

**THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1991
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

M E M O R A N D U M

AND

ARTICLES OF ASSOCIATION

of

**THE ROYAL YACHTING ASSOCIATION
NORTHERN IRELAND**

**JOHNS ELLIOT
SOLICITORS
40 LINENHALL STREET
BELFAST BT2 8BA**

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1991
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION

of

THE ROYAL YACHTING ASSOCIATION NORTHERN IRELAND (the Association”)

1. The Company's name is **“THE ROYAL YACHTING ASSOCIATION NORTHERN IRELAND”**
2. The registered office of the Association will be situate in Northern Ireland
3. The objects for which the Association is established are:-
 - 3.1 to promote encourage develop protect and co-ordinate boating in all its forms and the adoption of good practices in all aspects of boating and in particular in relation to safety throughout Northern Ireland in accordance with the policies of the Royal Yachting Association (hereinafter called “RYA”)
 - 3.2 to provide a channel of communication between clubs and associations in Northern Ireland affiliated to RYA (hereinafter called “Organisations”) and between Organisations and RYA.
 - 3.3 to represent Organisations when advising or collaborating with other organisations on matters affecting boating in Northern Ireland and generally to safeguard the interests of personal members of RYA domiciled in Northern Ireland (hereinafter called “Personal Members”)
 - 3.4 to advise Government and the Sports Council for Northern Ireland and other appropriate organisations or bodies on matters affecting boating in Northern Ireland
 - 3.5 to encourage and facilitate education, training and safety in boating and all its forms
 - 3.6 to organize and promote boating events in Northern Ireland
 - 3.7 to facilitate the selection, training and participating of individual competitors and teams for such events as the Association may deem appropriate
 - 3.8 to act as the Northern Ireland Council of RYA
 - 3.9 to acquire the assets and undertaking of the unincorporated association known as the Royal Yachting Association Northern Ireland Council and to enter into any agreement or agreements in pursuance of such purpose

4. The Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-
 - 4.1 to carry on business as a general commercial trading company
 - 4.2 to establish, subsidise, promote and co-operate, associate and affiliate with, become a member of, act as or appoint agents or delegates for, control, manage, superintend or otherwise assist clubs, associations and institutions, incorporated or not incorporated with objects altogether or in part similar to those of the Association, not being a Trade Union
 - 4.3 to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience calculated to benefit employees or ex-employees of the Association or the dependants or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of employees or ex-employees or any of their dependants or connections
 - 4.4 to purchase, take on, lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which may be necessary or convenient for the promotion of the objects of the Association and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association
 - 4.5 to form establish and bring out or assist in bringing out any other company having objects similar or partly similar to those of the Association and to subscribe for and take shares or debentures, bonds or obligations of any such company
 - 4.6 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects
 - 4.7 to undertake and execute any trusts which may lawfully be undertake by the Association and may be conducive to its objects
 - 4.8 to borrow or raise money from both public funding and private sources for the purpose of the Association on such terms and on such security as may be thought fit
 - 4.9 to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit
 - 4.10 to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connection with the purpose of the Association or calculated to further its objects
 - 4.11 to draw, make, accept, endorse, issue and negotiate bills of exchange promissory notes and other negotiable instruments

- 4.12 to apply for and obtain any legislative, municipal or other Acts or authorisations for the purpose of enabling the Association to carry any of its objects into effect or of effecting any modification of the Association's constitution, or for any other purpose which may be considered expedient and to oppose any proceedings or actions which may be considered calculated directly or indirectly to prejudice the Association's interests
- 4.13 to pay all expense of and incidental to the incorporation and establishment of the Association; and
- 4.14 to do all such other things as are incidental or conducive to the attainment of the above objects or any of them in any part of the world

PROVIDED ALWAYS THAT the Association shall in doing any of the foregoing act in accordance with the aims and objects of RYA, adopting any Business or Development Plan from time to time of RYA so far as applicable to the Association and generally observing and applying all rules and regulations promulgated by RYA applicable to the activities of the Association.

- 5. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association PROVIDED THAT nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association in return for any services actually rendered to the Association. No member of the Northern Ireland Council shall be appointed to any salaried office of the Association and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Northern Ireland Council, except repayment of out-of-pocket expenses.
- 6. The liability of the members is limited
- 7. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound-up while they are a member or within one year after he/they cease to be a member for payment of the debts and liabilities of the Association contracted before he/they cease to be a member, and of the costs, charges and expenses of winding-up and of the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1.00 (one pound)
- 8. Accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Association. At least once in every year the accounts of the Association shall be independently scrutinised by a suitably qualified professional accountant, but a formal audit shall not be required unless a resolution to that effect is passed at a General Meeting of the Association in respect of the accounts for a particular year

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

1. Name:

Address:

2. Name:

Address:

3. Name:

Address:

4. Name:

Address:

Dated

2004

Witness to the above signatures:

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1991

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of ROYAL YACHTING ASSOCIATION NORTHERN IRELAND (“the Association”)

1. PRELIMINARY

Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the Association but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Association

2. INTERPRETATION

In regulation 1 of Table A, the definition of “the holder” shall be omitted

3. MEMBERS

- 3.1 The number of members with the Association proposes to be registered is unlimited
- 3.2 The subscribers to the Memorandum of Association of the Association and such other persons as are admitted to membership in accordance with the articles shall be members of the Association
- 3.3 The members of the Association (hereinafter referred to as “the Members”) shall consist of all clubs and associations in Northern Ireland affiliated to the Royal Yachting Association (“RYA”) (such clubs and associations being hereinafter referred to as “Organisations”). Members shall be entitled to exercise all rights (including the right to send representatives to all general meetings) and shall be subject to all liabilities conferred by statute or by these presents or the Memorandum of Association of the Association or specified in a resolution made by the Northern Ireland Council.
- 3.4 Any Organisation having been accepted as a member of the Association shall be deemed to have agreed to be bound by these presents, the Memorandum of Association of the Association and the regulations of the Association referred to herein whether or not it shall have signed a written statement to that effect
- 3.5 The first members of the Association shall be:-
 - 3.5.1 the subscribers to the Memorandum of Association; and

3.5.2 every Organisation who at the date of incorporation of the Association was a member of the unincorporated association known as “Royal Yachting Association Northern Ireland Council”

4. Officers, the Northern Ireland Council and the Executive Committee

Directors

- 4.1 Subject to 4.2 below, the Directors of the Association for the purposes of the Companies Northern Ireland Order 1986 shall be the Officers of the Association referred to in 4.4 hereof
- 4.2 The Directors of the Association immediately following the adoption of these Articles (“the First Directors”) shall be the persons holding the offices of Chairman, Vice Chairman, Honorary Secretary and Honorary Treasurer of the unincorporated association known as “Royal Yachting Association Northern Ireland Council” immediately prior to the dissolution of that unincorporated association
- 4.3 The First Directors shall hold office from the date when they become directors in accordance with 4.2 above, until the AGM of the Association immediately succeeding the Inaugural General Meeting of the Association referred to in 5.1 below. At such AGM, all the First Directors shall retire, to be replaced by the Officers of the Association referred to in 4.4 below.

Officers

- 4.4 The Officers, all of whom shall be elected annually at the AGM shall consist of:-
- 4.4.1 a Chairman;
- 4.4.2 a Vice Chairman; and
- 4.4.3 an Honorary Secretary; and
- 4.4.4 an Honorary Treasurer.
- 4.5 Candidates for the office of Chairman and Vice Chairman must be personal members of RYA. The Chairman shall also have previously served as a member of the Northern Ireland Council. The Chairman and Vice Chairman shall be eligible for re-election for up to three consecutive years and the Honorary Secretary and Honorary Treasurer shall be eligible for re-election for up to five consecutive years.
- 4.6 Candidates for election to all offices must have consented to their nomination and must be proposed and seconded by Organisations and their names, together with the names of the proposer and seconder, must be submitted to the Honorary Secretary at least six weeks prior to the AGM at which they are seeking election. In the event of there being two or

more nominations for a vacancy, a vote shall be held at the Annual General Meeting in accordance with Article 6.

The Northern Ireland Council

- 4.7 The Northern Ireland Council (hereinafter referred to as "Council") will be responsible for creating and implementing the policies and managing the resources of the Association
- 4.8 Council shall consist of Nominated, Ex-Officio and Co-opted Members appointed as follows:-
- 4.8.1 **Nominated Members** - Each Organisation and the Irish Sailing Association shall each be entitled to nominate one person to serve on Council for one year. Candidates nominated as Nominated Members (other than the nominee of the Irish Sailing Association) must have consented to their nomination and where possible it is desirable that they should be or become Personal Members of RYA. The names of those nominated for vacancies occurring shall be communicated to the Honorary Secretary at least four weeks prior to the next AGM of the Association and shall be announced at such AGM.
- 4.8.2 **Ex-Officio Members** - The Chairman, the Vice Chairman, the Honorary Secretary and the Honorary Treasurer shall be ex-officio members of Council. In addition, on completion of his period of office, the immediate past Chairman of Council shall continue to be a member of Council for one further year.
- 4.8.3 **Co-opted Members** - Council may co-opt not more than five additional members of Council who shall be Personal Members of RYA for specific purposes and one additional member of Council to represent collectively Commercial Training Centres. Such co-options shall be reviewed by Council following each AGM.
- 4.9 The initial members of Council shall be the members of Council of the unincorporated association known as "Royal Yachting Association Northern Ireland Council" as at the date of incorporation of the Association. Such members shall retire from Council of the Association at the same time as they would have done as members of Council of the said unincorporated association and their period of membership of Council of the said unincorporated association shall count as part of their membership of Council of the Association.
- 4.10 Meetings of Council shall be called according to the amount and urgency of the business to be transacted. There shall be at least three meetings each year.
- 4.11 Voting at meetings of Council will be by a simple majority and voting at any meeting shall be by show of hands, each member of Council present having one vote. The Chairman shall have second and casting vote

- 4.12 Ten members of Council will form a quorum at a Council meeting provided always that the number of members who are not also members of the Executive Committee exceeds the number of members of the Executive Committee present and voting
- 4.13 The Honorary Secretary shall ensure that the proceedings of Council shall be recorded and copies of the minutes shall be circulated to members of Council and will be available to Organisations upon request from the office of the Association
- 4.14 Council shall be empowered to set up such standing sub-committees, ad hoc sub-committees and working parties as may be required

Executive Committee

- 4.15 Notwithstanding the terms of Article 4.14 there will be an Executive Committee (which shall be a sub-committee of Council) which shall consist of the Chairman, the Vice Chairman, the Honorary Secretary, the Honorary Treasurer and the Chairmen of the standing sub-committees together with the immediate past Chairman of Council until the immediately following Annual General Meeting
- 4.16 The Executive Committee will meet as often as required. The quorum for meetings of the Executive Committee shall be four. The procedures adopted by Council with regard to meetings shall also apply to the Executive Committee.
- 4.17 The Executive Committee will be responsible for the management of salaried staff, the preparation of strategic and business plans and budgets and the maintaining of good administration and financial practice, and must submit all proposals involving matters of policy for approval by Council

5. General Meetings

- 5.1 The Association shall hold an inaugural general meeting in October 2004 at which the assumption as the First Directors of those individuals referred to in 4.2 above shall be ratified
- 5.2 The annual general meeting ("AGM") of the Association will be held not later than the last Saturday of October in each year.
- 5.3 An extraordinary general meeting:-
 - 5.3.1 may be called by Council; and
 - 5.3.2 shall be called by Council within six weeks of a requisition from at least five Nominated Members. Any such requisition must state the terms of a resolution or resolutions capable of being voted upon at the meeting and must be accompanied by evidence of the qualification of the requisitionists to make the requisition.

- 5.4 Each Organisation shall be entitled to send two representatives to the AGM or general meeting but shall only have one vote
- 5.5 Notice of any general meeting together with an agenda, specifying in reasonable detail the business to be dealt with at the meeting and the terms of any resolution to be voted upon, will be sent to all Organisations at least 21 days before the date of any general meeting.
- 5.6 Any resolution for inclusion in the notice of the AGM must be submitted in writing to the Honorary Secretary not later than six weeks prior to the meeting.
- 5.7 Twenty persons present and entitled to vote shall for a quorum at any general meeting

6. Proceedings at general meetings

- 6.1 The words in sub-paragraph (b) of regulation 38 shall be omitted
- 6.2 The words “and at any separate meeting of the holders of any class of shares in the company” shall be omitted from regulation 44 of Table A.
- 6.3 Paragraph (d) of regulation 46 of Table A shall be omitted.
- 6.4 The Chairman of Council whom failing the Vice Chairman of Council shall be the Chairman of any general meeting. If neither the Chairman nor the Vice Chairman of Council is present at the meeting those persons present shall elect a chairman from among their number by simple majority on a show of hands. There shall be no ballot on any resolution to appoint a chairman.
- 6.5 Voting at any general meeting shall (subject always to the terms of the Companies (Northern Ireland) Order 1986 be by simple majority and shall unless a ballot is requested, be by show of hands, each person present and entitled to vote having one vote. In the event of an equality of votes the Chairman shall have a second and casting vote.
- 6.6 Any Organisation entitled to vote at a general meeting may, upon giving the Honorary Secretary at least five days' written notification, appoint the representative of another Organisation to attend the general meeting and exercise all voting rights on its or his behalf.
- 6.7 The person nominated by an Organisation to serve on Council shall be authorised to vote on its behalf at a general meeting unless the Organisation nominates an alternative person and informs the Association in writing prior to such meeting

7. Directors' Expenses

The words “of any class of share or” shall be omitted from regulation 83 of Table A.

8. Proceedings of Directors

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

9. Minutes

The words “of the holders of any class of shares in the company” shall be omitted from sub-paragraph (b) of regulation 100 of Table A

10. Notices

10.1 The second sentence of regulation 112 of Table A shall be omitted

10.2 The words “or of the holders of any class of shares in the Company” shall be omitted from regulation 113 of Table A.

NAMES AND ADDRESSES OF SUBSCRIBERS

1. Name:

Address:

2. Name:

Address:

3. Name:

Address:

4. Name:

Address:

Dated

2004

Witness to the above signatures: