

JUNE 1999

RULES OF MELTON MOWBRAY SAILING CLUB LIMITED

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Section 1. Name and Objects

1. The name of the Club shall be 'Melton Mowbray Sailing Club Limited' (hereinafter referred to in these rules as 'The Club'), incorporated on the 9th day of March 1987 under Registration Number 2107594.
2. The object for which the Club is formed is (inter alia) to promote and facilitate the sport of yachting and sailing, and to provide social and other facilities for Members as may be from time to time determined. The objects are set out in full in the Memorandum and Articles of Association.

Section 2. Membership

3. An application for membership shall be in the Application Form from time to time prescribed by the Committee and may be accepted by the Secretary for report to and ratification by the Committee. Persons becoming members, their application having been accepted by the Secretary, may not be admitted to the privileges of membership without an interval of two days between their becoming members and their admission.
4. A list of members shall be kept in the Clubhouse.
5. There shall be the following Categories of Membership. The rights and privileges of each category of Member are as defined in the latest edition of the Bye-laws of the Club:-
 - a). Any person over the age of eighteen years on January 1st (an 'Ordinary Member').
 - b). Any family unit being (for examples), a husband and wife, a single parent, or partners, and all their children under the age of ten years on January 1st (a 'Family Member').
 - c). Any person over the age of ten years but not having attained eighteen years by January 1st (a 'Cadet' Member).
 - d). An 'Ordinary Member' undertaking a full time course of education, (on subscription renewal date) at a College or University (a 'Student Member').
 - e). A person nominated by the Commodore and elected in the manner described in Rule 43 hereof (an 'Honorary Member').
 - f). Any other category of Member in the interests of the Club as may from time to time be deemed appropriate on such terms and conditions as the Committee shall think fit and proper (that is to say for example a 'Social Member' or 'Temporary Member').

g). The Committee may accept into 'Associated Club' status any other sailing club or properly constituted club or educational group on such terms and for such fee as it deems appropriate. Members of such groups shall be 'Associated Club Members'.

Entitlement to use facilities, and voting rights.

6. Subject to the express provisions of the Memorandum and Articles of Association of the Club and to any bye-laws for the time being in force made by the Committee, all Members of the Club shall be entitled at all times to use in common all the facilities provided by the Club for the use of its Members at such charges (if any) other than the annual subscription as the Committee shall from time to time determine, and all Members shall be entitled to all the rights and be subject to all the duties of a Member of the Club provided that Cadet, Student, Social, Temporary and Associated Club Members shall not be elected as Officers or Directors of the Club. Ordinary Members, Family Members (one vote per adult), Honorary Members and Student Members shall be entitled to vote at General Meetings. Other classes of membership shall not be entitled to vote at any meeting of the Club.

Entrance and Subscription Fees.

7. The rate of entrance and subscription fees shall be fixed by the Committee of the Club. The subscription fees for Ordinary and Family Members shall include such amount as from time to time is required to defray the Club's subscription to the RYA as a fully affiliated Club.

All Members shall pay the entrance fee and their first subscription upon joining the Club, and subscriptions become due on the First day of January in each year; provided that the Committee are empowered to fix reduced fees for new members joining part way through a year.

Boat Fees, Arrears, Lien against Monies due, and Abandoned Boats.

8. a). Members shall pay an annual fee in such sum as the Committee shall fix which shall entitle a Member to space in the Club Boat Park. The entitlement is non-transferable. The Committee shall have authority to move the boat to any other part of the Club premises without being liable for any loss or damage however caused.

b).If at any time the Boat Park Fee payable to the Club by any Member or former member shall be three months or more in arrears the Committee shall be entitled upon giving one months notice in writing to the Member or former member, at his last known address shown in the Register of Members, to sell the boat and to deduct any monies due to the Club (whether by arrears of subscriptions or boat park fees or otherwise) from the net proceeds of the sale before accounting for the balance (if any) to the Member or former member.

c).Alternatively any boat which in the opinion of the Committee cannot be sold may, upon such notice aforesaid, be disposed of in any manner the Committee may think fit and the expenses recovered from the Member or former member. Any arrears as aforesaid shall be deemed a debt owing to the Club by the Member or former member.

d).The Club shall at all times have a lien over Members' or former members' boats on the Club premises in respect of all monies due to the Club, whether in respect of boat park fees or subscriptions or otherwise.

e).Boats used by juveniles are deemed to be the responsibility of their parent or guardian who is a Member or former member of the Club.

Address of Members.

9. It shall be the duty of every Member to furnish the Secretary with an up to date address which shall be recorded in the Register of Members and any notice by ordinary prepaid post to such Member shall be deemed to have been duly received.

Temporary Absence.

- 10.A Member who, for any reason, anticipates inability to use the Club or its facilities for the whole of any one year shall be excused payment of the annual subscription and other annual fees provided that notice in writing is given to the Secretary before the Last day of December in the previous year. A Member wishing to be reinstated during the year in question shall pay such portion of the annual subscription as the Committee shall require.

Retirement of a Member.

11. A Member desirous of retiring from membership shall give notice in writing to the Secretary before the Last day of December and shall not then be liable to pay the subscription for the following year. Upon re-application by a past Member the Committee may, at its discretion, require payment of a reduced entrance fee.

Arrears of Subscription.

12. The Committee may cancel, without notice 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, reinstate such Member upon payment of arrears. No Member whose annual payments are in arrears may enter any Club event or regatta, nor vote at any meeting.

Conduct of Members - compliance with Rules.

13. Every Member, upon election and thereafter, is deemed to have notice of, and impliedly undertakes to comply with, the Memorandum and Articles of Association of the Club, the Club Rules and the current Bye-laws and Regulations of the Club. Any refusal or neglect to do so, or any conduct which, in the opinion of the Committee, is either unworthy of a Member or otherwise injurious to the interests of the Club, shall render a Member liable to expulsion by the Committee.

Expulsion of Members

14. If a Member is expelled under the foregoing rule the Secretary shall as soon as practicable give him or her notice thereof in writing and the Member shall have the right to appeal to a Special Meeting of the Club against his or her expulsion provided that he shall within Fourteen days after the resolution for expulsion has been passed by the Committee in the manner aforesaid have lodged a requisition under Rule 54 hereof. In the event of such an appeal the votes of a majority of not less than Two Thirds of the Members present shall be required to confirm the expulsion. In the event of the expulsion not being confirmed by the requisite majority then the Member shall be deemed to have been a Member during the whole of the expulsion proceedings.

Guests in the Club

15. Members shall enter the names of all guests in the Visitor's Book. Not more than three guests may be introduced by any One Member in any One day and the same guest may not be introduced more than Six times in any calendar year.

Damage to Club Property

16. A Member shall not knowingly remove, injure, destroy or damage any property of the Club and shall make restitution of the same if called upon to do so by the Committee or by the Secretary upon the instructions of the Committee.

Exhibiting of Notices

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

Settlement of Accounts.

18. A Member shall settle any indebtedness for refreshment or otherwise before leaving the Club premises, or in accordance with any Bye-law relating to the settlement of such indebtedness.

Complaints.

19. Complaints of any nature relating to the management of Club premises shall be addressed in writing to the Secretary. Under no circumstances shall a servant of the Club be personally reprimanded by a Member.

Members of other RYA Clubs

20. A Member of any Club recognised by the Royal Yachting Association (a list whereof is published by the said Association) may be authorised to use the premises of the Club by any member of the Committee of the Club. Such authorisation shall specify between which dates (not being more than Fourteen days apart) the said person may so use the premises. The Committee may fix fees for such temporary membership and may extend the period of temporary membership where it sees fit,

Competitors in Club Races.

21. Any person who is a competitor, crew member or declared accompanying the aforesaid, in any race or event sponsored by or on behalf of the Club (or a person accompanying such person) is entitled as a Temporary Member to use the Club premises within a period of Twenty Four hours before and after the race in which they are competing, provided always that the Club premises are open and supervised by a Club Officer.

Power to expel those admitted under Rules 20 & 21 hereof

22. The Secretary or any other person who has received the authority of Two Members of the Committee, may expel, temporarily or permanently, any person who has the right to the use the Club premises only under Rules 20 & 21.

Limitation of Club Liability

23. 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 gusts 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 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 for personal injury arising out of the use of the Club premises, and any other facilities of the Club, or out of participation in any race organised by the Club, whether sustained by Members, their guests or visitors, or caused by the said Members, their guests or visitors, whether or not such damage or injury could have been attributed to or was occasioned by the neglect, default or negligence of any of the officers, Committee or servants of the Club.
- c). Before inviting any guests or visitors onto the premises or to participate in events organised by the Club, Members will draw their attention to this Rule.

Section 3. Officers.

24. a). The Officers of the Club shall consist of not less than Four nor more than Six voting Members of the Club elected at an Annual General Meeting by a majority of the Members present and shall hold Office for a fixed term of One year and shall be eligible for re-election at the end of the said term.

The Officers of the Club shall consist of the Commodore, Secretary and Treasurer, who shall be Directors, and not more than three other Directors.

- b). The Committee shall consist of not more than Sixteen Members including the Commodore, the Secretary, the Treasurer, the Directors, and Members elected at the Annual General meeting by a majority of Members present and shall hold office for a strict term of One year and shall be eligible for re-election at the end of the said term

- c). The Office of a Member of the Committee shall be vacated:-

- (i) If a receiving order is made against him or he makes any arrangements or composition with his creditors.
- (ii) If he becomes of unsound mind.
- (iii) If he ceases to be a Full Member of the Club,
- (iv) If by notice in writing to the Club he resigns his office.

Duties of the Secretary

25. The Secretary shall:-
- a). Keep a register of the 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 its Committee which shall be confirmed at the next appropriate meeting and signed by the Chairman of the meeting.
 - 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 Adviser to ensure the Club's affairs are managed in accordance with current law.
 - g). Deal with all complaints and suggestions provided the same are made in writing but if he is unable to do so then he shall pass them on to the Committee, the decision of which shall be final and binding.

Duties of the Treasurer

26. 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 the finances of the Club.
- b). Cause all returns as may be required by the law in relation to such accounts to be rendered in good time.
- c). Prepare an Annual Balance Sheet as at the Thirty First day of August 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.

Duties of the Auditors

27. The Auditors shall:-

- a). Be appointed at the Annual General Meeting each year and shall if need be constitute One or Two appropriately qualified Members of the Club.
- b). Audit the accounts when called upon to do so and shall give such certificate of assurance of the said accounts as shall be required by law or by the Committee.
- c). Inform the Committee if the appointed Auditor (s) is unwilling or unable to act, and the Committee shall appoint a substitute to hold office until the determination of the next Annual General Meeting.

Section 4

Executive Committee (referred to herein as the Committee)

Constitution and Procedure

28. Election of Officers at the Annual General Meeting shall be by simple majority of those present and entitled to vote. No person may be elected to office without their previous consent and unless nominated by Two Members (the proposer and seconder).

Equality of Votes.

29. In the event of a ballot failing to determine the Members of the Committee because of an equality of votes the candidates to be elected from those having an equal number of votes shall be determined by lot.

Casual Vacancy

30. If, for any reason a casual vacancy shall occur, the Committee may co-opt an Ordinary, Family or Honorary Member to fill such a vacancy until the next following Annual General Meeting.

Retiring Commodore, ex Officio.

31. A retiring Commodore may serve as an ex-officio Member of the Committee in the year immediately following his retirement.

Committee Meetings.

32. The Committee shall meet at least every Three months making such arrangements as to 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.

Rent and Rates.

33. It shall be the duty of the Committee before settling any other obligation to apply the amount received annually for subscriptions and entrance fees in satisfaction of the rent and rates payable in respect of the Lease of the Melton Mowbray Sailing Club Lake and Club House.

Voting at Committee.

34. Voting (except in the case of a resolution relating to the expulsion of a Member) shall be by show of hands. In the case of equality of votes the Commodore or Chairman (as the case may be) shall have a Second or casting vote.

Quorum at Committee.

35. Six Members personally present shall form a quorum at a meeting of the Committee. If within half an hour after the time appointed for the holding of a meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting the Members present shall be a quorum.

36. The accidental omission to give notice of a meeting to, or the non receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

Powers of the Committee.

Management of the Club by Committee.

37. The Committee shall manage the affairs of the Club according to the Memorandum and Articles of Association and 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.

Powers to make Bye-laws and Regulations.

38. The Committee shall make alter and repeal all Bye-laws and Regulations as it shall from time to time think fit and shall cause the same to be exhibited in the Club premises for Fourteen days before the date of implementation. Such Bye-laws and Regulations shall remain in force until approved or set aside by a vote at a General Meeting of the Club.
39. 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 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, appointed or elected as the Committee may think fit. The Commodore of the Club shall be ex-officio Member of all such sub-committees.

Disclosure of Interest to Third Parties.

40. 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.

Contracts.

41. 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 contracts only so far as expressly authorised. No one shall, without the express authority of the membership in General Meeting, pledge the credit of the membership save that the Committee may exercise all the powers of the Club to borrow money and to mortgage and charge its undertaking and property or any part thereof, and

to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Club or of any Third Party.

Members Indemnification of the Committee.

42. In pursuance of the authority vested in the Committee by the Members of the Club, Members of the Committee are entitled to be indemnified by 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.

Nomination of Honorary Members by Committee,

43. The Commodore with the approval of the Committee may nominate a President for election at an Annual General Meeting. He shall serve until the end of the next Annual General Meeting and may be re-elected.

The Committee may nominate Honorary Members for election at the Annual General Meeting. They shall serve to the next Annual General Meeting and may be re-elected,

The total of such Honorary Members shall not, however at any time, exceed Five percent of the total number of Members nor shall the number of Honorary Members exceed at any one time Six in number.

The election of President and Honorary Members shall be carried if Two Thirds of those present, and entitled to vote, vote in favour.

Purchase and Supply of Excisable Goods.

44. a). 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 the special sub-committee appointed by the Committee.
- b). Intoxicating liquor may only be supplied for consumption on Club premises to persons over the age of Eighteen who are entitled to the use of the Club premises in pursuance of the Rules, Bye-laws and Regulations for the time being in force. No junior Member under the age of Eighteen may purchase or attempt to purchase intoxicating liquor within the Club premises nor may a junior Member under the age of

Sixteen purchase or attempt to purchase tobacco or cigarettes within the Club premises.

c). The Committee may from time to time determine the hours at which the Club House shall be opened and the hour at which it shall be closed provided that in all cases the Club shall comply fully with the terms and conditions (if any) imposed by the Licensing Justices in connection with the supply and consumption of alcoholic beverages.

Hours of Supply of Excisable Goods.

45. Subject to the requirements of the licensing authorities, the Committee shall cause the Club bar to be opened at convenient times (and such times shall be prominently exhibited in the Club premises) for the supply of excisable goods to persons who are entitled to the use of the premises of the Club in pursuance of these Rules (except junior members as aforesaid), PROVIDED THAT visitor's names and addresses and the name of their introducer shall have been entered into the Visitor's Book upon entry to Club premises.

Profits from the Supply of Excisable Goods.

45. a). No persons shall take a commission, percentage or other such payment in connection with the purchase of excisable goods for the Club. Any such profit deriving from the supply of such goods shall (after deduction of the costs of providing such goods for the benefit of the Club) be applied for the provision of additional amenities or the furtherance of the Club objects or the purchase of property to be held in trust for the benefit of the Club.

b). No Member of the Committee or Officer of the Club shall receive any remuneration for his or her services in the capacity of Member of the Committee or Officer, but nothing herein contained shall be deemed to prohibit the payment by the Club of any sum to any Officer for clerical or other assistance.

Accounts relating to Excisable Goods.

47. 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 duty or tax to be made.

Section 5. Meetings of the Club.

Annual General Meeting.

48. An Annual General Meeting of the Club shall be held in each year in the month of November on a date to be fixed by the Committee. The Secretary shall at least Twenty One days before the date of such meeting or any General Meeting as hereinafter mentioned post or deliver to each Member notice thereof and of the business to be brought forward thereat.
49. No business, except the passing of the Accounts and the election of the Officers, Committee, Trustees and Honorary Auditors, and any business the Committee may order to be inserted in the notice convening the meeting shall be discussed at such meeting unless notice thereof is given in writing by a Member entitled to vote to the Secretary at least Forty Two days prior to the date of the Annual General Meeting.

Interpretation of the Rules.

50. The Committee shall be the sole authority for the interpretation of these Rules and of any Bye-laws and Regulations made thereunder and the decision of the Committee upon any question of interpretation or upon any matter affecting the Club and not provided for by these Rules or by the Bye-laws and Regulations made thereunder shall be final and binding upon all Members.

Special General Meeting.

51. The Committee may at any time, upon giving Twenty One days notice in writing call a General Meeting of the Club for any special business, the nature of which shall be stated in the summons convening the meeting, and the discussion at such meeting shall be confined to the business stated in the notice sent to Members.

General Meeting upon request of Members.

52. The Committee shall similarly call a General Meeting upon a written request addressed to the Secretary either:-
- a). by at least ten Members. The discussion at such meeting shall be confined to the business stated in the notice sent to Members.
 - b). by a Member who has been expelled by the Committee and desires to appeal to a Special General Meeting.

Chairman at Meetings.

53. At every meeting of the Club the Commodore or, in his absence, a Chairman elected by those present shall preside.

Quorum at Meeting.

54. Fifteen Members entitled to vote and personally present shall form a quorum at any meeting of the Club. If within half an hour after the time appointed for the holding of a meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting the Members present shall be a quorum.

Entitlement to Vote at Meetings.

55. Only Ordinary, Family, Student and Honorary Members shall vote at any meeting of the Club. Other Members may attend but are not entitled to vote.

Voting at Meetings.

56. Voting, except upon the election of Members of the Committee or where a ballot is requested by the meeting or ordered by the Commodore, shall be by show of hands.

Equality of Votes.

57. In the case of equality of votes the Chairman shall have a second or casting vote, on any matter other than the election of Members of the Committee.

Voting on a Rule Change.

58. On any resolution properly put to a meeting of the Club relating to the creation, repeal or amendment of any Rule, Bye-law or Regulation of the Club such Rule, Bye-law 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.

Winding Up.

59. A Special General Meeting may at any time determine by a majority of not less than Three Fourths of the Members present and entitled to vote that the Club be wound up and in that event the affairs of the Club shall be liquidated by such person or persons and in such manner and upon such terms as may be determined by a majority at the same or any subsequent general meeting.