

THE COMPANIES ACT 2006 and any provisions of the Companies Acts 1985 to 1989 which are still in force

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

ROPE WALK HAMBLE LIMITED

INTERPRETATION

The regulations contained in Table C in the Schedule to the Companies (Tables A-F) Regulations 1985 or any replacement thereof shall not apply to the Company but the regulations contained in the following clauses (as originally adopted or from time to time altered by Special Resolution) shall be the Articles

1 1 In these Articles

"the Act" means the Companies Act 2006 and any provisions of the Companies Acts 1985 to 1989 which are still in force and as further modified by any statutory modification or re-enactment thereof for the time being in force,

"AGM" means the annual general meeting of the Company,

"Articles" means these Articles of Association,

"Board" means the board of directors of the Company for the purposes of the Act as appointed from time to time under these Articles,

"clear days" means in relation to the period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,

"Club" means Royal Southern Yacht Club Limited and its recognised abbreviation RSrNYC

"Company" means Rope Walk Hamble Limited,

"Director" means a director of the Company from time to time (and Directors shall have the same meaning), Directors may also be called trustees,

means the company secretary of the Company or any other person appointed to perform the duties of the company



secretary of the Company pursuant to Section 283 of the Act, including a joint, assistant or deputy secretary,

"Member" means a member of the Company from time to time in accordance with Articles 3 1, 3 1 1, and 3 1 2 ,

"Memorandum" means the Company's Memorandum of Association,

"Office" means the registered office of the Company,

"SGM" means a special general meeting of the Company,

"United Kingdom" means Great Britain and Northern Ireland,

- 1 2 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act
- 1 3 References to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form
- 1 4 Words denoting the singular number include the plural number and vice versa, words denoting the masculine gender include the feminine gender, and words denoting persons include bodies corporate (however incorporated) and unincorporated and unincorporated, including unincorporated associations of persons and partnerships
- 1 5 Headings are inserted for convenience only and do not affect the construction of these Articles

MEMBERS OF THE COMPANY

- 2 1 The subscribers to the Memorandum are the first Members of the Company
- 2 1 1 Membership of the Company shall initially consist of the subscribers to the Memorandum and the Members, as at the date of incorporation
- 2 1 2 Membership of the Company shall subsequently include such other individuals as are admitted to membership and have signed a written consent to become a member
- 2 2 The provisions of section 113 of the Act shall be observed by the Company and every Member to be admitted pursuant to Article 3 1 2 shall sign a written consent to become a Member on becoming a Member
- 2 3 Every Member shall have the right to attend and vote at any general meeting of the Company
- 2 4 Save as otherwise provided by these Articles, every Member shall be permitted to enter the club house or houses or other meeting places, make use of the facilities and privileges granted to Members and participate in any events or general meetings organised by or for the Company
- 3 A Member may resign from membership of the Company by written notice to the Company to that effect Every such notice shall be deemed to take effect from the 151 September next following the receipt thereof or such other date as may be prescribed or permitted by the Board in its absolute discretion Membership shall not be transferable in any event and shall cease

immediately on death or on termination of membership. Termination of membership shall confer no right to a refund or abatement of membership fees or subscription in respect of the membership year in which the termination of membership takes effect.

- 4 Any Member shall have his membership of the Company terminated if he ceases to be a Member of the Royal Southern Yacht Club Ltd

GENERAL MEETINGS

- 5 The Company shall hold a general meeting in every calendar year between 1 October and 30 November as its AGM at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that so long as the Company holds its AGM within eighteen months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year. The AGM shall be held for the following purposes -

- 5.1 to receive from the Board a full statement of account, pursuant to these Articles
- 5.2 to receive from the Board a report of the activities of the Company since the previous AGM,
- 5.3 to elect Directors to fill any vacancies arising in accordance with these Articles,
- 5.4 to appoint the Company's auditors, and
- 5.5 to elect a chairman of the Board for the following year from amongst the directors of the Company eligible and willing to serve in that role who shall have been proposed and seconded by the Members of the Company,
- 5.6 to transact such other business as may be brought before it in accordance with these Articles by providing at least twenty-one days' notice in writing of such business

All general meetings other than the AGM shall be called special general meetings and shall be held on the written requisition of -

- a) twenty-five Members of the Company, or
- b) two directors of the Company

who shall specify the reason for which the meeting is required. The Board shall forthwith and in any event not more than fourteen clear days following the receipt of the written request proceed to convene an SGM giving the Members at least twenty-one clear days' notice of such SGM.

NOTICE OF GENERAL MEETINGS

- 6 An AGM and an SGM called for the passing of a special resolution shall be called by at least six weeks' notice.
- 7 The notice convening a general meeting shall specify the date, time and place of the meeting and state if the meeting is an AGM or an SGM. AU business shall be deemed special that is transacted at an SGM and also all business that is transacted at an AGM with the exception of the items listed above. The notice shall state the nature of the business and, in the case of a meeting to pass a special or extraordinary resolution, specify the intention to propose the resolution as a special or extraordinary resolution, as the case may be.

- 8 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

- 9 No business shall be transacted at any meetings unless a quorum is present at the start and throughout the meeting. A quorum for an AGM shall not be less than fifteen Members and at all other General Meetings shall not be less than fifty Members except where a resolution for the winding up of the Company is being proposed where it shall be one hundred and fifty Members or ten per cent of the Members (whichever is lower)
- 10 If such a quorum is not present within half an hour from the time appointed for the commencement of the meeting, or if during a meeting such a quorum ceased to be present, the meeting shall be deemed null and void if convened upon a requisition of Members. If convened in any other manner it shall stand adjourned for seven clear days at the same time and place and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, or if during the meeting a quorum ceased to be present the Members present shall be a quorum other than where a resolution for the winding up of the Company is being proposed in which case a quorum of one hundred and fifty Members or ten percent (whichever is lower) must be present
- 11 The chairman of the Board shall be chairman of the meeting, or in his absence the Directors present shall elect one of their number to be chairman of the meeting. If there is only one Director present and willing to act, he shall be chairman of the meeting. If no Director is present at the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman of the meeting
- 12 The chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen clear days or more, at least seven clear days' notice shall be given to the Members specifying the date, time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice
- 13 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded in accordance with the Companies Act 2006. A resolution other than a Special Resolution shall be passed by a simple majority of those voting. A Special Resolution shall be passed by not less than 75% of those voting
- 14 In the case of 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 casting vote in addition to the vote that he has already cast

VOTES OF MEMBERS

- 15 Every Member present in person or by proxy has one vote on each issue
- 15.1 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not

disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

THE BOARD

- 16 The affairs of the Company shall be governed by the Board who may authorise all such acts and exercise all such powers of the Company which are not by statute or these Articles required to be done or exercised by the Company in general meeting provided that the exercise of any power conferred by clauses 4.4, (other than insurance of property) or 4.6 of the Memorandum in relation to the Company's premises shall require the passing of a special resolution of the Members in advance.
- 17 In the absence of any expression to the contrary in the Articles or decisions of the Board, a matter shall be carried if supported by a simple majority of the Directors present and voting.
- 18 Unless otherwise determined by ordinary resolution, the number of Directors shall not be less than four nor more than seven.
- 19 The Board may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number of fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 20 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional director.

DELEGATION OF THE BOARD'S POWERS

- 21 The Board may delegate the exercise of any of their powers to any committee. No person shall be a member of such committee unless he shall be a Member. The Board shall set out in writing the terms of reference of any such committee and may vary, alter or revoke such terms of reference as it thinks fit. Any such delegation may be made subject to any conditions the Board may impose, and may be revoked or altered without notice.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 22 The office of Director shall be vacated if -
- 22.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a company director, or
- 22.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 22.3 he is, or may be, suffering from mental disorder, or
- 22.4 he resigns his office by notice to the Company, or
- 22.5 he is required to resign by notice in writing signed by all the other Directors acting together, or
- 22.6 he ceased to be a Member for any reason.

PROCEEDINGS OF BOARD MEETING

- 23 The Board shall meet from time to time as it may desire or when required to do so by the chairman of the Board or upon the written request of at least two members of the Board and the Board may conduct its meetings including the giving of notice in such a manner as they may prescribe from time to time
- 24 A quorum at a meeting of the Board is three Directors
- 25 A sole continuing Director may act only for the purpose of filling vacancies or of calling a general meeting
- 26 Should the chairman be unable to attend any meeting of the Board, those present shall elect one other Director who shall be present and willing to be chairman for such meeting
- 27 Each Director shall be entitled to one vote, with the exception of the chairman of the meeting who, in the case of an equality of votes, shall have a second and casting vote
- 28 Any meetings of the Board, or of any committee, may be held by way of video conferencing or conference telephone or similar equipment and facilities which allows every person participating to hear and speak to one another throughout such meeting provided that such equipment and facilities are necessary and available in which case the Company shall provide or pay for such facilities. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is situated
- 29 A resolution in writing signed by all the Directors entitled to receive notice of and to attend and vote at a meeting of the Directors shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Directors
- 30 Save as otherwise provided by the Articles, a Director shall not vote at a meeting of the Board or of a committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs
- 30 1 the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries,
- 30 2 the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security,
- 30 3 his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures or other debt securities of the Company or any of its subsidiaries, or by virtue of his being, or intending to become, a participator in the underwriting or sub-underwriting of an offer of any such debentures or other debt securities by the Company or any of its subsidiaries for subscription, purchase or exchange

For the purposes of this Article, an interest of a person who is, for purposes of the Act, connected with a Director shall be treated as an interest of the Director

- 31 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
- 32 If a question arises at a meeting of the Board or of a committee as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive

COMPANY SECRETARY

- 33 Subject to the provisions of the Act, the Company Secretary shall be appointed by the Board for such term, and upon such conditions as it may think fit, and any Company Secretary so appointed may be removed by it

MINUTES

- 34 Any minutes of any meeting, if signed by the chairman at such meeting, or by the chairman at the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes

ACCOUNTS

- 35 The Board shall cause accounting records of the Company to be kept in accordance with the Act
- 36 Accounting records shall be kept at the Office or, subject to the Act, at such other place or places as the Board shall think fit
- 37 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members of the Company not being Directors and no such Member (not being such a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or as authorised by the Board or by the Members in general meeting
- 38 At the AGM in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company made up to a date not more than seven months before such meeting) together with a proper balance sheet made up as at the same date Every such balance sheet shall be accompanied by proper reports of the Directors and the auditors of the Company, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with the Act and any other statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not be less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 475 of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served
- 39 The income of the Company shall be applied solely toward the provision of all or any of the Objects provided always that, subject to clause 5 of the Memorandum, any distribution to Members (other than in the case of a winding up or dissolution of the Company or pursuant to and as a term of any acquisition or amalgamation approved by the Company in general meeting) is prohibited

AUDIT

- 40 Following completion of each financial year of the Company, and in any event not longer than one month after the end of each financial year, appropriately qualified auditors will be instructed to examine the accounts of the Company and the correctness of the income and expenditure account and balance sheet ascertained and the auditors shall report to the Company in accordance with section 235 of the Act within six months of being so instructed
- 41 Auditors shall be appointed and their duties regulated in accordance with the Act

NOTICES

- 42 Any notices to be given to or by any person pursuant to the Articles shall be in writing except that subject to these Articles a notice calling a meeting of the Board need not be in writing if so determined by a majority of the Board
- 43 The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address
- 44 A Member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 45 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted

DISSOLUTION

- 46 The provisions of clause 8 of the Memorandum shall apply as if repeated here with regard to the winding up or dissolution of the Company

INDEMNITY

- 47 Subject to 532 of the Act and the Memorandum every officer or servant of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which such person may sustain or incur in or about the bona fide execution of the duties thereof or otherwise in relation thereto, including any liability incurred thereby in defending any proceedings, whether civil or criminal, in which judgment is given in favour thereof or in which such person is acquitted or in connection with any application under which relief is granted by the court, and no officer or servant shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the bona fide execution of the duties of the office thereof or in relation thereto, and the Company may purchase and maintain insurance against liability relating to the Company in respect of negligence, default, breach of duty and breach of trust attaching to any officer or auditor of the Company for the time being provided always that the Directors shall state the existence of any such insurance in their report for each financial year
- 48 If at any General Meeting or Special Meeting a resolution for the dissolution of the Company is passed the Board must immediately, or at such future date as is specified in the resolution, proceed to realise the property of the Company and after the discharge of all the liabilities must divide such property equally among all the Members