

## WHITEFRIARS SAILING CLUB CONSTITUTION

### 1. NAME

This is the Constitution of 'The Whitefriars Sailing Club' ('the Club') which is located at Lake 26, Whitefriars Lane, Cotswold Water Park, Ashton Keynes, Wiltshire, SN6 6FW.

### 2. AIMS

- a) To promote as its main aim the participation of the whole community in the sport of sailing, including training, racing, cruising, and race meetings and to provide facilities for that purpose.
- b) To arrange social activities for Members of the Club and their guests.
- c) To be fully affiliated to the Royal Yachting Association (RYA).
- d) To provide by written agreement facilities for other groups or associations providing non-motorised water sports.
- e) To operate as a 'not for profit' organisation. All financial surpluses from the Club's activities shall be used to maintain or improve the Club's facilities. No financial surplus shall be paid or transferred, directly or indirectly, to the Members of the Club or third parties.

### 3. TRUSTEES

#### **Number and Terms of Appointment**

- a) There shall be at least three and not more than four Trustees of the Club who shall be appointed from time to time as necessary by the Executive Committee of the Club from among adults who are Single, Family or Honorary Life Members of the Club and who are willing to be so appointed. A Trustee shall hold office during his/her lifetime or until he/she shall resign, by notice in writing given to the Executive Committee, or until a resolution removing him/her from office is approved at a meeting of the Executive Committee by the majority of the Members present and entitled to vote.

#### **Property of the Club vested in the Trustees**

- b) All the property of the Club, including land and investments, shall be held by the Trustees for the time being, in their own names so far as is necessary and practicable, on trust in accordance with the aims of the Club and for the use and benefit of the Club.
- c) On the death, resignation, or removal from office of a Trustee, the Executive Committee shall nominate a new Trustee in his/her place, and shall, as soon as possible, thereafter take all lawful and practicable steps to procure the vesting of all Club property into the names of the Trustees as constituted after such nomination.

- d) For the purpose of giving effect to any such nomination, the Honorary Secretary for the time being is hereby authorised as the person to appoint new Trustees of the Club within the meaning of Section 36 of the Trustee Act 1925. On appointment, each new Trustee shall sign a deed witnessed by the Honorary Secretary agreeing to become a Trustee and shall make a declaration to hold the property of the Club in accordance with the aims of the Club and the provisions of the Constitution.

#### **Powers of the Trustees**

- d) The Trustees shall in all respects act, in regard to any property of the Club held by them, in accordance with the aims of the Club and the directions of the Executive Committee, and shall have power to sell, lease, mortgage or pledge any Club property so held for the purpose of raising or borrowing for the benefit of the Club in compliance with the Executive Committee's directions (which shall be duly recorded in the minutes of the proceedings of the Executive Committee) but no purchaser, lessee or mortgagee shall be concerned to enquire whether any such direction has been given.

#### **Indemnity of the Trustees from Club Funds**

- e) The Trustees shall be effectually indemnified by the Executive Committee out of the assets of the Club from and against any liability, costs, expenses and payments whatsoever which may be properly incurred or made by them in the exercise of their duties or in relation to any property of the Club vested in them or in relation to any legal proceeding, or which otherwise relate directly or indirectly to the performance of the functions of a Trustee of the Club.

### **4. MEMBERSHIP**

- a) The Club is an unincorporated association which comprises those Members who have paid the annual subscription in accordance with the Club Rules. Membership of the Club shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs, or of age, sex, or disability.
- b) The Club will implement and comply with the Equality Policy of the Royal Yachting Association which states as follows:

‘The Royal Yachting Association is committed to equality of opportunity and aims to ensure that all present and potential participants, members, instructors, coaches, competitors, officials, volunteers and employees are treated fairly and on an equal basis, irrespective of sex, age, disability, race, religion or belief, sexual orientation, pregnancy and maternity, marriage and civil partnership, gender reassignment or social status.’
- c) Every person making an application to join the Club shall be given a copy of the Constitution and Rules and shall sign an undertaking to comply with the Club Constitution and Rules.
- d) Any application for membership may be approved by the Membership Secretary or referred for the decision of the Executive Committee.

- e) To comply with Licensing Laws, applicants must wait at least 48 hours between the submission of their application and their admission to the Club.
- f) The Executive Committee may refuse membership or expel from membership only for good and sufficient cause, such as unacceptable conduct or character likely to bring the Club or the sport of sailing into disrepute. A member expelled shall forfeit his or her subscription for the current year.
- g) Temporary membership may be granted to any person or persons at the discretion of the Executive Committee subject to any conditions of membership imposed.
- h) Membership of the Club will fall into one of the following classes of membership and Members shall have full use of all the Club's facilities except for Social Adult Members. The voting rights stated for each class shall apply to any General Meeting of the Club. No voting by proxy is allowed at any General Meeting of the Club.

<b>Class of membership</b>	<b>Voting rights</b>
<b>Family membership:</b> Up to two adults and the children or grandchildren under 18 years of age of one or both adults.	One vote per adult
<b>Single Adult Member</b>	One Vote
<b>Under 18 Member</b> who must be under the care of an adult who is a family member, a single adult member or a social member.	No Vote
<b>Student Member:</b> 18 to 25 years of age, in full time education	One Vote
<b>Temporary Adult Member</b>	No vote
<b>Social Adult Member:</b> allows the use of the Club premises and involvement in social activities but does not allow sailing or any other activities on the lake.	No Vote
<b>Honorary Life Member:</b> appointed for services to the Club at the discretion of the Executive Committee.	One Vote

## 5. ANNUAL GENERAL MEETING (AGM)

- a) The Club shall hold an Annual General Meeting (AGM) of its Members on one day in either November or December on a date chosen by the Executive Committee. A quorum for any AGM shall be not less than thirty (30) Members of the Club who are entitled to vote.
- b) No business except the passing of the Annual Accounts, the election of the Flag Officers, Club Officers, Club Officials, and any business that the Executive Committee may order to be inserted in the notice convening the meeting, shall be discussed at such meeting unless notice of that business is given by a Member to the Honorary

Secretary on or before the 1st October, and published in the notice convening the meeting.

- c) The Honorary Secretary shall, at least fourteen days before the date of such meeting, post or deliver electronically to each member of the Club, notice of the business to be brought forward.
- d) Nominations in writing for the posts of Flag Officers, Club Officers, Club Officials and Member Representatives shall be given to the Honorary Secretary before 14 September. The permission of each nominee must be verified on the nomination form. The list of Nominees shall be posted in the Clubhouse and on the Club Website by the Honorary Secretary by 1st October. Nominations for unfilled positions may be accepted at the AGM.
- e) Flag Officers, Club Officers and Club Officials who are willing to carry on for a further year may do so without standing for re-election, subject to the limitation of 3 years for the Flag Officers provided in Clause 12.
- f) If there is more than one candidate nominated for a position, the candidates will leave the room while a vote is taken by show of hands, or if the Chair of the meeting so decides by ballot and the candidate with the greatest number of votes shall be deemed elected.

## **6. EXTRAORDINARY GENERAL MEETING**

- a) The Executive Committee may at any time call an Extraordinary General Meeting (EGM) of the Club for any specific business. One fifth of the total membership of the Club may by written request summon, or cause the Honorary Secretary to summon, by notice an Extraordinary General Meeting. A quorum for any EGM shall be not less than thirty (30) Members of the Club who are entitled to vote.
- b) The discussion at such meeting shall be confined to the business stated in the notice to Members, which shall be posted or delivered electronically to each Club Member by the Honorary Secretary at least 14 days before the date of such meeting.

## **7. VOTING AT MEETINGS**

When a vote is taken at any AGM, EGM or the Executive Committee, the vote shall be by a show of hands or by ballot of those present and entitled to vote and a majority shall carry the resolution. The person chairing the meeting shall be entitled to vote on the first ballot and in the event of a tie, shall then have the casting vote.

## **8. THE EXECUTIVE COMMITTEE**

- a) The management of the affairs of the Club shall be delegated to the Executive Committee, the voting members of which shall consist of the Flag Officers, the Club Officers, and two 'Member Representatives' who are elected at the AGM. No

voting by proxy is allowed at any meeting of the Executive Committee.

- b) A Member Representative shall serve for a maximum of two consecutive years, unless elected to serve as Flag Officer of Club Officer during that time. On the expiry of the two-year term, a Member Representative shall not be eligible for re-election as a Member Representative for one year.
- c) The Executive Committee shall have power to co-opt Members to fill vacancies in the posts of Flag Officers, Club Officers, Club Officials and Member Representatives caused by death, resignation, or dismissal.
- d) A co-opted Member Representative shall be eligible for election as a Member Representative at the next AGM and shall be eligible to serve for the normal period of two years in accordance with sub clause a) above in addition to the time served as a co-opted Member Representative.
- e) The Executive Committee shall meet at the Club premises on the second Monday of every month at 7.30 pm unless the Commodore (or any Flag Officer authorised by him/her) for good reason cancels or postpones the meeting or decides to hold the meeting via an electronic conference link.
- f) At any meeting of the Executive Committee, a quorum shall consist of five voting members, one of which shall be a Flag Officer.
- g) The Executive Committee may provide by Agreement facilities for other groups or associations which provide non-motorised water sports.
- h) With the agreement of the Executive Committee, Club members may form Groups to promote activities for a section of the Club membership. The Executive Committee shall extend an invitation to attend each Executive Committee to the Chairs of each Group. The Groups which have currently been formed are: Juniors, Ladies, Radio-Controlled Boats and Sailability.
- i) The Executive Committee may at its discretion permit craft which are not sailing boats (such as sailboards, kayaks, and paddle boards) to be used on the lake subject to such conditions and restrictions as it may impose.

## **9. SUB COMMITTEES AND WORKING PARTIES**

- a) The Executive Committee may set up:
  - i. Sub Committees with such delegated powers as the Committee deems appropriate, and
  - ii. Working Groups including Club Members who are not elected to the Executive Committee.

- b) The Committee may require a Chair of a Subcommittee or Working Group or any of the Club Officials to attend a meeting of the Committee to discuss matters relevant to the work of the Sub Committee or the Working Party.
- c) The Chair of a Sub Committee or a Working Party appointed by the Committee shall be entitled to attend the meeting of the Executive Committee when matters relevant to the work of the Sub Committee or the Working Party are discussed but shall not have voting rights unless they are a member of the Committee.

## **10. AMENDMENT OF THE CONSTITUTION**

This Constitution shall not be amended except by resolution of the Club Members at an AGM or EGM. Notice of any amendments proposed by a Member of the Club shall be given to the Honorary Secretary in writing on or before 14 September. Full particulars of any proposed amendments shall be set out in the notice convening the meeting. All such proposed amendments, which must be proposed and seconded, shall be put to the vote at the Meeting.

## **11. SUBSCRIPTIONS, JOINING AND BERTH FEES**

- a) Annual Subscriptions, Joining and Berth Fees shall be proposed for each membership class by the Executive Committee and decided by the AGM.
- b) Provided that boat berth spaces are available, each Member will be allocated one or more berth spaces as the Executive Committee may permit and shall make such annual payment for a berth space as the Club may decide at its AGM.
- c) The Club subscription year shall run from 1 April to 31 March in the following year. Membership renewal subscriptions must be received before 1 April for the following year. Should any member fail to pay the appropriate class subscription or berth fee by 1 April in any year, membership of the Club shall automatically lapse, subject to the discretion of Executive Committee to allow late payment in exceptional circumstances and on such terms as the Committee may decide.
- d) Any reductions in Subscriptions and Berth Fees for special reasons shall be at the discretion of the Executive Committee.

## **12. THE OFFICERS AND OFFICIALS OF THE CLUB**

The Officers of the Club shall be as follows:

**Flag Officers** (to serve a maximum 3-year term):  
 Commodore  
 Vice Commodore  
 Rear Commodore Sailing  
 Rear Commodore Facilities  
 Rear Commodore Lake/Grounds

**Club Officers:**

Honorary Secretary  
Honorary Treasurer  
Membership Secretary  
Training Principal  
Club Risk Manager

The Commodore, Vice Commodore and the three Rear Commodores (the Flag Officers) may serve in office up to a maximum of 3 consecutive years but must offer themselves for re-election by the Club members each year at the AGM, in accordance with the provisions of Clause 5 e) of the Constitution.

**Club Officials**

Sailing Secretary  
Bosun  
Club Safeguarding Officer  
Chief Sailing Instructor  
Chief Power Boat Instructor  
Environment Officer  
Website Manager  
Boat Park Manager  
Kitchen Manager

**Group Chairs**

Chair of the Juniors Group  
Chair of the Ladies Group  
Chair of the Radio-Controlled Boat Group  
Chair of the Sailability Group

**13. TRAINING**

The Club shall fulfil the requirements of the Royal Yachting Association (RYA) to be an RYA Recognised Training Centre (RTC). Training activities shall be under the management and control of the Club Training Principal who shall be an Officer of the Club and whose appointment is approved by the RYA. The Training Principal of the Club or the Chief Sailing Instructor of the Club shall be a RYA Senior Sailing Instructor or Sailing Coach.

**14. CLUB BANK ACCOUNT**

- a) The Treasurer will arrange for monies required for the day-to-day operation of the main Club to be lodged in Banks, Building Societies, or suitable investments of his or her choice as approved by the Executive Committee. The accounts shall be operated under the single signature of the Treasurer, the Commodore, or the Secretary. The Treasurer will provide copies of the monthly account statements to the Executive Committee. Sub-committees holding separate accounts shall have

two signatories.

- b) Reserve cash funds, at a level to be agreed by the Executive Committee, shall be held in a separate account in a Bank, Building Society, or other suitable investment, as approved by the Executive Committee. Signatories shall be two Trustees. If the Treasurer requires any additional funds to manage the operation of the Club, he/she shall request that the Trustees transfer the funds from the reserve account to the day-to-day account as quickly as is reasonably practicable. The Trustees will inform the Executive Committee immediately if they refuse any such request. The Trustees will inform the Executive Committee of the amount in the reserve account each month.
- c) The following bank accounts shall operate independently of the Cub Bank Account with their own arrangements for income, expenditure, and security:
  - i. The Training Account under the management of the Training Principal
  - ii. The Ladies Group account
  - iii. The Radio-controlled Boat Group account
  - iv. The Sailability charity account

## **15. ANNUAL ACCOUNTS**

The financial accounting year shall be from the 1st October to 30th September. The Honorary Treasurer shall prepare Annual Accounts each year and submit them to the Members for approval at the AGM. Such accounts must be checked and reported on by someone approved by the Executive Committee who is not the Honorary Treasurer.

## **16. CLUB RULES**

The Executive Committee may approve and enforce Rules to ensure the effective running of the Club within the provisions of the Constitution and may amend the Rules as it deems necessary.

## **17. INTOXICATING LIQUOR**

The Club shall obtain a Club Premises Certificate for the supply of intoxicating liquor on the Club premises to members and visitors (signed in under the Rules) during the hours specified in the Certificate. Intoxicating liquor shall not be served by, supplied to, or be consumed by any person whose age is less than 18 years of age.

## **18. DISSOLUTION OF THE CLUB**

- a) 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 charity registered with the Charity Commission.
  - Another Sailing Club which is affiliated to the sport's national governing body.
  - The sport's national governing body for use by them for related community sports.
- b) Any proposal for the dissolution of the Club and the manner of the disposal of any such assets shall be determined by resolution approved at an Extraordinary General Meeting by the Members present and entitled to vote.

**End of Constitution**