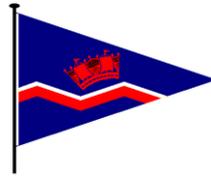


Royal Naval Volunteer Reserve Yacht Club



Rules

(As adopted at the Annual General Meeting held on 10th January 2018, with alterations made by the Committee on 25 April 2018 and on 10 December 2018, on both occasions pursuant to Rule 10(i))

1. Name

The name of the Club shall be "Royal Naval Volunteer Reserve Yacht Club", hereinafter called "the Club". The Club is associated with The R.N.V.R. Officers' Association Limited at the Naval Club, 38 Hill Street, London.

2. Objects

The objects of the Club are:

- (a) to provide members with an annual programme of economical sailing opportunities, including cruising, racing and sail training, and social and educational events;
- (b) to maintain access to craft for the use of members;
- (c) to uphold the privileges and prestige of the Club as a Service Yacht Club by every means possible; and
- (d) to foster relations with and encourage the recruitment of new members from the Royal Naval Reserve, other Maritime Reserves and the Royal Navy (including University Royal Naval Units), the Royal Marines, the Royal Fleet Auxiliary and their Commonwealth equivalents.

3. Qualification for Membership

(a) MEMBERS, List 1:

- (i) Serving, retired and former members of the Royal Naval Reserve and the other Reserves (past and present) of the Royal Navy, the Royal Marines and Commonwealth Navies;
- (ii) Serving, retired and former members of the Royal Navy (including University Royal Naval Units), the Royal Marines, the Royal Fleet Auxiliary and their Commonwealth equivalents;

(b) MEMBERS, List 2:

- (i) Members' spouses or partners and their sons and daughters;
- (ii) Serving or former cadets of Pangbourne College or any similar institution recognised by the Committee;
- (iii) Members of the Naval Club or any other persons not otherwise eligible for membership and whom the Committee consider suitable and likely to advance the objects of the Club and who have or have had a Naval or yachting connection;
- (iv) Applicants for membership, List 2, shall be British or Commonwealth citizens. An application for List 2 membership must be proposed by one member or life member and seconded by two members or life members, all of whom have been members for not less than three years and who know the applicant. At least two of the members proposing or seconding the application must be Officers of the Club, Committee members or List 1 members. The application shall be supported by a letter of recommendation by the proposer;
- (v) The number of List 2 members shall not exceed thirty per cent (30%) of the total non-honorary membership except that no duly admitted List 2 member shall be required to give up membership by reason of this Rule;

(c) HONORARY MEMBERSHIP:

- (i) The Committee may elect to honorary life membership or honorary membership a maximum of two persons in any one year;
- (ii) The Committee may also elect to ex-officio honorary membership for his or her term of office any official who, in their opinion, it is appropriate so to elect by virtue of his or her office;
- (iii) Honorary life membership shall only be offered in recognition of exceptional services rendered to the Club, the Royal Navy or its Reserves or to sailing;

(d) FOUNDER MEMBERS: The first one hundred (100) members who subscribed to the formation of the Club shall be known as founder members;

- (e) **LIFE MEMBERS:** Members who have, under previous arrangements, compounded their annual subscriptions for a single lifetime payment, shall be known as life members.
- (f) **TEMPORARY MEMBERS:** In furtherance of the objects of the Club as set out in Rule 2, the Membership Secretary may grant temporary membership to any individual to give him or her the opportunity to get to know the Club by participating in Club activities before committing to full membership. Any temporary membership shall not exceed a period of three months. Each temporary member shall be given the same opportunity to participate in Club activities as is enjoyed by a full member. The Committee shall determine what fee, if any, shall be paid in advance by a temporary member for the advantages and privileges of temporary membership. By accepting temporary membership, the temporary member shall be taken as having agreed to comply with the Rules, any of which, if relevant for temporary membership, shall apply to temporary members on the same basis as the Rule applies to members. The Committee shall be entitled to expel any temporary member, with any such expulsion taking effect immediately upon notification to the temporary member of the expulsion.

4. Admission to Membership

- (a) All applications for membership, other than applications for temporary membership, must be presented to the Committee for election and the Committee's decision shall be final;
- (b) The Honorary Secretary shall send to each newly elected member written notice of his or her election together with a copy of the current Rules;
- (c) No new member, other than a new honorary life member or honorary member, shall participate in the advantages or privileges of the Club until his or her subscription has been paid;
- (d) By accepting honorary life membership or honorary membership or by payment of his or her subscription, the new member shall be taken as having agreed to comply with the Rules;
- (e) A member who has resigned or who has ceased to be a member under any provision of the Rules shall be entitled to re-apply for membership and the Committee shall have the power to reinstate any such member to membership, on such terms and conditions as they shall deem fit.

5. Advantages and privileges of membership

- (a) Member or Life Member, List 1: Entitled to all of the advantages and privileges of membership of the Club;
- (b) Member or Life Member, List 2: As for List 1 above but subject to a limit as to the number of List 2 members who may be elected members of the Committee at any one time (see Rule 10 (a)). Ineligible for Flag rank above the rank of Rear Commodore (see Rule 8 (a)).
- (c) Honorary Life Member: If the person so elected would qualify for List 1 membership or List 1 life membership, as for (a) above, failing which as for (b) above;
- (d) Honorary Member: As for (b) above;

- (e) Ex-officio Honorary Member: As for (b) above.

6. Subscriptions and fees

- (a) The Committee shall have the power to determine the rates of subscription of members, the fees for admission to membership and the charges for goods and services provided by the Club;
- (b) Any amendments to the rates of subscription and admission fees shall be subject to confirmation by resolution at the next Annual General Meeting. The current rates of subscription and admission fees shall be published in the Club Handbook;
- (c) Annual subscriptions shall be payable on 1st January each year, wherever practicable by Standing Order, provided that members joining after 1st October shall be liable for one subscription only until the end of the following year, at the rate effective from 1st January of that year;
- (d) Any members in arrears with their subscription for more than three months shall cease to be entitled to any of the advantages and privileges of the Club, so long as their subscriptions shall remain in arrears, unless sufficient cause for the delay in payment shall have first been made known to the satisfaction of the Committee;
- (e) If any members' subscriptions shall not have been paid by 31st October following the due date, the members shall cease to be members forthwith.

7. Expulsion or suspension of a member

The Committee shall have the power to expel or suspend any member. On the instructions of a Flag Officer, the Honorary Secretary shall call a special meeting of the Committee to examine the case for expulsion or suspension of a member and shall notify the member in writing of the details of the complaint against the member. At the meeting the member shall be allowed to offer orally or in writing a statement on his or her own behalf. The Committee's decision shall be final.

8. Officers

- (a) The Officers of the Club shall consist of an Admiral, if one is appointed; the Flag Officers, comprising a Commodore, a Vice-Commodore, and not more than three Rear-Commodores; an Honorary Secretary; and an Honorary Treasurer. All members, life members, honorary life members and honorary members (other than ex-officio honorary members) shall be eligible for election to Flag rank. The Commodore, Vice-Commodore and at least one Rear-Commodore shall be List 1 members or life members, List 1, or honorary life members or honorary members (other than ex-officio honorary members) who would qualify for List 1 membership or List 1 life membership. There shall be not more than two List 2 Rear-Commodores;

- (b) Flag Officers, other than an Admiral, if appointed, shall retire annually at the Annual General Meeting but shall be eligible for re-election at that Meeting. Unless they request otherwise, retiring Flag Officers shall automatically be regarded as having been nominated for re-election;
- (c) Any two members may propose for election to a specific Flag post any other eligible member in place of a Flag Officer retiring, by notice in writing to the Honorary Secretary not less than sixty (60) days before the Annual General Meeting. All proposals shall be supported by a résumé of the proposed candidate;
- (d) If there is more than one candidate for a specific Flag Officer post, a ballot shall be held following the same procedure in Rule 10 (d) as for the election of Committee members where there is an excess of candidates;
- (e) Flag Officers may be appointed by the Committee in case of an emergency. Such Flag Officers shall retire at the next Annual General Meeting and shall be subject to the same procedure as that set out for elected Flag Officers in Rule 8 (b);
- (f) The Honorary Secretary and Honorary Treasurer shall be appointed by the Committee and hold office for such periods as the Committee may determine;
- (g) The office of Admiral is intended primarily as a courtesy title and the official functions, if any, of an Admiral shall be agreed from time to time by the Committee. The office of Admiral shall be filled, vacated or left vacant at the discretion of the Committee but any appointment shall be subject to the prior approval of a General Meeting.

9. Trustees

- (a) There shall be no fewer than three Trustees, each of whom shall be appointed by the Committee from the membership for such period as the Committee may determine. There shall be vested in the Trustees the principal assets of the Club other than
 - (i) cash at the bank and temporary investments; and
 - (ii) legal title to shares or any other ownership interest in any corporate entity which owns any yacht in respect of which the Club has a financial interest, which title shall be vested in not more than five members of the Committee who are not directors of such corporate entity and who shall be appointed by the Committee annually;
- (b) The Trustees shall invest in their names, from time to time, such sum or sums of money as the Committee shall authorise for that purpose in Trustee Securities, and shall hold, make available or dispose of such securities and any income therefrom as the Committee may from time to time direct in accordance with Rule 20 (a);
- (c) The Trustees are not to be deemed in any way to be the governing body of the Club or to be liable for any acts or defaults of the Club, but shall be liable only to account to the Committee for the assets from time to time in their hands;
- (d) If at any time there are fewer than three Trustees then at least one new Trustee shall be appointed by the Committee as soon as possible.

10. Committee

- (a) The management of the Club's affairs shall be deputed to a Committee, which shall consist of all of the Officers of the Club, but excluding any Admiral appointed, and no fewer than nine (9) nor more than fifteen (15) members of the Club. No fewer than two-thirds of the Committee members (including the relevant Officers of the Club, who shall be ex-officio Committee members) shall be members or life members, List 1, or honorary life members or honorary members (but not ex-officio honorary members) who would qualify for List 1 membership or List 1 life membership;
- (b) At the Annual General Meeting each year those Committee members (other than ex-officio Committee members) who were elected at the Annual General Meeting three years previously shall retire. Such retiring members shall be eligible for re-election at the current Meeting;
- (c) Any two members of the Club may propose for election to the Committee at the next Annual General Meeting any other candidate or candidates by notice in writing to the Honorary Secretary not less than sixty days (60) before the Annual General Meeting. Each proposal for the election of a candidate as a new Committee member, including of one appointed by the Committee under Rule 10 (e), shall be supported by a résumé of the proposed candidate.
- (d) If the total number of Committee members retiring but seeking re-election and the other candidates exceeds the maximum number of vacancies to be filled in accordance with Rule 10 (a) and declared to the Meeting there shall be a ballot. Every member entitled to vote and voting may vote for as many candidates as there are vacancies to be filled and for no more. The candidates, up to the number of vacancies, who shall receive the most votes shall be declared elected and in the event of candidates receiving an equal number of votes the Chairman of the Meeting shall have a second or casting vote to determine the outcome of each election;
- (e) The Committee shall have the power to appoint a member to fill any vacancy on the Committee until the next Annual General Meeting. Any member so appointed shall then retire and be subject to the same procedure as set out for the election of Committee members in Rule 10 (c);
- (f) The Committee may co-opt further members to the Committee (notwithstanding that they may not be eligible for election by reason of Rule 10 (a)) for such periods as the Committee may determine, but not beyond the date of the next Annual General Meeting;
- (g) The Committee shall have the power to appoint one or more sub-Committees to deal with any aspect of the Club's activities for such periods and with such remits as the Committee shall determine;
- (h) The Committee shall have the power to delegate any duties allocated by these Rules to the Honorary Secretary to one or more other members of the Committee, for such periods as the Committee may determine;
- (i) The Committee shall have power to alter the Rules, subject to confirmation of any such alteration by resolution at the next Annual General Meeting;
- (j) Rules 8 (c) and 10 (c), relating respectively to proposing at an Annual General Meeting a member for election in place of a retiring Flag Officer and of a candidate for election to the Committee, shall not apply to any such proposal made by the Committee; and
- (k) Rule 13 (b) shall not apply to any resolution which the Committee proposes for consideration at an Annual General Meeting and to any other business which the Committee requests to have discussed at the meeting.

11. Vacation of office or function

The office of an Officer or Trustee and membership of the Committee shall be vacated if the office holder or Committee member:

- (a) becomes the subject of a Receiving Order in Bankruptcy or makes any arrangement or composition with his or her creditors;
- (b) becomes of unsound mind;
- (c) ceases to be a member of the Club;
- (d) resigns from the office or from membership of the Committee by a notice in writing to the Honorary Secretary; or
- (e) is removed from office or from membership of the Committee by a resolution passed at a General Meeting (in the case of a Flag Officer) or by the Committee (in the case of a Trustee or Committee member).

12. Proceedings of the Committee

- (a) The Committee shall meet as often as may be necessary for the proper management of the Club. If all the Committee members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place notwithstanding that fact, provided that each participant can communicate to all the other participants at the relevant time all information or opinions he or she has on each item of the business of the meeting;
- (b) Meetings of the Committee shall be summoned by the Honorary Secretary or a Flag Officer or at least two members of the Committee and at least three clear days written notice of the meeting shall be given to all Committee members. Electronic communication is classed as written notification;
- (c) A quorum for a Committee meeting shall consist of five members.

13. General Meetings

- (a) An Annual General Meeting shall be held in January in each year at such date, time and place as the Committee shall have decided and promulgated in the Club's Programme for the preceding year. The business at such meetings shall be
 - (i) Receiving the report for the past year of the Commodore;
 - (ii) Receiving the report of the Honorary Treasurer on the Club's last financial year and voting on a resolution approving the Accounts in respect of such year;
 - (iii) Appointment of the Examiner to serve for the ensuing year;

- (iv) Receiving the report for the last year of the Membership Secretary;
 - (v) Election of the Flag Officers for the ensuing year;
 - (vi) Election of the Committee for the ensuing year;
 - (vii) Resolving to confirm any amendments to the rates of subscription or admission fees made by the Committee under Rule 6 (b);
 - (viii) Resolving to confirm any alteration of the Rules made by the Committee under Rule 10 (i);
 - (ix) Voting on any other resolution of which notice has been given in accordance with these Rules; and
 - (x) Discussion of any other business in accordance with Rule 14 (d);
- (b) Any member wishing to propose a resolution at the next Annual General Meeting shall give the Honorary Secretary notice in writing of the precise wording of the resolution to be proposed, together with a brief explanatory note as to the reason for the proposal, not later than 31st October in each year. Any member requesting to have discussed at the meeting any other business shall give to the Honorary Secretary written notice not later than sixty (60) days prior to the Annual General Meeting., together with a brief explanatory note as to why that business should be discussed;
- (c) At least twenty-one (21) days before the date of the next Annual General Meeting the Honorary Secretary shall send to every member of the Club notice of the date, time, place and agenda in respect of the next Annual General Meeting and shall include in the notice as business for the Annual General Meeting
- (i) any resolution proposed by a member under Rule 13 (b);
 - (ii) any resolution proposed by the Committee whether under Rule 6 (b), Rule 10 (i) or otherwise;
 - (iii) any proposals for the election of Flag Officers or Committee members submitted in accordance with Rules 8 (c) or 10 (c) respectively; and
 - (iv) any other business of which notice has been received under Rule 13 (b);
- The Honorary Secretary shall send with the notice all resumes and explanatory notes received in accordance with these Rules in support of any particular resolution, proposal or request for discussion of any other business at the Annual General Meeting;
- (d) Extraordinary General Meetings shall be summoned by the Honorary Secretary on instructions from a Flag Officer or on a requisition signed by no fewer than ten (10) members and stating the object of the required meeting. The business at an Extraordinary General Meeting may include any business that could be conducted at an Annual General Meeting and the Extraordinary General Meeting shall be held as soon as reasonably practicable on such date and at such time and place as shall have been decided by the Committee. The Notice of Extraordinary General Meeting, which the Honorary Secretary shall send to every member at least twenty-one (21) days before the date of the Extraordinary General

Meeting, shall be accompanied by the wording of the instructions from the Flag Officer or of the requisition that initiated the calling of the meeting.

14. Procedure at General Meetings

- (a) A quorum for a General Meeting shall consist of ten members;
- (b) Only members present at the meeting may vote. However, for each resolution pre-notified to the membership and affecting the Rules or any other matter at the discretion of the Committee, provision shall be made for members who are unable to attend the meeting to express their approval or otherwise of each such resolution by post or email. The separate numbers of members thus indicating 'for' or 'against' a resolution shall be given to the meeting prior to discussion of the resolution but shall not otherwise have any effect on the resultant vote;
- (c) Every resolution submitted to a meeting shall be decided by a majority of votes of members present. Unless a majority of members present determine on a show of hands that a vote on a resolution shall be conducted by a poll, all voting shall be determined on a show of hands;
- (d) The chairman may in his or her absolute discretion permit discussion of any other business at a General Meeting notwithstanding that notice has not been duly given, but neither views expressed nor any vote taken on such business shall be binding.

15. Chairman

At Committee and other meetings, the Chair shall be taken by the senior Flag Officer present or, if no Flag Officer is present, by any member chosen by the meeting.

16. Honorary Secretary and Record Keeping

- (a) The Honorary Secretary shall:
 - (i) maintain a record of the proceedings of all meetings;
 - (ii) provide members with access to the historical records of the Club including of Club meetings;
 - (iii) at all times keep
 - (1) a Register of Members and a Register of Members' yachts; and
 - (2) a register of the permits issued by the Club for members' yachts to wear the Blue Ensign;
- (b) The above requirements are subject to any delegations under Rule 10(h).

17. Honorary Treasurer

- (a) The Honorary Treasurer shall be responsible to the Committee for the Accounts of the Club and for the operation of bank or other accounts appropriate to the Club's needs, subject to the operation of the accounts and the signatories relating to them being authorised by the Committee;
- (b) The Committee shall determine the signing rules to be adopted for the withdrawal or transfer of funds from or between the Club's bank accounts. In the event that a single signature is authorised for unlimited amounts or in the case of the operation of any bank account by an authorised individual by means of online banking, the Committee shall give appropriate consideration to the implementation of risk reduction measures, including the taking out of insurance, to protect the Club against a loss of funds resulting from fraud.
- (c) The Honorary Treasurer shall arrange for the Club Accounts for the financial year ending on the immediately preceding 31st October to be examined by the appointed Examiner before their submission to the next Annual General Meeting.

18. Examiner

An Examiner, not being a member of the Committee, shall be appointed by the Annual General Meeting to serve for the ensuing year for the purpose stated in Rule 17 (c). Failing this, or in the event of the position otherwise becoming vacant, the Committee shall appoint an Examiner as soon as practicable to serve until the next Annual General Meeting.

19. Financial Year

The Club's financial year shall end on 31st October in each year.

20. Club Financial Assets and other Property

- (a) The Club is a non-profit making organisation. Any and all income, profits, surpluses and cash realised from the disposal of Trustee Securities by the Trustees shall be used to maintain or improve the Club's facilities and in fulfilment of the Club's objects, and shall not be distributed except in the event that the Club is wound up. In that case, and after the satisfaction of all liabilities, the Committee shall, at its absolute discretion, distribute the assets and property of the Club, or the result of their realisation, to one or more such non-profit-making Naval, yachting, other seafaring or related charities or bodies as the Committee may decide;
- (b) No member shall, without the express authority of the Committee, take away from the Club or injure or destroy, upon any pretext whatsoever, any article which is the property of the Club or in the care, custody or control of the Club. All users of Club property or property in the care, custody or control of the Club are subject to any special rules applying thereto.

21. Members' Yachts

- (a) Every yacht belonging to a member of the Club shall be registered in the Register of Members' Yachts. This Register is to state the name of the yacht, registry number (or other distinguishing number), name of owner(s), type or class, MMSI and sail number (if any). Members owning yachts shall be responsible for ensuring that the entries in the Register of Members' Yachts in respect of their yachts remain current, complete and accurate and that the details of a yacht in the Register are promptly deleted in the event of its subsequent disposal;
- (b) Members letting or lending their yacht to a non-member must ensure that no unauthorised use is made of the Club insignia;
- (c) Members letting or lending their yachts for which they hold Blue Ensign permits must ensure that no unauthorised use is made of those permits.

22. Club Insignia

- (a) The Club insignia shall be manufactured in accordance with detailed specifications or patterns kept in the custody of the Committee;
- (b) The burgee shall be blue, traversed horizontally by a composite red and white wavy stripe biased to the lower half, and surmounted at the centre by a red Naval Crown askew;
- (c) Officers' flags:
 - (i) Admiral: A blue rectangular flag with the same device as the burgee;
 - (ii) Commodore: A blue rectangular flag with a swallow-tailed fly and with the same device as the burgee;
 - (iii) Vice-Commodore: As in (ii) above, with one white ball in the hoist;
 - (iv) Rear-Commodore: As in (ii) above, with two white balls in the hoist;
 - (v) Past-Commodore: A blue rectangular flag with the same device as the burgee, with three wavelets, red, white and red, below in the fly;
- (d) The cap badge shall be a foul anchor surmounted by a Naval Crown, all over the initials R N V R Y C, effected and outlined in gold wire embroidery on an oval black cloth ground;
- (e) The privileged Ensign of the Club is the undefaced Blue Ensign, which shall only be worn by Club members on board the yacht at the relevant time, when in possession of a permit from the Club, in conjunction with the Club Burgee (flown at the next senior position) and in accordance with the regulations issued with the permit;
- (f) The Club tie design shall consist of red Naval Crowns, each surmounting three red wavelets, scattered on a blue field or, alternatively, of rows of similar Naval Crown devices and rows of Club burgee devices and composite red and white stripes all diagonally on a blue field;
- (g) The Club button shall be a moulded black button with, in relief, a Naval Crown surmounting two wavelets, all over the initials R N V R Y C.

23. Club Events

- (a) It is a condition of participation in any event afloat, organised, wholly or in part, by or under the auspices of the Club, that participation is entirely at the risk of each participant;
- (b) Each participating yacht skipper must ensure that every person on board, or, in the case of a minor, a parent or guardian, has understood and agreed to the condition in paragraph (a) above before that person or the minor is permitted to join the boat to participate in such event;
- (c) By participating in any such event, skippers warrant that the requirement in paragraph (b) above has been complied with.
- (d) Parents and guardians are responsible at all times for the protection, behaviour and well-being of any minors that they bring to a Club event.

24. Data and Data Protection

- (a) Each member undertakes
 - (i) to ensure that his or her personal data held by the Club remains current, complete and accurate at all times;
 - (ii) to read and abide by the Club's Data Privacy Policy in its latest version, as published on the Club's website; and
 - (iii) not in whole or in part to download from the website the list of members, nor in whole or in part any electronic version of the list of members wherever it may be located, for mailing purposes unless expressly permitted by the Committee or by the relevant member or members.
- (b) By applying for membership of the Club and, after admission to the Club, whilst remaining a member, each member consents to the Committee processing his or her personal data in accordance with the Club's latest Data Privacy Policy, as published on the Club's website, in order to serve the legitimate interests of the Club and to fulfil the Club's contractual obligations concerning the implementation, administration and management of the member's participation in the Club, including the selection and disclosure of personal data held by the Club about the member to other members of the Club for furtherance of the objects of the Club;
- (c) If a member withdraws his or her consent to the Club processing his or her personal data in its entirety and without qualification, such withdrawal of consent shall constitute the member's resignation from membership of the Club.
- (d) Upon the resignation of a member, whether by virtue of Rule 24 (c) or for any other reason, or upon the death of a member the consent which the member shall have previously given under Rule 24 (b) shall be deemed to continue
 - (i) to enable the Club to continue to process the member's personal data based on its legitimate interests and in fulfilment of its contractual obligations; and
 - (ii) to enable the Club to maintain its archives.