

## YATELEY OFFSHORE SAILING CLUB

### CLUB RULES 2004 Issue 2 Updated November 2008

#### SECTION 1 NAME AND OBJECTS

1. The name of the Club shall be "The Yateley Offshore Sailing Club" (hereinafter referred to in these rules as "the Club").
2. The object for which the Club is formed is to promote and facilitate the sport of sailing and recreational boating and to provide social and other facilities to members as may from time to time be determined.
3. The Club shall be non-party in politics and non-sectarian in religion.
4. The Club shall be affiliated to other clubs and associations with similar objectives.

#### SECTION 2 OFFICERS

5. The Officers of the Club shall be Full, Family or Honorary members of the Club and shall consist of a Commodore, a Vice-Commodore, an Honorary Secretary, a Sailing Secretary, a Social Secretary and an Honorary Treasurer. Officers shall be elected at the Annual General Meeting in each year and shall hold office for one year, retiring at the termination of the Annual General Meeting in each year. All Officers of the Club shall be eligible for re-election, except that the Commodore shall not be eligible for re-election after three consecutive years in office.
6. The Honorary Secretary shall:
  - (a) Keep a register of Club member's names and addresses or delegate this to a Membership Secretary, who shall be a member of the Management Committee.
  - (b) Conduct the correspondence of the Club.
  - (c) Keep custody of all Club documents.
  - (d) Keep full minutes of all meetings of the Club and the Management Committee, which shall be confirmed and signed by the Commodore or the appropriate Chairman at the next following meeting of the Club or Management Committee.
  - (e) Maintain contact with the RYA who will advise the Club in respect of its affairs to ensure that they are managed in accordance with current law.
7. The Honorary Treasurer shall:
  - (a) Ensure that books of account are kept as necessary to give a true and fair view of the state of the finances of the Club.
  - (b) Ensure that all returns as may be required by law in relation to such accounts are rendered in due time.
  - (c) Prepare an Annual Balance Sheet as at the 30<sup>th</sup> September in each year, together with an Income and Expenditure Account for the year, to be audited at least once annually, and to be made available to all members at least fourteen days before the date of the Annual General Meeting.
  - (d) Administer such insurance policy or policies as may be needed.
  - (e) Determine and publish the accounting practices
  - (f) Ensure that all dues are paid to the creditors of the Club, banks and other bodies as applicable in a timely manner.
8. The Honorary Auditor(s) shall:
  - (a) Be appointed at the Annual General Meeting in each year, and shall be, either two appropriately qualified members of the Club, or such other suitably qualified person or persons as approved by the members.
  - (b) Audit the accounts of the Club when called upon to do so and to give such certificate of assurance as to the accuracy of the said accounts as shall be required by law or by the Management Committee.
  - (c) If either auditor is unwilling or is unable to act, to inform the Management Committee who shall appoint a substitute to hold office until the termination of the next Annual General Meeting.

#### SECTION 3 MEMBERSHIP

##### Categories of Membership

9. There shall be the following categories of membership with power to vote at all meetings of the Club as indicated hereunder, except a COUNTRY MEMBER at Para 13 below.
10. **FULL MEMBER** – being a person who, at the date of election, is over the age of eighteen, and shall have one vote.
11. **FAMILY MEMBER** – which expression may include one or two adults and their children under the age of eighteen years of age. The family unit shall have one vote, exercisable by either adult.

12. **FOUNDER MEMBER** – is a FULL or FAMILY MEMBER who became a member of the Club prior to 1st January 1992
13. **COUNTRY MEMBER** – being a person who was previously a full or Family Member now living outside a 30-mile radius from Yateley. A Country Member would not be eligible for any subsidy when attending a Club event and have no authority to vote on any matters of the Club. The Country Membership cost will be set by the Committee to cover the cost of the Newsletter, Offshore Magazine, postage and any administration costs,
14. **AN HONORARY MEMBER** – who shall be nominated and elected in the manner described in Rule 47, shall have one vote.
15. The Management Committee shall propose to the members at the Annual General Meeting, the rate of Entrance and Annual Subscription Fee for each category of membership in each year. Any proposed changes shall be approved by a majority of those present and entitled to vote and shall become operative on the 1st January in the following year.
16. All members shall pay the Entrance Fee and their first Annual Subscription Fee upon election to the Club and thereafter the Annual Subscription Fee by the 1st January in each year. The membership year shall commence on the 1<sup>st</sup> January and expire on the 31<sup>st</sup> December in each calendar year. Provided that a member elected after the 1st June in any year shall pay the Entrance Fee and half the Annual Subscription Fee applicable for that year, and that a member elected after the 1st October in any year shall not be required to pay any Annual Subscription Fee in respect of the year of election, but shall pay, on election, the Entrance Fee and the Annual Subscription Fee in respect of the year following election.
17. Every member shall provide the Honorary Secretary with an up-to-date postal address, which shall be recorded in the Register of Members. Any notice sent to such address, shall be deemed to have been duly delivered.
18. Membership of the Club and acceptance of these Rules by the member will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Act 1998.

#### Conduct of Members

19. Every member, upon election and thereafter, is deemed to have notice of, and by implication, undertakes to comply with the Rules of the Club.
20. Any refusal or neglect to do so, or any conduct, which in the opinion of the Management Committee, is either unworthy of a member or otherwise injurious to the interests of the Club, shall render a member liable to expulsion by the Management Committee:
21. Before expelling a member, the Management Committee shall inform the member of the complaints made against them, and shall give the member fourteen days notice to attend a meeting of the Management Committee to allow the member a full opportunity of making an explanation to the Management Committee of the member's conduct, or providing a written explanation of the member's conduct, or of resigning. A resolution to expel a member shall be carried by a majority of the Management Committee.
22. A member shall not remove, injure, destroy or damage any property of the Club or any property of the Yateley Centre Club and shall make restitution for the same if called upon to do so by the Management Committee or by the Honorary Secretary on the instructions of the Management Committee. All members shall comply with the relevant health and safety regulations and notices.

#### Election and Retirement of Members

23. All applications for membership, (except Founder Members and Honorary Members) shall be submitted to and considered for acceptance by the Membership Secretary. If the Membership Secretary has any concerns about the application then it will be referred to the Management Committee for adjudication.
24. An application for membership shall be made using the form prescribed by the Management Committee and shall include the name, address, telephone number and signature of the candidate.
25. Upon the successful completion of an application, the Membership Secretary shall advise all other members via the newsletter or email or announcement at a club meeting of the details of the new member, and shall formally advise the Management Committee at its next meeting, in order that the acceptance of new members may be ratified and recorded in the minutes of the Management Committee. The Membership Secretary shall provide the new member with a copy of the Rules of the Club and make a request for such payments as are necessary.
26. A candidate shall include with their application such Entrance and Annual Subscription Fees, as set by the Club in paragraph 16. If this payment is not paid within two months then the application for membership will not be accepted.
27. A member who, for any reason, anticipates an inability to use the Club or its facilities for the whole of any one year shall be excused payment of the Annual Subscription Fee provided that notice in writing is given to the Honorary Secretary before the last day of November in the previous year. A member wishing to be reinstated during the year in question shall pay such portion of the annual subscription, as the Management Committee shall require.
28. A member retiring from membership may give notice in writing to the Membership Secretary who then will remove the details from the membership lists. Past members including members whose membership has lapsed under Rule 29 may apply to the Management Committee, who may at its discretion reinstate such members on payment a new Entrance Fee and or Annual Subscription Fee.
29. Members whose annual subscriptions are more than one month in arrears will not be included in the annual directory of Members and future newsletters will not be sent to them. The Management Committee may cancel, without notice being given, the membership of any member whose Annual Subscription Fee is more than four months in arrears provided that the Management Committee may at its discretion, reinstate such member upon payment of arrears. Members whose annual payments are in arrears are not eligible to vote at any meeting.

#### Limitation of Liability

30. Members, their guests and visitors, may use the facilities of the Club, entirely at their own risk and by implication accept that:
  - (a) The Club will not accept any liability for any damage to or loss of property belonging to members, their guests and visitors to the Club.
  - (b) The Club will not accept any liability for personal injury arising out of the use of the Club's facilities either sustained by the members, their guests or visitors or caused by the said members, guests or visitors whether or not such damage or injury could have been attributed to, or was occasioned by the neglect, default or negligence of any of them, the Officers, the Management Committee or servants of the Club.
31. Members who invite guests to join with them in the use of the Club's facilities, may do so, providing that such invitations are not extended on more than three occasions to the same guests in any one membership year, whereby they would otherwise be expected to become Full or Family Members of the Club. Visitor to the club shall sign the visitor's book held by a Management Committee member.

#### **SECTION 4 MANAGEMENT COMMITTEE**

32. The Management Committee shall consist of the Officers and Full or Family or Honorary members of the Club, up to a maximum total of ten, elected at the Annual General Meeting each year to hold office until the next following Annual General Meeting, at which all members of the Management Committee shall stand for re-election or retire.
33. Candidates for election to the Management Committee shall be
  - (a) those members of the retiring Management Committee who will be automatically eligible for re-election unless electing to retire.
  - (b) an existing member of the Management Committee who wishes to stand for a new position (duly proposed and seconded in writing by Full, Family or Honorary members of the Club) and with their consent shall have been received by the Honorary Secretary at least twenty-one days before the date of the Annual General Meeting in each year.
  - (c) such other Full, Family or Honorary members who have been members of the club for at least one year, whose nominations (duly proposed and seconded in writing by Full, Family or Honorary members of the Club) and with their consent shall have been received by the Honorary Secretary at least twenty-one days before the date of the Annual General Meeting in each year.
34. If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot.
35. If the number of candidates for election is equal to or less than the number of vacancies to be filled then all candidates shall be deemed to be elected if two thirds of those present at the Annual General Meeting, and entitled to vote, vote in favour of such election.
36. If for any reason, a casual vacancy shall occur, the Management Committee may co-opt a Full or Family or Honorary member to fill such a vacancy until the next following Annual General Meeting.
37. The Management Committee may at its discretion co-opt additional members as required to the Management Committee who shall hold office until the next Annual General Meeting.
38. A retiring Commodore may serve as an ex officio member of the Management Committee in the year immediately following his/her retirement.
39. The Management Committee shall meet at least every two months making such arrangements as to the conduct, place of assembly and holding of such meetings as it may wish. The Commodore, or in the absence of the Commodore, the Vice-Commodore, or in the absence of both the Commodore and the Vice-Commodore, a Chairman elected by those present, shall preside.
40. Voting shall be by show of hands. In the case of equality of votes the Commodore, Vice-Commodore, or Chairman (as the case may be) shall have a second and casting vote. In the case of a resolution relating to the resolution for the expulsion of a member, a secret ballot of Management Committee members will be held and presided over by the Commodore
41. Five members personally present shall form a quorum at a meeting of the Management Committee.

#### Powers of the Management Committee

42. The Management Committee shall manage the affairs of the Club according to the Rules and shall ensure that the funds of the Club are applied solely to the objects of the Club or for the benevolent or charitable purposes nominated by the Club at the Annual General Meeting.
43. The Management Committee may appoint such sub-committees as it may deem necessary and may delegate such of its powers as it may think fit upon such terms and conditions as shall be deemed expedient and/or required by law. Such sub-committees shall consist of such members of the Management Committee or of the Club as the Management Committee may think fit.
44. A member of the Management Committee, or of a sub-committee or any officer of the club, in transacting business for the Club, shall not disclose any membership or financial details relating to the club to any third parties without the agreement of the Management Committee or the written authority of the Commodore.

45. A Management Committee member or any person or sub-committee delegated by the Management Committee to act as agent for the Club or its members, shall not enter into any contracts or make any financial commitments for the club unless authorised by the Management Committee or in writing by the Commodore.
46. In pursuance of the authority vested in the Management Committee by members of the Club, members of the Management Committee are entitled to be indemnified by the members of the Club against any liabilities properly incurred by them or any one of them on behalf of the Club wherever the contract is of a duly authorised nature or could be assumed to be of a duly authorised nature and entered into on behalf of the Club. The limit of a member's indemnity in this respect shall be a sum equal to one year's subscription at the then current rate for that category of membership unless the Management Committee has been authorised to exceed such limit by a General Meeting of the Club.
47. The Management Committee may nominate for election at an Annual General Meeting such Honorary Members as the Committee may think fit. The total of such Honorary Members shall not however, at any time, exceed five percent of the total number of members nor shall the number of Honorary Members exceed at any one time six in number. The election of an Honorary Member shall be put to the vote at an Annual General Meeting and such Honorary members shall be duly elected if two thirds of those present and entitled to vote, vote in favour of election.

#### **SECTION 5 MEETINGS OF THE CLUB**

48. An Annual General Meeting of the Club shall be held no later than three calendar months after the end of the financial year, on a date to be fixed by the Management Committee. The Honorary Secretary, shall give at least six weeks notice of the date of the Annual General Meeting, and shall at least fourteen days before the date of such meeting, post or deliver to each member notice thereof and of the business to be conducted.
49. No business, except the passing of the accounts, the election of the Officers, Management Committee and Honorary Auditors, and any other business that the Management Committee may order to be inserted in the notice convening the meeting shall be discussed at such meeting, unless notice thereof be given in writing by a member entitled to vote, to the Honorary Secretary at least twenty-one days before the date of the Annual General Meeting.
50. The Management Committee may at any time, upon giving fourteen days notice in writing, call an Extraordinary General meeting of the Club for any special business, the nature of which shall be stated in the notice convening the meeting, and the discussion at such meeting shall be confined to the business stated in the notice sent to members.
51. The Management Committee shall similarly call an Extraordinary General Meeting within fourteen days upon written request addressed to the Honorary Secretary signed by at least five members. The discussion at such meeting shall be confined to the business stated in the notice sent to members.
52. At every general meeting of the Club, the Commodore, or in the absence of the Commodore, the Vice-Commodore, or a Chairman elected by those present shall preside.
53. Fifteen members entitled to vote and personally present shall form a quorum at any meeting of the Club.
54. Only Full, Family and Honorary Members shall vote at any meeting of the Club. Voting shall be by show of hands, except for the election of members of the Management Committee, which shall be voted for in accordance with Rule 34 and 35.
55. In the case of an equality of votes the Commodore, Vice-Commodore or Chairman (as the case may be) shall have a second and casting vote, on any matter other than the election of members of the Management Committee.
56. On any resolution properly put to a meeting of the Club relating to the creation, repeal or amendment of any rule of the Club, such rule shall not be adopted, repealed or amended except by a majority vote of at least two-thirds of those present and entitled to vote. The details and date of any rule change agreed shall be recorded in Appendix 1 of the club rules

#### **SECTION 6 DISSOLUTION OF THE CLUB**

57. If the Club shall at any time vote, by a two-thirds majority of those present and entitled to vote, that the Club shall be dissolved, an Extraordinary General Meeting shall be called within fourteen days to confirm or reject the decision so made. If at such an Extraordinary General meeting the decision is confirmed by a simple majority, then the Club shall be dissolved.
58. If upon the winding up or dissolution of the Club, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be disposed of, by the Honorary Treasurer, in such a way as the General Meeting of the Club confirming the dissolution of the Club shall direct.

#### **STATEMENT**

These Rules are the Club Rules 2004 of the YATELEY OFFSHORE SAILING CLUB approved at the Annual General Meeting of the Club held on 1<sup>st</sup> November 2004, as amended by the Club at its Annual General Meeting held on 4<sup>th</sup> November 2008 incorporating amendments to Rules 16, 28 and 29 as set out in Appendix 1 to these Rules.

Signed

Commodore

Signed

Secretary

## Appendix 1

### Summary of rule changes

**Original (Issue 1)** Rules drafted by Robert Hughes and Adopted at the GM of 18 November 1991.

**Issue 2** adopted at the AGM of 7 February 1994 incorporated two amendments as follows:-

Rule 5 amended to:-

The Officers of the Club shall be Full or Family members of the Club and shall consist of a Club Commodore, a Vice-Commodore, an Honorary Secretary, a Social Secretary, **a Sailing Secretary** and an Honorary Treasurer. Officers shall be elected at the Annual General Meeting in each year and shall hold office for one year, retiring at the termination of the Annual General Meeting in each year. All Officers of the Club shall be eligible for re-election, except that the Commodore shall be eligible for re-election for not more than five consecutive years.

Rule 30 (now 32) amended to:-

The Management Committee (herein after referred to as "the Committee") shall consist of the Officers and Full or Family members of the Club, **up to a maximum total of ten**, elected at the Annual General Meeting each year to hold office until the termination of the next following Annual General Meeting, at which all members of the Committee shall retire. Members shall be eligible for re-election.

**Issue 3** adopted at the AGM of 3 February 1997 incorporated two amendments as follows:

Rule 7 (c) amended to:-

Prepare an Annual Balance Sheet as at the **30th September** in each year, together with an Income and Expenditure Account for the year, to be audited at least once annually, and to be made available to all members at least fourteen days before the date of the Annual General Meeting.

Rule 35 (now 37) amended to:-

The Management Committee may at its discretion co-opt additional members **as required** to the Management Committee who shall hold office until the next Annual General Meeting.

**Issue 4** adopted at the AGM of 1 November 2000 incorporated one amendment as follows:-

New Rule 10 (a) (now 11) added:-

**A COUNTRY MEMBER** - being a person who was previously a full or Family Member now living outside a 60 mile radius from Yateley. A Country Member would not be eligible for any subsidy when attending a Club event and have no authority to vote on any matters of the Club. The Country Membership cost would be set by the Committee to cover the Cost of the News Letter, Offshore Magazine, postage and any administration costs.

**Club Rules 2004** to be proposed to the AGM of 1<sup>st</sup> November 2004 incorporating a major rules revision:-

A major revision of the club rules to improve the layout and clarity, to reflect current practices and to define more clearly, the Management Committee responsibilities.

**Issue 1** Approved by and Adopted by the AGM of 1<sup>st</sup> November 2004.

**Issue 2** adopted at the AGM of 4<sup>th</sup> November 2008 incorporating the following amendments:-

Rule 16 amended to:-

All members shall pay the Entrance Fee and their first Annual Subscription Fee upon election to the Club and thereafter the Annual Subscription Fee **by** the 1st January in each year. **The membership year shall commence on the 1<sup>st</sup> January and expire on the 31<sup>st</sup> December in each calendar year.** Provided that a member elected after the 1st June in any year shall pay the Entrance Fee and half the Annual Subscription Fee applicable for that year, and that a member elected after the 1st October in any year shall not be required to pay any Annual Subscription Fee in respect of the year of election, but shall pay, on election, the Entrance Fee and the Annual Subscription Fee in respect of the year following election.

Rule 28 amended to:-

A member retiring from membership may give notice in writing to the Membership Secretary who then will remove the details from the membership lists. Past members **including members whose membership has lapsed under Rule 29** may apply to the Management Committee, **who may at its discretion reinstate such members on payment a new Entrance Fee and or Annual Subscription Fee.**

Rule 29 amended to:-

**Members whose annual subscriptions are more than one month in arrears will not be included in the annual directory of Members and future newsletters will not be sent to them.** The Management Committee may cancel, without notice being given, the membership of any member whose Annual Subscription Fee is more than four months in arrears provided that the Management Committee may at its discretion, reinstate such member upon payment of arrears. Members whose annual payments are in arrears are not eligible to vote at any meeting.