



BEAULIEU RIVER SAILING CLUB

CONSTITUTION

SECTION 1 - NAME AND OBJECTS

1. The name of the Club shall be 'The Beaulieu River Sailing Club' (hereinafter referred to in these rules as the Club).
2. The objects for which the Club is formed are to promote and facilitate amateur sailing on the Beaulieu River and adjacent waters.

SECTION 2 - OFFICERS

3. **Officers of the Club.** The Officers of the Club shall be Full or Family members of the Club and shall consist of two Flag Officers, the Commodore and Vice-Commodore, and four Officers, the Captain, Honorary Secretary, Honorary Treasurer and Sailing Secretary. Officers shall be elected at the Annual General Meeting and shall hold office for three years, retiring at the termination of the Annual General Meeting in that third year. All Officers of the Club shall be eligible for re-election. When a member of the Committee is confirmed by the Annual General Meeting as an Officer of the Club, then their term on the Committee will automatically be extended by the normal three year period of tenure of that office and the same procedure shall apply to any subsequent extension of office approved at the Annual General Meeting.

4. **Duties of Honorary Secretary.** The Honorary Secretary shall:-
 - a. Be responsible for maintaining 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 and the Committee as defined in Section 4 which shall be confirmed and signed by the appropriate Chairman upon the agreement of the Club and the Committee at the next following meeting of the Club or the Committee.
 - e. Ensure that the Club's affairs are managed in accordance with current law.
 - f. Maintain any certificates or registrations, and complete any non-financial returns, as may be required by law.
5. **Duties of Honorary Treasurer.** The Honorary 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. Prepare an Annual Balance Sheet as at 31st December in each year and cause such Balance Sheet and Income and Expenditure account as necessary to be reviewed by the

Honorary Auditor at least once annually and shall thereafter cause the same to be made available to all Club members at least fourteen days before the date of the Annual General Meeting.

c. Administer such insurance policies as directed by the Committee.

6. **Duties of Honorary Auditor.** The Honorary Auditor shall: -

a. Be appointed at the Annual General Meeting in each year.

b. Review the Annual Balance Sheet and the Income and Expenditure account of the Club when called upon to do so and shall give a report on the accuracy of the said accounts to the Committee and subsequently to the members at the Annual General Meeting.

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

7. **Categories and votes of Membership.** 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 over eighteen years of age, shall have one vote.

A FAMILY MEMBER – being a Full Member's spouse or partner (if any) and all children within his/her guardianship under eighteen years of age, each adult shall have one vote.

A LIFE MEMBER – as elected by the Committee, shall have one vote.

AN HONORARY MEMBER – as elected by the Committee, shall have no 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 proposed by Full or Family Members for the period of a single season, including the Easter and Summer school holidays.

A TEMPORARY MEMBER - being a person who either temporarily or partially fulfils the conditions for Full membership shall have no vote.

A DAY MEMBER - being a person who is invited to participate in a Club event on a daily basis subject to a maximum of three times in a calendar year shall have no vote.

8. **Criteria for Membership.** Membership is restricted to those resident in the neighbourhood of the Beaulieu River, or who have some other close connection with the River. Membership of the Club shall be open to anyone interested in small boat sailing on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religious or other beliefs. The Club Committee may refuse membership for good cause and their decision shall be final.

9. **Membership Subscription Fee.** The rate of Subscription fee for each category of Membership will be kept at levels that will not pose a significant obstacle to people participating. The rate 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 Subscription fee shall be available on the club website or by individual request.

10. **Annual payments.** Members shall also make the following annual payments:-

- a. An annual boat permit fee of such a sum as the Committee may from time to time prescribe which shall entitle a member a space in the Club's boat parks.
- b. All members shall pay their first annual subscription upon election to the Club and thereafter on the first day of January in each year by Direct Debit. A member elected after the first day of September in any year shall pay half the annual subscription applicable for that year and 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, in full, on election, the annual subscription Direct Debit instruction in respect of the year following election.

11. **Members' duty to provide an up to date address.** Every member shall furnish the Honorary Secretary with up-to-date email and postal addresses which shall be recorded in the Membership List and any notice sent to either such addresses shall be deemed to have been duly delivered.

ELECTION AND RETIREMENT OF MEMBERS

12. Candidates for election.

- a. Every candidate for membership (except Honorary Members) shall be proposed and seconded in writing by a Full or Family member of the Club of at least three years standing, both of whom must be personally acquainted with the candidate for at least two years. In addition, every application must be supported by at least two Committee Members who have met the candidate.
- b. Candidates who meet the requirements for full Membership but are without sufficient personal acquaintances within the Club may be proposed and seconded by two Committee members after an introductory meeting. This may include those who wish to join the Club on a temporary basis for specific reasons and who may be admitted at the discretion of the Committee as Temporary Full or Temporary Family members for a maximum period of two years.

13. **Application for membership.** 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, and the signatures of the Proposer and the Seconder. The Proposer and Seconder must also write in support of the candidate.

14. **Election of Members.** The election of all classes of members is vested in the Committee and shall be unanimous. For Cadet Members, the Committee may delegate the exercise of this discretion to the Sail Training Officer, the Sailing Secretary and one other Officer of the Club, whose decision shall be unanimous. For Day Members, the Committee may delegate this to the Sailing Secretary or the Captain of the relevant class. The Honorary Secretary shall inform each candidate in writing of the candidate's election or non-election. He/she shall furnish an elected candidate with a copy of the Rules, Byelaws and Regulations of the Club and make request for such payments as are necessary.

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

16. **Retirement of a member.** A member wishing to retire from membership shall give notice in writing before the last day of November and shall not then be liable to pay the subscription for the following year.

17. **Arrears of Subscription.** 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 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

18. **Undertaking by members to comply with rules.** Every member, upon election and thereafter, is deemed to have notice of, and impliedly undertakes to comply with, the Rules, 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 disciplinary action by the Committee, which may include suspension, expulsion or non-renewal of membership.

Disciplinary action against Members. PROVIDED THAT, before taking any such disciplinary action, 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.

A Resolution to apply any sanction shall be carried by a unanimous vote by those members of the Committee present and voting on the Resolution.

Upon expulsion of a member, the Committee may dispose of the former member's boat and/or trailer in accordance with Clause 62.

19. **Damage to Club property.** 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.

20. **Members of other RYA Clubs.** A member of any Club affiliated to the Royal Yachting 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.

21. **Visiting Clubs.** At the discretion of the Captain, other clubs may, from time to time, be allowed the use of the facilities of the Club for a specific event. Any such permission is granted on the condition that the event is hosted by a member of the Club.

22. **Competitors in Club races.** Any person who is a competitor or crew member in any race 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 in which they are participating.

LIMITATION OF CLUB LIABILITY

23. **Limitation of Club liability.** Members, their guests and visitors are bound by the following Rule which shall also be exhibited in a prominent place within the Club premises:-

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:-

a. The Club will not accept any liability whatsoever 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 whatsoever for 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.** 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 - COMMITTEE

25. **Constitution of Committee.** The Committee shall consist of the Officers and not less than four nor more than eight Full or Family Members elected at the Annual General Meeting.

26. **Retirement of members of the Committee.** At the Annual General Meeting each year three 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 may be eligible for re-election to the Committee at that Annual General Meeting if it is desired.

27. **Candidates for election to Committee.** 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 Honorary Secretary at least thirty 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 made available to the Club members at least fourteen days prior to the date of the Annual General Meeting.

28. **Election of Committee by ballot.** If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot.

29. **No contest for election.** 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.

30. **Ballot failure.** 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.

31. **Casual vacancy.** If, for any reason, a casual vacancy shall occur, the Committee may co-opt a Full or Family member to fill such a vacancy until the next following Annual General Meeting. The Committee may only co-opt up to two casual vacancies at a time.

32. **Committee Meetings.** The Committee shall meet no later than fourteen days prior to the Annual General Meeting and at other times as may be necessary. The Captain or in his absence a Chairman elected by those present shall preside. Special Committee Meetings shall be called by any four Members of the Committee, providing the Agenda is posted to all Committee Members with at least fourteen days' notice.

33. **Voting at Committee.** 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 Captain or Chairman (as the case may be) shall have a second and casting vote.

34. **Quorum.** Five members personally present shall form a quorum at a meeting of the Committee.

POWERS OF THE COMMITTEE

35. **Management of Club by Committee.** 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. The Committee is responsible for directing what insurance policy or policies may be needed fully to protect the interests of the Club, its officers and members. These are to be administered and maintained by the Hon. Treasurer. The need for insurance policies will be reviewed annually by the Committee.

36. **Powers to make Byelaws and Regulations.** 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 Club members not less than 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.

37. **Appointment of sub-committees.** 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.

38. **Disclosure of interest to third parties.** 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/she is so acting.

39. **Limitation of Members' liability.** 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, borrow money on behalf of the Club.

40. **Members' indemnification of Committee.** 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 equal to one year's subscription at the then current rate of that category of membership unless the Committee has been authorised to exceed such limit by a General Meeting of the Club.

41. **Nomination of Honorary Members by Committee.** The Committee may nominate for election at an Annual General Meeting such Honorary Members as the Committee may think fit and for such periods as the Club may determine. The total of such Honorary Members shall not, however, at any time, exceed two per cent of the total number of members. 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.

42. **Nomination of Life Members by Committee.** The Committee may nominate for election at an Annual General Meeting such Life Members as the Committee may think fit. Only Full or Family Members may be elected to Life Membership.

SECTION 5 - TRUSTEES

43. **Number and terms of reference.** 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/she shall resign, by notice in writing given to the Committee, or until a resolution removing him/her 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.

44. **Property of Club vested in Trustees.** 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 event of the death, resignation, or removal from office of a Trustee, the Committee shall nominate a new Trustee in his/her place, and shall as soon as possible thereafter take all lawful and practicable steps to procure the vesting 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 Honorary 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.

45. **Powers of Trustees.** 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).

a. **Indemnity of Trustees from Club.** 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.

b. **Limitation of Liability of Club Trustees.** 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 (this clause to be incorporated in every contract, lease, licence or other agreement entered into by the Trustees of the Club).

SECTION 6 - MEETINGS OF THE CLUB

46. **Annual General Meeting.** 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 Honorary Secretary shall at least fourteen days before the date of such meeting post or deliver to each member notice hereof and of the business to be brought forward thereat.

47. **Business at Annual General Meeting.** 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 Honorary Secretary at least forty two days before the date of the Annual General Meeting.

48. **Special General Meeting.** The Committee may at any time, upon giving twenty one days notice in writing, call a Special 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.

49. **Special General Meeting upon request of members.** The Committee shall call a Special General Meeting upon a written request addressed to the Honorary Secretary by at least five members. The Committee shall give twenty one days notice in writing of any such Special General Meeting. The discussion at such meeting shall be confined to the business stated in the notice sent to members.

50. **Chairman at Meetings.** At every meeting of the Club the Captain or, in their absence, a Chairman elected by those present shall chair. In the case of the AGM, the Commodore presides and the Captain chairs.

51. **Quorum at Meetings.** Fifteen members entitled to vote and personally present shall form a quorum at any meeting of the Club.

52. **Entitlement to vote at Meetings.** Only Full and Family members shall vote at any meeting of the Club. Other members may attend but are not entitled to vote.

53. **Voting at Meetings.** Voting, except upon the election of members of the Committee, shall be by show of hands. Voting by post shall be allowed if such votes are sent to the Honorary Secretary before the meeting.

54. **Equality of Votes.** 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.

55. **Voting on Rule Change.** 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. Notice of any proposed alterations must be given to the Honorary Secretary and circulated to all Members not less than fourteen days before the Annual General Meeting. A Special General Meeting may be called for the same purpose by giving no less than twenty one days notice.

SECTION 7 - DISSOLUTION OF THE CLUB

56. **Dissolution of the Club.** 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 remaining to one or more of the following:

- a. to another Club with similar sports purposes which is a charity and/or
- b. to another Club with similar sports purposes which is a registered CASC and/or
- c. to the sport's national governing body for use by them for related community sports
- d. all trophies and cups shall be returned to the families/estate of the original sponsors, or distributed to a relevant museum or similar organisation.

SECTION 8 – BYELAWS

57. **Rights and privileges of members.** The present rights and privileges of each category of membership shall be as follows:-

A FULL MEMBER shall have the full use of all the Club facilities.

A FAMILY MEMBER, his/her spouse or partner (if any) and all the children within their guardianship under the age of eighteen shall have the full use of all the Club facilities

A CADET MEMBER shall have the full use of all the Club facilities.

AN HONORARY or LIFE MEMBER shall have the full use of all the Club facilities.

A TEMPORARY MEMBER shall have the full use of the Club facilities but:-

- a. Shall have no right to introduce visitors to the Club or the facilities thereof.
- b. Shall have no right to take any part in the management of the Club.

c. Is deemed to have notice of and impliedly undertakes to comply with the Club Rules, 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.

A DAY MEMBER shall have the same rights and privileges of a Temporary Member for up to three days a calendar year provided that they and their host have completed a Day Membership Form, filled in the visitors' book and paid such fees that are required.

58. **Control of car parking.** 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 and to comply with the Club's lease agreements.

59. **Control of dogs.** Dogs shall only be permitted on Club premises if kept under strict control and on the condition that any fouling is properly removed.

60. **Opening of Club premises.** The Club premises shall be open to members at such times as the Committee shall direct.

61. **Parking and identification of boats.** All boats and trailers shall be parked in strict accordance with the Club's lease agreements and must be removed by members as directed. All boats must display a Club ID sticker and any boats not displaying such may be deemed as abandoned, and the Committee may proceed as stated in clause 62 below.

62. **Abandoned Boats and/or Trailers.** If, at any time, any fees payable to the Club by any member or former member (by way of arrears of subscription) be three months or more in arrears and a boat and/or trailer the property of a member or former member remains upon the Club premises then the member or former member shall remove the boat and/or trailer from the Club immediately. If the member or former member fails to remove the boat and/or trailer then the Committee may:-

a. Move the boat and/or trailer to any part of the Club premises without being liable for any loss or damage to the vessel and/or trailer howsoever caused.

b. Give three months' notice in writing by registered post to the member or former member at his last known address as shown in the Club Membership List and thereafter sell the boat and/or trailer and deduct any monies due to the Club from the net proceeds of sale before accounting for the balance (if any) to the member or former member.

c. Alternatively, if the boat and/or trailer is unsaleable, after giving notice in writing as aforesaid, dispose of the boat and/or trailer in any manner the Committee may think fit and deem the cost of doing and any arrears as aforesaid to be a debt owing to the Club by the member or former member.

d. The Club reserves the right to charge storage for the boat and/or trailer until such time as the owner collects the boat and/or trailer or until notice has been served under clause (b) above.

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 boat and/or trailer is sold the proceeds of sale (unless any indebtedness by the member or former member to the Club) shall be

placed upon bank deposit 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.

63. **Lien.** In addition to Clause 62, the Club shall at all times have a lien over members' or former members' boats and/or trailers parked on the Club's premises in respect of all monies due to the Club, whether in respect of arrears of facilities fees or subscriptions or otherwise and shall be entitled to retain possession of the boat and/or trailer until such time as all monies due to the Club have been paid in full.

Record of Amendments

- v1.1
dated 24 Nov 14
- Agreed at AGM to remove the need for the accounts to be formally audited by Auditors as the Club is not a company and so is not required by law to publish accounts. Accounts now to be reviewed by an Honorary Auditor.
- Deleted para 5b as no returns are required by law.
 - Update para 5c to specify Income and Expenditure Account and change audited to reviewed.
 - Renumbered para 5c to 5b and 5d to 5c
 - Para 6 changed from Auditors to Honorary Auditor
 - Modified para 6b to bring in line with new para 5b