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CONTENTS

1. Name, Burgee and Purpose 2

2. Officers and General Committee 2

3. Membership..... 4

4. Membership fees 4

5. Conduct of and expulsion of Members..... 4

6. Limitation of Club Liability 5

7. Committee 5

8. Powers of the Committee 6

9. Meetings of the Club..... 7

10. Dissolution of the Club 8

11. Miscellaneous 8

1. NAME, BURGEE AND PURPOSE

The name of the Club shall be 'The Junior Offshore Group' (hereinafter referred to in these rules as the Club). The working name of the Club shall be "JOG Yacht Racing".

1.1 The design of the Club's burgee, which shall be registered solely and the property of the Club, shall be dark blue with the Greek sign Theta in white in the centre.

1.2 The purposes for which the Club is formed:

1.2.1 To promote and facilitate the sport of yacht racing by amateurs using yachts of such size as may from time to time be determined.

1.2.2 To promote competitive racing with a combination of destinations and social functions

2. OFFICERS AND GENERAL COMMITTEE

2.1 The Club shall be managed by a General Committee (hereinafter referred to as "The Committee") which shall comprise of the following persons:

2.1.1 The Officers of the Club shall be Members and shall consist of a President, Captain, Vice-Captain(s), Secretary and Treasurer.

2.1.2 In addition, there shall be a minimum of three and a maximum of six Ordinary Committee Members.

2.1.3 In the event of a vacancy arising for any reason the Committee may co-opt Members to serve as part of the Committee.

2.2 All Officers of the Club and Ordinary Members of the Committee shall be eligible for re-election subject to the following limitations:

2.2.1 The President shall not hold office for more than five years.

2.2.2 The Captain shall not hold office for more than three years.

2.2.3 The Treasurer shall be elected every three years.

2.2.4 Ordinary Committee Members shall not hold office for more than three consecutive years but are eligible for election as an Officer of the Club.

2.3 The Secretary of the Club shall be appointed by the Committee and the terms of office shall be as defined in a Contract to supply services between the Secretary and the Committee acting on behalf of the Club. The Secretary shall be a Member of the Committee.

2.4 The Secretary shall:

- 2.4.1 Conduct the correspondence of the Club.
- 2.4.2 Keep custody of all Club documents.
- 2.4.3 Keep full minutes of all meetings of the Club, which shall be confirmed and signed by the appropriate Chairperson upon the agreement of the Club, at the next following meeting of the Club or Committee as appropriate.
- 2.4.4 Administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its Officers, and its Members.
- 2.4.5 Maintain contact with the Club's Legal Advisor to ensure that the Club's affairs are managed in accordance with current law.
- 2.4.6 Maintain any such certificates or registrations, and complete any such non-financial returns, as may be required by law.
- 2.4.7 Manage and co-ordinate the racing activities of the Club.
- 2.4.8 Maintain an up-to-date register of Club Members and consider the UK Data Protection Laws and data security.

2.5 The Treasurer shall:

- 2.5.1 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.
- 2.5.2 Cause all returns as may be required by law in relation to such accounts to be rendered at the due time.
- 2.5.3 Prepare an Annual Balance Sheet as of 31st October in each year and cause such Balance Sheet (and accounts as necessary) to be inspected by the Reviewer.
- 2.5.4 Present the Annual Balance Sheet to the Club at its Annual General Meeting.

2.6 The Reviewer shall:

- 2.6.1 Be appointed at the Annual General Meeting in each year and shall be an appropriately experienced/qualified person other than the Treasurer or Committee members.
- 2.6.2 The Reviewer shall review the Accounts and Annual Balance Sheet of the Club when called upon to do so and shall give such certificate of assurance as to the accuracy of the said Accounts as shall be required by law or by the Committee.
- 2.6.3 If unwilling or unable to act, inform the Committee who shall appoint a substitute to hold office until the termination of the next Annual General Meeting

3. MEMBERSHIP

3.1 There shall be the following categories of Membership with power to vote at all meetings of the Club as indicated hereunder.

3.1.1 **Skipper/Owner Member** - is entitled to one vote and receive race entry and membership benefits.

3.1.2 **Crew/Social Member** - is entitled to one vote and receive membership benefits.

3.1.3 **Family Membership** - shall include one or two co-habiting adults and all persons under the age of 18 living within the same household. Each family unit shall be entitled to two votes.

3.1.3.1 A family membership can be either a skipper/owner or crew/social membership.

3.1.4 **An Honorary Member** - shall be entitled to the same rights and privileges as a Crew/Social Member.

3.2 Members under the age of 18 shall have no vote.

4. MEMBERSHIP FEES

4.1 The rate of Subscription fee for each category of membership shall be set by the Committee, to be approved by the Members at the Annual General Meeting each year. Membership subscriptions will be kept at levels that will not pose a significant obstacle to people participating.

4.2 Membership of the Club shall be open to anyone interested in the sport of yachting regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion, or other beliefs.

4.3 All Members shall pay their first annual subscription upon joining the Club and annually on the anniversary of joining.

4.4 Every Member shall keep their online membership record up to date including their email address. Any notice sent to their email address shall be deemed to have been duly delivered.

4.5 Any Member wishing to resign from the Club may do so by cancelling their online subscription prior to the renewal date.

4.6 The Committee may cancel, without notice being given, the membership of any Member whose annual subscription and other annual fees are more than three months in arrears provided that the Committee may, at its discretion, reinstate such Member upon payment of arrears. No Member whose annual payment is in arrears may vote at any meeting.

5. CONDUCT OF AND EXPULSION OF MEMBERS

5.1 Every Member, upon joining the Club and thereafter, is deemed to have notice of and undertakes to comply with the Club Rules and Regulations. The Club Rules and Regulations are on the Club's website.

5.2 Any breach of Rule 5.1 or any conduct which, in the opinion of the Committee, is either unworthy of a Member or otherwise detrimental to the interests of the Club, shall render a Member liable to

disciplinary action by the Committee, which may include suspension for a specified period of time or expulsion.

- 5.3 Before taking such disciplinary action against a Member, 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 an 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 and voting on the resolution.
- 5.4 A Member may appeal against suspension/expulsion to the Members in a General Meeting.
- 5.5 Upon suspension/expulsion the Member/former Member shall not be entitled to have any part of the annual membership fee refunded and must return any Club or external body's property, trophy or trophies held forthwith.

6. LIMITATION OF CLUB LIABILITY

- 6.1 All references to the Club in this Rule shall mean every individual Member of the Club from time to time.
- 6.2 The Club will not accept any liability for loss or damage in relation to any person, boats, gear, or moorings while participating in the activities of the Club. whether or not such damage or injury could have been attributed to or was occasioned by the neglect, default, or negligence of any of them, the Officers, Committee, or Servants of the Club.
- 6.3 Members are responsible for any injury, damage or loss to the extent caused by their own actions or omissions.

7. COMMITTEE

- 7.1 The Committee shall be elected at the Annual General Meeting subject to the limitations contained in Section 2.2.
- 7.2 Candidates for election to the Committee shall be those Members of the retiring Committee eligible to offer themselves for re-election and such other Members whose nominations (duly proposed and seconded in writing by Members of the Club) with their consent shall have been received by the Secretary at least fourteen days before the date of the Annual General Meeting in each year. Such nominations, together with the names of the proposer and seconder shall be notified to Club members at the Annual General Meeting.
- 7.3 If the number of candidates for election is greater than the number of vacancies to be filled, then there shall be a ballot.
- 7.4 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 half of those present at the Annual General Meeting, and entitled to vote, vote in favour of such election.
- 7.5 The Committee shall meet at least every 3 months making such arrangements as the conduct, place of assembly and holding of such meetings as it may wish. The Chairperson elected by those present shall preside. The Committee shall determine whether committee meetings are to be held as an electronic meeting as well as, or instead of, a physical meeting. The Committee may call such meetings at such a

place (including electronic platforms) as they see fit. The notice shall specify whether the meeting shall be an electronic meeting in addition to, or instead of, a physical meeting.

7.6 Voting (except in the case of a resolution relating to the expulsion of a Member) shall be by show of hands. In the case of equality of votes, the Chairperson (as the case may be) shall have a second and casting vote.

7.7 Five Members shall form a quorum at a meeting of the Committee.

8. POWERS OF THE COMMITTEE

8.1 The Committee shall manage the affairs of the Club according to the Rules and shall cause the funds of the Club to be applied solely to the purposes of the Club or for a benevolent or charitable purpose nominated by the General Meeting.

8.2 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 law. Such sub-Committees shall consist of such Members of the Committee or of the Club as the Committees may think fit. Officers of the Club shall be ex-officio members of all such sub-Committees.

8.3 The Committee may create such Rules or Code of Conduct as it shall deem necessary or appropriate to comply with the objectives of the Club and guidance as may be issued for the conduct of Members by the RYA or other regulatory bodies. All such rules shall immediately be binding on the Members but shall be approved or amended by the Members at a General Meeting in accordance with Section 9.

8.4 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 she/he is so acting.

8.5 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 contracts only 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, borrow money or incur debts on behalf of the Club or its Membership.

8.6 In pursuance of the authority vested in the Committee by Members of the Club, Members of the Committee shall be indemnified by the Members of the Club out of the assets of the Club from and against any liability, costs, expenses or payments whatsoever which may be properly incurred or made by them or any one of them in the exercise of their duties 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.

8.7 Should the assets of the Club be insufficient to satisfy such liability, costs, expenses, or payments the Committee shall be entitled to a personal indemnity from the individual Members of the Club.

8.8 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.

8.9 The Committee shall endeavour to ensure that the following clause is incorporated in every contract, lease, licence or other agreement entered into by the Club, as appropriate "The liability of the

Committee for the performance of any contractual or other obligation undertaken by them on behalf of the Club shall be limited to the assets of the Club.”

8.10 The Committee may nominate for election at an Annual General Meeting such Honorary Members as the Committee may think fit. The total of such Honorary Members shall not, however, at any time, exceed 5 per cent of the total number of Members.

8.11 The election of Honorary Members shall be put to the vote at an Annual General Meeting and such Honorary members shall be duly elected if two-thirds of those present, and entitled to vote, vote in favour of the election.

9. MEETINGS OF THE CLUB

9.1 An Annual General Meeting of the Club shall be held each year in the months of November or December on a date to be fixed by the Committee.

9.2 The Secretary shall, at least fourteen days before the date of such meeting, post or deliver to each Member notice thereof and of the business to be brought forward thereat.

9.3 The Committee shall determine whether a General Meeting is to be held as an electronic General Meeting as well as, or instead of, a physical General Meeting.

9.4 The Committee may call General Meetings at such a place (including electronic platforms) as they see fit. The Notice shall specify whether the meeting shall be an electronic General Meeting in addition to or instead of the physical General Meeting.

9.5 No business, except the passing of the Accounts and the election of the Officers, Committee, and Reviewers, 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 is given in writing by a Member entitled to vote to the Secretary at least 30 days before the date of the Annual General Meeting.

9.6 The Committee may at any time, upon giving 21 days' notice in writing, call a Special General Meeting of the Club for any special business, the nature of which shall be stated in the summons convening the meeting, and the discussion at such meeting shall be confined to the business stated in the Notice sent to Members.

9.7 The Committee shall call a Special General Meeting upon a written request addressed to the Secretary by at least 10 Members. The Special General Meeting must be called within 28 days of a request. The Committee shall give 21 days' notice in writing of any such Special General Meeting. The discussion at such meeting shall be confined to the business stated in the Notice sent to Members.

9.8 At every meeting of the Club, the President or the Captain or, in their absence, a Chairperson elected by those present shall preside.

9.9 Twenty members entitled to vote and personally present shall form a quorum at any General Meeting of the Club.

9.10 Voting, shall be by one of the following means:

9.10.1 By show of hands.

9.10.2 Electronic means. The specific electronic platform or method to be used for such voting will be determined and communicated in advance to all eligible voting participants.

Adequate measures will be taken to ensure the integrity, security, and confidentiality of votes cast electronically.

9.10.3 By paper ballot in person. Eligible voting participants will cast their vote on a provided ballot paper, which will then be collected and counted. A person/s will be appointed to count the votes who is independent of the ballot.

9.11 In the case of an equality of votes, the Chairperson shall have a second or casting vote.

9.12 On any resolution properly put to a Meeting of the Club relating to the creation, repeal or amendment of any Rule, By-laws or Regulation of the Club, such Rule, By-law or Regulation shall not be created, repealed or amended except by a simple majority vote of at least half of those present and entitled to vote.

10. DISSOLUTION OF THE CLUB

10.1 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 same shall not be paid to or distributed amongst the Members of the Club. The Committee shall dispose of the net assets remaining to one or more of the following:

(i) to a Charity and/or

(ii) to another Club with similar sports purposes which is a registered CASC and/or

(iii) to the sport's National Governing body for use by it for related community sports.

11. MISCELLANEOUS

11.1 The Club may adopt such By-laws or Regulations as it considers appropriate for the good management of the Club and its facilities.

11.2 The Members acknowledge that these Rules constitute a legally binding contract to regulate the relationship of the Members with each other and the Club.

11.3 All communications between the Club and Members shall be by email or such other electronic method as shall from time to time be agreed by the Committee and the transmission of such communications shall be deemed to be delivered. If specifically requested the Club may communicate with individual Members by Post.

11.4 The club's website shall constitute the Club's official Noticeboard.