

BRIGHTON BELLE SAILING CLUB CONSTITUTION AND RULES

(DEEMED APPROVED 21-10-2018)

1. NAME

The name of the Club shall be the **BRIGHTON BELLE SAILING CLUB** hereinafter called "the Club".

2. OBJECT OF THE CLUB

2.1 The object for which the Club is formed is to enable Club Members to share in the ownership of a Club Yacht to be sailed and managed jointly by the membership and to organise extended cruises for the Club members.

2.2 To further this object, the Club shall:

2.2.1 be a non-profit-making members' Club;

2.2.2 own and maintain an Oyster 55 or other suitable vessel for members to sail;

2.2.3 share the responsibilities of ownership;

2.2.4 pool the Club's resources of assets, money and skills;

2.2.5 organise an attractive sailing and social programme for members;

2.2.6 set a tariff of fees for sailing and other club activities;

2.2.7 set and publish Club Regulations as necessary to give practical effect to the Rules as set out in this Constitution;

2.2.8 establish a Steering Committee to manage the affairs of the Club;

2.2.9 repay loans made from members (without monetary interest) as soon as sufficient funds are available, as determined by the Steering Committee;

2.2.10 encourage members to qualify in RYA sailing competency grades appropriate to their knowledge and skill; and

2.2.11 do all things incidental to or conducive to the attainment of the object of the Club.

3. MEMBERSHIP, CLUB SHARES and TARIFFS

3.1 Membership of the Club is open to those individuals who wish to support and further the object of the Club and is on the following conditions:

3.1.1 the purchase of at least one share in the Club at the then prevailing share price (see Rule 7.7) or the acquisition of an existing share(s) (subject to Rule 3.1.3 below);

3.1.2 the undertaking by each such individual to abide and comply with these Rules and the Club Regulations; and

3.1.3 the consent of the Steering Committee, to be given at its sole discretion, to the proposed purchase or acquisition of such share(s) by the individual concerned.

3.2 Members shall pay the sailing fees and other costs due as determined for each financial year by the Steering Committee, which shall be detailed and published in the Club's tariff of annual fees ("the Tariff") and such costs as may be determined pursuant to Rule 7.1 hereof. Members shall pay such fees and costs in a prompt and timely manner.

3.3 Anyone refused membership of the Club has the right to appeal to the Steering Committee, and to be heard, in person, by a quorum of the Steering Committee.

4. TERMINATION OF MEMBERSHIP

4.1 The Steering Committee may terminate any member's membership of the Club upon 30 days written notice to such member:

4.1.1 as a result of failure to comply with the Rules or the Regulations of the Club, or

4.1.2 as a result of failure to declare a financial interest as stated in Rule 16.2, or

4.1.3 as a result of bringing the Club into disrepute;

provided that the member concerned shall have the right to be heard by the Steering Committee or to resign from Club membership before a final decision is made. Termination or resignation of membership shall not release such member from the payment of any outstanding fees or dues payable. In the event of termination of membership by the Steering Committee the Club shall purchase that members shares(s) when sufficient funds are available as determined by the Steering Committee and after repayment of outstanding loans.

4.2 In the event of a member's resignation, the resigning member may sell or transfer their shares(s) to a third party of their choosing. Alternatively, provided that the Club has no outstanding loans and that sufficient funds are available (as determined by the Steering Committee), the Club may (but is not obliged to) either purchase that members share(s) or arrange transfer to a third party.

4.3 In the event of a members death the Club shall purchase that members share(s)

when sufficient funds are available as determined by the Steering Committee.

5. MEMBERSHIP CATEGORIES

5.1 "Full Member" – is an Honorary Member, or a Shareholder Member.

5.2 "Shareholder Member" – one who has purchased or acquired at least one share in the Club.

5.3 "Provisional Member" – one granted a period of provisional membership, which includes the right to sail on the Club Yacht subject to payment of sailing fees at the Provisional Members' Rates as specified in the Tariff. The period of Provisional Membership shall be six months.

5.4 "Honorary Member" - one with special skills needed by the Club and who exceptionally has been so appointed pursuant to Rule 10.

6. RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP

6.1 Members shall abide by the Club Rules and the Club Regulations and shall have the right to sail on the Club Vessel(s) during the annual sailing program, subject to berth availability and completion and submission to the Membership Secretary of the Membership Form for Full or Provisional Club membership as appropriate and the agreement of the full or provisional member to the terms and conditions set out in such Membership Form. Such agreement to the terms and conditions set out in the form shall be deemed to have been given by the submission of the duly completed and signed Membership Form to the Membership Secretary.

6.2 Members have further rights and responsibilities as follows:

6.2.1 For all members:

to participate in sailing activities within the Club;

to help maintain the club vessel(s);

to participate in Club social functions; and

to have access to the annual sailing program.

6.2.2 For Provisional Members:

In addition to the rights and responsibilities under 6.2.1,

to have access to Club newsletters, journals, sailing manuals and other literature if and when made available by the Club; and

to sail on the Club vessel(s) at Provisional Members' Rates as set out in the Tariff.

6.2.3 For Full Members:

In addition to the rights and responsibilities under 6.2.1,

- to receive a certificate(s) of share ownership signed by one of the Principal Officers and the Treasurer in respect of the share(s) held by the member and to have the ownership of such share certificate noted on the Register of Members held by the Club Secretary or the Membership Secretary;
- to attend, speak and vote at General Meetings on the basis of one vote only per member (i.e. regardless of the number of shares held per member);
- to have access to Club newsletters, journals, sailing manuals and other literature if and when made available by the Club;
- to sail on the Club vessel(s) at members' rates as set out in the Tariff;
- upon election to serve on the Steering Committee and subcommittees of the Club;
- to be appointed by the Steering Committee to act as Skipper or Mate.

7 POWERS OF THE CLUB

In furtherance of the object of the Club, the Steering Committee shall have the following powers:

- 7.1** to raise funds for the Club from members by way of the issue of shares in the Club (sixty-four maximum), loans, sailing fees and otherwise;
- 7.2** to determine, in the event that there are exceptional, unforeseen and unbudgeted costs arising associated with the Club's vessel(s), property or other Club activities, a cost per member share due and payable by each full member to defray such costs fairly and equitably across the membership. For the avoidance of doubt, those members holding more than one share shall pay such costs per share held (i.e. if three shares are held the member shall pay three times the per share cost) and the per member share cost calculation shall not be assessed on any loan made to the Club;
- 7.3** to invest on short-term deposit money that is not immediately required in accordance with the objects of the Club after repayment of any members' loans;
- 7.4** to accept gifts and to borrow or raise money for the said objects, both among the members and externally, on such terms and on such security as shall be deemed necessary;
- 7.5** to repay loans to members without monetary interest and to grant in lieu of such monetary interest an annual number of sailing days equivalent to a notional interest rate set from time to time by the Steering Committee, but which will initially be 0%;
- 7.6** when repaying loans to any member(s), to give preference to the largest outstanding loan(s) in order to equalize outstanding loans to the extent possible;
- 7.7** to set the share price at which shares in the Club may be sold or redeemed by the Club, which shall then be proposed for approval by a simple majority of votes cast at a General Meeting of the Club. Such price shall, prima facie, be set at the price for the

share originally issued by the Club and paid by the member except when the Steering Committee considers that the Club's financial circumstances (as confirmed in writing by the Treasurer) justify the setting of a price less than that originally paid for the share(s);

- 7.8** to acquire property (i.e. land or buildings) and vessels, provided that no property or vessel shall be acquired or disposed of by the Club except on resolution of those members entitled to attend and vote at the Club's General Meetings which is passed by a two thirds majority of members' votes;
- 7.9** to ensure that property and vessels shall be registered in the names of the Trustees of the Club, with the Full Members noted as 'beneficial owners'; and
- 7.10** to do all such other lawful things as are necessary for the attainment of the object of the Club.

8. OFFICERS OF THE CLUB

- 8.1** The Principal Officers shall be the Commodore, the Vice Commodore, the Treasurer and the Club Secretary.
- 8.2** Other Named Officers shall include the Sailing Secretary, the Membership Secretary, the Safety Officer and the Bosun.
- 8.3** Further Officers may be elected as considered appropriate for the safe and competent management of the Club and Club vessel(s) or to undertake particular roles for the Club.
- 8.4** Those serving as Principal Officers and other Named Officers are automatically eligible to be members of the Steering Committee.
- 8.5** The Steering Committee, chaired by the Commodore or Vice Commodore shall consist of no more than twelve persons and shall include the Principal Officers and Named Officers and may include other Full Members pursuant to the provisions of Rule 9.
- 8.6** If required, non-committee officer positions may be created to undertake particular roles for the Club. Non-Committee Officers are to be elected by simple majority of all of the Steering committee.

9. ELECTION OF OFFICERS AND STEERING COMMITTEE

- 9.1** All Principal and named Officers and any additional members of the Steering Committee shall be elected at the Annual General Meeting (AGM) in each year and shall hold office until the conclusion of the next AGM. They shall be eligible for re-election.
- 9.2** Nominations for the positions of all Principal and Named Officers (other than Steering Committee members who are standing for re-election) and any further nominations for membership of the Steering Committee shall be submitted in writing detailing the name of the candidate and his or her proposer and seconder to the Secretary at least 14 days prior to each AGM. Any member under the age of 18 shall not be eligible to stand as an Officer or member of the Steering

Committee.

- 9.3 If the number of candidates for any office or for Steering Committee membership, duly proposed and seconded, exceeds the number of vacancies to be filled, the election shall be in accordance with the procedure under Rule 11.
- 9.4 The Steering Committee may, at its discretion, fill any vacancy on the Steering Committee between AGMs.
- 9.5 The Steering Committee may co-opt up to two additional members who must be Full Members (or the named representative of an affiliated body to the Club) who shall be entitled to attend Committee meetings but not to vote therein.
- 9.6 The Steering Committee shall meet at least four times a year.
- 9.7 A quorum for a Steering Committee meeting shall be five Committee Members of whom at least two shall be Principal Officers.

10. STEERING COMMITTEE RESPONSIBILITIES

10.1 Management of the Club

- 10.1.1 The Steering Committee shall be responsible for the management of the affairs of the Club, according to these Rules.
- 10.1.2 The business transacted at General Meetings, Steering Committee meetings, including standing and ad hoc subcommittees shall be made known to the Full Members as soon as possible.
- 10.1.3 A Register of Members shall be kept by the Club and be held by the Club Secretary or the Membership Secretary.
- 10.1.4 It shall be the responsibility of the Treasurer to keep a complete and accurate record and account of the Club's annual finances and to make financial returns as required by law or by funding bodies.
- 10.1.5 The Steering Committee shall maintain all certificates and registrations, and complete any non-financial returns as may be required by law, regulation or affiliated bodies.
- 10.1.6 In accordance with the requirements for an unincorporated body owning property including vessels the Steering Committee shall appoint four Trustees who shall be the legal owners of the Club vessel(s) and all of whose names shall be entered on the registration documents.
- 10.1.7 The Steering Committee shall, without undue delay, appoint new Trustees when the need arises and ensure such name(s) are entered on any registration documents as soon as practicable.
- 10.1.8 The Steering Committee shall secure and administer such insurance policies as may be agreed to protect the assets and interests of the Club, its

Officers, its Steering Committee and its members, including public liability insurance and personal liability insurance for Committee members, Trustees and skippers when acting on behalf of the Club.

10.1.9 In the event of any appointed honorary auditor being unable to act, the Steering Committee shall appoint a substitute.

10.1.10 A member of the Steering Committee, or anyone appointed to act on behalf of the Club, in transacting business for the Club shall disclose to third parties that he/she is so acting and shall enter into contracts only as far as is expressly authorised by the Trustees or by the Steering Committee.

10.2 STEERING COMMITTEE POWERS

10.2.1 The Steering Committee shall make such Club Regulations as it thinks fit for the proper management of the Club, the Club vessel(s) and the risks associated therewith which shall be binding on all members.

10.2.2 The Steering Committee shall have the power to appoint standing subcommittees and ad hoc subcommittees as required, provided that at least one Steering Committee member is an appointed member of any such subcommittee.

10.2.3 The Steering Committee may appoint individuals as Honorary Members who are possessed of special skills needed by the Club and who are exceptionally awarded Full Member rights and privileges.

10.2.4 The Steering Committee may authorise the reimbursement of reasonable out-of-pocket receipted expenses where a member is authorised to act on behalf of the Club.

11. MEETINGS

11.1 Members shall meet once a year for the Annual General Meeting (see Rule 12).

11.2 Special General Meetings may be called by the Steering Committee at any time to transact specific business.

11.3 An Extraordinary General Meeting may be called by the members at the written request of at least two-tenths of the Full Members, which request shall be sent to the Club Secretary. Such request must state the business and purpose for which the meeting is called and, upon receipt, the Steering Committee shall call a meeting without undue delay.

11.4 The Secretary shall, **at least 21 days** before the date of any General Meeting, email, post or deliver to each member entitled to attend and vote at General Meetings a written notice of the meeting and the business to be transacted.

- 11.5** Any additional matter to be discussed at the meeting (apart from alterations to the Constitution – see Rule 13) must be notified to the Secretary **at least 14 days** before the meeting.
- 11.6** Elections of Officers and the passing of resolutions shall be by a simple majority of those present and voting, except where stated otherwise in these Rules. In the event of a tie, the Commodore, or in his or her absence, the Vice Commodore shall have a casting vote.
- 11.7** A written ballot may be requested by the members present or be held at the discretion of the Commodore.
- 11.8** Two-thirds of the Full Membership (i.e. those entitled to vote) shall form a quorum at any General Meeting of the Club provided always that any changes to these Rules shall be governed by Rule 13.2.
- 11.9** A Full Member who is unable to be present may, by giving written (including by email) notice to the Club Secretary, appoint another Full Member to register a proxy vote on his or her behalf.
- 11.10** Notices of meetings and any documentation or comments associated therewith may be given and circulated by email. Each member shall keep the Club Secretary informed of his or her current email and postal addresses.
- 11.11** Minutes of all General Meetings and Steering Committee meetings shall be published within a reasonable period following the meeting and shall be available to all full members through the Club website.

12. ANNUAL GENERAL MEETING

An Annual General Meeting of the Club shall be held not later than fourteen months after the previous AGM and within six months of the end of the financial year.

12.1 The business of the AGM shall be to:

12.1.1 receive, consider and adopt reports of the Steering Committee;

12.1.2 receive, consider and adopt the Annual Accounts presented by the Treasurer;

12.1.3 elect Principal and Named Officers of the Club to stand as members of the Steering Committee;

12.1.4 elect any further members of the Steering Committee;

12.1.5 elect any non-committee Officers;

12.1.6 approve the appointment of any honorary auditor;

12.1.7 determine or approve the Tariff for the year, which includes sailing fees,

allowances, surcharges and associated conditions; and

12.1.8 to transact business, the notice of which has been given in writing and promulgated, as prescribed in Rule 11.4 and 11.5.

13. CHANGES TO THE RULES OF THE CONSTITUTION

- 13.1** Notice of any proposed alterations to the Constitution shall be sent in writing to the Club Secretary **at least 28 days** in advance of the General Meeting at which such proposals are to be put to the Full Members. Full particulars of the proposals shall be set out in the notice convening the meeting.
- 13.2** Changes to the Constitution must receive the assent of two thirds of the Full Members present and voting at a General Meeting.
- 13.3** Exceptionally, where the Secretary considers that pressing circumstances have arisen justifying a departure from the provisions of Rule 13.2, assent of two thirds of the Full Membership as established by email voting is sufficient without the need to hold a General Meeting. In such case, the normal notice period of 28 days does not apply, but the Secretary will give at least 7 days' notice of any proposed Rule change.

14. TRUSTEES

- 14.1** There shall be four Trustees of the Club, who shall be appointed by the Steering Committee. A Trustee shall hold office during his or her lifetime or until he or she shall resign by notice in writing given to the Steering Committee, or until a resolution removing him or her from office shall be passed at a meeting of the Steering Committee by a majority of three-fourths of the Steering Committee.
- 14.2** All property of the Club, including vessels, shall be held for the time being, by the Trustees acting severally and jointly, in their names so far as is necessary and practicable, on trust for the sole use and benefit of the Club.
- 14.3** All Trustees shall be named on any register as legal owners of club property and vessels.
- 14.4** On the death, resignation or removal from office of a Trustee, the Steering Committee shall appoint a new Trustee and shall as soon as possible thereafter take all lawful and practicable steps to procure the vesting of the club property and vessels into the names of the Trustees as constituted after such appointments. For the purpose of giving effect to any such nomination, the Club Secretary 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 or she shall appoint the person or persons so nominated by the Steering Committee.
- 14.5** The Trustees, acting severally and jointly, shall in all respects act, in regard to any property and vessel(s) of the Club held by them, in accordance with the

directions of the Steering Committee and not otherwise; and shall have the 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 Steering Committee's directions (which shall be duly recorded in the minutes of the proceedings of the Steering Committee), but no purchaser, lessee or mortgagee shall be concerned to enquire whether any such direction has been given.

14.6 However, the following is to be incorporated in every contract, lease, licence or other agreement entered into by the Trustees of the Club, where they - and only they - can act: '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'.

14.7 The Trustees shall be indemnified by the Steering 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:

in relation to any property of the Club vested in them; and
in relation to any legal proceedings, which otherwise relate directly or indirectly to the performance of the functions of the Trustees of the Club.

14.8 The Trustees may appoint one of their number by means of a Trust Deed to be the Presiding Trustee who shall ensure that the responsibilities of the Trustees are carried out.

14.9 The Trustees for a particular named vessel shall acknowledge by way of a legal declaration that they have no beneficial interest, other than to the extent of their shares in the Club and any loan made to the Club and that they hold the vessel to the order of the Steering Committee.

15. FINANCES

15.1 The Treasurer shall promptly deposit all moneys received in connection with the Club in a building society or bank as determined by the Steering Committee and account for them as specified in Rule 10.1.4.

15.2 The Treasurer shall ensure the accounts are independently inspected and shall present the Annual Accounts to the Annual General Meeting.

15.3 Subject to the rights of any Members advancing loans to the Club to be repaid their loans, the funds of the Club shall be applied solely to the object of the Club or for other purposes nominated by the Steering Committee and passed by resolution at a duly convened General Meeting.

16. PERSONAL INTEREST

- 16.1** Any member (except when acting as skipper or mate) who possesses specialist skills or knowledge may charge and be paid reasonable charges, for business done by him or her, or by his or her firm, when instructed by the Steering Committee to act on behalf of the Club. However, any Steering Committee member shall withdraw from any meeting of the Steering Committee whilst his or her own instruction or remuneration, or that of his or her firm, is being discussed.
- 16.2** Any member who has a personal financial interest in a subject (other than membership subscription/loans) under discussion at any duly convened General Meeting or Steering Committee meeting, should declare this interest and offer to withdraw while discussion on that subject is underway. The member may be asked to withdraw from the meeting at the request of the other members present or at the discretion of the Chairman.
- 16.3** No member with a personal financial interest in any proposition should either vote or be present at a vote on that subject.

17. DISPOSAL OF THE CLUB VESSEL(S)

If insufficient shares are sold to pay off the loans extended to the club by various members within a reasonable period or the Club Vessel(s) becomes unsuitable for the object of the Club the Club may sell the Club Vessel(s) on the open market by resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which **28 days notice** shall have been given in writing to the members. A copy of such resolution shall be given in writing to the members. Such resolution shall give instructions for the disposal of the Club Vessel(s) held by or in the name of the Club, provided that any assets remaining after the satisfaction of all debts and loans remain available to the club membership to purchase an alternative Vessel should the club resolve to do so.

18. DISSOLUTION

The Club may be dissolved by a resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which **28 days notice** shall have been given in writing to the members. A copy of such resolution shall be given in writing to the members. Such resolution shall give instructions for the disposal of assets held by or in the name of the Club, provided that any assets remaining after the satisfaction of all debts, loans, redemption of shares and liabilities shall not be paid to or distributed among the members of the Club. Instead, these remaining assets shall be given or transferred to any other institution or institutions having objects similar to some or all of the objects of the Club, as the Club may determine, provided that if effect cannot be given to this provision, these remaining assets shall be given to some other not for profit organisation.