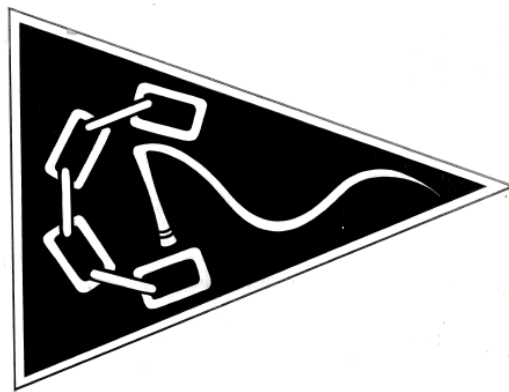


TANKERTON BAY SAILING CLUB

The Constitution



1 DEFINITIONS

- 1 In these rules, unless the context otherwise requires, the masculine includes the feminine and the singular the plural and vice-versa.

2 THE CLUB

2.1 Name

The name of the club is **TANKERTON BAY SAILING CLUB** (hereinafter referred to as 'the Club') and it shall seek affiliation to and be bound by the rules of the Royal Yachting Association (RYA).

2.2 Burgee

The burgee of the Club shall bear an insignia of a crescent of chain and a whip in white, on a black background.

2.3 Objects

The Objects of the Club will be to

- Provide facilities for and promote participation of the whole community in the sports of sailing and boating.
- Encourage the sport of sailing and boating with particular emphasis on participation by families, and to foster a spirit of comradeship among boat and board owners, and others interested in the sports of sailing and boating, using the beaches of Tankerton.
- Arrange a series of races in accordance with the Rules of the RYA together with such local rules consistent with the Rules of the RYA, along with competitions, cruises and other activities incidental or conducive to the furtherance of these objects.
- To supply for members of the club refreshments and all things incidental to the sports of sailing and boating.

2.4 Code of Conduct

The Club is committed to encouraging the highest ethical standards. All individuals involved in the Club should conduct themselves with integrity, transparency, accountability and in a fair and equitable manner.

3 TRUSTEES

- 3.1 The Club shall be held under a Deed of Trust (Appendix 1) on behalf of the members of the Club by three trustees, to include a minimum of two ex officio members of the General Committee.
- 3.2 All freehold and leasehold property (including land held under any agreement or licence) shall be vested in three trustees to be elected by members at a General Meeting to hold upon trust for the members of the Club, and they shall act according to the directions of the General Committee. Any such direction shall be conveyed by means of a resolution signed by the Commodore and Honorary Secretary.
- 3.3 Before disposition of any property vested in them under the Deed of Trust, the

trustees may, if they so choose, call a General Meeting of the members of the Club to obtain their ratification of the General Committee's direction by giving twenty-one days written notice to the Honorary Secretary. At least fourteen days notice of such a meeting shall be given to Club members. If, at such meeting, ratification of the General Committee's direction is not obtained by a majority of two-thirds of the members present and voting, then the trustees shall not act in accordance with the direction of the General Committee.

- 3.4 The trustees shall hold any property belonging to the Club in their name and shall further be entitled to sue and be sued on behalf of the Club as trustees ex officio. They shall all be entitled to personal indemnity out of the funds of the Club where they are acting bona fide in their capacity as trustees.

4 MEMBERSHIP

- 4.1 The club shall consist of the following categories:

Family - includes all children up to the age of 17 and full-time students aged 21 or under

Couple

Single – aged 18 or over

Cadet – aged 12 to 17 inclusive (if in higher education extended to 21)

Note: cadets and family members under the age of 18 shall be referred to collectively as 'club cadets'.

IMPORTANT – parents or guardians (in loco parentis) are responsible for club cadets at all times.

Honorary Life Members – the Club may elect Honorary Life Members in recognition of outstanding services to the Club. Members wishing to do so should submit nominations, duly proposed and seconded, to the Honorary Secretary at least three months prior to the Annual General Meeting (AGM). The General Committee will, during these three months, seek the views of members to the nomination/s. Those views, together with the recommendation of the General Committee, will be submitted to members at the next AGM or a subsequent General Meeting. A two-thirds majority of votes cast will be required to pass the motion. On accepting the appointment Honorary Life Members will be entitled to the privileges of full membership in perpetuity at no cost

Note: the total number of Honorary Life Members shall not, at any time, exceed 5% of the total number of all members.

- 4.2 Any person seeking to join the Club shall submit an application to the General Committee. Members shall be admitted by the General Committee. Membership of the Club is open to all persons interested in the sports of sailing and boating, irrespective of ethnicity, nationality, sexual orientation, religion or beliefs, political or other opinion, or of age, sex or disability except as a necessary consequence of the requirements of sailing and boating as particular sports.

A list of all members' names and addresses shall be kept by the Membership Secretary.

- 4.3 Members in each category, other than Honorary Life Members, shall pay membership fees as fixed at each AGM.

- 4.4 All members may attend Club meetings and first named members shall receive race/social 'calendars', membership cards (on request) and other notices published by the Club.
- 4.5 All members, other than club cadets, shall be entitled to vote at General Meetings; with Family membership both husband and wife (or partners) shall have voting powers.
- 4.6 All members joining the Club shall be deemed to accept the terms of this constitution and submit to the rules and by-laws of the Club, in particular, without prejudice to the foregoing generality, the requirement to conduct themselves in accordance with the Club's ethical framework and the by-laws as to discipline set out therein. The rules may from time to time be revoked, altered or added to by the General Committee.
- 4.7 The Club may refuse membership only for good and sufficient cause, such as conduct or character likely to bring the Club or sport/s into disrepute.
- 4.8 All members, guests of members, and visitors to the Club are responsible for their own safety while on the water or otherwise, irrespective of whether the club support boat is standing by.

5 MANAGEMENT

- 5.1 The Officers of the Club, who shall be honorary, shall be the Commodore, Vice-Commodore, Rear Commodore, Honorary Secretary, Honorary Treasurer and Honorary Sailing Secretary, all of whom shall be adult members of the Club paying annual subscriptions. All officers and General Committee members, at least one of whom shall be a lady member, shall be elected biennially at an AGM, and shall retire after two years but be eligible for re-election. If the post of any committee member, other than an officer, should fall vacant after such an election, the General Committee shall have the power to fill the vacancy until the succeeding AGM.
- 5.2 All General Committee members must be members of the Club.
- 5.3 The affairs of the Club shall be conducted by the General Committee, which shall consist of the Officers of the Club, the Trustees and no more than six ordinary members as defined in Rule 4, all of whom shall be elected at the AGM.
- 5.4 The General Committee shall exercise the powers given to it by these rules, and such other powers of management as it may from time to time exercise, to deal with all matters relating to the Club not reserved to General Meeting in terms of this Constitution, including the power to make public and enforce such by-laws as the Committee feel necessary to govern the activities of the Club, to include by-laws relating to discipline.
- 5.5 The income and property of the Club shall be applied solely towards promoting the Club's objects as set forth in this constitution, and no portion thereof shall be paid or transferred, directly or indirectly, to the members of the Club.
- 5.6 The General Committee shall cause proper books of account to be kept of all income and expenditure, and all dealings with the assets of the club. At a General Meeting the General Committee shall cause a duly audited income and expenditure account and balance sheet for the immediately preceding calendar year to be presented.

- 5.7 The General Committee will meet at least six times a year to discuss matters relating to the affairs and affecting the interests of the Club. Additional meetings may be called by the Honorary Secretary and shall be called by him at the request of the Chairman or of any three members of the General Committee by notice to the Honorary Secretary, stating as far as is reasonably practicable the matters requiring the consideration of the General Committee.
- 5.8 Questions arising at any meeting of the General Committee shall be decided by a simple majority of those voting, and if the vote is evenly balanced the Chairman (ordinarily the Commodore, Vice-Commodore or Rear Commodore) shall have a second and casting vote. If none of the aforementioned Officers are present at the meeting, the members of the General Committee shall elect its Chairman.
- 5.9 Minutes shall be kept of all Committee and sub-committee meetings.
- 5.10 The General Committee shall have the power to co-opt other members for special purposes, and these members will be entitled to attend meetings of the General Committee to discuss such matters but not to vote.
- 5.11 The General Committee may from time to time make provision for the setting up of committees composed of members of the Club to organise on its behalf functions and other activities in furtherance of the objects of the Club. All such committees shall be subject to the control of the General Committee, who may delegate to them such of the powers and duties of the General Committee as they think fit. A member of the General Committee must sit on each sub-committee.
- 5.12 The Officers of the Club shall be ex-officio members of all committees/sub-committees, and shall be given notice of their meetings.
- 5.13 Any four members of the General Committee shall form a quorum at a meeting of the General Committee.
- 5.14 The Honorary Sailing Secretary shall be assisted by an Assistant Sailing Secretary who shall be appointed by him. The Assistant Sailing Secretary will sit on the General Committee.

6 ELECTION OF THE OFFICERS AND GENERAL COMMITTEE

- 6.1 Candidates for election as Officers or to the General Committee must be proposed and seconded by members entitled to vote at a General Meeting.
- 6.2 Nomination forms for candidates for election shall be available from the Honorary Secretary twenty-eight days before the AGM. Completed forms shall be returned to him at least seven days before that meeting and posted on the Club notice board on receipt. In exceptional circumstances late nominations may be accepted at the AGM without notice but not if there are already sufficient candidates for the vacancies.
- 6.3 If the election is contested the matter shall be decided by a simple majority of those voting at the meeting.
- 6.4 If the number of candidates for election is equal to or less than the vacancies to be filled in each category, all candidates shall be deemed to be elected. Otherwise a ballot will take place.
- 6.5 Club cadets shall not be entitled to vote in the elections to or to stand for election to the General Committee.

7 GENERAL MEETINGS

7.1 Annual General Meeting

The Annual General Meeting (AGM) of the Club shall be held each year in the month of October or November, on a date fixed by the General Committee, and notified to members on the race/social calendar, to:-

- Approve the minutes of the previous year's AGM
- Receive a report from the Commodore
- Receive a report from the Honorary Treasurer and approve the Annual Accounts
- Receive a report from those responsible for certifying the Club's accounts
- Receive a report from the Honorary Sailing Secretary
- Elect the General Committee
- Appoint someone responsible for certifying the Club's accounts
- Fix the joining fee and subscriptions for the ensuing year
- Consider changes to the Constitution
- Review and consider any By-laws
- Deal with other relevant business

7.2 Extraordinary General Meeting

Subject to rule 7.1 above the General Committee may call a General Meeting at any time by decision of a simple majority of its members, and shall call a General Meeting upon the written request to the Honorary Secretary of at least 10% of the members of the Club. This meeting shall only discuss such matters as are stated in the requisition.

The meeting shall be convened within twenty-eight days of the receipt by the Honorary Secretary of a proper requisition. The notice of the meeting, stating the nature of the business to be discussed, shall be sent to all voting members at least fourteen days before the date of the meeting.

7.3 No business shall be transacted at a General Meeting unless a quorum (see rule 7.5) is present when the meeting proceeds to business. If within thirty minutes of the time appointed for the commencement of the meeting a quorum is not present, the meeting, if convened, by requisition of the members, shall be dissolved. Otherwise it shall stand adjourned to such a day as may be decided by the Chairman. The Chairman may, with the consent of the meeting, adjourn any General Meeting from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment was made.

7.4 Voting

With the exception of changes to the Constitution, and decisions regarding the election of Honorary Life Members, decisions put to the vote shall be resolved by simple majority at General Meetings.

The Chairman at the meeting shall hold a deliberative as well as a casting vote at General and Committee meetings, in each case at the time the meeting commences its business.

7.5 Quorum

The quorum at General Meetings shall be 12 members with voting rights.

7.6 Changes to the Constitution

- Any changes to the Constitution shall require a two-thirds' majority of those present, eligible to vote and voting at a General Meeting.
- A proposal to change the Constitution must be submitted in writing to the Honorary Secretary, who shall circulate the proposal to all members and allow seven days for submission of any amendments before calling a meeting in accordance with rule 7.2
- All proposals for changes to the Constitution shall be signed by two members eligible to vote at a General Meeting.

7.7 Changes to the Rules

- Members seeking to amend, alter or add to the rules shall submit their proposal in writing to the Honorary Secretary not less than fourteen days before the General Meeting at which they wish the motion to be discussed
- No motion to amend the rules will be resolved without a two-thirds majority of the votes cast.

7.8 By-laws

The General Committee may, from time to time, make, vary and revoke by-laws not inconsistent with these rules for the regulation of the internal affairs of the Club and the conduct of its members. These will be published by the General Committee and posted on the Club notice board.

Any infringement of the by-laws shall be considered an infringement of the constitution and rules.

7.9 Sailing Instructions

These will be published by the General Committee and posted on the Club notice board.

7.10 Interpretation of Rules

Any question in relation to the interpretation of the rules shall be submitted to the General Committee, whose decision shall be final.

8 FINANCE AND ACCOUNTS

8.1 The Club's financial year shall run from 1st January to 31st December each year.

8.2 The Honorary Treasurer shall be responsible for the preparation of annual accounts for the Club.

- 8.3 The accounts shall be certified by an appropriately independent person, not being a member of the General Committee, elected annually at the AGM.
- 8.4 All cheques drawn against the Club's funds shall be signed by the Honorary Treasurer and one other nominated member of the General Committee. In the alternative, payments can be made by electronic transfer providing these have been sanctioned in writing or by electronic mail by the Honorary Treasurer and one other nominated member of the General Committee.
- 8.5 All members of the Club, excluding Cadets, shall be jointly and severally responsible for the financial liabilities of the Club.

9 CLUB HOUSE HOURS

The clubhouse shall ordinarily be open on days when there is scheduled racing/events, but the General Committee shall have power to vary this regulation from time to time as it thinks fit.

10 CLUB HOUSE EXPENSES

All members shall defray whatever expenses they have incurred before they leave the clubhouse.

11 INTOXICATING LIQUOR

- 11.1 When the Club is open to members the permitted hours for the sale and supply of intoxicating liquor shall be notified by the Honorary Secretary on the Club notice boards: i.e. such hours as may be permitted or stipulated by law from time to time for the sale and supply of intoxicating liquor.
- 11.2 Intoxicating liquor shall only be sold or supplied to, or to the order of, bona fide members of the Club and guests of members provided they have signed the visitors book, and to or to the order of those visitors as described in rule 13 hereof.
- 11.3 No intoxicating liquor shall be sold or supplied for consumption off the premises except to a member of the Club in person.
- 11.4 All drinks must be paid for at the time of sale or supply.

12 SUBSCRIPTIONS

- 12.1 Renewal subscriptions are due to be paid to the Honorary Treasurer by 1st January each year. No member whose subscription is in arrears may compete in any Club competition or vote at any meeting. A list of all such members shall be posted in the Club House on or after the 2nd January annually. Any member whose subscription is unpaid on the 31st day of January shall cease to be a member and his name shall be erased from the books of the Club but may be replaced by the General Committee upon payment of all arrears.
- 12.2 Members shall not be entitled to the privileges of membership until their subscription and any arrears have been paid.

13 GUESTS AND VISITORS

- 13.1 **Guests**

A member may introduce up to four guests at any one time, provided that the member enters the name and address of the guest/s in a book kept for such purpose, and at no time leaves the environs of the Club while the guest remains there.

The Honorary Secretary, or in her absence any member of the General Committee, shall have the power to restrict the introduction or admission of visitors whenever they think fit.

Note: no one guest can be introduced more than three times in any one calendar year.

13.2 Members of visiting clubs

A member of any club recognised by the RYA may be authorised to use the premises of the Club by any member of the General Committee of the Club. Such authorisation shall specify between which dates, not being more than fourteen days apart, the said visiting club member may use the premises.

13.3 Visiting Competitors

Any person who is a competitor in any race sponsored or organised by or on behalf of the Club, and any person who is a member of the crew of that competitor for the purpose of the race, is entitled to the use of Club premises within a period of twenty four hours before and after the race in which they are competing.

13.4 Expulsion

The Honorary Secretary or any other person who has received the authority of at least two members of the General Committee may expel temporarily or permanently any person who has the right to the use of Club premises under rules 13.1 to 13.3

14 EXPULSION

14.1 The Honorary Secretary, or in his absence any member of the General Committee, may ask a member at any time for evidence of membership.

The Honorary Secretary, or in his absence another member of the General Committee, may request any member, guest or visitor to leave the Club premises if that person's behaviour is a nuisance or annoyance to other members and may instruct those operating the bar to discontinue the serving of intoxicating liquor to any individual. Any exercise of the powers contained in this rule must be reported to the Commodore or his deputy.

14.2 The Club may expel from membership only for good and sufficient cause, such as conduct or character likely to bring the Club or sport/s into disrepute.

14.3 To expel a member from the Club notice shall be sent to the Honorary Secretary signed by three members acquainting him with the circumstances that gave rise to such notice. The Honorary Secretary shall then communicate with such member (so that he may have the opportunity of explaining, or withdrawing from the Club), and shall call a meeting of the General Committee, who are empowered to decide the question. If a simple majority of the members of the General Committee present vote for his expulsion the member shall be expelled.

- 14.4 Any member so expelled under the provisions of rule 14.2 shall have the right to appeal to an Extraordinary General Meeting provided that written notice of appeal is given to the Honorary Secretary within seven days of the General Committee's decision. Such Extraordinary General Meeting shall be summoned by the Honorary Secretary within twenty-one days of such written notice of appeal being served. A simple majority of those present at the Extraordinary General Meeting shall be required to confirm the expulsion. If the expulsion be not confirmed, the member shall be reinstated. The General Committee shall have the right at all times to veto any application for readmission by a member so expelled without assigning any reason therefore.

15 COMPLAINTS

Any complaints should be made to the Honorary Secretary.

16 NOTICES TO MEMBERS

All notices required by these rules to be given to members of the Club may, unless the rules provide otherwise, be given by pre-paid letter addressed to a member at the last address he has furnished to the Honorary Secretary or via email by agreement.

17 EXCLUSION OF LIABILITY

Neither the Club nor any officer of the Club shall be liable to any member, guest of a member, or visitors for any loss of or damage to any property occurring from whatever cause in or about the Club premises nor for any injuries sustained by any member or guest or visitor whilst on or entering or leaving the Club premises and a notice to this effect shall at all times be displayed in a prominent position at the Club House.

18 DISSOLUTION

- 18.1 The Club is a non-profit making organisation. All profits and surpluses will be used to maintain or improve or develop the Club's facilities, or to carry out the objects of the RYA.
- 18.2 In the event of the dissolution of the club, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the members of the Club, but shall be given or transferred to one or more of the following approved sporting or charitable bodies:
- A registered charitable organisation(s)
 - Another Club which is a registered Community Amateur Sports Club
 - The Sport's national governing body for use by them for related community sports