

Rules

SECTION 1 – NAME AND OBJECTS

1. The name of the Association shall be the X-Yachts Owners Association (hereinafter referred to in these Rules as “the Association”).
2. The objects for which the Association is formed are to further camaraderie and pride of ownership of owners and crew of all X-Yachts as may be from time to time be determined.

SECTION 2 - OFFICERS

3. The Officers of the Association shall consist of a Chairman, a Secretary, an Events Secretary, a Treasurer and a Communications Officer. Officers shall be elected at the Annual General Meeting and shall hold office for two years, retiring at the termination of the Annual General Meeting of the relevant year. All Officers of the Association shall be eligible for re-election.

Duties of Chairman, Secretary, Events Secretary, Treasurer, Communication Officer and Honorary Auditors.

4. **The Chairman shall:-**

- (a) Chair Association meetings.
- (b) Be the spokesperson of the Association.
- (c) Liaise with the Secretary about dates, arrangements, agendas, communications and contents of minutes.
- (d) Liaise with the Events Secretary about the programme of events.
- (e) Liaise with the Treasurer about the financial state of the Association.

5 **The Secretary shall:-**

- (a) Conduct the correspondence of the Association.
- (b) Keep custody of all Association documents.
- (c) Keep full minutes of all meetings of the Association.
- (d) Administer such insurance policy or policies as may be needed to fully protect the interests of the Association, its Officers and its members.
- (e) Maintain contact with the Association’s legal advisor to ensure that the Association’s affairs are managed in accordance with current law.
- (f) Maintain any such certificates or registrations, and complete any such non-financial returns, as may be required by law.

6. **The Events Secretary shall:-**

- (a) Propose an annual programme of events for the participation of members.

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- (b) Make all necessary and appropriate arrangements for each event.
 - (c) Monitor the attendance and popularity of events and produce an annual report
7. **The Treasurer shall:-**
- (a) 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 Association.
 - (b) Cause all returns as may be required by law in relation to such accounts to be rendered at the due time.
 - (c) Prepare an Annual Balance Sheet and a Profit and Loss Account in each year and cause such Balance Sheet, Profit and Loss Account and such accounts as necessary to be audited at least once annually and shall thereafter cause the same to be circulated to members at least fourteen days before the date of the Annual General Meeting.
 - (d) Keep a register of Association members' names and addresses.
8. **The Communications Officer shall:-**
- (a) Develop and maintain the web-site
 - (b) Help promote the Association through supporting aligned communications between the Association, X-Yachts GB and X-Yachts Denmark
 - (c) Promote and monitor the members' use of WhatsApp
8. **The Honorary Auditors shall:-**
- (a) Be appointed at the Annual General Meeting in each year.
 - (b) Audit the accounts, Annual Balance Sheet and Profit and Loss Account of the Association when called upon to do so and give such certificate of assurance as to the accuracy of the said accounts as shall be required by law or by the Committee.
 - (c) If either 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.

SECTION 3 – MEMBERSHIP

9. There shall be the following categories of membership with power to vote at all meetings of the Association as indicated hereunder.

A MEMBER – being a person who, at the date of election, shall have attained the age of eighteen years shall have one vote.

AN HONORARY MEMBER - who shall have no vote.

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Membership Subscription Fee

10. The rate of subscription fee for each category of Membership shall be proposed by the Committee to the members at the Annual General Meeting in each year. Any proposed changes shall be approved by a majority of those present and entitled to vote and shall become operative on the first day of January in the year following.

Membership of the Association shall be open to anyone owning an X-Yacht on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.

Membership subscriptions will be kept at levels that will not pose a significant obstacle to people participating.

The Committee may refuse membership or, subject to Rule 17, remove it, only for good cause such as conduct or character likely to bring the Association or sport into disrepute. Appeal against refusal of membership may be made to the members.

11. Members shall make the following annual payments:-

All members shall pay their first annual subscription upon election to the Association and thereafter on the first day of January in each year. Provided that a member elected after the first day of October in any year shall not be required to pay any subscription in respect of the year of election, but shall pay, on election, the annual subscription in respect of the year following election.

12. Every member shall furnish the Treasurer with an up-to-date address, email and telephone number which shall be recorded in the Register of Members. Any notice sent to such email address shall be deemed to have been duly delivered.

Election and retirement of members

Application for membership

13. An application for membership shall be in the form from time to time prescribed by the Committee, and shall include the name, address, model and name of X-Yacht.

Election of members

14. The election of members is vested in the Committee and shall be by a simple majority vote of those of the Committee. The Treasurer shall inform each candidate in writing of the candidate's election or non-election. He shall furnish an elected candidate with a copy of the Rules and Byelaws and Regulations of the Association and make request for such payments as are necessary.

15. Upon election, a candidate shall pay, within one calendar month, the annual subscription. In default of such payment, the election shall be void unless sufficient cause for delay be shown. Membership of the Association is deemed to constitute acceptance of the current Rules and consent to the holding of relevant personal data in accordance with the Data Protection Policy (Appendix 1).

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Retirement of a member

16. A member desirous of retiring from membership shall give notice in writing to the Secretary before the last day of December and shall not then be liable to pay the subscription for the following year.

Arrears of subscription

17. The Committee may cancel, without notice being given, the membership of any member whose annual subscription is more than three months in arrears provided that the Committee may, at its discretion, re-instate such member upon payment of arrears and an additional £25.00 re-joining fee. No member whose annual payment is in arrears may enter any Association event or regatta or vote at any meeting.

Conduct of Members

18. Every member, upon election and thereafter, is deemed to have notice of, and undertakes to comply with, the Association Rules. Any refusal or neglect to do so, or any conduct which, in the opinion of the Committee, is either unworthy of a member or otherwise injurious to the interests of the Association, shall render a member liable to disciplinary action by the Committee, which may include expulsion or non-renewal of membership.

PROVIDED THAT, before taking any such disciplinary 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 and voting on the resolution.

Appeal against expulsion or non-renewal of membership may be made to the members in general meeting.

Limitation of association liability

19. Members, their guests and visitors are bound by the following Rule.

Members of the Association, their guests or visitors may attend Association events, entirely at their own risk and impliedly accept:-

(a) The Association will not accept any liability for any damage to or loss of property belonging to members, their guests or visitors to the event.

(b) The Association will not accept any liability of personal injury arising out of attending an Association event either sustained by members, their guests or visitors or caused by the said members, guests or visitors 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 Association.

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Data Protection

20. See Appendix 1 – Data Protection Policy

SECTION 4 – MANAGEMENT COMMITTEE

Constitution of Committee

21. The Management Committee (herein referred to as “the Committee) shall consist of the Officers, and not more than three Members elected at the Annual General Meeting.

Candidates for election to Committee

22. Candidates for election to the Committee shall be members whose nominations with their consent shall have been received by the Honorary Secretary at least twenty eight days before the date of the Annual General Meeting.

Election of Committee by ballot

23. If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot of the members present at the Annual General Meeting.

No contest for election

24. In the event of the ballot failing to determine the members of the Committee because of an equality of votes the candidate or candidates to be elected from those having an equal number of votes shall be determined by lot.

25. 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 unopposed.

Casual vacancy

26. If, for any reason, a casual vacancy shall occur, the Committee may co-opt a member to fill such a vacancy until the next following Annual General Meeting.

Committee Meetings

27. The Committee shall meet at least every three months making such arrangements as to the conduct, place of assembly and holding of such meetings as it may wish. The Chairman or in his absence a Chairman elected by those present shall preside.

Voting at Committee

28. Voting shall be by show of hands. In the case of equality of votes the Chairman (as the case may be) shall have a second and casting vote.

Quorum

29. Three members personally present shall form a quorum at a meeting of the Committee.

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Powers of the Committee

Management of the Association by Committee

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

Powers to make Byelaws and Regulations

31. The Committee shall make such Byelaws and Regulations as it shall from time to time think fit. Such Byelaws and Regulations shall remain in force until approved or set aside by a vote of a General Meeting of the Association.

Appointment of sub-committees

32. 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 the Association as the Committee may think fit.

Disclosure of interest to third parties

33. A member of the Committee or of a sub-committee or any officer of the Association shall disclose to third parties that he is so acting.

Limitation of Member's liability

34. The Committee, or any person or sub-committee delegated by the Committee to act as agent for the Association 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 Association or its membership.

Members' indemnification of Committee

35. In pursuance of the authority vested in the Committee by members of the Association, members of the Committee are entitled to be indemnified by the members of the Association against any liabilities properly incurred by them or any one of them on behalf of the Association 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 Association.

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 Association.

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Nomination of Honorary Members by Committee

36. The Committee may nominate for election at an Annual General Meeting such Honorary Members as the Committee may think fit. There shall not be more than five (5) Honorary Members at any one time.

The election of honorary members shall be put to the vote at the Annual General Meeting each year and such honorary members shall be elected if two thirds of those present entitled to vote, vote in favour of election.

SECTION 5 - MEETINGS OF THE ASSOCIATION

Annual General Meeting

37. An Annual General Meeting of the association shall be held each year in the spring or such other month as is fixed by the Committee. The Secretary shall at least fourteen days before the date of such meeting post or deliver to each member notice hereof and of the business to be brought forward thereat.

Business at Annual General Meeting

38. No business, except the passing of the Accounts and the election of the Officers, Committee, Honorary Auditors, 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 thirty days before the date of the Annual General Meeting.

Special General Meeting

39. The Committee may at any time, upon giving twenty one day's notice in writing, call a Special General Meeting of the Association 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.

Special general meeting upon request of members

40. The Committee shall call a Special General Meeting upon written request addressed to the Secretary by at least 10 members. 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.

Chairman at meetings

41. At every meeting of the Association the Chairman or, in their absence, a chairman elected by those present shall preside.

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Quorum at meetings

42. Eight members entitled to vote and personally present shall form a quorum at any meeting of the Association.

Entitlement to vote at Meetings

43. Only members shall vote at any meeting of the Association.

Voting at Meetings

44. Voting, except upon the election of members of the Committee, shall be by show of hands.

Equality of Votes

45. In the case of an equality of votes the Chairman shall have a second or casting vote, on any matter other than the election of members of the Committee.

Voting on Rule Change

46. On any resolution properly put to a meeting of the Association relating to the creation, repeal or amendment of any Rule, Byelaw or Regulation of the Association such Rule, Byelaw or Regulation shall not be created, repealed or amended except by a majority vote of at least two-thirds of those present and entitled to vote.

SECTION 6 – X-YACHTS OWNERS ASSOCIATION Website and WhatsApp Group

47. The Association aims to develop and maintain a website for its members, containing a members' only section. Each member will be issued with a log-in.

48. It is the responsibility of each member to keep their password secure. User log-ins are for the sole use of the member.

49. The members' only section of the web-site contains a 'People' section which contains a list of all current members. By joining the Association, the member agrees that their name, boat type, name and sail #, and home port, will be visible to all members through the members only section.

50. Members may submit articles for the members' only section of the website (passages & places, racing and technical). The Association makes no warranties as to the accuracy of such articles.

51. Members may comment on articles. The Association reserves the right to delete comments if they are not in the spirit of the Association.

52. The Association reserves the right to block a members from accessing the members' only section of the website entirely. This will only be done if the member is in breach of the Rules.

53. A WhatsApp group will be maintained for the Association. Use of the WhatsApp group is governed by the XYOA WhatsApp Rules/Principles, which are accessible on the website and to which all new members are asked to agree to, before they are added to the WhatsApp group. New members will only be added to the WhatsApp group should the member request so. Members should be

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familiar with how WhatsApp works and cannot hold the Association accountable for WhatsApp processing, nor the actions of other members which have access to posts on the WhatsApp group. Members may remove themselves or ask to be removed from the WhatsApp group. The Association will aim to moderate chat in accordance with the XYOA WhatsApp Rules/Principles and may ask members to delete contributions if they are in breach of the Rules. The Association reserves the right to remove members from the group.

54. Any member that has not renewed their membership will have their website user-id deleted and will be removed from the WhatsApp group. Any contributions to the Website or WhatsApp Group by a member may remain on the Website or WhatsApp group after a member has left the Association, regardless of reason for leaving the Association. The member has no right to request contributions be deleted by the Association.

SECTION 7 - DISSOLUTION OF THE ASSOCIATION

Dissolution of the Association

55. If, upon the winding up or dissolution of the Association, 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 Association. The Committee shall dispose of the net assets remaining to an appropriate sailing charity.

End.

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APPENDIX 1 – DATA PROTECTION POLICY

The Association has completed the checklist on the Information Commissioner’s Office (ICO) website and from this, the Association does not need to register with the ICO.

The Data Controller is the Association. The Data Processors are any member of the Committee.

There are two types of personal data held by the Association.

1. Membership Information – as supplied by the Member in submitting and maintaining their membership. The Association will only store Name, Address, Phone Number, email address, Boat Name, Type and Home Port. The Association will use this information solely for the purposes of running the Association.
2. Website and WhatsApp group information – as supplied by the Member in submitting or commenting on articles on the Website, or contributing to chats on the WhatsApp Group. Any personal information supplied in either the Website or the WhatsApp group is the responsibility of the Member. The Association will use Website and WhatsApp information solely for the purposes of maintaining a library of information for the benefit of its membership.

Personal data will not be released by the Association to a third party unless agreement of the individual is received in writing/email.