



NEWHAVEN YACHT CLUB

THE CONSTITUTION AND RULES OF THE NEWHAVEN YACHT CLUB

Previous revision December 2010

REVISION JULY 2013

(Separation of Constitution and Byelaws into 2 documents)

**NEWHAVEN YACHT CLUB
RIVERSIDE HALL
WEST QUAY
NEWHAVEN
EAST SUSSEX
BN9 9BP**

Section 1 Name and Objects

1. The name of the Club shall be 'The Newhaven Yacht Club' (hereinafter referred to in these rules as the club).

2. The object on which the club is formed is to promote and facilitate the sport of yachting and also to provide social and other facilities for members as may be from time to time determined.

[“Yachting” is defined as encompassing cruising, racing, safety and good seamanship of both sail and motor yachts.]

[Words importing the singular number only shall include the plural and vice versa. Words importing the masculine gender only shall include the feminine gender.]

Section 2 Officers

3 The Officers of the club shall be Full or Family members of the club and shall consist of a Commodore, a Vice Commodore, 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 Secretaries etc

4. The Secretary and the membership secretary shall in such manner as the committee shall assign:

- (a) Keep a register of club members' names and addresses;
- (b) Conduct the correspondence of the club;
- (c) Keep custody of all club documents;
- (d) Keep full minutes of all meetings of the club, the Committee and sub-committee which shall be confirmed and signed by the appropriate Chairman upon the agreement of the club, the Committee or sub-committee at the next following meeting of the club, the Committee or sub-committee;
- (e) Administer such insurance policy or policies as may be needed fully to protect the interests of the club, its Officers and its members;

- (f) Maintain contact with the club's Legal Advisor to ensure that the club's affairs are managed in accordance with current law.
 - (g) Maintain any such certificates or registrations, and complete any such non-financial returns, as may be required by law.
5. The Treasurer shall:
- (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) Prepare an Annual Balance Sheet as at the 30 September 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.
 - (d) Club premises are defined as those hired or owned and normally used by the club for the purpose of holding meetings and social events and are hereinafter in these rules referred to as the club premises. Where premises are hired and do not allow regular access by members, accounts and other documents may be exhibited in such other manner or location as the committee consider appropriate and beneficial to club members.
6. The Auditor shall:
- (a) Be appointed at the Annual General Meeting in each year;
 - (b) The Auditor shall audit the accounts 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 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

7. All persons who are interested in yachting are eligible for membership.
8. 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 is as defined in the latest edition of the byelaws of the club.

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

A FAMILY MEMBER which expression shall include one or two adults and all children under eighteen years of age. The family unit shall have one vote exercisable, by either parent.

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

AN HONORARY MEMBER who shall have no vote.

A SOCIAL MEMBER who shall have no vote.

A LIFE MEMBER being a person who on the date of acceptance is eighty years of age and has been a full or family member for the previous five or more years and will have one vote.

A TEMPORARY MEMBER who shall have no vote.

9. The rate of Entrance 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.

10. Every member shall furnish the Membership Secretary with an up-to-date postal address, which shall be recorded in the Register of Members, and any notice sent to such address as shall be deemed to have been duly delivered.

Election and retirement of members

11. Every candidate for membership (except Honorary Members) shall be proposed and seconded by a Full or Family member of the club, both of whom must be acquainted with the candidate and one of whom must be a boat owner. Non boat owners with voting rights must not exceed 40% of the total voting power of the club.

12. An application for membership shall be in the form from time to time prescribed by the Committee.

13. Upon receipt of an application for membership, the Membership Secretary shall enter such application in a Register of Candidates and shall cause the contents of the application form to be sent by email or letter to all members at least fourteen 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 Management Committee and shall be a simple majority vote of those of the Management Committee. The 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.

14. Upon election, a candidate shall pay, within one calendar month, such Entrance and other fees as shall be requested. In default of such payment, the election shall be void unless sufficient cause for delay be shown.

15. A member desirous of retiring from membership shall give notice in writing to the Membership Secretary.

Conduct of Members

16. 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 members guest or otherwise injurious to the interests of the club, shall render a member liable to expulsion by the Committee. PROVIDED THAT, before expelling a member, the Committee shall call upon such member for a written or oral explanation of the member's or members guest conduct and shall give the member full opportunity of making explanation to the Committee, or of resigning.

A Resolution to expel a member shall be carried by a simple majority by a quorate Management Committee present and voting on the Resolution.

17. An appeal by the expelled member would require 10% of Club members eligible to vote to call a general meeting in support of the member's re-instatement. [cf para 48 below].

18. 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 Secretary upon the instructions of the Committee.

19. A Member shall not cause any communication in whatever form to be exhibited on club notice boards or premises without permission of the Secretary.

Section 4 Management Committee

20. The Management Committee (herein referred to as 'the Committee') shall consist of the Officers, ex officio, and not less than four nor more than ten Full or Family members of the club elected at the Annual General Meeting each year to hold office until the termination of the next following Annual General Meeting.

21. At the Annual General Meeting each year two of the Full and Family members shall retire in order of election or seniority. In the case of equal seniority the order of retirement shall, failing agreement between the members concerned, be determined by lot. Members retiring under the rule shall not be eligible for re-election to the Committee until the Annual General Meeting next following the meeting at which they retire.

22. 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 full or Family members whose nominations (duly proposed

and seconded in writing by Full or Family members of the Club) with their consent shall have been received by the Secretary at least twenty eight days before the date of the Annual General Meeting in each year. Such nominations, together with the names of the Proposer and Secunder shall be posted to the club premises at least fourteen days prior to the date of the Annual General Meeting.

23. If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot. This is to include replies in the form of a postal ballot.

24. 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.

25. 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.

26. If, for any reason, the number of candidates for election is less than the number of vacancies, or a casual vacancy shall occur, the Committee may co-opt a Full or Family member, whether or not a member of the previous years committee to fill such a vacancy until the next following Annual General Meeting.

27. A retiring Commodore shall serve as an ex officio member of the Committee in the year immediately following his retirement.

28. 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.

29. Voting (except in the case of a resolution relating to the expulsion of a member) shall be by show of hands. In the Committee in the case of equality of votes the Commodore or Chairman (as the case may be) shall have a second and casting vote.

30. Five members personally present shall form a quorum at a meeting of the Committee. Members who fail to attend 3 consecutive meetings, without due cause, are deemed to have resigned from the Committee.

Powers of the committee

31. 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.

32. The Committee shall make such Byelaws and Regulations as it shall from time to time think fit and shall cause the same to be notified to members 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.

33. 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.

34. 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.

35. 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 authorized, or authorized by implication, by the members. No one shall, without the express authority of the membership in General Meeting, pledge the credit of the membership.

36. 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 authorized nature or could be assumed to be of a duly authorized nature and entered into on behalf of the club.

The limit of any individual member's indemnity in this respect shall be a sum equal to one year's subscription at the then current rate of that category of membership unless the committee has been authorized to exceed such limit by a General Meeting of the club.

37. The Committee may nominate for election at an Annual General Meeting such Honorary Members, as the Committee may think fit. The total of such Honorary members shall not, however, at any time, exceed five per cent of the total number of members nor shall the number of Honorary Members exceed at any one time six in number.

The election of Honorary Members shall be put to the vote at the Annual General Meeting each year and such Honorary Members shall be duly elected if two thirds of those present, and entitled to vote, vote in favour of election.

Purchase and supply of excisable goods

38. 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.

39. 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 Secretary or Auditors 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 Trustees

40. There shall be at least three Trustees of the club who shall be appointed from time to time as necessary by the Committee of the club from among Full, Family or

Honorary Members who are willing to be so appointed. A Trustee shall hold office during his lifetime or until he shall resign, by notice in writing given to the Committee, or until a resolution removing him from office shall be passed at a meeting of the Committee by a majority comprising two-thirds of the members present and entitled to vote.

41. All the property of the club, including land and investments, shall be held by the Trustees for the time being, in their own names so far as it is necessary and practicable, on trust for the use and benefit of the club. In the death, resignation, or removal from office of a Trustee, the Committee shall nominate a new Trustee in his place, and shall as soon as possible thereafter take all lawful and practicable steps to procure the besting of all club property into the names of the Trustees as constituted after such nomination. For the purpose of giving effect to any such nomination, the Secretary for the time being is hereby nominated as the person to appoint new Trustees of the club within the meaning of Section 36 of the Trustee Act 1925 and he shall by Deed duly appoint the person or persons so nominated by the committee.

42. The Trustees shall in all respects act, in regard to any property of the club held by them, in accordance with the directions of the Committee and shall have power to sell, lease, mortgage or pledge any club property so held for the purpose of raising or borrowing money for the benefit of the club in compliance with the Committee's directions (which shall be duly recorded in the Minutes of the proceedings of the Committee) but no purchaser, lessee or mortgagee shall be concerned to enquire whether any such direction has been given.

43(a) The Trustees shall be effectually indemnified by the Committee out of the assets of the club from and against any liability, costs, expenses and payments whatsoever which may be properly incurred or made by them in the exercise of their duties or relation to any property of the club vested in them, or in relation to any legal proceedings, or which otherwise relate directly or indirectly to the performance of the functions of a Trustee of the club.

44(b) (To be incorporated in every contract, lease, license or other agreement entered into by the Trustees of the Club) .
The liability of the Trustees for the performance of any contractual or other obligation undertaken by them on behalf of the Club shall be limited to the assets of the Club.

Section 6 Meetings of the club

45. An Annual General Meeting of the club shall be held each year in the month of November on a date to be fixed by the Committee. The Secretary shall at least fourteen 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.

46. No business, except the passing of the Accounts and the election of the Officers, Committee, Trustees and Honorary 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 Secretary at least forty two days before the date of the Annual

General Meeting.

47. 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.

48. The Committee shall similarly call a General Meeting upon a written request addressed to the Secretary by at least 10% of members eligible to vote. The discussion at such meeting shall be confined to the business stated in the notice sent to members.

49. At every meeting of the club the Commodore or Chairman elected by those present shall preside.

50. Fifteen members entitled to vote and personally present shall form a quorum at any meeting of the club.

51. Only Full, Family members and Honorary Officers shall vote at any meeting of the club. Other members may attend but are not entitled to vote.

52. Voting, except upon the election of members of the Committee, shall be by show of hands.

[The committee may arrange a postal or proxy vote as deemed necessary from time to time.]

53. 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.

54. On any resolution properly put to a meeting of the club relating to the creation, repeal or amendment of the Constitution of the Club, such resolution shall not be created, repealed or amended except by a majority vote of at least two-thirds of those present and entitled to vote. All other resolutions require a simple majority of those present and entitled to vote.

Section 7 Dissolution of the Club

55. 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 but shall be given or transferred to some other institution or constitutions having objects similar to the objects of the club, such institution or constitutions to be determined by the members of the club by Resolution passed at a General Meeting at or before the time of the dissolution and if and so far as, effect cannot be given to such provision then to some charitable object.
