member or such other privileges as may be granted to such Special Temporary Member by the General Committee from time to time.
34. The General Committee shall determine the period for which any Special Temporary Member shall retain such membership and shall have the power at all times to cancel or curtail the rights of a Special Temporary Member. The General Committee shall further have the right to fix the amount of the annual subscription to be paid by any Special Temporary Member, and the amount of such annual subscription shall vary depending on the privileges to be accorded by the General Committee to any particular Special Temporary Member.

### **RESIGNATION, RETIREMENT AND EXCLUSION FROM MEMBERSHIP**

35. Any member may retire, resign or withdraw from the club by giving notice in writing to the Secretary and on paying with such notice any subscription, levy or other payment due for the current year which is unpaid at the date of such notice and any such member shall be deemed to have ceased to be a member from the date of the giving of such notice. In no

case shall any member be entitled to the repayment of any subscription actually paid, whether paid for the current year or for any year or years in advance.

36. (a) Any Member may be expelled from membership of the Club by a resolution of the General Committee, passed by a majority of not less than three fourths of those present when voting at a meeting at which not less than 21 days notice specifying the intention to propose such resolution and the grounds therefore shall be sent to the member concerned as well as to all the members of the General Committee and at which the member concerned shall have been given the opportunity to be heard.
- (b) An appeal against the resolution of the General Committee under this article may be made by the member concerned within 21 days of the notice in writing advising him of the resolution. Such appeal shall be by notice in writing addressed to the Secretary at the registered office of the Club, and shall state the grounds of appeal. The Secretary shall convene an Extraordinary General Meeting of the Club for the purpose of considering the appeal. A simple majority of those present and voting at the Extraordinary General Meeting shall decide whether the resolution of the General Committee shall be either confirmed or quashed.
37. Any Member expelled under the provisions of the foregoing Articles shall forthwith forfeit all the privileges of membership and shall continue to be liable for any subscription due to have been paid prior to the date of expulsion or for any other obligation incurred before that date; but provided that the General Committee may cause to be returned to such member such proportion of any subscription paid in advance as may be due having regard to the unexpired period for which it was paid.
38. The rights of any Member shall not be transferrable and shall cease:
- (a) On the death of the member;
- (b) On notice being given by the Member pursuant to Article 33 hereof;
- (c) If the member (other than an Honorary Member) shall fail to pay any subscription due from him on or before the 1st day of February in any year, whether the same shall have been demanded or not, but such member may be re-admitted by the General Committee on such terms as it may think fit; Provided however that the General Committee may make such regulations as it thinks fit with regard to the suspension of subscriptions in the case of members who are temporarily absent from the Club.
- (d) On a Member being expelled by a resolution of the General Committee under Article 34 hereof.
39. Subject to as hereinbefore provided, any person who ceases to be a member or his estate shall be liable to pay to the Club all monies which, at the time of such cessation, may be due from such member to the Club.
40. The representatives of a deceased member shall have no claim upon or interest in the and Club in respect of the Membership of such member.

#### **SUSPENSION OF MEMBERS**

41. The General Committee shall have power at any time to suspend any Member from admission to the premises and from the enjoyment of the facilities of the Club for a stated period.

#### **ENTRANCE FEE AND SUBSCRIPTIONS**

42. The amounts of entrance fees and annual subscriptions (other than annual subscriptions for Special Temporary Members which shall be decided by the General Committee) shall



be decided by a vote at the Annual General Meeting of the Club on the recommendation for the succeeding year by the General Committee. In the event of the said General Committee's recommendation being defeated, the entrance fees and annual subscriptions shall remain as in the previous year.

43. Entrance fees are payable only by candidates for Ordinary membership and must be deposited with their nomination papers, but the General Committee shall have power to waive such entrance fees at their discretion.
44. Any person who is admitted to membership at the meeting of the General Committee held in September shall be liable only to pay 3/12ths of the annual subscription for the year of election, those admitted in October 2/12ths and those admitted in November 1/12th. A person admitted to membership in December shall be liable only to pay the annual subscription for the succeeding year.
45. Annual subscriptions shall become due and payable on the 1st day of January in each year.
46. No newly elected member shall be entitled to exercise any right or privilege of membership until his subscription shall have been paid.
47. The proposer and seconder of any candidate for membership shall be accountable for the first subscription of such candidate if elected in default of payment by the candidate.

#### **GENERAL MEETINGS**

48. A General Meeting of the club shall be held in every calendar year not later than the 15th day of December at such place as the General Committee shall determine. Such meetings shall be called Annual General Meetings and all other meetings shall be called Extraordinary General Meetings.
49. The business of an Annual General Meeting shall be:
  - (a) To receive and consider the report of the General Committee for the past year;
  - (b) To receive and consider the income and expenditure account and balance sheets for the past year, which shall have been circulated to members not less than 21 days before the Annual General Meeting;
  - (c) To appoint Auditors for the ensuing year;
  - (d) To vote on the entrance fees and annual subscriptions for the ensuing year;
  - (e) To elect the Officers of the Club as defined in Article 60 hereof and to elect the other members of the General Committee;
  - (f) To discuss general business.
50.
  - (a) The General Committee may, at such time and place and for such purposes as it thinks fit, and the General Committee shall, within 21 days after the deposit of a requisition given in accordance with this Article call an Extraordinary General Meeting of the Club.
  - (b) The requisition shall state the objects of the meeting, which may be for any purpose except business reserved for the Annual General Meeting and shall be deposited at the registered office of the Association.
  - (c) The requisition shall be signed by:
    - (i) 40 members of the Club who are entitled to vote at meetings; or
    - (ii) Such members of the Club who are, at the date of the deposit entitled to exercise not less than one tenth of the total voting rights exercisable at General Meetings of the Club.

- (d) If the General Committee does not proceed to cause a meeting to be called within 21 days from the deposit of the requisition, the requisitionists or a majority of them may themselves subject to Section 132 of the Act convene the meeting, and any meeting so convened shall not be held after three months from the date of such deposit.
  - (e) Any meeting convened by requisitionists under these Articles shall be convened in the same manner, or as nearly as possible as that in which meetings are to be convened by the General Committee.
51. Subject to the provisions of the Act relating to the convening of meetings to pass special resolutions, 21 days notice at the least of every Annual General Meeting or of any Extraordinary General Meeting, specifying the place, day and hour of the meeting, and in the case of special business, the general nature of the business to be transacted thereat, shall be given by the Secretary to all voting members and the auditors but the accidental omission to give any such notice to or the non-receipt of such notice by any member shall not invalidate any resolution or proceedings at any such meetings.

#### **PROCEEDINGS AT GENERAL MEETINGS**

52. No business shall be transacted at any General Meeting unless a quorum be present when the meeting proceeds to business. Save as is otherwise provided by these presents 40 members present and eligible to vote shall be a quorum for all purposes. If within a half hour from the time appointed for the meeting a quorum be not present, the meeting, if convened on the requisition of members of the Club shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or such other day and such other time and place as the Chairman may determine. If at such adjourned meeting a quorum as above defined be not present within 15 minutes from the time appointed for holding the meeting, the members present shall be a quorum.
53. The Commodore or failing him the Vice Commodore or failing him a Rear Commodore shall preside as Chairman at every General Meeting of the Club.
54. If at any meeting, either the Commodore, the Vice Commodore or a Rear Commodore shall not be present within 15 minutes after the time appointed for holding the meeting, or if none of them be willing to act as Chairman, the members present and eligible to vote shall choose one of their number to be Chairman.
55. The Chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If at such adjourned meeting a quorum not be present, those members entitled to vote and being present shall be deemed to be a quorum and may do all the business which a full quorum might have done.
56. (1) At any General Meeting every question shall be decided in the first instance by a majority of votes or a show of hands unless a poll be demanded.
- (2) Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes 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 such resolution;
- (3) The demand for a poll may be withdrawn;

- (4) Except as provided in paragraph (6) hereof if a poll is duly demanded it shall be taken in such a 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;
- (5) Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote;
- (6) A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

### **VOTES OF MEMBERS**

57. Every Ordinary, Honorary or Senior Member shall have one vote.
58. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian or other person appointed by that Court.
59. No member shall be entitled to vote at any General Meeting unless all monies immediately payable by him to the Club have been paid.
60. No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such a meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

### **THE ELECTED OFFICERS**

61. (a) The elected officers of the Club shall consist of a Commodore, a Vice Commodore, two Rear Commodores, a Secretary, a Treasurer and a Sailing Secretary.
- (b) At each Annual General Meeting the Club shall elect the said officers by a simple majority of the members present and voting at the Annual General Meeting.
- (c) The Commodore may serve for a maximum period of three consecutive years in any one term and the Vice Commodore and Rear Commodore may serve for a maximum period of two consecutive years in any one term, but in the case of the first elected officers of the Club such periods shall run from the First Annual General Meeting of the Club.

### **THE GENERAL COMMITTEE**

62. (a) The General Committee shall consist of:  
The Commodore  
The Vice Commodore  
The two Rear Commodores  
The Secretary  
The Treasurer  
The Sailing Secretary  
The Retiring Commodore as provided in Article 72 and not more than 8 other members of the Club.
- (b) At each Annual General Meeting the Club shall elect the said 8 other members of the Club by a simple majority of the members present and voting at the Annual General Meeting.

### **BORROWING POWERS**

63. The General Committee may exercise all the powers of the Club to borrow money, and to mortgage or charge, its undertaking or property or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### **POWERS AND DUTIES OF THE GENERAL COMMITTEE**

64. (a) The business of the Club shall be managed by the General Committee, which may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club as are not by the Act or by these Articles required to be exercised by the Club in General Meetings, subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not

inconsistent with the aforesaid provisions, as may be given by the Club in General Meetings.

- (b) No directions given by the Club in General Meetings shall invalidate any prior Act of the General Committee which would have been valid if that direction had been given.
65. The General Committee may from time to time and at any time by power of attorney appoint any Company, Firm, person or body of persons, whether nominated directly or indirectly by the General Committee, to be the attorney or attorneys of the Club for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the General Committee under these Articles) and for such period and subject to such conditions as it may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney as the General Committee may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
66. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the General Committee may from time to time by resolution determine.
67. The General Committee shall cause minutes to be made in books provided for that purpose:
- (a) Of all appointments of officers made by the General Committee;
  - (b) Of the names of Members of the General Committee present at each meeting of the General Committee and of any Sub-Committee of the General Committee;
  - (c) Of all resolutions and proceedings at all meetings of the Club, and of the General Committee and of Sub-Committees of the General Committee.

#### **DISQUALIFICATION OF MEMBERS OF THE GENERAL COMMITTEE**

68. The Office of a member of the General Committee or of any elected officer referred to in Article 59 hereof shall be vacated if the member of the General Committee or elected officer
- (a) Is adjudged bankrupt in the state or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
  - (b) Becomes prohibited from being a member of the General Committee by reason of any order made under Section 184 of the Act; or
  - (c) Becomes of unsound mind; or
  - (d) Resigns his office by notice in writing to the Club; or
  - (e) Is convicted of a indictable offence other than an offence under the Road Traffic Acts unless the General Committee otherwise determines.
69. No member of the General Committee shall be disqualified by his office from contracting with the Club either as Vendor, Purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the firm or Company in which any member of the General Committee shall be in any way interested be voided, nor shall any member of the General Committee be liable to account to the Club for any profit arising from any such office or profit realised by any such contract or arrangement by reason only of such member of the General Committee holding that office or of the contractual relations thereby established, but the nature of such interest must be disclosed by him at the meeting of the General Committee at which the contract or arrangements are first taken into consideration if his interest then exists, or in any other case at the first meeting of the General Committee after the acquisition of his interest. If a member of the General Committee becomes interested in a contract or arrangement after it is made or

entered into, the disclosure of his interest shall be made at the first meeting of the General Committee held after he has become so interested. Any member of the General Committee may vote in respect of any contract or arrangement in which he is so interested as aforesaid.

#### **ELECTION OF THE GENERAL COMMITTEE**

70. At the Annual General Meeting of the Club all the members of the General Committee and The Officers shall retire from office but shall subject to Articles 60 and 73 be eligible for re-election.
71. The Club shall at each Annual General Meeting proceed to elect the Officers and other members of the General Committee.
72. Any candidate for election as an Officer or member of the General Committee shall have been proposed and seconded by an Ordinary, Honorary or Senior member of the Club and such nomination in writing shall be deposited with the Secretary at the Office not less than 4 days before the date of the Annual General Meeting. In the event of there being insufficient nominations for the positions of Officers or members of the General Committee, further candidates may be proposed and seconded at the Annual General Meeting.
73. The Retiring Commodore shall be an ex officio Member of the General Committee for a period of two years following his date of retirement.
74. A member of the General Committee other than an officer may serve for a maximum period of five consecutive years on the General Committee in any one term.
75. In the event of any vacancy occurring on the General Committee or among the Officers during any year the General Committee may co-opt a member to fill such vacancy. A member so elected shall hold office until the next Annual General Meeting.
76. The Club may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any member of the General Committee before the expiration of his period of office, notwithstanding anything in these articles or any agreement between the Club and such member of the General Committee.

#### **PROCEEDINGS OF THE GENERAL COMMITTEE**

77. The General Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meetings shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A member of the General committee may, and the Secretary on the requisition of a member of the General Committee shall, at any time summon a meeting of the General Committee. If the General Committee so resolves it shall not be necessary to give notice of a meeting of the General Committee to any member being resident in the State who is for the time being absent from the State. The quorum necessary for the transaction of the business of the General Committee may be fixed by the General Committee, and unless so fixed shall be seven.
78. The continuing members of the General Committee may act notwithstanding any vacancy in their number, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Club as the necessary quorum of members, the continuing members or member may act for the purpose of increasing the number of members to that number or of summoning a General Meeting of the Club, but for no other purpose.
79. The Commodore, or failing him the Vice Commodore, or failing him a Rear Commodore shall preside as Chairman at any meeting of the General Committee and if none of such

persons is present within 15 minutes after the time appointed for the holding of the meeting or if such person is unwilling to act, the General Committee present shall elect one of its number to be Chairman at that meeting.

80. The General Committee shall delegate to a sub committee hereinafter referred to as the Sailing Committee the management and control of all sailing and other boating activities of the Club subject however to such directions as the General Committee may from time to time give.
81. The General Committee may delegate any of its powers to sub-committees consisting of such member or members of the General Committee or other members of the Club as it shall think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the General Committee. The General Committee shall have power to dissolve any sub-committee other than the Sailing Committee at any time.
82. The General Committee shall appoint a Chairman of each sub-committee who shall be a member of the General Committee. If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman at the meeting.
83. Any sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairman shall have a second or casting vote. All acts done by any meeting of the General Committee or of a sub-committee of the General Committee or by any person acting as a member of the General Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the General Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the General Committee.
84. A resolution in writing, signed by all the members of the General Committee for the time being entitled to receive notice of a meeting of the General Committee shall be as valid as if it had been passed at a meeting of the General Committee duly convened and held.

#### **BYE-LAWS**

85. (a) The General Committee shall have power to make, alter and revoke bye-laws or regulations for regulating the affairs of the Club and such bye-laws or regulations shall be binding on every member of the Club unless set aside at an Extraordinary General Meeting of the Club called for that purpose.
- (b) If any regulation or bye law of the General Committee is unclear or open to doubt, the General Committee shall have power to put such reasonable construction or interpretation on such regulation or bye law as it may determine, and such determination shall be final and binding on all members.

#### **THE SEAL**

86. The Seal shall be used only by the authority of the General Committee or the subcommittee of the General Committee authorised by the General Committee in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the General Committee and shall be counter-signed by the Secretary or by a second member of the General Committee or by some other person appointed by the General Committee for the purpose.

### **ACCOUNTS**

87. (i) The General Committee shall cause proper books of account to be kept relating to:
- (a) All sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
  - (b) All sales and purchases of goods by the Club;
  - (c) The assets and liabilities of the Club

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Club's affairs and to explain its transactions.

- (ii) The books of account shall be kept at the Office, or subject to Section 147 of the Act, at such other place as the General Committee thinks fit, and shall at all reasonable times be open to the inspection of the General Committee.
88. The General Committee shall from time to time determine whether and to what extent and at what times and places and subject to what conditions or regulations, the accounts and books of the Club or any of them should be opened to the inspection of members, not being members of the General Committee, and no member (not being a Member of the General Committee) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or as authorised by the General Committee or by the Club in General Meeting.
89. The General Committee shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act, cause to be prepared and to be laid before the Annual General Meeting of the Club, such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Club.
90. A copy of any balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Club together with a copy of the Directors Report and Auditor's Report shall, not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

### **AUDITORS**

91. Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

### **NOTICES**

92. Notice may be served by the Club upon any member, either personally or by sending through the post in a pre-paid envelope or wrapper or by email, addressed to such member at his registered place of address. Any notices sent by post shall be deemed to have been served on the date following that on which the envelope or wrapper containing the same is posted. A Certificate in writing signed by the Secretary or other Officer of the Club that the envelope or wrapper containing the notice was so addressed and posted shall be sufficient evidence thereof.
93. No person other than a member entitled to vote at a meeting and the Auditors for the time being of the Club shall be entitled to receive notice of any General Meeting of the Club.

### **INDEMNITY**

94. Every member of the General Committee or other Officer of the Club shall be entitled to be indemnified out of the assets of the Club against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to Section 200 of the Act) which he may sustain or incur in or about the execution of the duties of his office or



otherwise in relation thereto, and no member of the General Committee or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Club in the execution of the duties of his office or in relation thereto. This Article shall only have effect in so far as its provisions are not avoided by the Act.

95.

## LICENSING REGULATIONS

### REGISTRATION OF CLUBS ACTS, 1904/1999

#### INTOXICATING LIQUOR ACT, 2000

- 95.1 No person other than a Member (as defined in article 4 hereof) shall order or pay for refreshments before the person ordering leaves the premises.
- 95.2 No visitor shall be supplied with excisable liquor on the Club premises unless on the invitation and in the company of a Member, and that Member, shall, upon the admission of such visitor to the Club premises or immediately upon his being supplied with such liquor, enter his or her own name and the name and address or Club of the visitor in a book which shall show the date of each visit.
- 95.3 The Committee may prohibit the admission of any visitor onto the club premises and no Member shall bring any person whose admission is prohibited into Club premises.
- 95.4 No excisable liquors shall be sold or supplied for consumption outside the premises of the Club, except to Members of the Club, between the hours of 10.30 a.m. and 11 p.m.
- 95.5 No excisable liquors shall be sold or supplied for consumption in the Club premises to any person under the age of eighteen years.
- 95.6 No member of the Committee or Officer, and no Manager or Servant employed by the Club, shall have any personal interest in the sale to the Club of supplies of excisable liquors, or in the profits arising from such sale.
- 95.7 Subject to the exceptions contained in 93.8, no excisable liquor shall be supplied for consumption on the Club premises to any person (other than a Member of the club lodging in the Club premises) or be consumed on the Club premises by any person (other than a member of the Club lodging in the Club premises).
- 95.7.1 At any time on Christmas Day or Good Friday;
- 95.7.2 Outside of the times stated below on the following days -
- (i) Saint Patrick's Day: between 12.30 p.m. and 12.30 a.m. on the following day;
  - (ii) The 23rd December: if it falls on a Sunday, between 10.30 a.m. and 11.30 p.m.;
  - (iii) Christmas Eve and the Eve of Good Friday: between 10.30 a.m. and 11.30 p.m.;
  - (iv) The Eve of any public holiday (other than Christmas Eve):
    - (i) If the Eve falls on a weekday, between 10.30 a.m. and 12.30 a.m. on the following day, or

- (ii) If it falls on a Sunday, between 12.30 p.m. and 12.30 a.m. on the following day;
- (v) Any other Sunday (except a Saint Patrick's Day which falls on a Sunday): between 10.30 a.m. and 11.30 p.m.; and
- (vi) Any other Monday, Tuesday, Wednesday and Thursday: between 10.30 a.m. and 11.30 p.m.
- (vii) Any other Friday or Saturday: between 10.30 a.m. and 12.30 a.m. on the following day.

- 95.8 Nothing contained in the Registration of Clubs Acts, 1904-1999, or contained by virtue only of the operation of 93.7 hereof shall operate to prohibit the supplying for consumption on the Club premises of excisable liquor to any person or the consumption of excisable liquor on the Club premises by any person -
- a. On Christmas Day, between 12.00 midday and 10.00 p.m., or
  - b. On any other day, for one hour after the expiration of the relevant times set out in 93.7 hereof.

Providing the excisable liquor is -

- i. Ordered by or on behalf of that person at the same time as a substantial meal is so ordered, and
  - ii. Consumed by that person during the meal or after the meal has ended.
  - iii. Supplied and consumed in the portion of the Club premises usually set apart for the supply of meals, and paid for at the same time as the meal is paid for.
- 95.9 In 93.7 and 93.8 hereof 'Public Holiday' weekday and Sunday have the meanings assigned to them by part 2 of the Intoxicating Liquor Act, 2000.

**ACCESS BY A NON MEMBER**

96. (a) All Members except Junior and Temporary Members may introduce guests in their company to the Club subject to such restrictions and regulations as the General Committee may make from time to time. The name of each guest shall be entered in the Visitor's Book on entering the Club together with his address or Club and the entry shall be signed by the Member introducing the guest.
- (b) A Member shall not introduce the same guest more than six times in one calendar year and no guest shall be introduced to the Club more than twelve times in the said calendar year.
- (c) The General Committee shall at all times have the power of cancelling or curtailing the admission of a guest without citing a reason.