

RULES OF NEWPORT BOAT CLUB Ltd.

Part 1 - Interpretation

These Rules are extensions and amplifications of the Articles, which will always prevail, and are governed by the provisions of Article 8.4. As such, they must always be read and interpreted alongside and in accordance with Article 1 and any other Article relevant to the Rule or Rules in question.

Part 2 - Management

Note: The roles and responsibilities set out below are the intentions of the Directors, but if posts are not filled then the relevant responsibilities will be covered by other Directors.

R1. Officer, Director and President roles not defined in the Articles

R1.1 Officer roles

Commodore

- a) Chairs General Meetings, meetings of the Board, and meetings of the Strategy committee;
- b) Supports and facilitates harmonious and effective operation across all areas of the Club's activity;
- c) Leads a process to recruit and develop directors to ensure that the board is as effective as possible.

Vice-Commodore

- a) May deputise for the Commodore at meetings and events
- b) Other responsibilities as agreed with the Board

Rear Commodore Boating

- a) Chairs any meetings of the Boating Committee
- b) Co-ordinates, and is responsible to the Board for, all Boating activity and the overall Boating budget

Rear Commodore Clubhouse

- a) Chairs meetings of the Clubhouse committee
- b) Co-ordinates, and is responsible to the Board for, all Clubhouse activity and the overall Clubhouse budget

Treasurer (& Head of Administration)

- a) Responsible to the Board for all financial and administrative matters that affect central Club records and systems, including
 - (i) Ensuring that the Club has an accurate record of all financial transactions, and to present a fair summary of such record to the Directors at regular intervals;
 - (ii) advising the Directors, committees and working groups on financial matters;
 - (iii) administering such insurance policy or policies as may be needed fully to protect the interests of the Club, its Directors, Officers, employees, and Members;
 - (iv) ensuring that all financial matters of the Company are conducted with due probity.
- b) Oversees the production and maintenance of the Administration Operations Manual, relevant parts of which will be made

{From current Article 7.4)

New position to balance the structure – See Appendix A

available to all staff, and which will be reviewed in total and updated at least annually.

Company Secretary

- a) Responsible for the statutory obligations of a Company Secretary, including maintaining accurate records at Companies House
- b) Responsible to the Board for
 - (i) ensuring that all required operational policies are in place and are reviewed in accordance with a schedule agreed by the Board
 - (ii) ensuring that minutes of meetings of the Board, AGMs and SGMs of the Company are circulated as a draft within one week of the meeting, agreed to be true records at the next meeting of the appropriate body, and then added to the official records of the Club;
 - (iii) arranging for the preparation, availability and distribution of such agenda and other papers as may be needed for any meetings of the Directors, AGMs and SGMs, excepting where such papers are within the remit of Officers, committees and/or working groups;
 - (iv) carrying out any other duties and responsibilities as shall be agreed by the Directors.

Boating Secretary

The Boating Secretary shall be secretary to the Boating Committee and shall provide assistance to the Rear Commodore (Boating) as shall be mutually agreed

R1.2 The following roles should be allocated to Directors who are not Officers:

Public Relations (PR) lead: Responsible for all internal and external communications with members, potential members and the wider public

Human Resources (HR) lead: Responsible directly to the Board for all HR and safeguarding matters affecting staff or Members

Membership Development lead: To be agreed by the Directors

R1.3 There will also be directors without specific roles.

R1.4 Other responsibilities will usually be assigned as follows:

Data Protection – Company Secretary

Information Technology (IT) - Any suitably qualified individual

Franchises: Commercial – Treasurer; day-to-day – Bar Manager

R1.5 President:

- a) The President is seen as an ‘elder statesman’ of the Club, one who has been widely involved in its administration - probably a past Commodore - and therefore a useful source of club history and lore. He will ideally be a support for and confidant of the Commodore, offering practical help and acting as a sounding board for ideas and problems.
- b) May deputise for the Commodore at external events

<p>R2. Staff roles</p> <p>R2.1 Club Administration Manager (CAM)</p> <ul style="list-style-type: none"> a. Reports to the Head of Administration (HoA) b. Responsible to the Board (via the HoA) for <ul style="list-style-type: none"> (i) the maintenance and security of all central Club records; (ii) management of membership applications and renewals; (iii) conducting the routine correspondence of the Company and keeping appropriate records thereof; c. Supports Officers as required for the execution of their duties. <p>R2.2 Bar Manager</p> <ul style="list-style-type: none"> a. Normally reports to the Rear-Commodore Clubhouse b. Responsible for all day-to-day management of the bar (including stock) and bar staff. 	
<p>R3. Management Committee</p> <p>R3.1 The Management Committee consists of all Directors plus President, CAM and Bar Manager.</p> <p>R3.2 Directors may choose to invite others (including the Immediate Past Commodore) to attend some or all meetings of the Management Committee, but they will not have a vote.</p> <p>R3.3 Matters of governance by the Board may be discussed at Management Committee meetings, but only Directors may vote on them.</p> <p>R3.4 The quorum for the Management Committee is as for a meeting of Directors (see Article 7.2).</p> <p>R4. Boating committee:</p> <p>R4.1 Purpose: To provide and support any or all Boating and other related activities as are or may be of interest to current and prospective members</p> <p>R4.2 Composition:</p> <ul style="list-style-type: none"> a) From the Board: Rear-Commodore Boating, Boating Secretary b) Nominated by the relevant activity group: <ul style="list-style-type: none"> Rowing Captain Sailing Captain Paddling Captain c) Other interest groups formed by at least 10 members will also be represented by an activity captain. d) One or more bosuns (responsible to the relevant captain(s) if applicable) for maintenance of Club equipment <p>R4.3 The internal workings of the Boating committee and its subordinate groups will be set out in the Boating Operations Manual, which will be made available on the Club website and will be reviewed and updated at least annually.</p>	<p>This reflects what we have been doing this year, and which appears to work well. It does not preclude the Directors from having a separate meeting if the need arises.</p> <p><i>{Current Article 9}</i></p> <p>Rather than being elected by the wider membership.</p> <p><i>{Current Article 10}</i> This is an umbrella body for the Bar,</p>

<p>R5. Clubhouse committee:</p> <p>R5.1 Purpose: To provide and support a clubhouse and any or all associated facilities and social activities as are or may be of interest to current and prospective members.</p> <p>R5.2 Composition:</p> <ul style="list-style-type: none"> a) From the Board: Rear-Commodore Clubhouse, Treasurer, PR lead b) Bar Manager and CAM, plus any others invited by agreement of the five core members c) Invited to attend (not vote) ex-officio: Commodore, Vice-commodore, Rear-Commodore Boating <p>R5.3 The Clubhouse Committee will maintain a Clubhouse Operations Manual, which will be made available to all staff and will be reviewed and updated at least annually.</p> <p>R6. Strategy committee</p> <p>R6.1 Purpose: To maintain, review and update a 5-year Club Development Plan for review by the Board and presentation to Members at the AGM. If appropriate, it may include major development plans that extend beyond the 5-year horizon.</p> <p>R6.2 The 5-year plan should address matters including significant risks, threats and opportunities, and the funds and other resources required to address them.</p> <p>R6.3 Composition:</p> <ul style="list-style-type: none"> a) From the Board: Commodore, Vice-Commodore, Treasurer, Rear Commodore Boating, Rear Commodore Clubhouse. b) The Strategy Committee may draw on whatever expertise it deems appropriate, whether from members or otherwise. 	<p>Social and Facilities groups, which inevitably have a significant degree of linkage.</p> <p>A new body charged with looking at the medium-term strategy and plans for the Club.</p>
<p>Part 3 – Membership, visitors and guests</p> <p>R7. Membership application process</p> <p>R7.1 Applications for membership will normally be made via SmartClubCloud, for which there will be a link from the Club website</p> <p>[There is no requirement to have proposer and seconder]</p> <p>R7.2 Applications will be reviewed by the CAM, who will refer any potentially contentious applications to the Directors, whose decision will be final. The Directors will in any event review the list of new members.</p> <p>R7.3 Once the first year’s membership fee plus any joining fee has been collected by direct debit, and at least 48 hours have elapsed from receipt of the application, the application will be confirmed and membership cards issued.</p> <p>R8. Classes of membership (in accordance with Article 11.5)</p> <p>Founder Life Membership: Persons who subscribed to the founding of the Original Club in 1975 and who are currently set out as such in the Original Club Register (as at the date of incorporation). Following the death of an original subscribing Founder Life Member with a surviving spouse or civil partner that Founder Life Membership shall pass to the</p>	<p>New process in place of paper forms.</p> <p>Confirmed by RYA Legal</p> <p>RYA Legal confirm that approval can be delegated to a Director or employee, with the option of a post-approval review by the Board.</p> <p>Licensing requirement</p>

spouse or civil partner. Upon the death of the surviving spouse or civil partner, the Founder Life Membership shall expire. Founder Life Members (and their surviving spouse or civil partner) shall be entitled to be Full Members for their lifetime without the obligation to pay any Subscription. Founder Life Members shall be afforded all entitlements of a Full Member for as long as they remain a Member. This category is closed to new entrants.

Life membership: Persons who, having paid the appropriate fee, are currently set out as such in the Original Club Register (as at the date of incorporation) or the Company's Register of Members. Following the death of an original subscribing Life Member with a surviving spouse or civil partner that Life Membership shall pass to the spouse or civil partner. Upon the death of the surviving spouse or civil partner, the Life Membership shall expire. Life Members (and their surviving spouse or civil partner) shall be accorded the entitlements of a Full Member for as long as they remain a Member. This category is currently closed to new entrants.

Vice-President: Persons who, having performed outstanding service to the Club as is worthy of such recognition, are so appointed by the Directors. Members may also recommend people for this honour. Members so honoured are accorded the entitlements of Full Members for their lifetime without the obligation to pay any Subscription so long as they remain a Member. Upon the death of a Vice-president, the Vice-president Membership shall expire.

Honorary Life Membership: Persons who, having performed such service to the Club as is worthy of such recognition, are so appointed by the Directors. Members so honoured are accorded the entitlements of Full Members for their lifetime without the obligation to pay any Subscription so long as they remain a Member. Upon the death of an Honorary Life Member, the Honorary Life Membership shall expire

Standard Membership: Covers one adult (aged 18 or over) as a Full Member and any named immediate family (spouse/partner and children up to the age of 18 or in full-time education) as Associate Members. Reduced rate available to Members who reached the age of 65 before 1st September 2015 (This sub-category is closed to new entrants). Reduced rate available to Full Members aged 18-25. Registered child Associate Members reaching the age of 18 or leaving full-time education shall automatically be offered Full Membership in accordance with Rule 9.3(b).

Note: The Club strongly recommends that all immediate family members are registered to ensure that they are covered by the Club's insurance and that children are eligible for transfer to Full Membership.

Junior Membership: Covers one person up to the age of 18 as an Associate Member in their own right, subject to the permission of parents or guardians. On reaching the age of 18, junior members shall automatically be offered Full Membership in accordance with Rule 9.3(b).

i.e. a spouse who remarries can't pass the membership to their new spouse

Visitor:

- a) A person who can demonstrate current membership of the RYA or of another bona fide boating club (list available on the RYA website) and is entered into the visitors register accordingly. This option shall not be available for more than one 48 hour period per annum unless authorised in writing by an Officer.
- b) RNLI crew and HM Coastguard at Fishguard or Cardigan (wearing official papers) at any time.
- c) Visitors are not Members and so have restricted entitlements.

Temporary Member: A person who applies to use the Club's facilities to participate in or support a boating-related activity for a period of between 1 and 3 days, up to a maximum of 5 days in any calendar year. Temporary Members shall have no voting rights, and in all other respects must follow the rules for visitors or guests. Any such application must be approved by the Rear Commodore Boating, Boating Secretary, Sailing Captain or (for one day only) the race officer or activity organiser.

R9. Membership fees; joining fees (if any); payment methods

R9.1 Membership fees per category

Category	Current annual fee
Founder Life	Nil
Life	Nil
VP	Nil
Honorary Life	Nil
Standard	£68
Standard 18-25	£35
Standard 65+	£58
Junior	£2

R9.2 A joining fee of £10 is payable for all new memberships to cover initial setup costs and membership cards.

R9.3 Annual subscriptions fall due on October 1st, payable by **direct debit**.

R9.4 If the correct subscription is not paid within one month of the due date then one reminder shall be sent (in accordance with Article 17). If the outstanding sums are not paid within 28 days of the issue of the reminder then the corresponding Membership and associated entitlements shall lapse and membership be terminated. Any monies paid previously and purporting to be a membership subscription shall be forfeited and not be refunded.

Age limit now 18th birthday rather than arbitrary date of 1st Sept.

Unclear up to now how bar staff should determine who can be accepted as a bona fide Visitor (as distinct from any other non-member 'trying it on').

Brings such people into the scope of the Club's insurance for the protection of existing members.

R10. Entitlements, Misrepresentation

R10.1 Entitlements of Members, visitors and guests

	Full Member	Associate Member	Temp Member	Visitor / Guest
a) receive the appropriate proportion of any sum remaining in the circumstances set out in Article 19.2;	Yes	No	No	No
b) use the Club's facilities;	Yes	Yes	Yes	Yes
c) fly the Club Burgee;	Yes	Yes	No	No
d) take part in events organised by the Club;	Yes	Yes	Yes	No
e) be supplied with intoxicating liquor and other provisions at the Club Premises according to any rules of the Club and the requirements of the Licensing Act then in force (and subject always to payment of the applicable charges for such intoxicating liquor and other provisions);	If 18 or over, at Member prices	If 18 or over, at Member prices	If 18 or over, but not at Member prices	If 18 or over, but not at Member prices
f) attend and vote at General Meetings of the Club	Yes	No	No	No
g-1) be elected and serve as a director of the Club	Yes	No	No	No
g-2) be elected or co-opted to a committee or working group of the Club	Yes	Yes	No	No
h) introduce guests to the Club Premises in accordance with Rule 12.	Yes	If 18 or over	No	No

R10.2 Misrepresentation: No Member shall allow their membership card or identity to be used by another in order to obtain the benefits of membership or for any other purpose.

g - The current Articles require any specified person (Associate Member) to join in their own right to be able to volunteer for any committee or working group. These changes are to redress that.

{Current Article 17}

R11. DISCIPLINE OF MEMBERS (relating to Article 13)

R11.1 A member may be subject to disciplinary action if such a member has:

- Acted in breach of the Club Articles or Rules; or
- Engaged in conduct whether on or off the Club premises that renders him unfit for membership of the Club or brings his suitability for membership of the Club into question; or
- Acted or has threatened to act in a manner which is contrary to the interests of the Club as a whole; or

This process is more detailed than that in the RYA Model Rules (which allows directors almost unlimited scope) and is based on a tried and tested model from

<p>d) Been abusive or made inappropriate comments to any Member or member of staff or refused to act on a reasonable instruction from a member of staff.</p> <p>The process of such disciplinary action is called a “Rule 11 Action”.</p>	<p>Hayling Island Sailing Club.</p>
<p>R11.2 The process shall be as described below, but minor departures therefrom shall not invalidate any Rule 11 Action or any decision made pursuant to it. The member may be supported during the investigation and hearing stages by a person of their choice.</p>	
<p>R11.3 Generally a Rule 11 Action will initially be investigated by an uninvolved Director to determine the facts, then considered by a disciplinary panel consisting of three further independent and uninvolved Directors. The right of appeal shall exist to a panel consisting of three uninvolved Members acceptable to the appellant and Board. The outcome of an appeal is final.</p>	
<p>R11.4 If the member is a Director, or if there is no uninvolved Director, then the investigation and initial hearing shall be carried out by three uninvolved Members acceptable to the defendant and Board. In this case the appeal panel shall be a different three uninvolved Members acceptable to the defendant and Board.</p>	
<p>R11.5 A Rule 11 Action may result in one or more of the following sanctions:</p> <ul style="list-style-type: none"> a) Advice as to the member’s future conduct; b) The member being formally reprimanded in respect of the conduct in question; c) The member being required to provide a written apology in terms as specified; d) Where identifiable loss or damage is involved, appropriate financial restitution; e) The suspension or expulsion of the member from the Club. 	
<p>R11.6 The member who is the subject of a Rule 11 Action may be suspended from the Club pending the determination of that Action by agreement with the investigating panel.</p>	
<p>R11.7 A member may be suspended from membership with immediate effect where the persons effecting the suspension (see Rule 11.8) consider that the action is necessary and appropriate considering all the circumstances and the best interests of the Club. These persons shall initiate a Rule 11 Action at the earliest reasonable opportunity afterwards.</p>	
<p>R11.8 Such an immediate suspension may be effected by or in consultation with:</p> <ul style="list-style-type: none"> (a) two Officers as defined in Article 6; or (b) an Officer and a Manager as defined in Rule 2; or (c) only if it is impracticable to contact an Officer immediately, a Manager alone. That Manager shall inform an Officer of the action taken at the earliest reasonable opportunity. 	

<p>R12. Guests</p> <p>R12.1 No person may be introduced as a guest on more than five occasions in any one calendar year.</p> <p>R12.2 Full and Associate Members over the age of 18 may introduce guests to the Club Premises.</p> <p>R12.3 On each occasion that a guest is introduced, the corresponding Member must record their details and the name and address of their guest in the visitors register provided for that purpose.</p> <p>R12.4 Members must accompany their guests throughout their visit to the Club Premises, and shall be responsible for the conduct of their guests in that period.</p> <p>R12.5 Persons visiting the Club Premises as members of a team or their supporters, or participating in a social event organised by the Club, may be admitted to the Club Premises as guests of the Club on the signature of the Member authorised to organise that event or of any member of the Management Committee.</p> <p>R12.6 Any two members of the Management Committee may exclude any guest from the Club Premises without giving any reason.</p>	<p><i>{Current Article 22}</i></p>	
<p>Part 4 - Miscellaneous</p>		
<p>R13. Health & Safety</p>		
<p>R13.1 Boating</p> <ul style="list-style-type: none"> a) The Boating Operations manual will include a generic risk assessment for each main activity that the Club supports (longboat rowing; scull rowing; dinghy racing; etc.) b) There will be an activity risk assessment for each Club boat outing and race day. 		
<p>R13.2 Clubhouse</p> <ul style="list-style-type: none"> a) The Clubhouse Operations manual will contain routine and emergency procedures for safe operation of the clubhouse and all activities b) There shall be a monthly walk-round of specified areas by two Directors, such that all the premises are reviewed every 6 months c) There will be ad-hoc risk assessments for all non-routine activities. 		
<p>R14. Use of Clubhouse</p>		
<p>R14.1 Because of the risk of undetected broken glass, footwear must be worn in the Clubhouse at all times other than in the showers and changing rooms, and is strongly recommended outside in the Club grounds.</p>		
<p>R14.2 For reasons of decency, minimum dress of shorts and a top must be worn in the Clubhouse at all times other than in the showers and changing rooms.</p>		

R14.3	Persons in wet clothing are restricted to the corridors and changing rooms, and certainly not the carpeted areas.	
R14.4	Sandy clothing and shoes should be rinsed off before entering the Clubhouse. For this purpose there is a tap at the front of the building and a hose at the rear.	
R14.5	Animals, other than support dogs, are not allowed in the Clubhouse, and all dogs must be on leads while on Club premises.	
R14.6	In accordance with the Licencing Act, when the bar is open, any member of staff may require any person to leave the premises at any time.	