

## TORPOINT MOSQUITO SAILING CLUB LIMITED

### MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF TORPOINT MOSQUITO SAILING CLUB LIMITED

**Subject Heading:** Minutes of the first meeting of the directors held at Torpoint Mosquito Sailing Club, Marine Drive, Torpoint on 20<sup>th</sup> September 2017

Present: Mr T Ayers, Mr N Bunker, Mr S. Wassell

In attendance: Mr S Creek, Mr R Holder

Apologies: Mr D Gray, Mr R Humpherson

Mr Humpherson had sent an e-mail to indicate his approval of the business identified in the agenda.

#### **Certificate of incorporation etc produced**

Mr Holder reported the incorporation of the Company and produced the certificate of incorporation number 10826207 dated 20<sup>th</sup> June 2017 together with a print of the Articles of Association. He also advised that the present Directors and Secretary were:

Director: Mr T Ayers, Mr N Bunker, Mr D Gray, Mr R Humpherson, Mr S. Wassell

Secretary: Mr R Holder

#### **Appointment of new Officers Additional Directors**

It was resolved that no new officers be appointed

#### **Chairman**

It was resolved that Mr T. Ayers be appointed Chairman of the Directors.

#### **Registered Office**

It was reported that notice had been given to the Registrar of Companies that the registered office was situated at Marine Drive, Torpoint, Cornwall PL11 2EH

#### **Auditors or Accountants**

It was resolved that Messrs. Bishop Fleming of Salt Quay House, 4 North East Quay, Plymouth, PL4 0BN be appointed auditors/accountants to the Company.

#### **Accounting reference date**

It was resolved that the Company's accounting reference date be 30<sup>th</sup> June and in accordance with the Companies Act 2006 notice of accounting reference date (Form AA01) be delivered to the Registrar of Companies.

#### **Bankers**

It was resolved that Lloyds Bank (Current Account) Barclays Bank (Deposit Account) be appointed bankers to the Company. It was further agreed that the Club President (currently Mr T Ayers, but any future post holder) Club Commodore (currently Mr S Creek, but any future post holder) and Club Treasurer (Currently Mr R Holder, but any future post holder) be appointed as authorised signatories to these accounts.

#### **Solicitors**

It was resolved that Kitsons Solicitors, Langage Business Park, Ashleigh Way, Plympton, PL75JX be appointed solicitors to the Company.

### MINUTES

#### **Subscriber to the Articles**

It was resolved that the following persons were elected members on incorporation

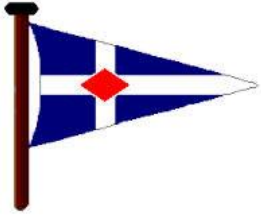
Mr T Ayers, Mr N Bunker, Mr D Gray, Mr R Humpherson, Mr S. Wassell

It was resolved that the names of the members be entered in the register of members.

#### **Any other business**

It was resolved that the Club Treasurer complete the registration for VAT, PAYE and Corporation Tax with HMRC in the name of the Company.

It was resolved that the Directors exercise their powers of delegation as follows:



## TORPOINT MOSQUITO SAILING CLUB LIMITED

1. In accordance with the Articles 5.1a, The Directors agree to delegate those powers necessary for the execution of the operation of the activities of Torpoint Mosquito Sailing Club to the Management Committee including the right to enter into contracts for the supply of goods and services and the employment and dismissal of staff.
2. In accordance with the Articles 5.1c, all business conducted by the Management Committee to be conducted in accordance with the constitution of the club as agreed by members in general meeting.
3. In accordance with the Articles 5.1c, The Directors hereby require that the Management Committee maintain accounts and reports as necessary to satisfy any statutory or other legal requirements of the Company and The Directors retain the right to call for copies of such accounts and reports at any time.
4. In accordance with the Articles 5.1c, The Directors wish to retain the approval authority and signatures to any legal documents relating to the acquisition or disposal of any land or property owned by the club
5. In accordance with the Articles 5.3, The Directors reserve their rights to revoke the terms of this delegation and to assume full responsibility for operations in any circumstances in which the Directors believe that the Management Committee fails to operate within the terms of the constitution or fails to act in the best interests of the club.

It was resolved that commencement of business should be 1<sup>st</sup> October 2017, and that the date of the next board meeting be in six months time which would be 21<sup>st</sup> March 2018

Signed -----T Ayers----- Chairman

-----R Holder ----- Secretary