

# 2017 RULES

## Introduction

These are the Rules of the Royal Southampton Yacht Club which exists and operates within and as part of The Royal Southampton Yacht Club Limited, a company limited by guarantee (“the Company”).

### 1. Name

1.1 The name of the club is the Royal Southampton Yacht Club (Club).

### 2. Objects

2.1 The objects of the Club are to encourage and promote yachting in all its aspects and to maintain a clubhouse or clubhouses (Clubhouse) and other facilities for the use of its members (Members).

### 3. Colours

- 3.1 The colours (Colours) of the Club are a field of dark blue with a device thereon of a shield bearing the county roses surmounted by a crown.
- 3.2 The burgee of the Club is a triangular flag of the proportions of two to three on which the Colours are displayed.
- 3.3 The flag of the Admiral is a rectangular flag on which the Colours are displayed.
- 3.4 The flag of the commodore (Commodore) is a swallow tailed pennant of the proportions of two to three and bearing the Colours. The flags of the vice commodore (Vice Commodore) and rear commodores (Rear Commodores) are similar to that of the Commodore except that the flag of the Vice Commodore has one white ball in the upper hoist canton and the flags of the Rear Commodores have two white balls in the upper hoist canton.
- 3.5 The flag of a past commodore (Past Commodore) shall be a swallow tailed pennant of the proportions of two to three and bearing the Colours with the addition of a white ‘X’ in the upper hoist canton.
- 3.6 The membership flag shall be a rectangular flag on which the colours are displayed.

### 4. Ensign

- 4.1 The privileged ensign (Ensign) of the Club is the blue ensign of Her Majesty’s Fleet defaced by a crown superimposed in the centre of the union flag in the upper hoist canton.
- 4.2 The Ensign shall be worn only by the holder of either a warrant issued by the Ministry of Defence to February 1985 or a permit issued by the Club subsequent to such date.
- 4.3 Members shall wear or use only badges, buttons or other Club insignia and apparel which is authorised by the House Committee.

### 5. Membership

- 5.1 The total membership of the Club shall be determined from time to time by the Executive Committee.
- 5.1.1 Individuals aged 18 years and above and organisations, firms and companies and such organisation’s, firm’s and company’s nominees who satisfy the membership criteria shall be eligible for membership.
- 5.1.2 The categories and criteria for membership shall be as set out in these Rules unless otherwise determined by the Members at a general meeting.
- 5.2 **Membership Categories.**
- 5.2.1 There shall be three categories of membership – Full Members and Affiliate Members and Associate Members.
- 5.2.2 All Members shall be Full Members except Affiliate Members and Associate Members. Affiliate Members and Associate Members shall have only the rights and restrictions and limitations of membership set out in these Rules.

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- 5.2.3 Staff Associate Members, Temporary Members and Cadet Members shall be Associate Members.
- 5.2.4 There shall be personal members (Personal Members) and corporate members (Corporate Members). The number of Corporate Members shall not exceed 1 per cent of the total number of Personal Members at any time. The number of Honorary Members shall not exceed 5 per cent of the total number of Members.
- 5.3 **Affiliate Members**
- 5.3.1 The Executive Committee shall have the right from time to time to establish a list of organisations located in the Solent area together with organisations that have similar and compatible interests to those of the Club. Members of such listed organisations may apply to be Affiliate Members strictly in accordance with the rights, restrictions and limitations determined and enforced by the Executive Committee. The list of such organisations and their rights, restrictions and limitations shall be published in the By-laws.
- 5.3.2 Affiliate Members shall be individual Personal Members. Affiliate Members, after not less than three consecutive years as an Affiliate Member in good standing may apply to become Full Members.
- 5.3.3 Affiliate Members shall not have the right to vote at general meetings, to wear the Ensign, to use the belted crest and shall not be entitled to the benefit of reciprocal arrangements. The Executive Committee may also from time to time determine and apply additional or alternative restrictions and limitations.
- 5.3.4 Applicants shall follow the same procedures for membership as all other applicants.
- 5.4 **Honorary Members**
- 5.4.1 Honorary Members and Honorary Life Members shall be Full Members.
- 5.4.2 An Honorary Member shall be a person who is elected as an honorary member by the Executive Committee and (excepting the Admiral) is confirmed annually by the Executive Committee and shall be a person who in the opinion of the Executive Committee has rendered, or is likely to render particular services which the Club wishes to recognise. An Honorary Life Member shall be a person who is elected for life as an honorary member by the Executive Committee and who shall be a person who in the opinion of the Executive Committee has rendered distinguished service which the Club wishes to recognise.
- 5.4.3 A Staff Associate Member shall be a person employed by the Club who shall be recommended for membership by the Executive Committee.
- 5.5 **Corporate Members**
- 5.5.1 A Corporate Member shall be a firm or a limited liability company which shall be accepted for membership at any time.
- 5.5.2 A Corporate Member shall be entitled to propose a minimum of five and a maximum of ten senior employees of 18 years and over as its nominees (Nominees) who shall enjoy the same privileges and obligations as a Personal Full Member.
- 5.5.3 A Corporate Member shall promote only discreetly the advantages and privileges of membership to Nominees or prospective Nominees or otherwise.
- 5.5.4 The same form and procedures for election shall apply to Nominees as apply to Personal Full Members.
- 5.6 **Family Full Membership and Cadet Members**
- 5.6.1 Applications for membership whether Personal (excepting Honorary Members, Life Honorary Members and Associate Members) or Nominees of Corporate Members shall be either individual or family memberships.
- 5.6.2 'Family Membership' means spouse or partner in a relationship and residing together at the same address.
- 5.6.3 Members' children and grandchildren aged under 18 years and registered with the Club, shall be known as cadet members (Cadet Members).

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## 5.7 Voting

- 5.7.1 Full Members (including a spouse or partner under Family Membership) shall be entitled to vote at General meetings of the Club and to seek election as Flag Officers and to the Sailing Committee and to the House Committee as set out herein. Associate Members shall have no voting rights and may not seek election as Flag Officers or for the Committees.
- 5.7.2 A Corporate Member shall not have a vote. Individual Nominees shall have the voting rights of Personal Full Members. Nominees' votes shall be exercised personally by such Nominees.

## 6. Election Of Members

- 6.1.1 The procedure for the election of Members shall be determined by the House Committee which may appoint a Membership Sub-Committee to which it may delegate such powers as it considers reasonable.
- 6.1.2 An applicant for membership shall complete an appropriate application in such form as shall be determined by the House Committee.
- 6.1.3 The House Committee shall elect Members only as set out in these Rules and shall not delegate this responsibility. Elections shall be by ballot and require a majority of 80 per cent of the Members of the House Committee present and voting. Spoiled or incomplete ballot papers shall be discounted.
- 6.1.4 Election to membership shall be at the discretion of the House Committee. The House Committee may amend the procedures for membership and shall not be required to give reasons if an applicant is not elected.
- 6.1.5 An applicant who is unsuccessful at an election shall not make a further application for membership as a Personal Member or a Nominee of a Corporate Member until after the next Annual general meeting.
- 6.1.6 The Club Secretary shall post, for a period of 14 days prior to the election on the notice board in the Ocean Village Clubhouse, details of each application, and the names of new Members shall be posted on the same notice board for a period of seven days immediately following election.

### 6.2 Personal Members

- 6.2.1 A person making an application to be a Personal Member shall be proposed by one Full Member and seconded by another Full Member, and both the proposer and seconder shall know the applicant personally.
- 6.2.2 A person applying to be a Personal Member who is unable to obtain a proposer and seconder may apply supporting the application by relevant written references.
- 6.2.3 Every candidate shall be interviewed by two Members of the House Committee or Membership Sub-Committee or long serving Full Members who shall make recommendations to the House Committee before an election.

### 6.3 Corporate Members

- 6.3.1 A firm or company making an application shall be proposed by one Full Member and seconded by another Full Member.
- 6.3.2 Every Nominee shall be interviewed by two Members of the House Committee or Membership Sub-Committee or long serving Full Members who shall make recommendations to the House Committee before an election.

## 7. Subscriptions And Entrance Fees

### 7.1 Personal Members

- 7.1.1 Personal Members (excepting Life Members) shall pay an annual subscription (Subscription).
- 7.1.2 Subscriptions shall be determined by the Members at a prior annual general meeting. The Executive Committee shall determine from time to time the terms relating to the payment of Subscriptions.
- 7.1.3 The Executive Committee shall also determine from time to time whether an entrance fee (Entrance Fee) shall also be payable by new Members of any

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category and shall determine the amount and terms relating to payment of any Entrance Fee.

- 7.1.4 If a Member shall fail to pay when due the Subscription or Entrance Fee or any agreed instalment of the Subscription and Entrance Fee, the Member will, after 30 days, be deemed to have resigned and will cease to be a Member but the balance of any unpaid Subscription and Entrance Fee shall be remain payable on demand by the Club.
- 7.1.5 The Subscription and any Entrance Fee shall remain due and payable notwithstanding that a Member may resign or be suspended or expelled and no repayment will be made in respect of Subscriptions and Entrance Fees paid or part paid.
- 7.1.6 The House Committee may permit former Members who resigned in good order to rejoin without payment of a further Entrance Fee.
- 7.1.7 Notwithstanding the provisions otherwise set out in these Rules, Affiliate Members shall not be required to pay an Entrance Fee and after not less than three consecutive years as an Affiliate Member in good standing may apply to become a Full Member without payment of the Entrance Fee. Affiliate Members shall not have the right to pay Subscriptions by instalments.

## 7.2 Corporate Members

- 7.2.1 Corporate Members shall pay an annual Subscription equal to the highest subscription payable by a Personal Full Member multiplied by the total number of Nominees at any time during the Subscription year.
- 7.2.2 The Executive Committee shall determine from time to time whether an Entrance Fee shall also be payable by Corporate Members and if so shall determine the amount and terms relating to payment.
- 7.2.3 If a Corporate Member shall fail to pay when due the Subscription or Entrance Fee or any agreed instalment of the Subscription or Entrance Fee, the Corporate Member will, after 30 days, be deemed to have resigned and will cease to be a Corporate Member but the balance of any unpaid Subscription and Entrance Fee shall remain due and be payable on demand by the Club.
- 7.2.4 The Subscription and any Entrance Fee shall remain due and payable notwithstanding that a Corporate Member may resign or be suspended or expelled and no repayment will be made in respect of Subscriptions and Entrance Fees paid or part paid.

## 8. Transfers And Alternates

- 8.1 Corporate Members shall have the right on payment of a transfer fee determined by the Executive Committee from time to time to nominate an alternative senior employee as a Nominee following the resignation of a Nominee without payment of an additional entrance fee or Subscription provided such Nominee shall successfully complete the election procedures for Nominees as set out in these Rules. No repayment of entrance fees or Subscriptions shall be made.

## 9. Resignations

- 9.1 A Member shall cease to be a Member if he gives written notice to the Club Secretary of such resignation which is received by the Club Secretary on or before 31<sup>st</sup> December in any year.
- 9.2 A Personal Member whose Subscription is more than two months in arrears or a Corporate Member which shall be more than two months in arrears with Subscriptions for any Nominee and shall have been sent a reminder and upon a resolution of the Executive Committee shall be deemed to have resigned unless expressly otherwise set out in these Rules.
- 9.3 All Nominees of a Corporate Member shall cease to be Nominees on the resignation or other termination of membership for any reason of such Corporate Member.

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- 9.4 Corporate Members shall pay the entrance fee and Subscriptions of each of its Nominees and shall remain liable for payment of unpaid entrance fees or Subscriptions following the suspension or termination of membership of any of its Nominees for any reason.
- 9.5 Members shall remain liable to the Club for any breaches of these Rules including payment of any sums due to the Club notwithstanding the termination of membership for any reason.

### 10. Death And Insolvency

- 10.1 Corporate Members shall cease to be Members when there shall be no Nominees or when:
  - 10.1.1 being a firm it ceases to trade or is dissolved, or
  - 10.1.2 being a company it goes into liquidation (other than voluntarily for the purposes of amalgamation or reconstruction) or if an administrator or administrative receiver is appointed.

### 11. Suspension And Expulsion

- 11.1 The House Committee shall have the power to suspend or expel a Member or Nominee who shall have failed to pay any sum due to the Club or failed to comply with these Rules and By-laws.
- 11.2 The House Committee shall also have the power to suspend or expel a Personal Member or a Corporate Member or a Nominee when in its opinion it shall be in the interests of the Club to do so.
- 11.3 A notice setting out details of the complaint against a Member shall be sent by first class post to such Member at his last known address. The Member including a Nominee shall be given an opportunity to attend before the House Committee to answer the complaint. The Member shall not be suspended or expelled unless at least 75 per cent of the members of the House Committee present at the House Committee meeting shall vote in favour of such suspension or expulsion. The Executive Committee shall determine and publish in the By-laws any detailed procedures for considering suspension or expulsion, but such powers shall always be exercised in accordance with the requirements of natural justice.
- 11.4 The House Committee may suspend a Personal Member or a Corporate Member or a Nominee for a period of up to three months and during such period the rights and privileges of membership are withdrawn and, in particular, the Personal Member, or in the case of a Corporate Member its Nominees, shall not be entitled to access to or use of the Clubhouses or other Club facilities.
- 11.5 On suspension or expulsion any sums due and outstanding to the Club remain payable and shall be paid forthwith.

### 12. Officers

- 12.1 The Flag Officers of the Club are an Admiral, a Commodore, a Vice Commodore, a Rear Commodore Sailing and a Rear Commodore House (Flag Officers).
  - 12.2 The Admiral shall be appointed and may be removed from office by the Executive Committee. The Admiral need not be a Member of the Club but on appointment shall be ex-officio an Honorary Member of the Club.
- 12.3 The Commodore, Vice Commodore and Rear Commodores shall be elected annually at the annual general meeting for a term ending at the next annual general meeting except in the case of an election under Rule 12.8, when the election shall be at an extraordinary general meeting.
- 12.4 Any Member who has been a Full Member for not less than 2 years may propose or second a candidate for the office of Flag Officer. Such candidate for office shall also be supported by ten Full Members. The candidate so nominated shall have been continuously a Full Member of the Club for not less than four years.

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- 12.5 The nomination shall be in writing and in a form determined from time to time by the Executive Committee and such nomination shall be signed by the candidate and the proposer, the seconder and the ten supporters. The completed form shall be received by the Club Secretary not later than 20<sup>th</sup> September, or in the case of an election under Rule 12.8, before the expiry of the nomination period prior to the annual general meeting at which the election shall take place.
- 12.6 All valid nominations for Flag Officer positions shall be considered by Members at the Annual General Meeting; or in the case of an election under Rule 12.8, at an extraordinary general meeting.
- 12.7 If there is more than one nomination for any Flag Officer post, the election shall be by ballot and the procedure for the election shall be as set out in the By-laws.
- 12.8 Rule 12.8 shall apply if no valid nomination has been received for a Flag Officer post by 20<sup>th</sup> September preceding an annual general meeting, or if a vacancy for a Flag Officer arises after that date.
- 12.8.1 Members shall be given notice in writing that such a vacancy exists or will exist. Prior to giving such notice, the Club Secretary shall enquire of the remaining Flag Officers, if any intend to stand for the vacant office. If there is such intention and their election would result in a consequential vacancy for another Flag Officer post, the Club Secretary shall also give notice of such potential consequential vacancy or vacancies.
- 12.8.2 A candidate or candidates to fill the vacancy and any potential consequential vacancy or vacancies may be nominated in accordance with Rules 12.4 and 12.5 during the nomination period of 28 days which starts on the day after the posting of the notice given under Rule 12.8.1.
- 12.8.3 As soon as possible after the end of the nomination period, if at least one valid nomination has been received then an extraordinary general meeting shall be convened in accordance with Rule 14 to elect a Flag Officer to fill the vacancy and any potential consequential vacancy or vacancies.
- 12.8.4 Should an existing Flag Officer not be nominated or if he were nominated but not elected to the vacant office, he shall retain his existing Flag Rank and no consequential vacancy shall arise.
- 12.9 The form of election of Flag Officers shall be as set out in the By-laws.

### 13. Club Secretary And Club Treasurer

- 13.1 The Executive Committee shall have power to appoint or remove a Club Treasurer and a Club Secretary whose responsibilities shall be as set out in these Rules and as determined by the Executive Committee in writing from time to time.
- 13.1.1 The Treasurer shall resign his or her office as Treasurer immediately following each AGM but may be reappointed by the Executive Committee.
- 13.2 The Club Treasurer shall be responsible for advising the Executive Committee upon the financial affairs of the Club. The Club Treasurer shall be entitled to vote on all resolutions except upon a resolution to remove him from office.
- 13.3 The Club Secretary shall be responsible for the administrative affairs of the Club and shall be a non voting member of all Committees and sub-committees.
- 13.4 The Club Treasurer and the Club Secretary shall be Full Members of the Club.

### 14. General Meetings

- 14.1 The Club shall hold an annual general meeting in either October or November of each year and shall transact the following business:
- 14.1.1 to consider and approve the minutes of the last annual general meeting.
- 14.1.2 to receive the report of the Commodore and other Flag Officers on the activities of the Club during the previous year.
- 14.1.3 to elect the Commodore, Vice Commodore, Rear Commodore Sailing and Rear Commodore House.

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- 14.1.4 to elect the Guardians.
- 14.1.5 to elect members to the Sailing Committee and House Committee
- 14.1.6 to receive and consider the accounts of the Club for the previous year and the Auditor's report on the accounts and the Club Treasurer's report as to the financial position of the Club.
- 14.1.7 to remove or elect the Auditor or confirm that he remain in office.
- 14.1.8 to decide on any resolution which may be duly submitted in accordance with these Rules.
- 14.2 Resolutions for consideration by the Members at the annual general meeting shall be made in writing and shall be proposed and seconded by Full Members and shall be received by the Club Secretary not later than 20<sup>th</sup> September.
- 14.2.1 Fifty Full Members may require an extraordinary general meeting to be convened by sending to the Club Secretary a written notice signed by all such Full Members, stating the object of the extraordinary general meeting and setting out any resolutions and thereafter the Club Secretary shall procure the calling of an extraordinary general meeting as soon as practicable.
- 14.2.2 The Executive Committee may require an extraordinary general meeting to be convened by sending to the Club Secretary a written notice signed by the Chairman of the Executive Committee stating the object of the extraordinary general meeting and setting out any resolutions and thereafter the Club Secretary shall procure the calling of an extraordinary general meeting as soon as practicable.
- 14.2.3 An extraordinary general meeting shall be convened as soon as practicable in order to comply with Rule 12.8.3.
- 14.3 The Club shall give not less than 21 day's notice in writing of general meetings to all Members, which notice shall set out the date, place and time together with an agenda of the business to be conducted including any proposed resolutions.
- 14.4 The Commodore or next senior Flag Officer present shall act as Chairman of all general meetings. If no Flag Officer is present ten minutes after the time stated in the notice for the meeting to commence, the Full Members present shall elect a Chairman for such meeting.
- 14.5 The Chairman shall, if so directed by the general meeting, adjourn the general meeting but no adjourned meeting shall take place more than 21 days after the date of the first general meeting. If the Chairman shall adjourn the meeting, he shall give notice of the date, place and time of the adjourned meeting and no business shall be transacted at any adjourned meeting other than the business, notice of which was given at the general meeting which was adjourned. The date, place and time of the adjourned meeting and the business remaining to be transacted shall be posted on the notice board of the principal premises of the Club on the day following the adjournment and shall remain on such notice board until the general meeting of which notice is given has taken place.
- 14.6 The quorum for an annual and extraordinary general meeting shall be 50 Full Members. Each Full Member shall have a vote as set out herein and resolutions shall be passed by a simple majority of Full Members present and voting. If there shall be an equality of votes, the Chairman shall have an additional vote. The Club Secretary or, in his absence, a member of the House Committee, shall take minutes of annual and extraordinary general meetings.
- 14.7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result a poll is demanded. A poll may be demanded by the chairman or by at least two Members having the right to vote at the meeting.

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## 15. Alterations Of The Rules

- 15.1 The Rules of the Club may be altered by resolution at an annual or extraordinary general meeting provided that the resolution is carried by a majority of not less than two thirds of Full Members present and voting at the annual or extraordinary general meeting.

## 16. By-Laws

- 16.1 The Executive Committee shall have the power to make, repeal and amend such By-laws (By-laws) as it may from time to time consider necessary and appropriate for the organisation and management of the Club. Such By-laws as are repealed or amended or added shall have effect until set aside or altered by the Executive Committee or by the Members at a general meeting.

## 17. Committee Structure

- 17.1.1 The Club shall be managed on a day to day basis by an executive committee (Executive Committee) supported by a sailing committee (Sailing Committee) and a house committee (House Committee). Each Committee shall be entitled to appoint sub-committees, as it considers necessary, to whom it may delegate and amend and revoke appropriate powers. Members of sub-committees shall serve from the date of appointment until the first meeting of the Sailing or House Committee (as the case may be) after the annual general meeting. At its first meeting after the annual general meeting, each Committee shall decide whether or not each sub-committee remains necessary; and if it is, shall appoint or re-appoint members to serve on it.

- 17.1.2 All acts done by a meeting of any Committee or sub-committee or by a person acting as a member of a Committee shall notwithstanding that there was a defect in the appointment of any member of a Committee or sub-committee or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every person had been duly appointed and was qualified and had continued to be a member of a Committee and had been entitled to vote.

- 17.1.3 The Officers and members of committees and sub-committees shall be entitled to an indemnity out of the assets of the Club for all liabilities properly incurred by them in the management of the affairs of the Club.

### 17.2 The Executive Committee

- 17.2.1 The Executive Committee shall consist of the Flag Officers, three Guardians, the Club Treasurer and two elected members of the Sailing Committee, nominated by the Sailing Committee, and two elected members of the House Committee, nominated by the House Committee.

- 17.2.2 The Commodore or next senior Flag Officer present shall be the chairman and if no Flag Officer is present, the Executive Committee shall elect a Chairman from its own members.

- 17.2.3 The members of the Executive Committee shall receive, in writing, notice of Executive Committee meetings and agendas and supporting papers.

- 17.2.4 Five voting members of the Executive Committee shall constitute a quorum, of which two shall be members of the House Committee or the Sailing Committee.

- 17.2.5 The Executive Committee shall co-ordinate the activities of all committees and shall be responsible to the Members for the fulfilment of the objects of the Club.

### 17.3 The Sailing Committee

- 17.3.1 The Sailing Committee shall consist of the Flag Officers and eight Full Members.

- 17.3.2 The Rear Commodore Sailing shall act as Chairman and, in his absence, the Sailing Committee shall elect a Chairman from its own members.

- 17.3.3 Five members of the Sailing Committee shall constitute a quorum.



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17.3.4 The Sailing Committee shall be responsible for all matters relating to sailing and for organising the sailing programme, and for the maintenance of Club equipment connected with or relating to such sailing activities.

### 17.4 The House Committee

17.4.1 The House Committee shall consist of the Flag Officers and eight Full Members.

17.4.2 The Rear Commodore House shall act as Chairman and in his absence the House Committee shall elect a Chairman from its own members.

17.4.3 Five members of the House Committee shall constitute a quorum.

17.4.4 The House Committee shall be responsible for proposing and establishing the procedures for the election of Members, for standards of conduct and the management and maintenance of the Clubhouses and their facilities, including the bars and restaurants and for organising and managing the Club's social programme.

17.5 The House Committee and the Sailing Committee shall propose budgets to the Executive Committee which shall agree a Club budget prior to the commencement of each financial year. The House Committee and the Sailing Committee respectively shall be responsible to the Executive Committee for the use and control of their annual budgets previously determined by the Executive Committee.

## 18. Election Of Committee Members

18.1 A candidate for election to the Sailing Committee and House Committee shall have been a Full Member for at least two years and shall be proposed and seconded by Members who shall each have been Full Members for at least 12 months prior to the election.

18.2 A candidate shall complete a nomination in such form as shall be determined from time to time by the Executive Committee. Such form shall be signed by the candidate and by the proposer and seconder, and by the Club Secretary, and shall be properly completed and received by the Club Secretary not later than 20<sup>th</sup> September prior to the annual general meeting at which the election shall take place.

18.3 If the number of candidates for a Committee exceeds the number of vacancies the election shall be by ballot and the procedure for the election shall be as set out in the By-laws.

18.4 Members of the Sailing Committee and House Committee shall be elected to serve with immediate effect for a term of two years, after which term such members may offer themselves for re-election.

18.5 A Member who has served on either the Sailing or House Committees for a continuous period of six years shall not be eligible for re-election to the Committee on which he has served but may again offer himself for election after a period of 12 months.

## 19. Committee Procedures

19.1 The organisation and operation of the Committees shall be as set out in these Rules and the Executive Committee shall have the power to determine procedures for the proper execution of Committee duties provided that any changes in the objects, the quorum and the constitution of each Committee shall be determined by the Members at an annual general meeting.

19.2 Any member of a Committee, not being a Flag Officer, who fails to attend more than three meetings of a Committee without good cause shall, if such Committee so resolves, cease to be a member of the Committee.

19.3 All Committees shall meet regularly and not less frequently than four times in each year. The Chairman of a Committee shall have the right to call a meeting of his Committee when he deems it reasonable to do so and the Club Secretary shall procure that each Member shall receive, wherever practicable, not less than seven days' notice in writing of the date, time, and place of each meeting,

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together with an agenda of the business to be conducted and a copy, if appropriate, of previous minutes.

- 19.4 The Club Secretary shall be responsible for ensuring that minutes of each meeting are recorded and that a copy of the minutes is signed, as a true record of the meeting, by the Chairman, and retained at the Ocean Village Clubhouse.
- 19.5 Resolutions of a Committee shall be determined by a majority of the Members present and voting and if there is an equality of votes, the Chairman shall have an additional vote.
- Co-option.**
- 19.6 The Committees shall have the right to co-opt a Member to a Committee either generally or for a specific purpose. No Committee shall co-opt more than 3 Members and such co-opted Members shall serve until the next Annual general meeting. The co-opted Member of a Committee shall be entitled to vote and shall be a Member but not necessarily a Full Member of the Club.
- 19.7 The Sailing Committee and House Committee and any sub-committee shall not commit the Club to any expenditure or otherwise incur any liability for the Club without the prior approval of the Executive Committee except as expressly set out in these Rules.

### 20. Finance

#### **Income and Expenditure**

- 20.1 The financial affairs of the Club shall be supervised by the Club Treasurer and be the responsibility of the Executive Committee. The Club Treasurer shall report or procure that a report is provided on the financial affairs of the Club at each meeting of the Executive Committee.
- 20.2 All monies payable to the Club shall be deposited in a bank account or bank accounts in the name of the Club.
- 20.2 Sums shall be drawn from such bank account or accounts only as follows:
- 20.3 for sums of less than £200 by cheques or by electronic bank transfers provided that each cheque is signed by and each electronic bank transfer is authorised in writing by any one of the following; the Club Treasurer, a Flag Officer, Club Secretary or any other person authorised in writing from time to time by the Executive Committee.
- 20.4 for sums in excess of £200 by cheques or by electronic bank transfers provided that each cheque is signed by and each electronic bank transfer is authorised in writing by any two of the following; the Club Treasurer, a Flag Officer, Club Secretary or any other person authorised in writing from time to time by the Executive Committee.
- 20.3 The income and property of the Club shall be applied only in the furtherance of the objectives of the Club and no part thereof shall be paid by way of bonus, dividend or surplus to any Member.
- 20.4 The Executive Committee shall have the power to authorise the remuneration and expenses of any Flag Officer, Member or employee of the Club and of any other person for services rendered to the Club, provided always that the Executive Committee may delegate in writing such powers to the House Committee.
- 20.5 The financial transactions of the Club shall be recorded in detail in a set of books for which the Club Treasurer shall be responsible.

#### **Accounts and Audit**

- 20.6 The Members, at each Annual general meeting, shall elect remove or re-elect an auditor (Auditor) of the accounts of the Club who need not be a Member.
- 20.7 The accounts of the Club shall be audited annually by the Auditor and shall be presented to the Members at the Annual general meeting by the Club Treasurer.
- 20.8 The Executive Committee shall be responsible for the management of the assets of the Club and in particular shall determine investment strategy although it may

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delegate the implementation and management of the strategy to the Club Treasurer and or the directors of the Building Company.

### 21. Guardians ('Guardians')

- 21.1 There shall be five Guardians who shall not (except as set out in clause 21.4 and 22.4) hold any other office in the Club. The Guardians shall represent the interests of the Members as a whole and may respond to and offer advice upon any matter relating to longer term strategy or which may require the commitment of substantial financial or other resources.
- 21.2 Guardians shall be persons who are and continue to be in good standing and shall have been Full Members of the Club for a continuous period of ten years. Guardians shall also be persons of integrity who shall when first elected have contemporary knowledge and experience of the management and operation of the Club.
- 21.3 Guardians shall be proposed by the Executive Committee and normally elected for a term of up to three years by the members at a General meeting. Guardians may be re-elected provided that no Guardian shall hold office as Guardian for a total period exceeding six years.
- 21.4 The Guardians shall appoint one of their number to be chairman of the Guardians and he together with two other Guardians appointed by the Guardians shall serve as members of the Executive Committee. The Guardians shall receive all notices, agendas, minutes, accounts and papers provided to members of the Executive Committee and the Guardian members of the Executive Committee may attend and speak but shall not have a vote at meetings of the Executive Committee.
- 21.5 The Guardians shall meet together as they shall determine from time to time and not less than twice in each Club year.
- 21.6 If after full discussion and consultation there shall remain an irreconcilable difference of opinion between a majority of the Guardians and a majority of the non Guardian members of the Executive Committee which involves matters of principle relating to the future of the Club or the commitment of assets or securities in excess of £100,000 on one project of which a majority of the Guardians shall reasonably consider may put the financial stability of the Club at risk, the Guardians may require the Executive Committee to seek the support of the Members at an Annual or Extraordinary general meeting prior to incurring any such liability or entering into an irrevocable commitment.

### 22. Limited Companies

- 22.1 Full Members shall be entitled to become members of the Company (and any successors to the Company) upon signing a written consent to become a member.
- 22.2 Full Members shall be entitled to become members of the Royal Southampton Yacht Club Property Company Limited ("RSYCPCL") (company number 5631703) upon signing a written consent to become a member.
- 22.3 The Southampton Yacht Club Building Company Limited ("SYBCL") shall be and remain a subsidiary of RSYCPCL.

*(Note: RSYCPCL is a company limited by guarantee (having the Club's Guardians and the Vice Commodore as directors) which owns the shares in SYCBCL (company number 20726). This latter company (having the Guardians and the Vice Commodore as directors) owns the properties occupied by the Club as well as holding certain investments).*

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## 23. Standards

### Conduct

23.1 Members shall act at all times in the Clubhouses, on the water and elsewhere in a fitting and appropriate manner and shall at all times comply with these Rules and the By-laws.

### Standard of Dress

Members and their guests and visitors shall conform with the standards of dress determined by the Executive Committee and set out in the By-laws.

23.3 A Member shall be responsible for his Cadet Members and shall ensure that such Cadet Members do not create a nuisance to other Members. Cadet Members and guests under 14 years of age may use the public rooms in the Clubhouses provided such persons shall not be permitted in the bar areas.

## 24. Guests

24.1 A Member may introduce, as guests, to the Clubhouses persons who have not been rejected for membership, or who have not been suspended or expelled, or who have not been deemed unsuitable for membership, provided that:

24.1.1 the introducing Member signs in the guest in the visitors' book provided for this purpose at each of the Clubhouses which shall at all times be available for inspection.

24.1.2 a Member shall not introduce the same guest more than 6 times in a Subscription year, unless such guest is participating in Club races.

24.2 The Member shall be and remain present with guests whom he introduces, at the Clubhouses or upon other Club facilities.

24.3 The Member is responsible for the conduct of his guests at all times.

24.4 The Club Secretary shall give details to the House Committee of any breaches of this Rule.

## 25. Reciprocal Arrangements

25.1 The Club may enter into arrangements with yacht and other clubs both nationally and internationally to offer reciprocal arrangements for Members on terms determined by the Executive Committee.

25.2 Members shall comply with the rules and standards of clubs offering reciprocity.

25.3 The Club shall publish on the notice board at the Ocean Village Clubhouse a current list of clubs offering reciprocal arrangements to Members.

25.4 The owners and crew of yachts who are members of RYA affiliated or foreign yacht clubs may use the Clubhouses at the discretion of a Flag Officer provided such visitors have arrived at the Clubhouses by sea and their yachts are berthed in either Ocean Village or in the river close to Gins Clubhouse.

25.5 Visitors shall enter their names and addresses in the visitors' book kept for this purpose in each of the Clubhouses.

## 26. Club Staff

26.1 The Executive Committee shall have the power to appoint and dismiss and determine the terms of employment of members of staff, including but not limited to, the Club Secretary. The Executive Committee may delegate its powers either to another committee or to a member of a Committee or to the Club Secretary on such terms as it shall determine from time to time in writing.

26.2 A Member shall not offer or give any money or other gratuity to any employee of the Club unless by way of an extraordinary collection for staff authorised by the House Committee.

## 27. Complaints

27.1 Any complaint shall be made initially in writing or otherwise either to a Flag Officer or to the Club Secretary.

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- 27.2 On receipt of a complaint a Flag Officer or the Club Secretary shall take action and, where possible, shall thereafter inform the Member who has complained of the action taken appropriate to the circumstances.
- 27.3 In no circumstances shall a Member directly censure or reprimand staff.

### 28. Disclosure Of Members' Interest

- 28.1 Where the Club or the Building Company proposes to enter into a business relationship with a Member or a business in which the Member is concerned directly or indirectly, the Member shall disclose full details of his business interest in writing to the Club Secretary. If the Member concerned shall be in any doubt as to whether the business transaction is voluntary or for reward, the Member shall request the Club Secretary or the Executive Committee to determine whether it is appropriate to disclose full details of the interest.
- 28.2 The Club Secretary shall maintain a register of Members' interests and such register shall be made available for viewing by a Member on reasonable request.

### 29. Clubhouses' Notice Boards

- 29.1 The Club Secretary shall procure that a copy of these Rules or part of these Rules, including specifically Rule 30 shall be exhibited prominently on the notice boards of the Clubhouses at Ocean Village and Gins.
- 29.2 No notices, newspaper, book, pamphlet or any other material whether written or printed shall be exhibited on either the notice boards in the Clubhouses or elsewhere without the express consent of the Club Secretary.

### 30. Limitation Of Club Liability

- 30.1 Members of the Club, their guests and visitors use the Clubhouses, land, pool and any equipment and any other facility provided or utilised by the Club from time to time, entirely at their own risk except as set out herein, and expressly accept and agree that the Club does not accept any liability in any circumstances for damage to or loss of property belonging to Members, their guests or visitors to the Club howsoever arising.
- 30.2 The Club does not accept liability for death or personal injury to any Member, guests or visitors arising out of the use of the Clubhouses, the pool equipment or facilities or arising out of participation in any race or other function organised by the Club, unless such death or personal injury arises directly from the negligence of the Club or its Officers, or Members or employees.
- 30.3 Members expressly undertake and agree to advise any guests or visitors for whom they are responsible of any relevant Rules including, particularly, this Rule 30 before such guests or visitors enter the Clubhouses or land or the pool or pontoons or use any facilities or participate in any events organised, utilised or sponsored by the Club.

### 31. Damage To Persons Or Property

- 31.1 A Member shall pay to the Club on demand the cost of repairs to or re-furnishment or replacement of any property damaged or removed from the Clubhouses or other Club facilities, and shall indemnify the Club against any claims brought against it arising out of the unlawful acts or omissions of a Member.

### 32. Excisable Articles And Intoxicants

- 32.1 The selection and purchase for the Club and the supply by the Club of intoxicating liquor shall be determined and organised exclusively by the House Committee. A Member shall not introduce intoxicating liquor to the Clubhouses in any circumstances and no excisable articles nor any food shall be supplied for consumption off the premises except to a Member in person.

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32.2 The permitted hours for the sale of intoxicants shall be the general licensing hours or such greater or lesser hours as shall be determined from time to time by the Executive Committee and published in the By-laws.

### 33. Smoking

33.1 The smoking of tobacco and use of electronic cigarettes, personal vaporisers and all electronic nicotine delivery systems is prohibited everywhere in the Clubhouses except open balconies.

### 34. Animals And Pets

34.1 No animals, except guidedogs, shall be permitted in the Clubhouses and, for the avoidance of doubt, the Clubhouses shall include entrances and balconies or otherwise as set out from time to time in the By-laws.

### 35. Gambling

35.1 Games of hazard shall not be played in the Clubhouses without the prior written authority of the Executive Committee.

### 36. Interpretation

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

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

36.3 These rules should be read in conjunction with the By-laws, copies of which are available from the Clubhouse.

### 37. Minor Corrections

37.1 The Executive Committee is authorised to make any necessary minor corrections to wording or numbering of these Rules (without amending any principles) to procure continuity and avoid ambiguity.

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