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# **ROYAL SOLENT YACHT CLUB**

## **Objects of the Club**

The objects of the Club are the encouragement of yachting, cruising, racing and other appropriate waterborne activities, and the provision of a clubhouse with a view to the promotion of this sport, and of social intercourse between persons interested in such matters.

### **1. Name**

The name of the Club shall be "The Royal Solent Yacht Club".

### **2. Headquarters**

The Headquarters of the Club shall be at Yarmouth, Isle of Wight.

### **3. Objects**

The objects of the Club may not be altered or amended except by Resolution at a General Meeting of the Club.

### **4. Burgee and Ensign**

4.1 The Club burgee shall be blue, with device of the Galley of Yarmouth in yellow, the mainmast of the Galley being surmounted by the Imperial Crown.

4.2 The privileged Ensign of the Club is the undefaced Blue Ensign which shall only be worn by Club Members in possession of a permit issued to him or her by the Club and in accordance with the regulations issued with the permit.

### **5. Officers**

The Officers of the Club shall be the Flag Officers and the Honorary Treasurer who shall be elected in accordance with these Rules.

### **6. Flag Officers**

6.1 Flag Officers of the Club shall consist of a Commodore, Vice Commodore and two Rear Commodores. They shall fly broad pennants with the usual distinguishing marks of rank.

6.2 Unless the Club Members shall otherwise resolve in General Meeting, a Flag Officer may not serve continuously for more than nine years or in any one rank for more than three years.

6.3 The Flag Officers shall be elected at Annual General Meetings in

accordance with Rule 13. The period of service of each Flag Officer shall commence at the conclusion of the Annual General Meeting at which he or she is elected or, as the case may be, re-elected. Each Flag Officer shall automatically retire at the conclusion of the Annual General Meeting next following that at which he or she was elected or, as the case may be, re-elected, but shall, subject to Rule 6.2 and to his or her willingness to continue in office, be proposed for re-election at the Meeting at which he or she so retires.

- 6.4 Casual vacancies arising in any rank of Flag Officer may be filled by the General Committee until the next AGM.

**7. The Honorary Treasurer**

- 7.1 The Honorary Treasurer shall be elected at Annual General Meetings in accordance with Rule 13. The period of service of the Honorary Treasurer shall commence at the conclusion of the Annual General Meeting at which he or she is elected or, as the case may be, re-elected.

- 7.2 The Honorary Treasurer shall automatically retire at the conclusion of the Annual General Meeting next following that at which he or she was elected or, as the case may be, re-elected, but subject to his or her willingness to continue in office, shall be proposed for re-election at the meeting at which he or she so retires.

- 7.3 A vacancy arising in the office of Honorary Treasurer may be filled by the General Committee until the next AGM.

**8. Secretary**

- 8.1 The Club shall have a Secretary who may be honorary or an employee of the Club. The Secretary shall be appointed, and may be removed from office, by the General Committee. Upon a vacancy occurring in the office of the Secretary, the General Committee shall as soon as possible appoint a replacement.

- 8.2 The Secretary shall keep correct Minutes of each General Meeting of Members, and of each meeting of the General Committee and its sub-Committees. The relevant Minute Book shall be produced at all such meetings. Once the Minutes have been approved by the relevant Committee the Secretary shall make them available, upon request, for perusal by any Club Member except where, in the view of the relevant Committee, such Minutes contain sensitive personal or commercial information.

- 8.3 The Secretary shall oversee the day to day running of the Club under guidelines issued by the General Committee, and shall have responsibility for the management, supervision and performance of all staff employed by the Club.

- 8.4 The Secretary shall conduct Annual Performance Appraisals on staff directly

responsible to him/her and shall be subject to Annual Performance Appraisal by a Flag Officer, or General Committee member(s), nominated by the General Committee. All staff appraisals shall be conducted in accordance with instructions issued by the General Committee, and shall be subject to review by a second individual as defined in those instructions.

- 8.5 The Secretary shall also carry out such duties and responsibilities as are specifically required by these Rules or the Bye-laws to be carried out by him or her, and such other duties and responsibilities as shall from time to time be required of him or her by the General Committee.

**9. Guardians**

- 9.1 The General Committee may appoint no less than two and no more than four Guardians who will be appointed for an initial term of four years. The term of office may be extended by a further two years to a maximum of six by mutual consent between the individual concerned and the General Committee.

- 9.2 Guardians shall first be drawn (in order of priority) from the following: Past Flag Officers, General Committee Members, Club Members of at least ten years standing. All prospective Guardians must have a good understanding of the Club's management, traditions and ethos.

- 9.3 The Guardians shall represent the interests of the Members as a whole and may respond to, and offer advice upon, any matter relating to the longer term strategy of the Club which may require the commitment of significant financial or other resources. They may also comment upon, or offer advice to, the General Committee on any current issue which they consider would assist the General Committee in its deliberations.

- 9.4 Should the Guardians consider that the General Committee is about to embark on a course of action that will have a serious detrimental effect on the financial stability, image or ethos of the Club they are to bring the matter to the attention of the Commodore in writing. If, after reconsideration, the General Committee continues with the course of action in dispute the Guardians may call a Special General Meeting provided that they are unanimous in their decision.

**10. General Committee**

- 10.1 There shall be a General Committee whose members shall comprise:-  
(a) as ex-officio members, the Flag Officers, and the Honorary Treasurer;  
and  
(b) as elected members, not less than six nor more than nine Members of the Club elected in accordance with Rule 13 ("elected members").

- 10.2 At the Annual General Meeting each year, all elected members who have served in office for the three years preceding the Meeting shall become subject to retirement and shall be eligible for re-election.

- 10.3 A member being re-elected under Rule 10.2 shall serve for one year only. A member serving four consecutive years in office shall be ineligible for re-election for 12 months.
- 10.4 A member of the General Committee who fails to attend three consecutive meetings of the Committee shall be deemed to have resigned from the Committee unless he or she satisfies the Committee that his or her absence was because of sickness or for other good reason. Following such resignation the Committee may fill the vacancy thus created in accordance with Rule 10.5.
- 10.5 If a casual vacancy occurs, the General Committee may co-opt a Member to fill such a vacancy who may vote on all matters except those relating to the sale of intoxicants. A person so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the elected members who are to retire at that meeting. If not re-appointed as an elected member at such Annual General Meeting, he or she shall vacate office at the conclusion thereof.

**11. Management and Bye-Laws**

- 11.1 The affairs and conduct of the Club, including in particular (but without limitation) control of the purchase and supply by the Club of intoxicating liquor, shall be vested exclusively in the General Committee.
- 11.2 The General Committee may delegate any of its powers (other than the power to borrow or to make, alter or repeal Bye-laws) to sub-Committees consisting of such member or members of their body or other Members of the Club as the General Committee shall think fit and may remove any person so appointed and may annul or vary such delegation. In the event of any member of any sub-Committee ceasing to be a Member of the Club for any reason, he or she shall automatically cease to be a member of such sub-Committee. Any sub-Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the General Committee.
- 11.3 The General Committee may appoint, from time to time, the Secretary to be manager of the Club and may fix and determine the remuneration, the powers and authorities and the period, terms and conditions of appointment of such person and may, subject to the terms of any agreement entered into in any particular case, revoke any such appointment. The General Committee may entrust to and confer upon the Secretary (but subject at all times to the overall supervision and control of the General Committee) any of the powers and authorities exercisable by the General Committee upon such terms and conditions and with such restrictions as the General Committee thinks fit, and may from time to time vary or revoke all or any of such powers or authorities.

11.4 The General Committee shall have power to make, alter and repeal such Bye-laws for the day-to-day management of the Club as it deems expedient. Such Bye-laws shall be published in the Members List circulated to Members, and shall be posted in a conspicuous place in or otherwise made available for inspection at the clubhouse and subject to such Bye-laws not being inconsistent with these Rules or English law, shall be binding on all Members as if they were part of these Rules.

**12. Proceedings of the General Committee**

12.1 The General Committee shall meet at such times and places as they may determine, but in any event not less than six times in each year. Not less than 14 days' notice in writing of each such meeting of the General Committee shall be given by the Secretary to the members thereof. Special meetings of the General Committee may be convened by any Flag Officer or by the Honorary Treasurer or by any two members of the General Committee not being Flag Officers or the Honorary Treasurer. Not less than 48 hours' notice of such special meeting shall be given by the Secretary to the members of the General Committee in such manner as to the Secretary may seem expedient in the circumstances, and any failure on the part of the Secretary, not due to his or her default, to give such notice to any such member shall not invalidate the meeting.

12.2 The quorum for meetings of the General Committee shall be five elected members (as defined in Rule 10.1(b)). At each meeting of the General Committee, every member present in person shall have one vote. Decision at General Committee meetings shall be by majority vote, and in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. The Guardians shall be entitled to attend, but not to vote, at meetings of the General Committee.

12.3 The Secretary may be required to attend, but may not vote, at meetings of the General Committee, and any sub-committee constituted under Rule 11.2, unless the Chairman of the meeting determines that the Secretary's presence would be inappropriate in relation to a specific item under discussion.

12.4 If, in the view of the Commodore, or in his absence the Vice Commodore, a matter is of such importance or urgency that its consideration cannot be delayed until the next scheduled General Committee Meeting, and a special meeting of the General Committee would also be inappropriate, oral or e-mail approval for a course of action may be sought from members of the General Committee, but in all such instances Rule 12.2 shall still apply. Furthermore if any member, or members, of the General Committee consider it essential that the matter be discussed in formal session before a decision is reached, then a special meeting of the General Committee may be called in accordance with Rule 12.1, and a decision shall be deferred until that meeting. Any decision reached under this rule shall be followed, within 24 hours, by confirmation in writing (by e-mail or letter) to all members of the General Committee. Any decision taken outside the confines of a formal meeting of the General Committee shall be ratified at its next scheduled meeting.

**13. Nominations for Flag Officers, the Honorary Treasurer and General Committee members**

- 13.1 For a Member of the Club to be eligible to be elected as a Flag Officer or as the Honorary Treasurer or as an elected member of the General Committee, not later than 42 days prior to the day appointed for the Annual General Meeting at which the relevant election is to take place, there must have been delivered to the Secretary a nomination in writing of such Member signed by a Proposer and a Seconder (each of whom must be a Member of the Club entitled to attend and vote at General Meetings) accompanied by the written consent of the nominated person to act in the office for which he or she is proposed.
- 13.2 A list of Flag Officer and General Committee members due to stand down at the next Annual General Meeting shall be sent to Members by 15<sup>th</sup> January.
- 13.3 The Secretary shall post at the clubhouse notice of all valid nominations.

**14. Auditors**

- 14.1 The Club shall have auditors who may be any firm which is qualified for appointment as auditors of a company for the purposes of the Companies Act 1985.
- 14.2 The auditors shall be appointed, and may at any time be removed, by the Members of the Club in General Meeting. The auditors shall hold office until the Annual General Meeting next following that at which they were appointed when they shall retire, but shall be eligible for re-appointment.
- 14.3 A vacancy arising in the office of auditors may be filled by the General Committee.

**15. Annual General Meeting**

- 15.1 The Annual General Meeting of the Club shall be held on a Saturday during April at the clubhouse, the day and hour to be appointed by the General Committee. Not less than 21 days' notice of the Annual General Meeting shall be given to each Member (other than any Member who, by any express provision in these Rules is not entitled to receive such notice or to attend or vote at such meeting) and such notice shall be accompanied by the audited Financial Statements of the Club for the financial period of the Club ended on the immediately preceding 31<sup>st</sup> December.

- 15.2 No business except the receiving of the Report of the General Committee, adoption of the audited Financial Statements for the preceding year, the election of the Flag Officers, Honorary Treasurer and General Committee members, the appointment of Auditors, and any business that the General Committee may order to be transacted in the notice convening the meeting, shall be discussed at such meeting unless written notice in accordance with Rule 15.3 has been given to the Secretary by a Member entitled to vote.
- 15.3 Any Member who is entitled to attend and vote at General Meetings of the Club may at the Annual General Meeting move the adoption, repeal, or alteration of any Rule or Bye-Law, or move any other resolution, provided that he/she gives notice of his/her intended motion, specifying its object, to the Secretary not later than the 1<sup>st</sup> January prior to the date of the Annual General Meeting. Details of all proposed resolutions, except those under Rule 13, will be notified to Members by 15<sup>th</sup> January in each year, so that a Member who wishes to propose a relevant alternative to any of the proposed resolutions may notify the Secretary by the following 1<sup>st</sup> February. Members' resolutions and alternatives, together with a brief statement of object, will be included in the Notice of the Annual General Meeting.

**16. Special General Meetings**

- 16.1 A Special General Meeting shall be summoned by the Secretary on his/her receiving a requisition in writing to do so from: (a) any Flag Officer; (b) the Guardians in accordance with Rule 9.4; (c) the Honorary Treasurer; (d) any three elected members of the General Committee; (e) at least twenty Members of the Club who are entitled to attend and vote at General Meetings of the Club, OR one fifth of the total membership, whichever is least. The person or persons requisitioning such a meeting shall specify the object in writing and, if appropriate, shall set out fully the wording of any Resolution to be proposed. On receipt of such a requisition the General Committee shall, after consulting the person or persons requisitioning the Meeting, fix a date and time for such Meeting which date shall be within forty days of the date of requisition notice. At least twenty-one days Notice of the Special General Meeting (including the object of any Resolution and the Committee's recommendation) shall be sent by the Secretary to every Member of the Club entitled to attend and vote at General Meetings and shall be posted in the Club House.
- 16.2 No other subject than that thus specified shall be discussed or dealt with at a Special General Meeting.

**17. Proceedings at General Meetings**

- 17.1 The senior Flag Officer present shall be the Chairman of all General Meetings, but should no Flag Officer be present at the time appointed for holding the Meeting, the Members present shall elect one of their number to act as Chairman during the absence of the Flag Officers.

- 17.2 At a General Meeting, thirty Members present in person shall form a quorum. If within half an hour of the time appointed for a General Meeting a quorum is not present, the Meeting shall stand adjourned to the same day in the next week, at the same time and the same place. At any adjourned meeting those Members of the Club present (whatever their number) shall form a quorum, and may transact the business for which the General Meeting was called.
- 17.3 Every question at a General Meeting (unless otherwise expressly provided by these Rules) shall be decided by a majority of votes and every Member of the Club entitled to vote at General Meetings shall have one vote. In the case of equality of votes the Chairman shall have a second or casting vote on any matter other than election of members of the Committee. Members who will be absent from any General Meeting may appoint an alternative person to vote on their behalf, including how they may wish that person to vote, using the appropriate form issued by the Secretary.
- 17.4 At any General Meeting, unless a poll is demanded in accordance with Rule 17.5, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority or lost or not so carried, shall be conclusive.
- 17.5 The Chairman of a General Meeting may demand a poll. In any other case, if a poll be demanded at a General Meeting, the demand must be supported by at least ten Members present and entitled to vote thereat. A poll shall be taken at such time and in such manner, whether by postal vote or otherwise, as the Chairman of the Meeting shall decide, but it must be taken within 14 days of the Meeting at which it was demanded. The result of the poll as declared by the Chairman shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- 17.6 Whenever there is competition in the case of elections of Flag Officers or the Honorary Treasurer or elections of members to the General Committee, the matter shall be put to the vote of those present, whether in person or by proxy, and entitled to vote. 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 the majority of those present at the Annual General Meeting, and entitled to vote, vote in favour of such election. In the event of the ballot failing to determine an election because of an equality of votes the candidate or candidates to be elected from those having an equal number of votes shall be determined by lot.
- 17.7 At any General Meeting all Members may vote save Members under the age of 18 years and also ex-Officio Honorary Members.

**18. Rescinding Resolutions**

When a resolution has been passed at a General Meeting of the Club or at a meeting of the General Committee, it shall not be competent at a subsequent meeting of the Club or, as the case may be, General Committee to rescind the resolution upon a mere question of confirmation of the Minutes. A special notice of motion shall in each case be necessary.

**19. Financial Statements**

The Financial Statements of the Club shall be made up to and for the twelve months' period ending on 31<sup>st</sup> December in each year. Such Financial Statements shall comprise a balance sheet, a statement of income and expenditure and/or profit and loss account and such other financial information as the General Committee shall think fit, and shall be audited by the auditors prior to their presentation to Members.

**20. Classes and Election of Members**

20.1 Membership of the Club shall be divided into such categories or classes as the General Committee may from time to time determine and, unless and until otherwise determined, shall be divided as follows -

- A Child Member (under 12)
- B Junior Member (12-18)
- C Student Member (19-25) - see Note 2
- D Young Member (19-25)
- E Member (30-62) - see Note 3
- F Partner of E—see Note 3
- G Senior Member (63+) - see Note 4
- H Senior Partner of G - see Notes 3 and 4
- I Overseas Member
- J Life Member
- K Honorary Life Member
- L Honorary Member
- M Temporary Member

**Notes**

- 1. The effective date for age related criteria is the 1st of January of the current subscription year.
- 2. To qualify, Category C members must be in full time education and produce a certificate to that effect.
- 3. A Category F or H Member, i.e. the Partner of a Category E or G Member, is an individual living at the same address as the Member and in a long term relationship.
- 4. The transfer from Category E to G is automatic upon attaining the age of 63 before 1st January of the subscription year. There is no time bar (as was previously the case). Either the Member or Partner of the Member (whoever attains the age of 63 first) will qualify for the Senior Rate.
- 5. A 'Senior Partner' H is the partner, irrespective of age, of a Senior Member G. Either can qualify for G or H.
- 6. A registration fee is additionally payable in respect of each new member. In the case of a couple or family joining, only one Registration Fee is payable

- 20.2 For the purposes of this Rule, a Full Member is a Member aged 18 years or over, with the exception of Overseas Members and Honorary Ex-Officio.
- 20.3 The election of candidates to all classes of membership shall be the responsibility, and shall be at the discretion, of the General Committee.
- 20.4 All candidates for membership as Full Members, and Overseas Members, excluding Life and Honorary Life, must be proposed and seconded by two Full Members of not less than two years' standing as Full Members.
- 20.5 A person who is, or is eligible for election as, a Full Member or a Junior Member, and whose usual place of abode is outside the United Kingdom of Great Britain and Northern Ireland, the Republic of Ireland, the Isle of Man or the Channel Islands, or who by reason of his or her profession or occupation is likely to be resident outside those territories for more than 18 months, may at any time prior to 1<sup>st</sup> October in any year, apply to be admitted as an Overseas Member of the Club with effect from the following year. If the General Committee is satisfied that such be the case, the applicant may be admitted by the General Committee to such class of membership as from the following year. The General Committee may cancel a person's classification as an Overseas Member at any time, if in the opinion of the General Committee, circumstances affecting that person's usual abode or residency have changed such that membership as an Overseas Member has ceased to be applicable to him or her and, in that event, the person concerned shall, as from the date of the General Committee's resolution to cancel such classification, become a Full Member or Junior Member, as appropriate and liable from the date of such resolution to pay the subscription applicable to a Full Member or Junior Member (as the case may be).
- 20.6 The General Committee shall have the power to admit any person as an Honorary Member or an Honorary Life Member, on such terms as it may think fit, but the total number of such Members shall not at any one time exceed five per cent of the total number of Full Members. The Secretary shall give to a person elected as an Honorary Member or Honorary Life Member written notice of his or her election together with a copy of these Rules and, upon such person indicating in writing his or her willingness to accept such membership, he or she shall become an Honorary Member or, as the case may be, Honorary Life Member of the Club. Neither an Honorary Member nor an Honorary Life Member shall pay a registration fee or any subscription (but shall not be entitled to a refund of all or any part of any fee or subscriptions previously paid by him or her). Honorary Members and Honorary Life Members shall be entitled to all the privileges and benefits of full membership of the Club.
- 20.7 The General Committee shall have power to elect temporary Members, on such terms as it may determine, for any period not exceeding 14 days provided that there shall not be at any one time more than 50 temporary

Members. Subject to the discretion of the General Committee, under normal circumstances no individual may be elected to temporary membership for more than one period in any three years. Every candidate for temporary membership shall be proposed by one Member and seconded by another Member in writing addressed to the Secretary. The Proposer shall furnish the General Committee with such information regarding the candidate as the General Committee shall reasonably require. The General Committee shall proceed to the election at its first meeting held after the expiration of two clear days from receipt by the Secretary of such proposal and information. Temporary Members shall not be called upon to pay any registration fee, but shall pay such subscription as the General Committee may determine. Temporary Members shall be entitled to all the benefits and privileges of membership except that they may not purchase or wear any item bearing the Club Insignia.

- 20.8 Any person who is, or is eligible to become, a Full Member of the Club may, upon such terms as the General Committee may think fit (including, without limitation, by the making of lump sum payments to the Club, the compounding of annual subscriptions or by way of inducement or reward in connection with the raising of funds, the acquisition of assets or the incurring of expenditure by the Club), be admitted to life membership and, having been so admitted, such person shall continue as a Life Member unless and until he or she resigns or is expelled or otherwise removed as a Member in accordance with these Rules. A Life Member shall be entitled to all the privileges and benefits of full membership of the Club.
- 20.9 Each proposal for membership as a Full Member, Junior Member and Overseas Member must be submitted on the specified form showing the Candidate's name and address, date of birth, profession or business, yachts owned and Clubs of which he or she is a Member. The Proposal Form shall be signed by the Proposer and the Seconder, and shall be accompanied by supporting letters giving all material particulars as to their knowledge of the Candidate. The particulars from the Proposal Form together with the names of the Proposer and Seconder shall be posted in the clubhouse for not less than fourteen days prior to election.
- 20.10 The admission of a person to Junior Membership shall require the written consent of a Parent or Guardian of the person concerned, such form of consent to bring Rule 30.4 to the specific attention of such Parent or Guardian.
- 20.11 Notwithstanding anything contained elsewhere in these Rules, persons may not be elected to membership, or be admitted as candidates for any class of membership or to any privileges of membership, without an interval of at least two clear days between their nomination or application for membership and their election to membership.

**21. Subscriptions and Registration Fees**

- 21.1 With the exception of Honorary Members, Members shall, upon their election as such, pay a Registration Fee and this may, at the discretion of the General Committee, be suspended or reduced in special circumstances. All Members shall pay an annual subscription unless otherwise provided in these Rules or, in the case of Life Members, in the terms of such membership. Registration fees and subscriptions may be of differing amounts for differing categories or classes of membership. Subject to Rule 21.2, the respective amounts of registration fees and subscriptions for the different categories and classes of membership shall be as from time to time determined by the members of the General Committee.
- 21.2 All registration fees and subscriptions may be increased with effect from 1<sup>st</sup> January in each year by a maximum amount of 10% above the previous year's rates plus the percentage increase in the amount of the Retail Price Index (as defined below) prevailing on the preceding 31<sup>st</sup> July for the twelve months prior to such 31<sup>st</sup> July. The new subscription and registration fee shall be rounded up to the nearest pound. For the purposes of this Rule, "Retail Price Index" means the Retail Price Index published by the Central Statistical Office or, if such index ceases to be published, such other index as is published by HM Government as an indication of increases in cost of living and so that, if the bases upon which such Retail Price Index or other index are compiled shall differ in any respect which, in the opinion of the General Committee (after consultation with the Auditors) is material, then the amounts of any increase in fees and subscriptions pursuant to this Rule shall be adjusted in such manner as the General Committee shall in its opinion (after consultation with the Auditors) consider to be fair and reasonable to take account of such difference(s). Subject to the foregoing, the respective amounts for the time being of registration fees, and subscriptions for the differing classes of membership of the Club, may not be altered except by resolution of the Members of the Club passed in General Meeting.
- 21.3 Depending on current legislation that might come into force, all registration fees and subscriptions may be liable to Value Added Tax at the applicable rate from time to time in force.
- 21.4 Changes of liabilities to pay differing subscriptions arising from a Member moving from one age group to another shall take effect at the end of the calendar year in which the specified age is attained. Annual subscriptions shall be due and payable by 1<sup>st</sup> January in each year, or by such other date as the General Committee may from time to time determine. A Member whose annual subscription is more than three months in arrears shall not be entitled to have any say in the management of the Club or the elections of Flag Officers, the Honorary Treasurer, members of the General Committee or Members of the Club nor shall he or she be entitled to receive notice of or to vote at any General Meeting of the Club.

- 21.5 Registration fees and subscriptions shall be paid by such method or methods as the General Committee may from time to time require or accept and, without limiting the foregoing, the General Committee may require such payments to be made by Bankers' Order or Direct Debit (except that the requirement to pay by Direct Debit may not be imposed upon persons who are Members of the Club on 1<sup>st</sup> October 1987 without their written consent). The General Committee shall be entitled to impose as a condition of membership of the Club (other than as Junior Members) that the candidate agrees throughout his or her membership to pay his or her subscriptions by Direct Debit and shall also be entitled to waive that condition either generally or in any particular case.
- 21.6 A person elected to membership before 31<sup>st</sup> May in any year shall pay the registration fee and full subscription for that year. Persons elected after 31<sup>st</sup> May shall pay the registration fee, and one twelfth of the annual subscription for each remaining month of that year including the month of election.
- 21.7 The General Committee shall not later than 21<sup>st</sup> October in each year give notice to each Member of the Club of the amount of the subscription payable by him or her for the year commencing on the next following 1<sup>st</sup> January. Such notice shall, except in the case of Members paying by way of Direct Debit, request payment of the relevant amount of subscription to be made not later than the following 31<sup>st</sup> December.
- 21.8 The General Committee may, if it thinks fit, offer a discount on the amount of subscriptions payable for any year (whether for all subscriptions or for specified types of subscription levels) by way of inducement for prompt payment provided that any such discount shall automatically be extended to Members paying their subscriptions of the type concerned by direct debit. Alternatively, an additional charge of up to ten per cent of the subscription may be levied upon Members whose subscriptions are not paid in full within fourteen days of the due date.

## **22. Resignations**

- 22.1 Members wishing to withdraw from Membership of the Club must give notice, in writing, to the Secretary on or before the 30<sup>th</sup> November immediately prior to the year as from which such withdrawal is to take effect, otherwise they will be liable for the full amount of the relevant subscription payable for that year.
- 22.2 The General Committee shall have discretionary powers to reinstate a Member who has resigned without that Member being called upon to pay a further Registration Fee.

## **23. Complaints, Removal and Expulsion from Membership**

- 23.1 Complaints Procedure

- 23.1.1 Members wishing to register a complaint on behalf of themselves or their guests in relation to the Club, any of its Members or its staff must confirm such a complaint, in writing to the Secretary, unless the Secretary is the subject of the complaint. In such case the complaint shall be addressed to a Flag Officer.
- 23.1.2 Upon receipt of a complaint the Secretary or Flag Officer concerned shall, as soon as possible, investigate the matter and respond in writing to the Complainant. All correspondence will be made available to the General Committee.
- 23.1.3 If the matter cannot be resolved by the Secretary or Flag Officer concerned, the Member may refer the complaint to the General Committee who will appoint two of its members to review the matter. Having investigated the matter the reviewing members shall, as soon as practicable, make a recommendation to the General Committee as to the appropriate course of action. The course of action agreed by the Committee shall be notified to the Complainant as soon as practicable.
- 23.1.4 If the Complainant is still dissatisfied, the matter will be referred to the Commodore whose decision will be final. Should the Commodore be the subject of the complaint the matter will be referred to another Flag Officer for a final decision.

#### **Notes**

- (a) In the case of any formal complaint written statements should be made by those concerned and any witnesses as soon as possible and forwarded to the Secretary or appropriate Flag Officer.
- (b) Any member of staff who wishes to register a complaint with reference to the Club, a Member, guest or other member of staff should follow the procedure detailed by the General Committee, copies of which are available to all staff members.

#### **23.2 Removal from Membership**

A Member whose subscription has not been fully paid within six weeks of the due date thereof shall be notified by the Secretary that, if it is not paid in full within a further period of four weeks, his or her name will be posted in the Club. A Member whose name is thus posted shall be informed by the Secretary. A Member whose subscription is still unpaid within three months of the due date, therefore, shall cease to be a Member of the Club, his or her name shall be removed from the List of Members and a notification to that effect shall be sent to him or her by the Secretary. The General Committee shall be empowered to take into consideration the case of any Member whose entrance fee or subscription is unpaid within three months of the due date thereof, and to restore his or her name to the List of Members provided he or she is able to offer a satisfactory explanation as to the cause of the omission to pay.

23.3 Expulsion from Membership

- 23.3.1 In case any Member wilfully infringes any of the Club Rules or Bye-Laws for the time being in force, or in case his or her conduct either in or out of the clubhouse shall in the opinion of the General Committee be injurious to the character or interests of the Club, the General Committee may call upon such Member to furnish it with a written explanation within a reasonable stated time. If he or she shall not within such time offer the General Committee such explanation or if, after due consideration, any explanation which he or she may have offered is considered by it to be insufficient or unsatisfactory, the General Committee shall inform the offending Member of that fact and recommend him or her to resign. If he or she does not so resign within one month from the date of such recommendation, the General Committee may proceed forthwith to expel him or her, and to erase his or her name from the list of Members, and such offending Member of the Club shall thereupon cease for all purposes to be a Member of the Club and be disqualified from entering or being entertained in the clubhouse, and from using the Club premises or property for any purpose.
- 23.3.2 If at any meeting of the General Committee at which a quorum is present the Members present are unanimously of the opinion that the conduct of any Member is sufficient to warrant his or her immediate expulsion, they shall be empowered to expel him or her forthwith, and in either case, notice of the decision of the General Committee shall be forwarded to the Member concerned.
- 23.3.3 If a Member expelled under Rule 23.3.1 or 23.3.2 is aggrieved by the decision of the General Committee, then he or she shall have the right to demand that a Special General Meeting be summoned at his or her expense to consider his or her reinstatement which he or she may attend. A majority vote of the Members present at such Special General Meeting shall be final and binding.

**24. Insolvency of Members**

Any Member becoming a bankrupt, or entering into, or proposing with, or to, his or her creditors a composition in satisfaction of his or her debts or a scheme of arrangement of his or her affairs under current insolvency legislation shall thereupon cease to be a Member of the Club, and shall forfeit all rights in and claim upon the Club or its property. The General Committee may, after due enquiry, re-admit such person as a Member without payment of a further Registration Fee.

**25. Visitors**

- 25.1 Members of any RYA affiliated Club or Association skippering yachts visiting Yarmouth, able and willing to furnish evidence of such membership and persons owning or skippering yachts competing in races

and rallies organised by or in conjunction with the Club and, in each such case, their crew members, may use the Club premises after entering their names and addresses and signing in the Visitors' Book. In the case of races and rallies such use may extend to the day before and the day after the event in question. All persons so using the Club's premises shall be subject to these Rules and Bye-laws.

- 25.2 Notwithstanding Rule 25.1, visiting yachtsmen from foreign countries arriving in Yarmouth by boat may use the Club facilities but are otherwise subject to these Rules and Club Bye-laws.
- 25.3 Members of other Clubs with which the Club has a formal reciprocal agreement may use the Club facilities whether or not they arrive in Yarmouth by boat, but are otherwise subject to these Rules and Club Bye-laws.
- 25.4 Intoxicating liquor may be sold by or on behalf of the Club for consumption on the premises to visitors using the Club in accordance with Rules 25.1, 25.2 and 25.3 except to persons to whom the supply of intoxicating liquor is prohibited by law.

**26. Guests**

Members shall be allowed to introduce guests subject to such Bye-laws as the General Committee shall make from time to time, and every such guest shall be considered the guest of, and shall be accompanied by, the Member introducing him or her provided that no person shall be introduced more than seven days in any period of twelve months or whose conduct or presence in the clubhouse shall be considered by the General Committee to be objectionable or prejudicial to the interest of the Club. Names of guests must be entered in the Visitors' Book on each occasion upon which they use the Club premises.

**27. Social Functions**

- 27.1 There may be admitted to the Club premises (in addition to Members and other persons admitted under Rule 25 or 26) persons attending any social function held there with the prior approval of the General Committee. Intoxicating liquors may be sold to such persons by or on behalf of the Club for consumption on the premises.
- 27.2 The number of social functions to which such persons are admitted, and at which intoxicating liquor is sold to such persons, shall not exceed twelve or such higher number as may be permitted by licensing laws and the terms of the Club's liquor licences from time to time.

**28. Borrowing Powers**

- 28.1 If at any time the Members in General Meeting shall pass, by a minimum of seventy-five percent of the Members who vote either in person or by

proxy at such a meeting, a resolution authorising the General Committee to borrow money the General Committee shall thereupon be empowered to borrow for the purposes of the Club such amount, either at one time or from time to time, and at such rate of interest (if any), and in such form and manner, and upon such security as shall be specified in or authorised by such resolution, and thereupon the General Committee shall make all such dispositions of the Club property, or any part thereof, and enter into such arrangements in relation thereto as it may deem proper for giving security for the amount borrowed and interest. All Members of the Club at the time of passing of the resolution, and all persons becoming Members of the Club after the passing of such resolution, shall be deemed to have assented to the same as if they had voted in favour of such resolution.

- 28.2 The General Committee may, and is hereby empowered, without the authority of such resolution, to obtain temporary loans or overdrafts from the Club's Bankers, with or without security, in the ordinary course of the management of the Club.

**29. Investment Powers**

The General Committee may invest surplus funds of the Club in "narrower-range investments" (as defined by the Trustee Investments Act 1961) and may sell, realise, transpose or otherwise dispose of such investments. All such investments and all such sales, realisations, transpositions and other disposals shall be made by the General Committee.

**30. Limitation of Liability and Responsibility of Members**

- 30.1 Members of the Club, their guests and visitors, use the Club premises, and any other facilities of the Club, entirely at their own risk and in so doing agree that:-

- (a) the Club will not accept any liability for and damage to or loss of property belonging to Members, their guests or visitors to the Club;
- (b) the Club will not accept any liability for personal injury arising out of the use of the Club premises and any other facilities of the Club, or out of participation in any race or rally organised by the Club, whether sustained by Members, their guests or visitors, or caused by the Members, their 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 the Flag Officers, Members of the General Committee or any other Committee or sub-Committee or other Officers or employees of the Club; and
- (c) before inviting any guests or visitors on to the Club premises or to participate in events organised by the Club, Members will draw their attention to this Rule.

- 30.2 Race Officials, Rally and other Event Organisers and any persons acting on their behalf shall not be liable for any loss, damage, death or personal injury howsoever caused to the owner/competitor, his or her skipper or crew, as a result of their taking part in any race or races or rallies. Every owner/competitor shall be responsible for ensuring the suitability of his or her vessel for the race or races or rallies.
- 30.3 The safety and entire management of a vessel, including insurance, shall be the sole responsibility of the owner/competitor who must ensure that the vessel is fully sound, thoroughly seaworthy and manned by a crew sufficient in number and experience who are physically fit to face bad weather. The owner/competitor must be satisfied as to the soundness of the hull, spars, rigging, sails and all gear and engines. He or she must ensure that all safety equipment is properly maintained, stowed, and in date, and that the crew know where it is kept and how it is to be used.
- 30.4 Parents and guardians have sole responsibility for their children or wards and must appreciate that the Club does not, nor shall any Officer, Committee Member or employee of the Club be required to, exercise supervision or control.

**31. Indemnities**

- 31.1 Flag Officers, the Honorary Treasurer of the Club, members of the General Committee (and members of any of its sub-Committees), Guardians, Race Officials, Rally and other Event Organisers and any persons acting on their behalf shall be entitled at all times to be indemnified (except to the extent that they are entitled to be indemnified by any insurances effected pursuant to Rule 31.2) out of the Club's assets against all costs, charges, expenses, losses and liabilities sustained or incurred by them in the conduct of the management of the Club, or in or about the execution of their duties as such or otherwise in relation thereto. Without limiting the foregoing, such indemnity shall extend to any liability which any of them may suffer or incur as a consequence, directly or indirectly, of them giving to bankers or others, at the request of the General Committee, personal indemnities in connection with any scheme operated by the Club at the direction of the General Committee for the collection of registration fees and/or subscriptions by direct debit.
- 31.2 The General Committee may, at the expense of the Club, effect such insurances for the benefit of any person or persons entitled to be indemnified out of the Club's assets under Rule 31.1 as the General Committee shall from time to time think fit.

**32. Distribution of any Profits or Surpluses**

The Club is a non-profit making organisation. All profits or surpluses will be used to maintain or improve the Club's facilities. No profit or surplus will be distributed other than to another non-profit making body.

**33. Register of Members**

The Club shall keep a register of Members in which there shall be entered the names, addresses and dates of birth of all Members and their class of membership. Membership of the Club and acceptance of these Rules by Members will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Act 1984.

**34. Dissolution**

34.1 The Club shall be dissolved if it is so resolved by a majority of not less than three fourths of such Members as, being entitled to do so, vote at a Special General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given. Any such meeting shall be called by not less than twenty one days' notice, and such notice shall set out verbatim the resolution for the dissolution of the Club and the disposal of its assets which is to be proposed. If there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Club but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and if and so far as effect cannot be given to such provision, then to some charitable object.

34.2 On the passing of such a resolution as aforesaid, the General Committee shall forthwith, or at such date as shall be specified in such resolution, proceed to realise the property of the Club and to discharge all liabilities.

**35. Amendment of Rules**

These Rules may be altered or repealed and new Rules may be added by, or pursuant to any authority conferred by, resolution passed at a General Meeting. Any reference in these Rules to 'these Rules' or 'the Rules of the Club' shall include a reference to the Rules of the Club from time to time amended in accordance with this Rule.

**36. Interpretation of Rules**

36.1 Words denoting the masculine gender shall include the feminine gender and singular words shall include the plural number.

36.2 If there shall be any conflict between the Club Memorandum & Articles of Association and these Rules the former shall prevail.

36.3 If there shall be any conflict between these Rules and the Club By-laws the Rules shall prevail.

36.4 The General Committee shall be the sole authority for the interpretation of these Rules, and of the Bye-laws made hereunder, and the decision of the General Committee upon any question of interpretation or upon any matter affecting the Club, and not provided for by these Rules or under the Bye-laws made hereunder, shall be final and binding on the Members.

**37. Royal Solent Yacht Club Limited**

- 37.1 The Club premises and all Club property shall remain vested in the Royal Solent Yacht Club Ltd.
- 37.2 Royal Solent Yacht Club Ltd shall be a company limited by guarantee. The limit of liability for each individual member shall be £1 (one pound).
- 37.3 Any investments shall be registered in the name of the 'Royal Solent Yacht Club Ltd'.
- 37.4 All members of the General Committee shall be Directors of the Company and the Commodore shall be its Chairman.
- 37.5 The Honorary Treasurer shall be the Company Secretary.

**38. Notices**

Any notice required by these Rules to be given or sent to a Member of the Club, or a member of the General Committee, or any of its sub-Committees, (except notice of a special meeting of the General Committee given under Rule 12.1) shall be posted or delivered to the address of the Member appearing in the Register of Members or to such other address as the Club Member or General Committee or sub-Committee member shall have given to the Secretary for the service of notices. Such notices shall be deemed to have been served 48 hours after due posting or delivering.

These are the Rules of the Club as amended at the General Meeting held on 18th April 2009.

