

**Dartmouth Sailing Club (Holdings) Limited**  
**Company Number 00848962**

**Resolution [1]: Adoption of New Articles of Association**

**Background**

1. By a meeting of the directors on 21st November 2022, it was proposed and agreed that the existing articles of association of Dartmouth Sailing Club (Holdings) Limited (“**the Company**”) be reviewed and replaced as required to bring the Company’s constitution in-line with current Community Amateur Sports Club (“**CASC**”) registration requirements.
2. The directors considered that the main requirements for, and benefits of, updating the articles of association would be:
  - a. to ensure the articles constitute a 'suitable governing document' as required for the club's CASC status by adopting HMRC's model CASC articles.
  - b. to clarify the purpose and function of the company as being discrete from its wholly owned trading subsidiary DYC (Trading) Ltd.
  - c. to remove outdated articles and bring the articles in line with current company law.

**Resolution**

3. THAT with effect from the conclusion of the Annual General Meeting (“**AGM**”) at which the proposed articles of association (“**New Articles**”) are produced, the New Articles be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

**Note to Resolution**

4. Under this Resolution [1], the Company is proposing to adopt new articles of association in substitution for the existing articles of association. The principal changes intended to be introduced by the New Articles are those required to ensure alignment with the model CASC clauses as set out by HMRC including, but not limited to, the following:
  - a. Clearly stating the main purpose of the Company;
  - b. Ensuring membership is open to the whole community without discrimination; and
  - c. Restricting the application of the Company’s assets on dissolution.
5. A draft copy of the New Articles will be available for inspection during normal business hours at Dartmouth Yacht Club, 22 South Embankment, Dartmouth, Devon, TQ6 9BB from [DATE] until the close of the AGM. The New Articles will also be available for inspection at least 15 minutes prior to the start of the AGM and up until the close of the meeting.
6. This Resolution [1] will be a special resolution and will therefore be passed if 75% or more of those present and voting at a quorate meeting assent to it.