

AGM 24TH NOVEMBER 2017

SPECIAL RESOLUTION - NEW ARTICLES OF ASSOCIATION

Since the RYA Board was formed in 2011 the sporting landscape has changed dramatically. The RYA however continues to receive substantial funding from UK Sport and Sport England to finance the British Sailing Team, and to contribute considerably to our performance pathways, our Sailability programmes and a large part of our Sport Development activity. On 31st October 2016 A Code for Sports Governance was published and it is mandatory for all organisations in receipt of Sports Council investment to meet its requirements. The Code seeks to ensure high governance standards because of the significant public investment being made. In the financial year just ended the RYA received over £9m from UK Sport and Sport England. The Code for Sports Governance draws heavily on UK Corporate Governance Code (formerly known as the Combined Code) which in turn is based on the following principles:

- The Board of a company is responsible for the governance of a company.
- The members' role is to appoint the directors and the auditors and satisfy themselves that an appropriate governance structure is in place.
- The Board's actions are subject to laws, regulations and the members in general meeting.

As a result of an extensive review by the Board and Council a number of changes are proposed. These are consistent with what is happening in other funded sports' governing bodies in the UK. Having signed the UK Sport Tokyo funding agreement and the Sport England funding agreement (together worth approximately £30 million for this quadrennial period), we are committed to a number of changes, one of which is amending the Articles to meet the Code. Failure to achieve compliance with the Code will result in suspension or withdrawal of all public funding and as such will substantially impact on our ability to meet our objectives.

What won't change:

- The RYA's status as a membership organisation to protect and promote boating
- An Association that combines a small, professional staff team with a large number of active volunteers
- The ability of all members to influence policy and to engage with the RYA in a way that is relevant and tailored to them

- The role of volunteer-led policy forming committees
- Member representation at the highest level
- The Board's responsibility for the management of the Association's business

What will change:

- The process of appointing and dismissing directors. The Members will now directly appoint one third of the Board. There will be a distinction between Nominated Directors who are appointed by the Members and Independent Directors who are appointed by the Board
- The process for appointing and dismissing the Chairman of the Board of Directors
- The requirement for the Board to consult and engage with all stakeholders will be enshrined within the Articles
- The status of the Board as the ultimate decision making body is clarified, particularly in relation to Strategy
- The threshold for members to request a general meeting, appropriate to the increased number of members
- A simplified voting process resulting in one vote per individual Member, and one vote per £100 of affiliation fee in the case of organisation Members

The changes are embodied in a revised set of company Articles and there is a special resolution on the agenda of the AGM on 24th November which seeks the Members' approval of these Articles. The Board, Council and the Audit & Risk Committee strongly believes that this is an essential change for the good of the Association and its members and recommends that you vote in favour. If you are unable to attend the AGM it is recommended that you appoint the Chairman of the meeting as your proxy, with the instruction to vote in favour of the resolution (the Appointment of Proxy form is contained within the Strategic Report).



D Williamson
Chairman

SUMMARY OF AMENDMENTS TO ARTICLES OF ASSOCIATION

This note highlights changes made by the introduction of new Articles of Association of the Royal Yachting Association but does not include commentary on grammatical or simple changes made for consistency.

| Proposed Article | Previous Provision | Proposed Provision |
|------------------|--|--|
| Definitions | N/A "Officers" refers to President, Chairman and Deputy Chairman. | New definitions of:- Engagement Strategy Independent Directors Nominated Directors Stakeholder "Officers" refers to President, directors and company secretary. |
| 5 | Members may direct the Board to take, or refrain from taking, specified action. | Members may not direct the Board to take, or refrain from taking, specified action. |
| 9 | N/A | Obligation for the Board to establish and implement a Member & Stakeholder engagement strategy. |
| 11 | Board members to be appointed and, in extremis, dismissed by Council. | Nominated Directors to be appointed by the Members in general meeting. Independent Directors to be appointed by the Board. Chairman to be appointed by the Board. Members have the power to dismiss Board members, pursuant to s. 168 of Companies Act 2006. Directors other than Nominated Directors may be dismissed by the Board. |
| N/A | Detailed provisions setting out existence, composition and role of Council. | Replaced by Article 9. |
| 15.5 | Board has general power to refuse application for Membership if, acting reasonably and properly, the Board considers it to be in the Association's best interests. | Board has specific power to refuse application for Membership, with different grounds for individuals and organisations. |
| 20 | Threshold for Members request for general meeting is 50 individual Members or 10 organisation Members. | Threshold for Members request for general meeting is 1,000* individual Members or 100 organisation Members. * <1% of current individual membership |
| 25 | Number of votes cast by individual Members calculated by reference to annual subscription. | Number of votes cast simplified to one per Member in the case of Individual Members and one per £100 of affiliation fee in the case of Organisation members. |
| 31 | President to be elected by Members, other Officers to be elected by Council. | President to be elected by Members, Chairman to be appointed by Board. No post of Deputy Chairman. |



PROPOSED ARTICLES OF ASSOCIATION

FOR THE ROYAL YACHTING ASSOCIATION

2017

Published by the Royal Yachting Association
RYA House
Ensign Way
Hamble
Southampton
Hampshire SO31 4YA

© August 2017 Royal Yachting Association

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITALARTICLES OF ASSOCIATION OF
ROYAL YACHTING ASSOCIATION**PART 1
DEFINITIONS****1. DEFINED TERMS**

1.1 In these Articles the words in the first column of the following table bear the meanings set opposite in the second column, if this is not inconsistent with the subject of the text:

| Words | Meanings |
|-------------------------|---|
| Articles | the Association's articles of association and any reference to an "Article" is to an article of these articles of association. |
| the Association | the Royal Yachting Association. |
| the Board | the board of directors for the time being of the Association. |
| Boating | sporting, recreational, or relevant professional and other activities carried out in water-borne craft of any description powered by the wind or by mechanical means, but not including activities deemed to be 'paddle sports'. |
| Chairman | the individual elected by the Board as its Chairman. |
| chairman of the meeting | has the meaning given in Article 22.4. |
| Companies Acts | The Companies Act 1985, the Companies Act 2006, and the Companies Consolidation (Consequential Provisions) Act 1985 in so far as they remain in force and in so far as they apply to the Association. |
| director | a director of the Association, and includes any person occupying the position of director, by whatever name called. |
| document | any document (including any document sent or supplied in electronic form). |
| electronic form | has the meaning given in section 1168 of the Companies Act 2006. |
| Engagement Strategy | has the meaning given in Article 9 |
| Independent Directors | means directors appointed by decision of the directors in accordance with Article 11.1(b) and who are free from any close connection to the Association and who would be viewed as independent from the perspective of an objective outsider. For the avoidance of doubt being a Member and/or participating in Boating does not preclude a person from being an Independent Directors. |
| Member | every person who agrees to become a member of the company, and whose name is entered in the Association's register of members. |
| month | calendar month. |

| | |
|---------------------|---|
| Nominated Directors | means directors appointed by the Members in accordance with Article 11.1(a) |
| Officers | shall include the directors, the company secretary (where appointed) and the President. |
| ordinary resolution | has the meaning given in section 282 of the Companies Act 2006. |
| person | includes a natural person, corporate or unincorporated body (whether or not having separate legal personality) and that person's personal representatives, successors and permitted assigns |
| President | the individual appointed in accordance with Article 31. |
| proxy notice | has the meaning given in Article 28.2. |
| special resolution | has the meaning given in section 283 of the Companies Act 2006. |
| Stakeholder | a person or group which has an interest in the Association or is affected by its actions |
| website | the website of the Association from time to time (www.rya.org.uk and any successors). |
| writing | refers to a legible document on paper or a document sent in electronic form which is capable of being printed out on paper. |
| Yachting | a synonym for Boating. |

- 1.2 Any words importing the singular number only will include the plural number and vice versa.
- 1.3 Words implying the masculine gender only will include the feminine gender and vice versa.
- 1.4 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Association.
- 1.5 The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) are excluded in whole and shall not apply to the Association.

**PART 2
OBJECTS****2. OBJECTS**

- 2.1 The objects of the Association are:
- To promote Boating.
 - To act as the national governing body for Boating.
 - To provide to the Members services, advice and assistance in connection with Boating.
 - To represent and protect the Boating interests of the Members.
 - To provide and promote Boating-related education, competition, training and other services to the Members, relevant organisations and the public.
 - To do all other things that are incidental or conducive to the attainment of the above objectives.
- 2.2 No addition, alteration or amendment may be made to the Articles which would mean the Association no longer fulfilled the provisions of section 62 of the Companies Act 2006 (dispensation from requirement to use "limited")

3. LIABILITY OF MEMBERS

- 3.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Association 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:
- (a) payment of the Association's debts and liabilities contracted before he ceases to be a Member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

4. ASSET LOCK AND DISTRIBUTION ON DISSOLUTION

- 4.1 The income and property of the Association will be applied solely towards the promotion of the objects of the Association. No dividends, bonuses or other similar payments will be made to the Members. However, Members and employees may be remunerated for actual services they provide to the Association on terms decided by the Board.
- 4.2 If the Association is wound up or dissolved and there is any property remaining after all its debts are settled this will be given to some other institution or institutions that support Boating, provided that the receiving institution(s) also prohibits the distribution of income and property among its members in the same way as the Association. These institution(s) will be decided by the Members at or before the time of dissolution. If this distribution cannot be achieved then the property will be donated to charity.

PART 3

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. DIRECTORS' AUTHORITY

- 5.1 Subject to the Articles, the directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

6. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 6.1 The directors must take decisions collectively as a Board in accordance with any procedures set out in regulations made by the Board under Article 14. In the absence of any such regulations, all decisions must be taken by majority decision at a meeting of the Board.

7. BOARD MAY DELEGATE

- 7.1 Subject to the Articles, the Board may delegate any of the powers which are conferred on the directors under the Articles to such person or committee, by such means (including by power of attorney), to such an extent, in relation to such matters or territories, and on such terms and conditions, as it thinks fit.
- 7.2 If the Board so specifies, any delegation of the directors' powers in accordance with this Article 7 may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 7.3 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

8. COMMITTEES

- 8.1 Committees to which the Board delegates any of the directors' powers must follow procedures set by the Board.

9. ENGAGEMENT STRATEGY WITH MEMBERS AND STAKEHOLDERS

- 9.1 The Board shall establish and implement an engagement strategy ("the Engagement Strategy") for ensuring that:
- (a) Members are consulted on the development of the Association's high level strategies and major strategic decisions which affect Boating; and
 - (b) due consideration is given to the views of the Association's Stakeholders.
- 9.2 The Engagement Strategy including the means of implementation and assessment of its effectiveness shall be formalised by the Board and reviewed by the Board annually. The Engagement Strategy shall be presented to the Members from time to time for consultation and review.

10. CONFLICTS OF INTEREST

- 10.1 Subject to Article 10.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 10.2 In the situations set out in Article 10.3, a director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.
- 10.3 Article 10.2 applies when:
- (a) the director's interest cannot reasonably be regarded as likely to give rise to a material conflict of interest; or
 - (b) the director's conflict of interest arises from a permitted cause (as defined in Article 10.4).
- 10.4 For the purposes of Article 10.3, the following are permitted causes:
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries; and
 - (b) subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities.
- 10.5 For the purposes of this Article 10 references to proposed decisions and decision-making processes include any Board meeting or part of a Board meeting.
- 10.6 Subject to Article 10.7, if a question arises at a Board meeting or at a meeting of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting, whose ruling in relation to any director other than the individual who is the chair of the meeting is to be final and conclusive.
- 10.7 If any question as to the right to participate in the Board meeting (or part of the Board meeting) should arise in respect of the individual who is chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the individual who is chair of the meeting is not to be counted as participating in the Board meeting (or that part of the meeting) for voting or quorum purposes.

APPOINTMENT OF AND REMOVAL OF DIRECTORS

11. METHODS OF APPOINTING AND REMOVING DIRECTORS

- 11.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:
- (a) in the case of Nominated Directors by ordinary resolution,
 - (b) in the case of Independent Directors by a decision of the directors; or
 - (c) in the case of the Chairman by a decision of the directors
- and otherwise in accordance with the recruitment and nomination procedures set out in any regulations made by the Board in accordance with Article 14.
- 11.2 The Directors may in exceptional circumstances and where necessary to ensure that the Board has the skills and/or experience necessary to fulfil its role co-opt onto the Board any person who is a Member and who is willing to act as a director and is permitted by law to do so. Such appointee shall hold office until the earlier of the next general meeting or such time as such skills and/or experience are no longer required.
- 11.3 Any director other than a Nominated Director may be removed by a decision of the directors.

12. DIRECTORS' REMUNERATION

- 12.1 Directors may undertake any services for the Association that the Board decides.
- 12.2 Subject to Article 12.3, directors are entitled to such remuneration as the Board determines for their services to the Association as directors, and for any other service that they undertake for the Association.
- 12.3 Non-executive directors are not entitled to remuneration for their services to the Association as directors (except for the reimbursement of expenses incurred as directors on Association business).
- 12.4 A director's remuneration may take any form, and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 12.5 Unless the Board decides otherwise, directors' remuneration accrues from day to day.
- 12.6 Unless the Board decides otherwise, directors are not accountable to the Association for any remuneration which they receive as directors or other officers or employees of the Association's subsidiaries or of any other body corporate in which the Association is interested.

13. DIRECTORS' EXPENSES

- 13.1 The Association may pay any reasonable expenses which the directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association including:
- (a) their attendance at Board meetings or meetings of any committees of the Board or general meetings; and
 - (b) implementation of the Engagement Strategy.

REGULATIONS

14. DIRECTORS' DISCRETION TO MAKE REGULATIONS

- 14.1 Subject to the Articles and the Companies Acts, and provided always that, without the consent of the Members, no regulation may be made by the Board which purports to or would as a matter of fact tend to or actually release the Board from the obligations under Article 9 (Engagement Strategy) and/or Article 11.1 (Appointment and Removal of

Directors) the Board may make any regulations which it thinks fit about any matter within the power of the directors.

- 14.2 The directors may at any time amend or remove any regulation made in accordance with this Article 14.

PART 4 MEMBERSHIP

BECOMING AND CEASING TO BE A MEMBER

15. APPLICATIONS FOR MEMBERSHIP

- 15.1 Membership of the Association is open to:
- (a) any individual interested in furthering the objects of the Association who applies to the Association in the form required by the Board; and
 - (b) any organisation interested in furthering the objects of the Association that applies to the Association in the form required by the Board and is approved by the Board.
- 15.2 Membership of the Association is not transferable.
- 15.3 The number of Members of the Association is unlimited.
- 15.4 Membership of the Association is subject to any subscriptions or affiliation fees that may be set by the Board from time to time.
- 15.5 The Board may reject an application for Membership where:
- (a) the Board has reasonable grounds to determine that the applicant has by its previous actions or omissions demonstrated that his or its admission to membership would seriously damage the Association's reputation; and/or
 - (b) the Board considers that an organisation's objects are in conflict with those of the Association or are too loosely aligned to those of the Association.
- 15.6 Any rejection of an application for Membership shall be notified in writing to the applicant within 21 days of the Board's decision.
- 15.7 An applicant who has been refused admission as a Member may submit written representations to the Board for reconsideration of their application. The Board's decision following any such written representations must be notified to the applicant in writing, but shall be final.

16. TERMINATION OF MEMBERSHIP

- 16.1 A Member may withdraw from membership of the Association by giving 7 days' notice to the Association in writing.
- 16.2 Membership of the Association terminates when:
- (a) a Member dies or ceases to exist; or
 - (b) a Member is adjudicated bankrupt (and for this purpose "bankrupt" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy) or insolvent; or
 - (c) a Member fails to pay their subscription; or
 - (d) the Board in its sole discretion has determined that a Member has, by misconduct or omission, seriously damaged the reputation of the Association or has otherwise brought it into disrepute.

ORGANISATION OF GENERAL MEETINGS

17. NOTICE OF GENERAL MEETINGS

- 17.1 All general meetings will be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if this is agreed by a majority of the Members together holding not less than ninety per cent of the total voting rights at that meeting of all the Members.
- 17.2 Notice of all general meetings must specify the time and place of the meeting and the general nature of the business to be transacted and must be given to all Members and to the auditors. The notice will require organisation Members to nominate their authorised representative for the meeting.
- 17.3 The accidental omission to give notice of a meeting or to send any voting or ballot paper or other document to, or the non-receipt of such notice, voting or ballot paper or other document by, any person entitled to receive such notice or document will not invalidate the proceedings at that meeting.

18. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 18.1 The Board may, in its absolute discretion, make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it, including making arrangements for meetings to take place by electronic means.
- 18.2 For the purposes of this Article 18 a person is able to exercise the right to speak and vote at a general meeting when, during the meeting:
- (a) that person is able to communicate to all those attending the meeting any information or opinions which that person has on the business of the meeting; and
 - (b) that person's vote can be taken into account, at the same time as the votes of all the other persons attending the meeting, in determining whether or not a resolution is passed.

19. ANNUAL GENERAL MEETING

- 19.1 A general meeting will be held at least once each year within nine months of the end of the Association's financial year, on a date to be decided by the Board. The accounts for the previous financial year will be laid before this meeting, which is referred to in these Articles as the annual general meeting ("the AGM").
- 19.2 The AGM will be held at a time and place as decided by the Board.
- 19.3 All Members are entitled to receive notice of, and to attend and vote at, all general meetings of the Association.

20. CALLING GENERAL MEETINGS

- 20.1 The directors may call a general meeting of the Association.
- 20.2 The directors must call a general meeting if required by notice in writing from 1,000 individual Members or 100 organisation Members.

21. QUORUM FOR GENERAL MEETINGS

- 21.1 No business other than the appointment of the chairman of the meeting will be transacted at a general meeting unless a quorum is present.
- 21.2 For all purposes there is a quorum at a general meeting if there are at least 100 Members present in person or by proxy, which includes the authorised representatives of organisation Members.

22. CHAIRING GENERAL MEETINGS

- 22.1 The President will chair all general meetings if present and willing to do so.
- 22.2 If the President is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Chairman will chair the meeting if present and willing to do so.
- 22.3 If neither the President or the Chairman are present within fifteen minutes of the time at which a meeting was due to start, or are unwilling to chair the meeting, the Members present will appoint one of their number to chair the meeting and the appointment of a chair must be the first business of the meeting.
- 22.4 The individual chairing a meeting in accordance with this Article 22 is referred to as "the chairman of the meeting".

23. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

- 23.1 Directors may attend and speak at general meetings.
- 23.2 The chairman of the meeting may permit other persons who are not Members to attend and speak at a general meeting.

24. ADJOURNMENT

- 24.1 If the persons attending the general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, then:
- (a) if the general meeting was convened on the requisition of Members, it will be dissolved; and
 - (b) in any other case, the chairman of the meeting must adjourn it.
- 24.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if the meeting consents to an adjournment, or it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any individual attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 24.3 The chairman of the meeting must adjourn a general meeting if directed to do so by a majority of the Members present at that meeting.
- 24.4 When adjourning a general meeting, the chairman of the meeting must either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 24.5 If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the Association must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) to the same persons to whom notice of the Association's general meetings is required to be given, and containing the same information which such notice is required to contain.
- 24.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 24.7 Members who were not present either in person or by proxy at a general meeting, but who are entitled to attend and vote in person or by proxy at general meetings, are entitled to attend and vote either in person or by proxy at any adjourned meeting.

VOTING AT GENERAL MEETINGS

25. VOTING: GENERAL

- 25.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 25.2 Every individual Member and authorised representative of an organisation Member will be sent a voting paper or papers indicating the number of votes of that Member. No Member is entitled to attend or vote at any general meeting unless that Member produces their voting paper for the meeting.
- 25.3 Subject to Article 25.4, on a poll at a general meeting, and on a ballot for the election of Nominated Directors
- (a) each individual Member has one vote; and
- (b) each organisation Member has one vote for each complete £100 of the amount of the affiliation fee which became due and which was paid by it to the Association in the twelve months preceding the date of the notice convening the meeting.
- 25.4 Any Member that is in arrears with payment of its annual subscription or affiliation fee (if any) which became due in the twelve months preceding the date of the notice will not be entitled to any votes at the general meeting, or at any adjournment of it.
- 25.5 A declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority is conclusive.
- 25.6 In the case of an equality of votes, either on a show of hands or on a poll, the chairman of the meeting is entitled to a casting vote.

26. ERRORS AND DISPUTES

- 26.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 26.2 Any objection in accordance with Article 26.1 must be referred to the chairman of the meeting whose decision is final.

27. POLL VOTES

- 27.1 A poll on a resolution may be demanded in advance of the general meeting where it is to be put to the vote, or at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 27.2 A poll may be demanded by:
- (a) the chairman of the meeting; or
- (b) two or more persons having the right to vote on the resolution.
- 27.3 A demand for a poll may be withdrawn if the poll has not yet been taken, and the chairman of the meeting consents to the withdrawal.
- 27.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.
- 27.5 The demand for a poll will not prevent the meeting continuing with any business other than the question on which a poll has been demanded.

28. THE APPOINTMENT OF PROXIES

- 28.1 Every Member is entitled to appoint a proxy, who need not be a Member, to attend on his behalf at general meetings and to exercise all of his voting rights and other rights.
- 28.2 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) states the name and RYA membership number of the Member appointing the proxy;
- (b) identifies the individual appointed to be that Member's proxy and the general meeting in relation to which that individual is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 28.3 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 28.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 28.5 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the individual appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that individual as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

29. DELIVERY OF PROXY NOTICES

- 29.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 29.2 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 29.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 29.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

30. AMENDMENTS TO RESOLUTIONS

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

THE PRESIDENT

31. ELECTION AND STATUS

- 31.1 The President shall be elected annually by ordinary resolution of the Members at the AGM. The maximum number of terms of office is unlimited. The President shall not be required to be a Member.
- 31.2 The President may be invited to attend Board meetings but shall not be entitled to vote at the same.

PART 5 ADMINISTRATIVE ARRANGEMENTS

32. ACCOUNTS

- 32.1 The Board will prepare annual accounts and reports as required by the Companies Acts, which will be accompanied by a report from the Association's auditors (framed in accordance with statutory requirements) and any other documents required by law. These 'full' accounts will be sent to the auditors at least three weeks before the general meeting at which they will be laid before the Members. The auditors' report will be read at the meeting.
- 32.2 A 'summary financial statement' will also be prepared by the Board in accordance with the requirements of the Companies Acts.
- 32.3 Full accounts will be sent to those Members who have requested to receive them. The summary financial statement will be sent to all Members who have not, or who are deemed not to have, requested full accounts.
- 32.4 Except as provided by law, or authorised by the Board or by an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

33. MEANS OF COMMUNICATION TO BE USED

- 33.1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles or otherwise may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- 33.2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 33.3 A Member or authorised representative present, either in person or by proxy, at any meeting of the Association will be deemed to have received notice of the meeting.
- 33.4 Anything sent or supplied by or to the Association under the Articles or otherwise must be in the English language.

34. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

- 34.1 The directors may decide to make provision for the benefit of individuals employed or formerly employed by the Association (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company.

35. INDEMNITY

- 35.1 Subject to Article 35.2 and the provisions of the Companies Acts, but without prejudice

to any indemnity to which a director may otherwise be entitled, every Officer, director and former director may be indemnified out of the assets of the Association against any liability incurred by that individual in connection with any negligence, default, breach of duty or breach of trust in relation to the Association.

- 35.2 This Article 35 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

36. INSURANCE

- 36.1 The Board may purchase and maintain insurance, at the expense of the Association, for the benefit of Officers or directors or former Officers or former directors in respect of any loss or liability which has been or may be incurred by that Officer or director in connection with that Officer or director's duties or powers in relation to the Association or any pension fund of the Association.



RYA House
Ensign Way
Hamble
Southampton
Hampshire
SO31 4YA

T: 023 8060 4100
F: 023 8060 4299

www.rya.org.uk

Company Registration Number: 878357