

ENTEBBE SAILING CLUB

RULES FOR MEMBERS

(AS OF JAN 2021)

1. Interpretation

The following definitions and rules of interpretation apply herein, if not particularly defined in the Rules;

“the Club”: means the Entebbe Sailing Club.

“the Club House” means the premises where the office of the Club is situated

“Member/ Members” means persons subscribing to the Club

“the Committee” means the leadership of the Club

“the Commodore” means the chairman of the Committee

“the Vice Commodore” means the vice chairman of the Committee

“the Honorary Secretary” means the secretary of the Committee

“the Memorandum and Articles of Association” means the constitution governing the company

“the Rules ” means the governing procedure the Club

“the General Meeting” means the Annual General Meeting of every fiscal year

“the Extra –Ordinary Meeting” means a special meeting held during the fiscal year

“the Ad-hoc Meeting” means a special meeting held by the Committee

“the Bye- Laws” means the Club Regulations

“the Properties” means all Club Members properties not limited to boats, cars, personal items

2. GENERAL

2.1 Objects

The purposes for which the Entebbe Sailing Club Limited (hereinafter referred to as the Club) is established are set out in the Memorandum of Association.

2.2 Club Flags

The ensign of the Club shall be a black and white fish eagle on a contrasting background. The Commodore's flag shall be a swallow-tailed flag bearing the emblem of the Club ensign.

3. MEMBERSHIP

3.1 First Members

The first Members of the Club shall be:

- (a) The signatories to the Memorandum and Articles of Association.
- (b) Every person who, at the date of incorporation of the Company, was a Member of the un-incorporated Club known as Entebbe Sailing Club, irrespective of the type of class of membership in the said Club enjoyed by such person

3.2 Membership Numbers

Total membership shall not exceed 250 Members. 25% (twenty-five per centum) of the membership should be registered boat owners. For the purpose of this rule the-family of a fully paid up Member shall constitute one membership.

Absent Life Members shall be temporarily removed from the membership list for the purpose of calculating quorum at Club meetings.

3.3 Class of Members

3.3.1 Membership of the Club falls under' one of the following classifications:

- a) Family Member (see clause 3.3.2);
- b) Single Member (see clause 3.3.3);
- c) Honorary Member (see clause 3.3.4);
- d) Temporary Member (see clause 3.3.5);
- e) Up-Country Member (see clause 3.3.6);

- f) Reciprocating Member (see clause 3.3.7);
- g) Life Member (see clause 3.3.8);
- h) Patron (see clause 3.3.9)

3.3.2 Family Members

These are Members accepted by the Committee and who have paid their current annual subscription and entry fees. The Membership shall extend to the spouse (and children under the age of eighteen years). Family membership gives mandate to two votes at the AGM, in the absence of the original membership holder, the spouse shall assume voting rights of said member in case of the General Meeting for the purpose of these Rules.

Children under a Family Membership shall not have voting rights. Children of subscribing and fully paid-up Family Members, on attaining the age of 18 years, regardless of whether in full-time education or employed, may transfer their membership upon payment of the annual subscription only, provided this is done before attaining their nineteenth birthday.

3.3.3 Honorary Members

The Committee may elect Honorary Members such as distinguished persons or such persons who have rendered good service to the Club, as the Committee thinks fit and for such period as the Committee may determine, subject to confirmation at the following AGM. Honorary Members may not serve on any Committee or vote at a General Meeting.

3.3.4 Temporary Members

Any person being introduced by a Family/Single Member with the consent of a Member of the Committee may become a Temporary Member for a period not exceeding three months in one calendar year upon payment of the appropriate subscription. Temporary Members may not serve on any Committee or vote at a General Meeting. Temporary membership must be sought in order to hire the Banda's on the Club premises

3.3.5 Up-Country Members

These are Members otherwise eligible to be Family/ Single Members but who live more than 120Km (One Hundred and Twenty Kilometers) from Entebbe

3.3.6 Reciprocating Members

Qualifying Members of a Club with which the Committee may agree to reciprocate shall be entitled to use the Club for such periods and under such conditions as the Committee may from time to time determine. A Reciprocating Member shall enter his name, address and Club, together with date of arrival and departure, in the Visitor's Book provided. For the purpose of conforming with regulations governing visiting Non-Members and reciprocity with other Clubs.,

3.3.7 Life Members

Members wishing to apply for Life Membership should make a written application to the Committee, accompanied by the appropriate fee (ten times the annual subscription prevailing at the date of application, and depending on the status of the applicant, i.e. single, family, up-country, etc. If the applicant is unsuccessful, the fee will be returned in full: Applicants must have had at least five years of continuous membership of the Club in any of the membership categories provided for under these Rules.

The Committee will review and vote on the application at the next Committee meeting and the applicant will be informed of the decision within two months of application. Acceptance will be made by a majority decision of the Committee.

Life members may serve on the Committee and vote at the General meeting

3.3.8 Patron

Patron(s) may be elected by the Club at a General Meeting and shall hold office until death, resignation, or permanent departure from the country.

Patrons may not serve on any Committee or vote at a General Meeting.

3.4 Change of Membership

If a Life Member's status changes from Single to Family Membership, the spouse of the Life Member has the option of paying 10 times the prevailing Single Membership annual subscription (together with the joining fee) to become a Life Member, without having to satisfy the qualification requirements. Alternatively, the spouse of the Life Member can join as an ordinary Single Member. For those who have more than one spouse, the Family Life Membership fee is payable in respect of each spouse qualified and wishing to become a Life member.

3.5 Privileges of Members

3.5.1 General

All Members are entitled to all privileges of the Club subject to any restrictions referred to in these Rules, that is to say; Honorary Members, Temporary Members, Reciprocating Members and Patron(s) may not serve on any Committee or vote at a General Meeting.

3.5.2 Introduction of Guests

Any Member may introduce six (6) bona-fide guests to the Club premises only for an aggregate period not exceeding four visits during any one calendar year. The name, address, telephone number of the guest shall be registered in the Club's visitor's book at the gate entrance. Failure to comply with this Rule renders the Member at fault liable to a fine prescribed by the Committee. The Member introducing a guest shall be personally responsible for, and shall pay, all dues payable to the Club in respect of such a guest. The Committee may restrict the privilege of introducing guests, either generally or in respect of any particular Member otherwise entitled to introduce such guests.

3.6 Boat Ownership

Subsequent to the Bye-laws of the Club, the Club does not recognize co ownership of boats jointly between a Member or Members of the Club where the other shareholder(s) is/are non-members of the Club.

Major boat repairs are not allowed on Club premises (e.g. fibre glassing and painting of boats)

Trailer boats must not be launched manually.

Boat owners are entitled to four votes at the General Meetings.

3.7 Procedure for Application for Membership

3.7.1 Membership Form

Application for Membership shall be made using the Membership Form which shall be filled in the appropriate manner specified. The applicant will be required to attain endorsement from a proposer and seconder both of whom shall be fully paid up Members of the Club with at least 2 years tenure. Upon receipt of the application, a member of the Committee shall sign on the application form.

3.7.2 Committee Approval

The Committee shall then consider the Application for Membership at their next scheduled meeting. The Application shall be successful if two Committee Members endorse the Membership Form. If the application fails to get the endorsement of two Committee Members, the applicant shall fail to get elected. A period of at least 12 months shall elapse before the applicant may reapply for Membership.

3.7.3 Preferential Treatment of Applications from Boat Owners

Applicants who own boats or those who share ownership of a boat with any individual will receive preferential treatment with regard to their application. The applicant shall provide proof of ownership of a boat in order to receive this preferential treatment.

3.7.4 Notifying the Members

The Committee will update the members of new membership in their quarterly newsletters.

3.7.5 Notifying the Applicant

On approval or rejection of the application, the Membership Secretary shall notify the applicant as soon as possible. If the application was successful, the applicant will pay the full joining fee and the appropriate part of the Annual Subscription and Boat Mooring fees (if applicable). The Membership Secretary shall then issue the applicant with a Membership Card, and a copy of the Rules.

3.8 Defaulting Members

3.8.1 Bad Debt

- a. Invoices relating to membership fees and boat allocation fees for the required membership year of payment shall be issued in the month of December every previous year and shall remain valid till the 31st January of the required membership year of payment.
- b. Failure of members to make all necessary payment by the 31st January of the required membership year of payment, shall attract a penalty of 10% of outstanding sum due
- c. The committee shall issue demand letters as at the 1st day of February within a 15day period to each member whose fees remain unpaid.
- d. Upon failure to make payment as per the demand letter, membership shall cease, and a member shall be requested to remove any or all of their properties from the Club.
- e. In default of the requirement in (d) above, the Club will manage your remaining property as it deems appropriate.

3.8.2 Misconduct Leading to Suspension and/or Expulsion

For purposes of these Rules any misconduct identified as a ground for suspension and or expulsion in the Club, shall be subject to the Articles of Association of the Club.

3.8.3 Cessation of Members

A Member may resign at any time upon giving written notice to the Membership Secretary, but such resignation shall only take effect after the Member has paid all sums due to the Club and the resignation has been accepted by the Committee.

Any Member absent from the country for a period exceeding 6 months, without advising the Membership Secretary shall be deemed to have resigned without due notice and shall forfeit any automatic right to rejoin the Club.

Any Member, who has resigned from the Club in writing, and who was fully paid-up and with voting rights at the time of departure, may re-join the Club at a later date, although no later than 5 years, without being required to go through formal joining procedures and without needing to pay the Joining Fee.

4 Byelaws

The Committee shall have the power to make, alter and rescind such Byelaws as they may from time to time deem necessary, expedient or convenient for the proper conduct, management and welfare of the Club. All Byelaws and Rules made by the Committee under this Rule shall be binding unless and until revoked by the Committee or by a resolution of a General Meeting of the Club.

5 Annual and Extra-ordinary meetings

5.1 Dates of Annual General Meeting and Extra Ordinary General Meetings

5.1.1 An Annual General Meeting of the Members of the Club shall ordinarily be held before the end of January in each calendar year of the purpose of receiving and passing the Accounts of the preceding year, of electing the Committee, and for the transaction of such other business as may be specified in the notice or of which notice shall have been given.

5.1.2 Special General Meeting of the Members of the Club may be called at any time by the Committee or on the receipt by the Membership Secretary of a request to

convene such a meeting in writing, signed by not less than 25 per cent of Members having full voting rights.

5.2 Notice Periods of General Meetings

5.2.1 Notice of every Annual General Meeting shall be given in writing not less than 30 days prior to the date of the meeting.

5.2.2 Any Extra Ordinary General Meeting shall require 14 days prior notice. All such notices shall specify the nature of the business to be transacted.

5.2.3 Any Member desiring to propose a resolution upon any subject other than those specified in the AGM notice referred to in clause 5.2.1, and with the exception of those resolutions referred to in clause shall give 14 days' notice of the same in writing to the Membership Secretary.

5.2.4 Where any Member desires to propose a resolution that would alter or amend the Memorandum of Association and / or the Articles of the Association of the Club, then not less than 14 days' notice in writing of such resolution shall be required.

5.2.5 A copy of the notice of every General Meeting and of every resolution of which notice has been given shall be sent to every Member at least 14 days prior to the date of the date of the meeting.

5.2.6 A copy of the Balance Sheet and Account shall be sent to every Member at least 14 days before the Annual General Meeting.

5.3 Quorum for General Meetings

5.3.1 A quorum for all General Meetings shall be 25 percent of Family/Single Members, excluding any Officer or Member of the Committee.

5.3.2 If, half-an-hour after the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same place and time. If, at the adjourned meeting, a quorum is not present within half- an-hour from the time appointed for the meeting, the Members present shall form a quorum.

5.4 Chairman at General Meetings

At all General Meetings, the chair will be taken by the Commodore or, in his absence, by the Vice Commodore or, in the absence of both, by a Member elected by the meeting. In the event of equality of votes, the Chairman shall have, in addition to a deliberating vote, a second and casting vote

5.5 Business at a General Meeting

5.5.1 Business of an Annual General Meeting

Business of an AGM shall be as follows.

- (a) The Minutes of the previous Annual General Meeting, and of any Extra- Ordinary General Meetings held in the interim, shall be read, unless they have been previously circulated among the Members, in which case they shall be deemed to have been read. The Minutes shall also be confirmed as a true and accurate record of events.
- (b) Any matters arising from the minutes shall be dealt with.
- (c) The annual financial report of the Committee shall be presented.
- (d) Officers and Members of the Committee shall be elected.
- (e) Any Honorary Members shall be confirmed in their positions.
- (f) Any Byelaws created during the year shall be confirmed.
- (g) Any other business (of which due notice shall have been given) shall be discussed. Where such due notice has not been given, discussion of any other business shall be allowed only with the permission of the Chairman.

5.5.2 Business at a Special General Meeting

The business of a Special General Meeting shall be such business as may be contained in the instructions of the Committee or the requisitions of the Members. No other business shall be discussed thereat.

5.6 Voting at General Meetings

Except as otherwise expressly provided in these Rules every decision or resolution of a General Meeting shall be by the majority of those present and voting thereat. At Annual General Meetings or Special General Meetings, registered boat owners shall have four votes. Where two or more persons own a boat (but not more than three) the four votes will be divided in the proportion of ownership. Fractions of votes shall be discounted. No proxy votes shall be allowed at any Club meeting. All paid up Members for the previous year and new paid Members for the following year will be eligible to Vote.

- Single Member, no boat - 1 vote
- Family Member, no boat - 2 votes
- Single member, with boat - 4 votes
- Family Member, with boat - 4 votes

All members of the club shall have voting rights with the exception of those types of membership who do not poses such rights as provided for in these Articles.

Voting will be done by private ballot and each eligible voting member will be given coloured ballot cards linked to the number of votes they are allowed. Votes will be written on the cards and placed in the ballot box. Independent educators (non-Committee Members) will count and announce final votes.

6 ALTERATION OF THE RULES OF THE CLUB

The Rules of the Club may be added to, repealed or amended, only by resolution at any Annual General Meeting or Special General Meeting called for the purpose. No such resolution shall be deemed to have been passed unless it has been carried by a majority of two-thirds of the Members eligible to vote at such Meetings.

Any Member wishing to propose an alteration to the Rules at an Annual General Meeting must give notice in writing of such proposed alteration to the Honorary Secretary 14 days before the meeting and a copy of such notice shall be posted on the Club notice board.

7 SUGGESTIONS AND COMPLAINTS

Suggestions and complaints from Members shall be addressed either to a member of the Committee or put in our suggestion box. Any case, disagreements or grievances by members shall first be referred to the Committee.

Where these or otherwise specified in the Bye- Laws do not provide for a solution, the same shall be referred to an arbitrator who will seek to resolve the issues before the issues are addressed to the courts of law.

8 COMMERCIAL ACTIVITIES

There shall be no commercial activities running out of the Club

