

HERNE BAY SAILING CLUB CONSTITUTION

SECTION 1 - NAME AND OBJECTS

1. The name of the Club shall be 'The "Herne Bay Sailing Club Limited" (hereinafter referred to in these rules as the Club).
The Burgee of the Club is to be triangular Blue with Amber stripe.
2. The objects for which the Club is formed are to promote and facilitate community participation in the sport of yachting and to provide social and other facilities for members as may be from time to time determined.

SECTION 2 - OFFICERS

Officers
of the
Club

3. The Officers of the Club shall be voting members of the Club and shall consist of a Commodore, a Vice-Commodore, a Rear-Commodore, a Rear-Commodore House, a Sailing Secretary, a Training Principal, an Honorary Secretary, an Honorary Treasurer and an Honorary Membership Secretary. 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.

Duties
of Honorary
Secretary

4. **Duties of Honorary Secretaries etc.**
 - 4.1 The Honorary Secretary (and/or the Assistant Honorary Secretary) shall:-
 - (a) Conduct the correspondence of the Club;
 - (b) Keep custody of all Club documents;
 - (c) Keep full minutes of all General meetings of the Club, and the Committee as defined in S.4 which shall be confirmed and signed by the appropriate Chairman upon the agreement of the Club or the Committee at the next following meeting of the Club or the Committee.
 - (d) Maintain contact with the Club's Legal Advisor to ensure that the Club's affairs are managed in accordance with current law.
 - (e) Maintain any such certificates or registrations, and complete any such non-financial returns, as may be required by law.

Duties of
Honorary
Membership
Secretary

- 4.2 The Honorary Membership Secretary shall:-
 - (a) Keep a register of Club members' names and addresses;
 - (b) Shall be responsible for the sending out of Membership forms to prospective new members and Membership renewal forms to existing Members for payment of dues by the 1st January each year.

- 4.3 The Honorary Treasurer shall:-

Duties of
Honorary
Treasurer

- (a) Cause such books of account to be kept as are necessary to give a true and fair view of the state of finances of the Club.
- (b) Cause all returns as may be required by law in relation to such accounts to be rendered at the due time.
- (c) Administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its Officers and its members;
- (d) Prepare an Annual Balance Sheet as at 31st March in each year and cause such Balance Sheet (and accounts as necessary) to be audited at least once annually and shall thereafter cause the same to be exhibited in the Club premises at least fourteen days before the date of the Annual General Meeting.

4.4 The Auditors shall:-

Duties of Honorary
Auditors

- (a) Be appointed at the Annual General Meeting in each year.
- (b) The Auditors shall audit the accounts and Annual Balance Sheet of the Club when called upon to do so and shall give such certificate of assurance as to the accuracy of the said accounts as shall be required by law or by the Committee;
- (c) If either unwilling or unable to act, inform the Committee who shall appoint a substitute to hold office until the termination of the next Annual General Meeting.

SECTION 3 - MEMBERSHIP

Categories and
votes of
Membership

- 5. There shall be the following categories of membership with power to vote at all meetings of the Club as indicated hereunder. The rights and privileges of each category of members are as defined in the latest edition of the byelaws of the Club.

A FULL MEMBER - being a person who, at the date of election, shall have attained the age of eighteen years shall have one vote.

ADULT COUPLES MEMBERS- which expression shall include husband and wife, one or two co-habiting adults. Each couples member shall have one vote.

A FAMILY MEMBER - which expression shall include one or two adult couples adults and all children within their guardianship under eighteen years of age. Each family member shall have one vote

A STUDENT MEMBER – over 18yrs of age and in full time education. Each student member to have one vote.

A CADET MEMBER - being a person who, at the date of election, is under the age of eighteen shall have no vote.

Such a member shall be one who at the commencement of the subscription year joins the Club other than as a family member.

A COUNTRY MEMBER* – this category of membership is applicable at the discretion of the General Committee to anyone who has been a member for at least three years and now has no residence or place of business within one hundred miles of the Club premises. They shall have no vote.

A LIFE MEMBER – who shall have one vote.

AN HONORARY MEMBER - who shall have one vote.

A NON-SAILING MEMBER* - who shall have no vote.

A TEMPORARY MEMBER - who shall have no vote.

No member may use the Club premises, or any of the facilities of the Club until forty-eight hours have elapsed from the date of posting of notice of election.

Candidates for membership shall have no privileges whatsoever in relation to the use of the Club or premises.

* In the case of Country and Non-Sailing membership sub categories of Family and Couples are available as for Full Membership.

Membership Joining
& Subscription Fee

6. The rate of Joining and Subscription fee for each category of Membership shall be proposed by the Committee to the members at the Annual General Meeting 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 first day of January in the year following. The current rate of Joining and Subscription fee shall be prominently displayed in the Club premises.

(a) Membership of the Club shall be open to anyone interested in the sport of yachting on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. Membership may however be limited according to available facilities on a non-discriminatory basis.

(b) Membership subscriptions will be kept at levels that will not pose a significant obstacle to people participating.

(c) The Club Committee may refuse membership or, subject to Rule 15, remove it, only for good cause such as conduct or character likely to bring the Club or sport into disrepute. Appeal against refusal of membership may be made to the members.

7. Members shall also make the following annual payments:-

(a) An annual boat registration fee of such a sum as the Committee shall from time to time prescribe which shall entitle a member, to use the Club's slipway, sail his or her own boat on the water controlled by the Club and a space in the Club's boat park if required.

(b) All members shall pay the Joining fee (if any) and their first annual subscription upon election to the Club and thereafter on the first day of January in each year. Provided that a member elected after the first day of June in any year shall pay half the annual subscription applicable for that year and that a member elected after the first day of November in any year shall not be required to pay any subscription in respect of the year of election, but shall pay, on election, the Joining fee and the annual subscription in respect of the year following election at the next years rate.

Discount for prompt payment of fees and payment by instalments will be made available at the discretion of the General Committee.

(c) Notwithstanding the timing of payments specified in clauses 7.(a) and 7.(b), members may elect to pay the fees due, including joining fees, annual membership fees and boat registration fees, by monthly

payments, via Bank Standing Orders. The amount and timing of each monthly payment shall be advised to participating members by the Membership Secretary based upon the amount of the Fees due each year, divided by the number of months remaining in the year following election to or renewal of membership, rounded up to make each payment equal.

Members' duty to provide an up to date address 8. Every member shall furnish the Honorary Membership Secretary with an up-to-date address which shall be recorded in the Register of Members and any notice sent to such address shall be deemed to have been duly delivered.

Election and retirement of members

Application for membership 9. An application for membership shall be in the form from time to time prescribed by the Committee, and shall include the name, address, and occupation of the candidate.

Election of Members 10. Upon receipt of an application for membership, the Honorary Membership Secretary shall enter such application in a Register of Candidates and shall cause the application form to be prominently displayed in the Club premises for at least two days before the meeting of the Committee at which such application for membership shall be considered. The election of all classes of members is vested in the Committee and shall be a simple majority vote of those of the Committee. The Committee may refuse applications only for good cause such as conduct or character likely to bring the Club into disrepute. The Honorary Membership Secretary shall inform each candidate in writing of the candidate's election or non-election. He shall furnish an elected candidate with a copy of the Rules and Byelaws of the Club and make request for such payments as are necessary.

Appeal against refusal to elect may be made to the members in General Meeting.

Payment of Fees upon Election 11. Upon election, a candidate shall pay, within one calendar month, such Joining and other fees as shall be requested. In default of such payment, the election shall be void unless sufficient cause for delay be shown.

One years temporary absence of member 12. A member who, for any reason, anticipates inability to use the Club or its facilities for the whole of any one year shall be excused payment of the annual subscription and other annual fees provided that notice in writing is given to the Honorary Membership Secretary before the last day of November in the previous year. A member wishing to be re-instated during the year in question shall pay such portion of the annual subscription as the Committee shall require.

Retirement of a member 13. A member desirous of retiring from membership shall give notice in writing to the Honorary Membership Secretary before the last day of November and shall not then be liable to pay the subscription for the following year. Upon re-application by a past member the Committee may, at its discretion, excuse payment of a joining Fee.

Arrears of Subscription 14. The Committee may cancel, without notice being given, the membership of any member whose annual subscription and other annual fees are more than three months in arrears. In the case of members who have elected for monthly payment of Annual Fees, the period of arrears shall be limited to one month before; provided that the Committee may, at its discretion, re-instate such member upon

payment of arrears. No member whose annual payment is in arrears may enter any Club event or regatta or vote at any meeting.

Conduct of Members

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| Under-taking by members to comply with rules | 15. | Every member, upon election and thereafter, is deemed to have notice of, and impliedly undertakes to comply with, the Club Rules and the current Byelaws and Regulations of the Club. Any refusal or neglect to do so, or any conduct which, in the opinion of the 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 Committee. |
| Expulsion of members | | <p>PROVIDED THAT, before expelling a member, the Committee shall call upon such member for a written explanation of the member's conduct and shall give the member full opportunity of making explanation to the Committee, or of resigning.</p> <p>A Resolution to expel a member shall be carried by a simple majority vote by those members of the General Committee present and voting on the Resolution.</p> <p>Appeal against expulsion may be made to the members in General Meeting.</p> |
| Guests in the Club | 16. | Members shall enter the names of all guests in the Visitor's Book. The same guest may not be introduced more than four times in any calendar year. |
| Damage to Club property | 17. | A member shall not knowingly remove, injure, destroy or damage any property of the Club and shall make restitution for the same if called upon to do so by the Committee or by the Honorary Secretary upon the instructions of the Committee. |
| Settlement of Accounts | 18. | A member shall settle any indebtedness for refreshment or otherwise before leaving the Club premises, or in accordance with any byelaw relating to the settlement of such indebtedness. |
| Complaints | 19. | Complaints of any nature relating to the management of the Club premises shall be addressed in writing to the Honorary Secretary. Under no circumstances shall a servant of the Club be personally reprimanded by a member. |
| Members of other RYA Clubs | 20. | A member of any Club affiliated to the Royal Yachting Association (a list whereof is published by the said Association) may be authorised to use the premises of the Club by any member of the Committee of the Club. Such authorisation shall specify between which dates the said person may so use the premises. |
| Competitors in Club races | 21. | Any person who is a competitor or crew member in any race or event sponsored by or on behalf of the Club is entitled to the use of the Club premises within a period of 24 hours before and after the race or event in which they are competing. |
| Power to expel those admitted under rules 25 & 26 hereof | 22. | The Honorary Secretary or any other person who has received the authority of two members of the Committee, may expel, temporarily or permanently, any person who has the right to the use of the Club premises only under Rules 20 and 21. |
| Limitation of Club liability | 23. | <p>Limitation of Club liability</p> <p>Members, their guests and visitors are bound by the following Rule which shall also be exhibited in a prominent place within the Club premises:-</p> |

Members of the Club, their guests or visitors may use the Club premises, and any other facilities of the Club, entirely at their own risk and impliedly accept that:-

(a) The Club will not accept any liability for any damage to or loss of property belonging to members, their guests or visitors to the Club.

(b) The Club will not accept any liability of personal injury arising out of the use of the Club premises, any other facilities of the Club either sustained by 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, Committee or servants of the Club.

24. 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 Acts.

SECTION 4 - GENERAL COMMITTEE

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| Constitution of Committee | 25. | The General Committee (herein referred to as 'the Committee') shall consist of the Officers, ex officio, and not less than four voting members elected at the Annual General Meeting each year to hold office until the termination of the next following Annual General Meeting. |
| Candidates for election to Committee | 26. | Candidates for election to the Committee (not being Officers of the Club) shall be those members of the retiring Committee eligible to offer themselves for re-election and such other voting members whose nominations (duly proposed and seconded by voting members of the Club) with their consent. |
| Election of Committee by ballot | 27. | If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot. |
| No contest for election | 28. | 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. |
| | 29. | In the event of the ballot failing to determine the members of the Committee 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. |
| Casual vacancy | 30. | If, for any reason, a casual vacancy shall occur, the Committee may co-opt a voting member to fill such a vacancy until the next following Annual General Meeting. |
| Retiring Commodore ex officio Committee Meetings | 31. | A retiring Commodore may serve as an ex officio member of the Committee in the year immediately following his retirement. |
| | 32. | The Committee shall meet at least every two months making such arrangements as the conduct, place of assembly and holding of such meetings as it may wish. The Commodore or in his absence a Chairman elected by those present shall preside. |
| Voting at Committee | 33. | Voting (except in the case of a resolution relating to the expulsion of a member) shall be by show of hands. In the case of equality of votes the Commodore or Chairman (as the case may be) shall have a second and casting vote. |

- Quorum 34. Five members personally present shall form a quorum at a meeting of the Committee.
- Powers of the Committee**
- Management of Club by Committee 35. The Committee shall manage the affairs of the Club according to the Rules and shall cause the funds of the Club to be applied solely to the objects of the Club or for a benevolent or charitable purpose nominated by General Meeting.
- In particular the Committee shall ensure that the property and funds of the Club will not be used for the direct or indirect private benefit of members other than as reasonably allowed by the rules and that all surplus income or profits are re-invested in the Club.
- Powers to make Byelaws and Regulations 36. The Committee shall make such Byelaws and Regulations as it shall from time to time think fit and shall cause the same to be exhibited in the Club premises for fourteen days before the date of implementation. Such Byelaws and Regulations shall remain in force until approved or set aside by a vote of a General Meeting of the Club.
- Appointment of sub-committees 37. The 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 the law. Such sub-committees shall consist of such members of the Committee or of the Club as the Committees may think fit. Officers of the Club shall be ex officio members of all such sub-committees.
- Disclosure of interest to third parties 38. A member of the Committee, of a sub-committee or any officer of the Club, in transacting business for the Club, shall disclose to third parties that he is so acting.
- Limitation of Member's liability 39. The Committee, or any person or sub-committee delegated by the Committee to act as agent for the Club or its members, shall enter into contract only as far as expressly authorised, or authorised by implication, by the members. No one shall, without the express authority of the membership in General Meeting, pledge the credit of the membership.
- Members indemnification of Committee 40. In pursuance of the authority vested in the Committee by members of the Club, members of the 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 any individual member's indemnity in this respect shall be a sum of one Pound.
- Nomination of Honorary Members by Committee 41. The Committee may nominate Life and Honorary Members as the Committee may think fit.
- Purchase and supply of excisable goods**
- Purchase & Supply of Excisable Goods 42. The purchase for the Club of excisable goods and the supply of the same upon Club premises shall be exclusively and solely under the control of the Committee, or of a special sub-committee appointed by the Committee.
- Intoxicating liquor may only be sold for consumption on the Club premises to persons over the age of eighteen who are entitled to the use of the Club premises in pursuance of the Rules, Byelaws and

Regulations for the time being in force. No Cadet Member under the age of eighteen may purchase or attempt to purchase intoxicating liquor within the Club premises nor may a Member under the legal age purchase or attempt to purchase tobacco or cigarettes within the Club premises.

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| Hours of Sale of Excisable Goods | 43. | The Committee shall cause the Club bar to be opened (subject to terms of the Club premises certificate) at convenient times for the sale of excisable goods to persons who are entitled to the use of the premises of the Club in pursuance of these rules (except Members under the Legal age as aforesaid) PROVIDED THAT visitors' names and addresses and the name of their introducer shall have been entered in the Visitor's Book upon entry to Club premises. |
| Profits from Sale of Excisable Goods | 44. | No person shall take a commission, percentage or other such payment in connection with the purchase of excisable goods for the Club. Any profit deriving from the sale of such goods shall (after deduction of the costs of providing such goods for the benefit of the Club) be applied to the provision of additional amenities or the purchase of property to be held in trust for the benefit of the Club. |
| Accounts relating to excisable goods | 45. | Proper accounts of all purchases and receipts shall be kept and presented at the Annual General Meeting in each year and such information as the Honorary Treasurer or Auditor may require shall be furnished to enable any statutory return or statement and the payment of excise or other duty or tax to be made. |

SECTION 5 - MEETINGS OF THE CLUB

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| Annual General Meeting | 46. | An Annual General Meeting of the Club shall be held each year on a date to be fixed by the Committee. The Honorary Secretary shall at least Twenty one days before the date of such meeting or of any General Meeting as hereinafter mentioned post or deliver to each member notice hereof and of the business to be brought forward thereat. |
| Business at Annual General Meeting | 47. | No business, except the passing of the Accounts and the election of the Officers, Committee and Auditors, and any business that the 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 forty two days before the date of the Annual General Meeting. |
| Special General Meeting | 48. | The Committee may at any time, upon giving twenty one days notice in writing, call a General Meeting of the Club for any special business, the nature of which shall be stated in the summons convening the meeting, and the discussion at such meeting shall be confined to the business stated in the notice sent to members. |
| General Meeting upon request of members | 49. | The Committee shall similarly call a General Meeting upon a written request addressed to the Honorary Secretary by at least 25 voting members. The discussion at such meeting shall be confined to the business stated in the notice sent to members. |
| Chairman at Meetings | 50. | At every meeting of the Club the Commodore or, in their absence, a Chairman elected by those present shall preside. |
| Quorum at Meetings | 51. | Fifteen members entitled to vote and personally present shall form a quorum at any meeting of the Club. |
| Entitlement to vote at Meetings | 52. | Only voting members as defined in section 3 shall vote at any meeting of the Club. Other members may attend but are not entitled to vote. |

- Voting at Meetings 53. Voting shall be by show of hands unless a ballot is required.
- Equality of Votes 54. In the case of an equality of votes the Chairman shall have a second or casting vote, on any matter other than the election of members of the Committee.
- Voting on Rule Change 55. On any resolution properly put to a meeting of the Club relating to the creation, repeal or amendment of any Rule, Byelaw or Regulation of the Club such Rule, Byelaw or Regulation shall not be created, repealed or amended except by a majority vote of at least two-thirds of those present and entitled to vote.

(Provided that no such change shall jeopardise the Club's status as a Community Amateur Sports Club within the meaning of the Finance Acts, or in any event alter its objects or winding-up provisions).

SECTION 7 - DISSOLUTION OF THE CLUB

- Dissolution of the Club 56. (a) 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 not be paid to or distributed amongst the members of the Club. The Committee shall dispose of the net assets (if any) remaining to one or more of the following:
- (i) to another Club with similar sports purposes which is a charity and/or
 - (ii) to another Club with similar sports purposes which is a registered CASC and / or
 - (iii) to the sport's national governing body for use by them for related community sports.

SECTION 8 – BYELAWS

- Rights and privileges of members 57. The present rights and privileges of each category of membership shall be as follows:-
- FULL MEMBERS** shall have the full use of all the Club facilities.
- ADULT COUPLES MEMBERS** shall have the full use of all the Club facilities.
- FULL FAMILY MEMBERS** shall have the full use of all the Club facilities subject only to Rule 42.
- CADET MEMBERS** shall have the full use of all the Club facilities subject only to Rule 42.
- NON SAILING MEMBERS** shall have the full use of the Club-house facilities.
- LIFE, HONORARY, AND COUNTRY MEMBERS** shall have the full use of all the Club facilities.
- TEMPORARY MEMBERS:-**
- (a) Shall have no right to enter Club races or regattas unless specifically authorised by the Honorary Secretary or Committee.
 - (b) Shall have no right to introduce visitors to the Club or the facilities thereof.

(c) Shall have no right to take any part in the management of the Club.

(d) Is deemed to have notice of and impliedly undertakes to comply with the Club rules, current Byelaws and Regulations as if he or she were a member of the Club and so far as the said Rules, Byelaws and Regulations may be deemed to apply to such Temporary Member.

(d) Shall be liable to be expelled from the Club premises or to be prohibited from using the Club facilities if, in the opinion of the Honorary Secretary, he or she shall not have reasonably complied with the above conditions.

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| Control of dogs | 58. | No dogs may be brought into the Club premises, unless well behaved and on a lead. |
| Control of car parking | 59. | Cars may only be parked in areas designated for such parking so as not to cause an obstruction to other cars or to the approaches to the Club premises. |
| Opening of Club premises | 60. | The Club premises shall be open to members at such times as the Committee shall direct. |
| Abandoned Boats and Property | 61. | <p>In addition to the powers given to the Committee under Rule 14, and Rule 36 hereof if, at any time, any fees payable to the Club by any member or former member shall be three months or more in arrears and a vessel or other property of a member or former member remains upon the Club premises, the Committee may:-</p> <p>(a) Move the vessel or property to any part of the Club premises without being liable for any loss or damage to the vessel howsoever caused.</p> <p>(b) Give three months' notice in writing to the member or former member at his last known address as shown in the Club Register and thereafter sell the vessel or other property and deduct any monies due to the Club. (Whether by way of arrears of subscription or annual payments, mooring, boat registration fees or otherwise) from the net proceeds of sale before accounting for the balance (if any) to the member or former member.</p> <p>(c) Alternatively, if the vessel or other property is unsaleable, after giving notice in writing as aforesaid, dispose of the vessel or other property in any manner the Committee may think fit and deem the cost of doing so and any arrears as aforesaid to be a debt owing to the Club by the member or former member.</p> <p>(d) In the case of unidentified property the Club shall give three months notice by means of a notice on the Honorary Secretary's notice board and thereafter sell or dispose of it. Any proceeds will go into Club funds.</p> <p>(e) Further the Club shall at all times have a lien over members' or former members' boats parked or moored on the Club's premises or Club moorings in respect of all monies due to the Club, whether in respect of arrears of mooring fees or boat registration fees or subscriptions or otherwise.</p> |

PROVIDED ALWAYS THAT:-

Proper evidence is available to show that all reasonable steps have been taken to trace a member or former member and that when and if the vessel or other property is sold the proceeds of sale (unless any indebtedness by the member or former member to the Club) shall be placed upon a bank account and retained against the eventuality of a claim by the owner (whether he be the said member or former member or otherwise) for a period of six years.

62 Smoking and
vaping

Smoking and vaping are not allowed within any Club building nor within the curtilage of the Club.