

**CLUB RULES**  
**OF**  
**STOKES BAY SAILING CLUB (THE "CLUB")**

ADOPTED: 26<sup>th</sup> November 2023

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**1. INTERPRETATION**

1.1. These Rules are made pursuant to Article 13.4.2.

1.2. The words or expressions defined in Article 1.2 bear the same meaning in these Rules, unless the context requires otherwise.

1.3. In these Rules, unless the context requires otherwise:

<b>Adult</b>	means person over the age of 18 years
<b>Articles</b>	means the Articles of Association of the Club from time to time and <b>Article</b> refers to a particular provision in them
<b>Club Duties</b>	means the duties set out in Appendix A to these Rules
<b>Club Facilities</b>	means the Clubhouse, all premises of the Club, any equipment made available by the Club (whether for a fee or without charge), all changing and washing facilities, all storage facilities, and any other facilities made available (whether for a fee or without charge) at the Clubhouse or on the Club's premises from time to time
<b>Membership Year</b>	The year beginning on 1 <sup>st</sup> February and ending on the following 31 <sup>st</sup> January
<b>Officers</b>	means the Flag Officers and the members who are the Treasurer, Secretary and Communication Officer, Sailing Secretary, House Officer, Social Secretary, Bar Secretary, Galley Secretary, Marketing Officer, Assistant Sailing Secretary, and Compound Officer
<b>parent</b>	includes the guardian of a child

<b>Rules</b>	means these Club Rules made pursuant to Article 13.4.2, and <b>Rule</b> refers to a particular provision in them;
<b>spouse</b>	includes a co-habitee of a person
<b>Standard Subscription</b>	the amount of subscription payable for a class of membership before any surcharge

- 1.4. These Rules are supplemental to the Articles. Nothing in these Rules is intended to contradict the Articles or the provisions of the Companies Acts and, in the event of any inconsistency between any provision of these Rules and any provision of the Articles, the Articles will prevail.
- 1.5. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it, and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

## 2. CLUB FLAG

The Club Flag shall be a pennant of blue (next to the hoist) and yellow divided horizontally by a bar coloured red.

## 3. MEMBERSHIP

- 3.1. Membership shall be open to anyone interested in the sport of Boating on application, regardless of sex, age, disability, race, sexual orientation, gender reassignment, pregnancy or maternity, religion or belief. Membership may, however, be limited according to available facilities on a non-discriminatory basis.
- 3.2. Article 13.4.2 gives the Club the power to create different classes of Membership, and to decide who will be eligible for admission to them and what their rights and obligations will be. For the avoidance of doubt, Associate Membership conveys neither Full Membership nor any of the rights or privileges of Full Membership under the Articles or the Companies Acts.
- 3.3. It is a requirement of Membership that the classes of Members specified in Appendix A undertake Club Duties
- 3.4. There shall be the following classes of Membership:
- 3.4.1. Full Membership which includes:
- 3.4.1.1. Individual Membership

It is open to candidates who are adults at the date of application. Full

Members under 22 years old at the date of application or at the start of each Membership Year will pay a reduced subscription.

#### 3.4.1.2. Family Membership

It is open to adults who are members of a family grouping of one or two adults living at the same address and all children within their guardianship under the age of 18 and those in full time education who are under 22 at the date of application or at the start of the Membership Year. Such children under 18 may belong to the Cadet section of the Club under Rule 3.3.2.1

#### 3.4.1.3. Life Membership and Life Family Membership

It is open to Individual Members, Family Members or candidates entitled to apply for Membership upon payment of fifteen times the annual subscription for the relevant type of Full Membership applied for (excluding any reductions for age) provided that the number of Life Memberships shall not exceed 5% of the total of Individual and Family Memberships.

#### 3.4.1.4. Honorary Membership

The Club in General Meeting may elect Honorary Members.

Members classified in 3.4.1.1 - may vote on any matter and hold any office.

#### 3.4.1.5. Social (non-boating) Membership

It is open to Candidates who are adults and interested in furthering the objects of the Club but who do not intend to sail, keep or use a boat or other craft for Boating at Stokes Bay. If eligible the spouse of such a Member may join in the same capacity but at a reduced subscription.

3.4.1.5.1. Social Members are entitled to use the non-sailing facilities of the Club and attend social events held. Social Members may also sail and use the sailing facilities up to five times a year using a boat belonging to the Club or to a Full Member with their permission.

3.4.1.5.2. Social Members shall not be entitled to:

- vote on alterations or additions to these Rules or the Articles;
- be elected as a Flag Officer
- call a Special General Meeting under Article 13.5.

but shall be entitled to vote and hold office otherwise.

3.4.2. Associate Membership includes:

### 3.4.2.1. Cadet Membership

3.4.2.1.1. It is open to children of Family Members (at no subscription) and to children of other Full Members (at rate of subscription charged for Cadets under Rule 3.4.2.1.3) who are under the age of 18 at the start of the Membership Year upon the application one of their parents.

3.4.2.1.2. It is open to children of Social (non-boating) Members who are under the age of 18 at the start of the Membership Year upon the application of one of their parents at the subscription rate charged for Cadets under Rule 3.4.2.1.33

3.4.2.1.3. It is also open to candidates who on the date of application are under the age of 18 and who have attained the age of 16 years.

3.4.2.1.4. Cadet Membership on application (and its renewal at the start of each Membership Year) is subject to an acknowledgement by one of the Candidate's parent(s) that the parent(s) have seen a copy of the Cadet Sailing Rules, that the Candidate is able to swim and that the parent(s) will be responsible for the Candidate's good behaviour and adherence to all the Club Rules.

3.4.2.1.5. Once they attain the age of 18, Cadets become Full Members

3.4.2.1.6. Cadets shall not be entitled to vote (except at Cadet Meetings and at Class Meetings), hold office or serve on a committee nor to make a written request for a General Meeting under Article 13.5.

### 3.4.2.2. Day Membership

3.4.2.2.1. Persons may be admitted to Day Membership to use the club facilities for not more than five single periods in any Membership Year by application to the Secretary. Unless the application of a Day Member is made at least 2 days prior, the Day Member cannot use the bar or other facilities which are subject to the Licensing Acts.

3.4.2.2.2. Day Members have no right to attend or vote at general meetings,

## 3.5. Members' addresses

3.5.1. Members shall provide the Club with their address (physical and any electronic, if any) for recording in the Register of Members and notify the Club of any changes.

## 3.6. Election of Members

3.6.1. Application for membership shall be made through the Club's online portal or by such other means as the Directors may prescribe. Applications for Cadet Membership shall be made by the Cadet and their parents subject to compliance with Rule. 3.4.2.1.4

- 3.6.2. At least 2 days shall elapse from the lodgement of a membership application before it is approved. Until approval, candidates for membership have no privileges in relation to the use of the Club or premises.
- 3.6.3. The Directors may approve, reject (for reasonable cause such as conduct likely to have a serious adverse effect on the Club or likely to bring the Club or the sport into disrepute) or to defer applications (for example to ask a candidate to provide additional information). Upon approval the Club shall give notice to the new Member.
- 3.6.4. .

#### **4. MEMBERSHIP SUBSCRIPTIONS AND FEES**

- 4.1. Subscriptions and other payments fall due at the beginning of the Membership Year.
- 4.2. A Member elected to membership of the Club after 31<sup>st</sup> July but before 1<sup>st</sup> November in any year shall pay half the Standard subscription for the year. Members elected after 31<sup>st</sup> October but before 1<sup>st</sup> February shall pay the Standard Subscription at the rate for the next Membership Year but shall not be required to pay a further subscription until the beginning of the Membership Year which follows 12 months after date of election.  
  
In accordance with Appendix A, Members who are required to undertake Club Duties but who claim release from the obligation shall pay double Standard Subscription.
- 4.3. A person over 80 years at the start of the Membership Year who has been a Member for at least the three previous consecutive Membership Years need pay no further subscription and maintain the rights and privileges applicable to their previous membership category.
- 4.4. The rates of Standard Subscription and the related terms and obligations for each category of membership are as last set at an AGM and remain in force until changed. Changes to them may be made on a proposal by the Directors as an Ordinary Resolution at an AGM or a general meeting called for the purpose. Changes shall become operative at the beginning of the next Membership Year. The current rates of subscription shall be displayed in the Clubhouse and on the Club's website.
- 4.5. A Member who for any reason anticipates an inability to use the Club or its facilities for the whole of a Membership Year may on notice is given to the Club before 1<sup>st</sup> March be excused payment of the annual subscription for that year. Such Member shall have no privileges of membership during that year. A Member wishing to be reinstated during the year in question shall pay subscriptions in accordance with Rule 4
- 4.6. A Member whose subscription and any other dues are not paid by 1<sup>st</sup> March shall be notified and if payment is not received by 1<sup>st</sup> April following, shall cease to be a Member under Article 12.2.2. Re-admission will be in accordance with Rule 4.7.

- 4.7. The Directors may at any time re-admit such persons to membership on such terms as it may decide, including the giving of a satisfactory explanation, the payment of an entry fee then chargeable by the club, and the payment of all arrears of subscription and other sums due.

## **5. RESIGNATION AND CANCELLATION OF MEMBERSHIP**

- 5.1. Members wishing to resign from membership shall give notice to the Club and if given before 1<sup>st</sup> March shall not then be liable to pay the subscriptions and other fees for that Membership Year. Upon re-application by a past member, the Directors may in their discretion excuse the payment of any entrance fee then chargeable by the Club.
- 5.2. A Member may be expelled or suspended for a period from the Club by the Directors for conduct reasonably considered by them to be detrimental to the reputation of the Club or the sport of boating or to the interests of the Club or its membership to warrant such a step. The Member concerned shall have the opportunity to be heard in writing and or in person before the Directors to make representations before such a decision is taken. A decision to expel or suspend membership shall be passed by a majority of not less than two thirds of those Directors attending the meeting to consider it.
- 5.3. A Member expelled or suspended by the Directors may appeal against the decision at a general meeting of the Club. The appeal must be lodged in writing within 14 days of the Member receiving notice of the decision. The Directors must call the meeting within 7 days of its receipt and it must be held within 28 days. Unless a majority of the Full Members attending the meeting vote that the decision of the Directors be rescinded, the decision shall stand. A Member who has lodged an appeal shall be entitled to all the privileges of membership pending the appeal unless the Directors considers that the Member's conduct warrants the immediate withdrawal of some or all of such privileges.

## **6. GUESTS**

- 6.1. Any Full Member may introduce a person as the Member's guest who is not ineligible for membership providing that the Full Member enters the name of the guest on the sheet or in a book provided for the purpose and remains on the Club premises while the Guest is present. No individual shall be introduced as a guest more than five days in any one year nor more than three days in any one month.
- 6.2. Guests introduced under this Rule may buy alcohol. Guests who wish to take part in racing a boat not belonging to a Member of the Club may be authorised to compete on such terms as may be laid down by the Directors. Unless specially authorised by the Directors or unless the Guest is introduced by a Full Member as above on the Cadets behalf, no Cadet may introduce a guest.
- 6.3. . The Directors may at its discretion afford the facilities of the Club to visitors who are members of other clubs. Such visitors, if they are members of a Qualifying Club as defined in the Licensing Act 2003, shall be entitled to buy alcohol. When such facilities are afforded to competitors in any Championship, Regatta, Rally or other open sailing meeting held at the Club they will be limited to the period

of such event and for one day before and one day after. Such visitors may also introduce not more than three Guests.

## **7. LIABILITY OF THE CLUB**

7.1. Subject to any restriction imposed by law:

7.1.1. Members of the Club, their guests and visitors may use the Club premises and any other facilities of the Club and will do so entirely at their own risk;

7.1.1.1. The Club will not accept liability for any damage to or loss of property belonging to members, their guests, or visitors to the Club.

7.1.1.2. The Club will not accept liability for any 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 or other event authorised by the Club whether sustained by members, their guests or visitors or caused by members, their guests or visitors whether or not such damage or injuries could have been attributed to or occasioned by the neglect default or negligence of any of the Officers, Members, employees or contractors of the Club.

Before inviting any guests onto the Club premises or to participate in events organised by the Club, Members should draw attention to this Rule.

7.2. This Rule shall be displayed in a prominent place within the Clubhouse.

## **8. OFFICERS' ROLES**

8.1. The Secretary shall:

8.1.1. keep a register of Members' names and addresses, including the class of Membership for each Member;

8.1.2. conduct the correspondence of the Club;

8.1.3. keep custody of all Club documents;

8.1.4. keep full minutes of all Directors' meetings and general meetings (including AGMs) and all minutes shall be confirmed and signed by the chairman upon the agreement of the Directors, Full Members, or relevant committee (as appropriate) at the next relevant meeting;

8.1.5. administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its Directors, Officers, employees, and Members;

8.1.6. ensure that the Club's affairs are managed in accordance with all applicable laws; and

8.1.7. maintain any such certificates or registrations, and complete any such non-financial returns as may be required by law.

## 8.2. The Treasurer shall:

- 8.2.1. 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, in compliance with all legal requirements applicable to companies;
  - 8.2.2. cause all returns as may be required by law in relation to the accounts of the Club to be rendered at the due time; and
  - 8.2.3. prepare annual report and accounts as at 30<sup>th</sup> September (or such other date as is determined from time to time by the Company) in each year and cause such report and accounts (as necessary) to be reviewed at least once annually and shall then cause the same to be exhibited in the Clubhouse and placed on the Club's website for at least seven days before the date of the next AGM.
  - 8.2.4. make available statements as to the exact financial standing of the Company at each meeting of Directors.
- 8.3. These Officers may delegate these duties to an employee for the Club appointed for the purpose subject to remaining responsible for the supervision of them.

## 9. Election of Officers

- 9.1. Candidates for election as Flag Officers shall be Full Members who are not Social Members. Otherwise candidates for election shall be Full Members.
- 9.2. Nominations for election shall be in writing proposed and seconded by other Full Members with the candidate's consent to serve and shall be received by the Club not later than noon two days before the date of the AGM. Such nominations when received shall be posted in the Clubhouse and on the Club's website.
- 9.3. Where candidates are unopposed, they shall be elected upon the passing of a single Ordinary Resolution by those present.
- 9.4. If there is more than one candidate for election of an Officer, then there shall be a ballot. If the ballot fails to determine the Officer to be elected because of an equality of votes, the candidate shall be determined by lot.

## 10. DIRECTORS

### 10.1. The board of Directors shall comprise:

- 10.1.1. the Flag Officers,
- 10.1.2. the retiring Commodore in the year immediately following the retirement unless such Commodore elects otherwise.
- 10.1.3. the Treasurer,

10.1.4. the Secretary, and

10.1.5. two other Full Members

all elected at the AGM each year to hold office until the termination of the next .  
AGM.

10.2. The Directors may at any time co-opt any Full Member as an additional director.

10.3. The Directors together with the non-director Officers shall meet at least every two months as the Management Committee under rule 12.1 making such arrangements as to the conduct, place of assembly and holding of such meetings as they choose. Except with the consent of all those entitled to attend or in an emergency, at least four days' notice of meetings shall be given.

10.4. The quorum for such meetings shall be four Directors but if there are fewer than five directors holding office it shall be two.

10.5. The provisions in subclause .10.3 are without prejudice to the right of the Directors to meet without the non-director Officers in accordance with the provisions of the Articles.

## **11. POWERS OF DIRECTORS**

### **11.1. Borrowing**

Subject to the approval of the members at a General Meeting, the Directors are empowered to borrow on behalf of the members a sum or sums not exceeding two and one half times the total of the annual subscription of the Club for the preceding financial year on such terms as the Directors shall determine.

### **11.2. Bye-laws**

The Directors may from time to time make, alter and repeal bye-laws regulating the use of the Clubhouse and facilities by Members and Cadets, the admission of guests to the Clubhouse, the storage of boats within the Club compound and the fees to be charged therefor, and generally for the good conduct of the affairs of the Club. Such bye-laws shall, provided they are not inconsistent with the Articles and Rules of the Club, be binding on all members and construed as part of the Rules of the Club until they are rescinded or varied by the Club at a general meeting.

## **12. COMMITTEES**

### **12.1. Management Committee**

Except for matters reserved to the Directors or delegated to the Sailing Committee the affairs of the Club shall be administered by a Management Committee composed of the Directors and Officers.

## **12.2. Sailing Committee**

Matters concerned with sailing and racing, as authorised by the Directors, shall be administered by a Sailing Committee composed of one of the Flag Officers appointed by the Directors who shall be Chairman, the Sailing Secretary, Assistant Sailing Secretary, four additional Full Members nominated and elected under Rule 9.2 and the Class Captains elected under Rule 14.6.

## **13. CADET SECTION**

13.1. An Annual General Meeting of Cadet Members shall be held before 15<sup>th</sup> February when they shall elect a Cadet Captain and up to 4 additional committee members. The election of the Cadet Captain and committee members shall be subject to approval of the Directors.

13.2. With the approval of the Directors, the Cadet Committee shall manage the affairs of the Cadet Section of the Club in conjunction with the Flag Officer or other Officer appointed with responsibility for the Cadet Section.

## **14. CLASS SECTIONS WITHIN THE CLUB**

14.1. A Class section within the Club may be formed or disbanded when, in the opinion of the Directors, the formation or disbandment of such a Section will further the objects of the Club.

14.2. The affairs and conduct of a Class section shall be subject to the approval and control of the Directors in all respects.

14.3. The objects of the Class section shall be:

14.3.1. To promote Boating by boats of the Class

14.3.2. To advise the Sailing Committee of the needs and interest of the Class

14.3.3. To arrange, subject to the approval of the Directors, events for the Class additional to those on the Club Fixture List.

14.4. Every Member owning a boat within the Class (but no other person) shall be a member of the Class Section.

14.5. All business of the Class Section shall be conducted at Class meetings when every member of the Class Section (or in the member's absence the member's nominee) shall have the right to attend. Seven days' notice shall be given to every member and to the Sailing Secretary. The Directors shall if they think fit, appoint a representative (who shall not be a member of the Class) to attend any Class meetings to speak but not vote on any question. No person other than a Class member (or nominee) may speak or vote at a Class meeting and in the event of two or more owners owning a boat jointly, not more than one of them may vote.

- 14.6. At the AGM, members of each class shall elect a Class Captain to hold office until the next succeeding AGM. In the case of a vacancy occurring, the Class may elect a Captain to serve until the next AGM.
- 14.7. Notice of decisions taken by the class shall be given to the Sailing Committee.

## **15. SALE OF ALCOHOL**

- 15.1. The purchase for the Club and the supply of alcohol shall be exclusively controlled by the Directors which shall have the power to appoint a sub-committee for this purpose.
- 15.2. Alcohol may only be supplied by or on behalf of the Club, for consumption on the premises to adults who are entitled to the use of the Club in accordance with the Articles and these Rules.
- 15.3. The hours of serving alcohol shall be determined by the Directors from time to time within the Operating Schedule of the Club's Premises Licence and published in byelaws.
- 15.4. The Bar Secretary or any other person who has received the authority of two Directors, may refuse to serve alcohol and or exclude from the Club Premises for the remainder of the day any person whose behaviour is not conducive to good order.

## **16. DISPOSAL OF PROPERTY OF MEMBERS IN ARREAR**

- 16.1. If at any time any subscription or other fee payable to the Club by any Member or former Member shall be one month or more in arrears ("Arrears"):
  - 16.1.1. The Directors shall be entitled to move the boat, trailer or other property ("Property") of any such Member or former member ("Owner") to any part of the Club premises without being liable for any loss of or damage to the Property.
  - 16.1.2. The Directors shall be entitled upon giving one month's notice in writing to the Owner to sell the Property and to deduct the Arrears from the net proceeds of sale before accounting for the balance (if any) to the Owner. If the owner or person having custody of the Property cannot be identified, the Directors shall give such notice on the Club's website and by displaying it in the Clubhouse.
  - 16.1.3. Alternatively, any Property which in the opinion of the Directors cannot be sold may, after notice is given under Rule 16.1.2, be disposed of in any manner the Directors may think fit and the expenses of disposal recovered from the Owner. Any Arrears remain a debt owing to the Club by the Owner.
- 16.2. In addition to the powers in 16.1, the Club shall, at all times, have a lien over members' and former members' Property on the Club's premises in respect of Arrears.

## **17. ALTERATIONS OF RULES**

- 17.1. Any alteration of, or addition to, these Rules shall be made by Ordinary Resolution at the AGM or at a General Meeting specially convened for the purpose in accordance with Article 13. Every Full Member shall be given notice in writing of the proposed amendment in detail with the notice of the meeting. It shall also be posted in the Club House seven days prior to the Meeting on the Club's website.

## **APPENDIX A**

### **Club Duties and the surcharge**

In accordance with Rule 3.3, all Full Members and Cadets other than Honorary and Social Members are liable to undertake duties connected with the efficient running of the Club and its racing programme and with the maintenance of the Club buildings, compound and other assets.

1. A Member wishing to be released from undertaking duties shall pay a surcharge equal to 100% of the Standard Subscription.
2. The Directors may in their discretion release without payment of the surcharge a Member whose particular circumstances prevent fulfilment of his/her duties.

Duties will be allocated by or on behalf of the Directors so far as possible, in accordance with the Member's indicated wishes. A Member may express a preference for date or the nature of duty to be performed but the final choice lies with the Club.

If unable to perform a duty, it is the Member's responsibility to find a substitute and to notify the Club. Only as a last resort should a Member ask the Club to re-allocate the duty.

A Member not carrying out duties allocated shall pay the surcharge or pro-rata taking account of those not missed.