



# Port Solent Yacht Club



## Constitution and Rules

### Name and Purpose

1. The name of this unincorporated association shall be Port Solent Yacht Club ('PSYC') ("the Club").
2. The purpose for which the Club is formed is to promote and facilitate cruising/sailing of motor and sailing yachts in company and to provide social events and other functions of common interest to its members, as may from time to time be determined.

### Officers

3. The Officers of the Club shall be voting members of the Club and shall consist of Commodore, Rear Commodore Sail, Rear Commodore Power, Secretary, Treasurer, Membership Secretary, Social Secretary and Website Manager.

### Membership

4. Membership categories

There shall be the following categories of membership with the power to vote at all meetings of the club as indicated hereunder:

- (1) Members who own a boat or a share in a boat.
- (2) Social members who do not own a boat or a share in a boat.

The members of the Club as at the date of incorporation and such persons admitted to membership in accordance with this constitution shall be members of the Club.

For the avoidance of doubt membership is open to all without discrimination and no person shall be denied membership of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, gender, occupation, sexual orientation, religion, political or other beliefs.

Each member shall have one vote on matters concerning the Club. For the avoidance of doubt if it is a joint membership the joint members shall each have one vote on matters concerning the Club.

Contact or communication with one or either joint member shall be regarded as contact or communication by or with the joint membership.

### Honorary Membership

5. The Committee may, elect to Honorary Membership, any person who has, in the opinion of the Committee rendered exceptional service or benefit to the Club and for such period as it may think fit. An Honorary Member shall not be required to pay any Membership Fee. The total number of Honorary Members shall not at any time exceed 4% of the total number of voting Members.
6. Honorary members shall not have a vote on matters concerning the Club.



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### Membership Fees

7. The rate of annual subscription fee for each category of Membership of the Club shall be proposed by the Committee to the Members at the Annual General Meeting (AGM) in each year. Any proposed changes shall be approved by a majority of those Members present at the AGM and shall become operative on the first day of the month following the AGM. All Members shall pay their first annual membership fee upon application for Membership and thereafter when it becomes on the 1<sup>st</sup> April each year.
8. Any one-off joining fee shall be set by the Committee to cover joining costs for each category of membership and shall also be proposed and approved at the AGM.

### Transfer of Membership

9. Membership of the Club is not transferable.

### Duty of Members

10. It is the duty of each member of the Club to exercise his or her powers as a member of the Club in the way that he or she decides in good faith would be most likely to further the purposes of the Club.

### Application for Membership, Renewal and Retirement

11. An application for Membership shall be made via the Club website which confirms that the applicant
  - has read and agreed to the Club Rules and
  - agreed to provide his/her name, postal and email addresses and
  - agreed for his/her name and email address to be listed in the Members' section of the website and
  - agreed for the name of his/her vessel to be listed in the annual Club handbook.

Payment of annual subscription fee, and joining fee if required, will be made upon application. Membership shall be void if payment is not received.

12. Renewal shall be notified to Members by the website, one month from expiry date.
13. A member shall be deemed to have retired if they do not pay their annual subscription by the end of April.
14. Every Member will be responsible for maintaining their personal data on the Club website. Membership of the Club constitutes consent to the holding of relevant data for the purposes of the Data Protection Acts.

### Conditions of Membership

15. All members shall be subject to the Rules of the Club set out herein.



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### Termination of Membership

16. Membership of the Club comes to an end if:
  - a. the member dies, or, in the case of an organisation that organisation ceases to exist; or
  - b. the member fails to comply or continue to comply with any condition of membership set out in this constitution; or
  - c. the member sends a notice of resignation to the Club Secretary; or
  - d. any sum of money owed by the member of the Club is not paid in full within 3 months of its falling due; or
  - e. the Committee decide that it is in the best interests of the Club that the member in question should be removed from membership and by a two-thirds majority pass a resolution to that effect.

### Conduct of Members

17. Undertakings - Every Member, upon joining, is deemed to have notice of, and impliedly undertakes to comply with, this Club Constitution. Members are responsible for any injury, damage or loss to the extent caused by their own actions or omissions.
18. Members acknowledge that these rules constitute a legally binding contract to regulate the relationship of the Members with each other and the Club.
19. Any breach of the Constitution 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 investigation and/or disciplinary action by the Committee.

Before taking such 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 simple majority vote by those Members of the Committee present in person or by conference call and voting on the Resolution. No part of such members membership fee shall be refunded.
20. Communications Policy: Communication to Club Members shall be electronically via the website and email. Members are responsible for ensuring that their contact details are up to date with a current email address. The Committee may amend the Communications Policy at any time.

### Committee

21. The affairs of the Club shall be managed by the Committee. The Committee shall consist of eight Officers (as defined in Rule 3) with equal voting rights, elected at the AGM each year to hold office until the termination of the next following AGM.
22. The Commodore can from time to time review the structure of the committee and roles of the committee and, subject to the Committee's approval, make changes as s/he thinks fit.
23. Candidates for Election to Committee: Candidates for election to the Committee shall be those Members of the retiring Committee eligible to offer themselves for re-election and



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such other Members whose nominations (duly proposed by members of the Club) with their consent shall have been received by the Secretary at least fifteen days before the date of the AGM in each year. Nominations, together with the names of the Proposer and Seconder shall be sent to the Members of the Club at least fourteen days prior to the date of the AGM.

24. 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 under which a majority vote carries.
25. 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 the majority of Members present at the AGM vote in favour of such election.
26. Vacancy on Committee If, for any reason, a vacancy shall occur, the Committee may co-opt a Member to fill such a vacancy until the next AGM.
27. Committee Meetings: The Committee shall meet at least four times per year. The Commodore, or in his/her absence a Chair elected by the Committee, shall preside. Meetings may take place either in person or via electronic medium.
28. Voting at Committee Meetings: Voting (except in the case of a resolution relating to the expulsion of a Member) shall be by polling. In the case of equality of votes the Commodore or elected Chair shall have a second and casting vote.
29. Quorum at Committee Meetings: Five Members personally or virtually present shall form a quorum at a meeting of the Committee.

### **Powers of the Committee**

30. The Committee has the power to enforce these Club Rules.

### **Management of PSYC by Committee**

31. The Committee shall manage the affairs of the Club according to these Rules and shall cause the funds of the Club to be applied solely to the objectives of the Club or for a benevolent or charitable purpose nominated and agreed by the Members at an AGM.
32. 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 at least one Committee Member and may include other Members.
33. 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.
34. 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



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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, pledge the credit of the Membership.

35. **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.
36. **Club Meetings:** Meetings for all Members will be arranged by the Committee. Dates will be notified to members via email and via the PSYC website.

### **Annual General Meeting (AGM)**

37. An AGM of the Club shall be held each year in the month of October on a date to be fixed by the Committee. The Secretary shall, at least twenty-eight days before the date of such Meeting, deliver to each Member notice thereof and of the business to be brought forward thereat via the website. The Secretary will make available the Agenda and supporting papers on the website fourteen days before the date of the AGM.
38. **Business at Annual General Meeting:** No business, except the passing of the accounts, the election of the Officers, and any business that the Committee may order to be inserted in the notice convening the Meeting shall be discussed at such Meeting unless notice thereof be given in writing by a Member entitled to vote to the Secretary at least twenty-one days before the date of the AGM.
39. **Quorum at Annual General Meeting:** 25% of the Club's Members personally or virtually present shall form a quorum at the AGM.

### **Special General Meeting**

40. The Committee may at any time, upon giving fourteen days' notice via the website, call a Special General Meeting ('SGM') of the Club for any special business, the nature of which shall be stated in the notice convening the Meeting, and the discussion at such Meeting shall be confined to the business stated in the notice sent to Members.
41. Special General Meeting upon request of members the Committee shall call a SGM upon a written request addressed to the Secretary by at least 25% of the Club's Members. The Committee shall give between seven and 28 days' notice in writing of any such SGM. The discussion at such Meeting shall be confined to the business stated in the notice sent to Members.

### **Meetings**

42. At every Meeting of the Club the Commodore (or, in their absence, a Chair elected by those present) shall preside.



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43. Entitlement to vote at Meetings: Only Members shall speak and vote at any meeting of the Club.
44. Voting at Meetings: Voting, except upon the election of Members of the Committee, shall be a simple majority vote by show of hands and/or polling of virtual members.
45. Quorum at Annual General Meeting or Special General Meeting: 25% of the Club's Members personally or virtually shall form a quorum at the AGM.
46. Equality of Votes: In the case of an equality of votes the Commodore or nominated Chair shall have a second or casting vote, on any matter other than the election of Members of the Committee.

### **Dissolution of the Club**

47. 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 Committee shall dispose of the net assets by dividing them equally and donating half each to the RNLI and the RYA (or their successor bodies).