

GUSTAVIA YACHT CLUB

Saint-Barthelemy

Articles of Association

FIRST ARTICLE:

An **Association** subject to the Law dated July 1, 1901 and the Decree dated August 16, 1901 has been created between the Founding members and all those who will adhere to these Articles.

This Association is named:

« GUSTAVIA YACHT CLUB »

ARTICLE 2: PURPOSE

The purpose of the Association is to promote and support yachting activities on the island of Saint-Barthelemy and elsewhere through not-for-profit activities, and in particular:

- To provide a meeting place in Gustavia for its members,
- To organize and support initiatives for the benefit of its Members and the wider community such as sailing events, cruises, convoys and other sporting events,
- To optimize, where possible, group purchasing of consumables and supplies,
- To organize activities to enable Members to get to know each other,
- To organize initiatives promoting the reputation and good standing of the Association worldwide, in particular with other Yacht Clubs, yachting related organizations and professionals,
- To organize any fund-raising activities, such as the design and sale of exclusive products, to offer accommodation, meals, meetings, cocktail parties and other bar events for Members and their guests, to organize the signing of sponsorship agreements and "sponsoring" with any person or company willing to offer its support,
- And, more generally, to organize any actions and activities, including real estate, communication and promotions contributing directly or indirectly to achieving the Association's purpose.

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ARTICLE 3: REGISTERED OFFICE

The registered office of the Association is located in Gustavia, 97133 SAINT-BARTHELEMY, in the apartment formerly known as MAHI, in the Marlin Residence (co-propriete) , 20 Rue Jeanne d'Arc, where one of the Founding Members has granted the Association a 34 months' temporary lease.

It may be transferred to another location by decision of the Board of Directors.

ARTICLE 4: DURATION

The Association has an unlimited duration.

Its dissolution may be decided by an Extraordinary General Meeting, voting by a majority of two thirds of the voting rights of the Members present or represented.

ARTICLE 5: ADMISSION

The Association is open to all who wish to participate in its activities, support its development and its promotion as well as the development of the yachting activities in Saint-Barthelemy.

The admission procedure is set by the present Articles, potentially supplemented and further detailed by decision of the Board of Directors and the Internal Rules.

ARTICLE 6: COMPOSITION

The Association is composed of various categories of members who must all be sponsored by two existing members and approved by written decision of the Board of Directors or as delegated.

1 / Founding Members

Are those individuals, who have paid their membership fee of €1,000 between the date of the formation of the Association on the 16th of June, 2016 and the date of the Inaugural General Meeting which was held in Gustavia on the 20th of December, 2016.

The membership fee of those members shall remain the same so long as they will pay it on time but it will be subject to any applicable potential increases if they are in arrears for more than one year.

They are exempted from paying a joining fee and each have one voting right at the General Meeting.

2 / Benefactor Members

Are those individual founding Members who have made a donation of a sum of at least €20,000 to the Association before the Inaugural General Meeting. The sum after the Inaugural General Meeting will be set by the Board of Directors.

Their name will appear permanently on the Association's website as well as on a plaque in the Clubhouse.

3 / Full Members



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Are those individuals who will join the Association and pay their membership fee after the 1st of January, 2017.

They must pay a joining fee of €2,000 and an annual membership fee of an amount of €1,000. The amounts of the joining fee and the annual membership fee shall be reviewed each year by the Board of Directors.

They each have one voting right at the General Meeting.

4 / Young Members

Are those individuals under eighteen years old who wish to join the Association in exchange of the payment of a reduced membership fee as determined by the Internal Rules.

They do not have access to the bar and do not have a voting right at the General Meeting but can enjoy the various facilities and activities of the Association.

5 / Honorary Members

They are co-opted by the Board of Directors by reason of their outstanding reputation in the international yachting world or if they have provided great services to the Association or to the yachting world.

They are exempt from paying the joining and membership fees but have no voting right at the General Meeting.

6 / Visiting Members

Are those visitors to Saint-Barthelemy who wish, during their stay and in exchange of a membership fee set in the Internal Rules, to enjoy the facilities and services of the Association under the conditions and limits set by the Internal Rules.

They have no voting right at the General Meeting.

7 / Supporting Members

Are those individuals who reside and work throughout the year in Saint-Barthelemy, who wish to support the activities of the Association and enjoy its facilities and services under the conditions and limits set by the Internal Rules.

They have no voting right at the General Meeting.

8 / Corporate Members

Are those commercial companies who wish, through the members and the activities of the Association, to promote their products, access to the Club House under the conditions and limits set by the Internal Rules, and sponsor the development and activities of the Association.

Their membership is proposed by the Executive Committee and the admission fee and the annual membership fee which they must pay are negotiated on a case by case basis by the Executive Committee and reviewed each year by said Executive Committee.

They have no voting right at the General Meeting.

With the exception of the **Corporate Members**, the members of the Association can only be individuals. Commercial companies wishing to become **Corporate Members** are to be represented

by a designated individual whose identity must be subject to the approval of the Executive Committee of the Association.

The list of the different categories of Members, as indicated above, shall only be modified by a new decision of the General Meeting voting by a majority of three quarters of the voting rights of the Members present or represented.

In any case, the categories of Young Members, Visiting Members, Supporting Members and Corporate Members may not be eliminated without the prior agreement of a majority of the Founding Members voting in a General Meeting.

ARTICLE 7: EXCLUSION

Membership can be lost by death, resignation or exclusion.

Any Member of the Association can be excluded by the Board of Directors for:

- non-payment of the annual membership fee on the due date and after a reminder notice with no effect for over a month,
- any act likely to harm the reputation and good standing of the Association,
- any serious misconduct against the Association or one of its Members.

ARTICLE 8: AFFILIATION

The Association may, by decision of the Board of Directors, join any other national or international Federations, associations, unions or groups, having a direct or indirect relation with its purpose.

ARTICLE 9: INCOME AND EXPENSES OF THE ASSOCIATION

The **income** of the Association consists of:

- the admission and membership fees paid by its Members,
- the contributions paid by Benefactor Members,
- the revenues generated by its various activities,
- sponsorships, donations and bequests that may be received,
- and, more generally, all resources authorized by applicable laws.

The annual budget of **expenses** of the Association will be set each year by the Board of Directors and approved each year by the General Meeting.

The Association is not allowed, unless exceptionally authorised by a decision of an Extraordinary General Meeting voting by a majority of two thirds of the voting rights of the Members present or represented, to borrow monies or enter into lease agreements for real estate with the exception of the temporary lease granted by one of the Founding Members for the first Clubhouse.

The Association may set aside funds from its annual budget for the acquisition of a building intended to be used as its registered office and Clubhouse.

ARTICLE 10: BANK ACCOUNTS

To receive revenues of any kind and spend monies, the Chairman of the Board of Directors of the Association can open one or more bank accounts and operate debit cards.

Withdrawals, transfers and issuance of cheques made from this or these bank accounts may only be made with the signature of at least two of the three Members of the Executive Committee or one Member of the Executive Committee and one employee of the Association.

ARTICLE 11: ORDINARY GENERAL MEETING

The Ordinary General Meeting includes all Members of the Association with a statutory voting right and meets once a year upon invitation of the Board of Directors.

It is convened by display of a notice at the registered office and at the Gustavia Harbour Office, three weeks before the chosen date or by any other appropriate means, including by mail or email or via the press or on its website and or social media page, as decided by the Board of Directors. The convening notice shall mention the place, date and time of the meeting, specify the agenda as well as the names of the candidates to the Board's positions potentially open.

The General Meeting is presided over by the Chairman of the Board of Directors. The terms « Chairman of the Board of Directors » and « Commodore » shall have the same meaning.

Its decisions are taken by a simple majority vote of the Members present or represented bearing in mind that one Member can only be represented by another Member of the Association who shall submit a written proxy.

It shall rule on all items of the agenda, hear and approve the Board of Directors' activity report, approve the accounts for the previous accounting year, vote on the annual budget presented by the Board of Directors, grant full discharge to the Board of Directors for its management for the past accounting year and, if necessary, proceed with the replacement of outgoing directors.

Moreover, it sets, upon proposal of the Board of Directors, the amount of the admission fee and the annual membership fee payable by the different categories of Members and ratifies the Internal Rules prepared by the Board of Directors.

ARTICLE 12: EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting may be convened at any time by the Chairman or by the Board of Directors if it is necessary to vote on an urgent matter or a matter which is not within the competence of the Ordinary General Meeting.

The convening modalities are the same as for the Ordinary General Meeting.

It has exclusive jurisdiction, as stated in Article 9 above, to authorize real estate transactions, the entering into a lease or loan agreement.

It has also exclusive jurisdiction to decide on an amendment of the Articles or the dissolution of the Association.

In case of dissolution decided according to the above procedures, one or several liquidators shall be appointed and the assets, if any, shall be distributed in accordance with the decisions of the Extraordinary General Meeting.

The decisions of the Extraordinary General Meeting are taken by a majority vote of two thirds of the Members present or represented.

ARTICLE 13: BOARD OF DIRECTORS

The Association is governed by a Board of Directors of a minimum of three members and a maximum of eleven members, elected for three years by the Ordinary General Meeting.

From the third year following the formation of the first Board of Directors, its members are renewed by one third each year with the initial tranche of retiring members to be chosen by raffle. All retiring directors are eligible for re-election.

The Directors select the Chairman and the members of the Executive Committee among them.

The Board of Directors has the broadest powers to manage and administer the Association, with the exception of the powers reserved to the General Meeting by these Articles.

It meets at least twice a year (in Monaco in September and in Gustavia in February or March) by invitation of the Chairman or at the request of a quarter of its members. Its decisions are taken by a majority vote of the Directors attending the meeting; the Chairman has a casting vote. Members of the Board of Directors may attend by telephone or video conference.

Any Director who, without a valid reason, fails to attend three consecutive meetings of the Board of Directors will be considered to have resigned. In case of a casual vacancy, the Board of Directors may co-opt a replacement subject to the approval of such replacement(s) at the next General Meeting of the Association.

ARTICLE 14: THE EXECUTIVE COMMITTEE OF THE ASSOCIATION

The Executive Committee of the Association manages, under the supervision of the Chairman of the Board of Directors, the day to day management and the activities of the Association.

It is empowered to take any day to day decisions and initiatives that it considers appropriate for the realisation of the purpose of the Association. It is accountable to the Board of Directors.

The Executive Committee shall comprise three members:

- The Chairman of the Board of Directors who will automatically become Chairman of the Executive Committee and will also be known as the Commodore of the Club,
- A General Secretary,
- A Treasurer.

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The General Secretary and the Treasurer are elected from among the members of the Board of Directors for the duration of the term of their Directorship.

The Executive Committee meets whenever necessary at the invitation of the Chairman or at the request of two of its Members. Its decisions are taken by a majority vote of the Members of the Executive Committee present; the Chairman has a casting vote. The meetings may be held by telephone or video conference or email without any limitation.

The Executive Committee will have the authority to create sub-Committees in charge of specific functions (e.g social or racing) and appoint members to such sub-Committees.

ARTICLE 15: INTERNAL RULES

The Board of Directors may draft Internal Rules designed to set the practical modalities of the operation and management of the Association which shall not be stated in these Articles.

The Internal Rules shall be submitted for ratification by the members at the next General Meeting.

ARTICLE 16: COMPENSATION

All positions within the Association, including those of the Chairman, Member of the Board of Directors or the Executive Committee, are on a voluntary basis. No remuneration of any kind shall therefore be paid to such persons. Only expenses incurred for the purposes of fulfilling their duties shall be reimbursed upon presentation of valid receipts.

ARTICLE 17: INFORMATION OF THE MEMBERS AND THIRD PARTIES

To ensure that full information on the follow-up of its activities is available to the Members and third parties, the Association shall systematically publish on its website (www.gustaviayachtclub.org), in French and in English, not only these Articles but also all decisions of its General meetings.

It will also publish on its website its detailed accounts (Income and Expenditure and balance sheet). In case the assets of the Association exceed €400,000 or if its revenues or expenses exceed €200,000 per year, the annual financial statements shall be audited by a reputable international accounting firm whose report shall also be published on the Association's website.

The Association's financial year shall be the calendar year and the financial statements ending on December 31 shall be published at the end of March of the following year at the latest.

Signed in Monaco on the 3rd of September 2017 subject to the EGM of the 25 September 2017

Sir Stelios HAJI-IOANNOU , Commodore

 3 Sep 17

Ken GRIGGS , Treasurer



Gustavo RICCOBON , General Secretary

