

# The Combs Sailing Club Constitution

## 1. Name

The name of the Club shall be "THE COMBS SAILING CLUB".

## 2. Objects

To promote and facilitate community participation in the arts of sailing, racing, rowing and paddling small craft. With the exception of power for the propulsion of patrol craft the use of any form of power is specifically excluded.

## 3. Membership.

Membership of the club shall be open to anyone interested in the pursuit of the club's objectives on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. Membership may however be limited according to available facilities on a non-discriminatory basis.

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

The General Purposes (G.P.) Committee may refuse membership or, subject to the provisions on conduct of members below in this section, remove it, only for good cause such as conduct or character likely to bring the club or sport into disrepute. Appeal against refusal of membership may be made to the members.

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

1. Individual.
2. Family.
3. Junior.
4. Outport.
5. Honorary.
6. Temporary.
7. Group.

An application for membership shall be in the form from time to time prescribed by the G.P. Committee, and shall include the name, address, and occupation of the candidate.

The Secretary or Treasurer shall inform each candidate in writing of the candidate's election or non-election. The Secretary or Treasurer shall furnish an elected candidate with a copy of the Rules and Byelaws of the club and make request for such payments as are necessary.

Appeal against refusal to elect may be made to the members in General Meeting.

Every member shall furnish the Secretary with an up-to-date address which shall be recorded and any notice sent to such address as shall be deemed to have been duly delivered.

### Individual membership.

Individual members who have been members for less than two years are entitled to vote at general meetings but not on matters which affect the Constitution of the Club, election of the General Purposes (G.P.) committee, or the Dissolution of the club.

Individual members of more than two years membership are entitled to vote on all matters at general meetings.

### Family membership

Family members consist of one or two co-habiting adults and all children within their guardianship under the age of 18 on the 1st of January. Family members are entitled to sail any craft approved by the Club.

Adult family members have the same voting rights as Individual members with the same length of membership. Children have the same status as Junior members.

### **Junior membership**

Junior members shall be under the age of 18 on the 1st of January. Junior members are under no obligation other than to obey club rules. Juniors may attend general meetings but may not vote. Junior members may apply for Individual membership before 18 if they wish.

### **Outport membership**

Outport membership is available for any member who sails less than four times a year and does not intend to leave their boat at the club. Outport members may not vote at general meetings

### **Honorary membership**

Conferred at the discretion of the G.P. Committee on those who have notably helped the Club or the cause of sailing. Honorary members may not vote at general meetings unless they also maintain a subscription in an appropriate category of membership.

### **Temporary membership**

Temporary membership for a minimum period of a month and a maximum period of three months may be granted by the G.P. Committee to individuals who reside more than 25 miles from the club and who can prove membership of an RYA affiliated club. Temporary members are not eligible for trophy events and may not vote at general meetings

### **Group membership**

To be considered at the discretion of the G.P. committee on a year to year basis. Group members may nominate an individual to cast a single vote at general meetings but not on matters which affect the Constitution of the Club, election of the General Purposes (G.P.) committee, or the Dissolution of the club.

Membership subscriptions become due on 1<sup>st</sup> January and are considered to be in arrears if unpaid after 31<sup>st</sup> January. Members in arrears with their subscription may not normally exercise any of the privileges of club membership until they have paid the outstanding sum in full.

Any member who does not have a boat and/or associated equipment in the boat park and whose subscription is four months in arrears may, at the discretion of the General Purposes Committee and after due warning, be deemed to have resigned.

A member who, for any reason, anticipates inability to use the club or its facilities for the whole of any one year shall be excused payment of the annual subscription and other annual fees provided that notice in writing is given to the Secretary before the last day of the subscription year. A member wishing to be re-instated during the year in question shall pay such portion of the annual subscription as the Committee shall require. Members may not defer their membership in this way for more than two years.

Every member, upon election and thereafter, is deemed to have notice of, and undertakes to comply with, the Club Rules and the current Byelaws and Regulations of the club. Any refusal or neglect to do so, or any conduct which, in the opinion of the G.P. Committee, is either unworthy of a member or otherwise injurious to the interests of the club, 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 G.P. 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 G.P. Committee, or of resigning. A Resolution to apply any sanction shall be carried by a simple majority vote by those members of the G.P. Committee present and voting on the Resolution. Appeal against expulsion or non-renewal of membership may be made to the members in General Meeting.

## **4. Management.**

The club's governing body is the membership in general meeting.

The general affairs of the Club shall be managed by a General Purposes (G.P.) Committee consisting of three Flag Officers (Commodore, Vice-Commodore and Rear-Commodore), a Secretary, Treasurer, and three other Members. It may co-opt one or two Members (with voting powers) for special purposes.

No Flag Officer may hold the same office for more than five consecutive years. The Commodore is ex-officio a member of all Committees; if necessary the Commodore may appoint the Vice or Rear-Commodore to deputise.

Only members who have been members for more than two years are eligible for the G.P. committee. For all other offices only Individual and adult family members are eligible.

The G.P. Committee shall have power to decide any matter not provided for in the Constitution and shall decide on any Bye-Laws for the efficient running of the Club. It shall determine the times when dinghy and board sailing can take place on Combs Reservoir.

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

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

The sailing fixtures of the Club shall be arranged and managed by a Sailing Committee consisting of up to eight members and four or more members of the Sailing Committee shall form a quorum at any meeting of that Committee. Once elected, the Sailing Committee shall choose its own Chairman and Secretary from its members.

The sailing committee will also choose:

- (1) a Captain of Matches who shall decide tactics in inter-club matches and
- (2) a Representative for each Fleet.

The chairman of the sailing committee is ex-officio a member of the General Purposes committee.

The racing records of the Club shall be kept by an Official Recorder. The Official Recorder is ex-officio a member of the Sailing committee.

Election of the Officers named in this section (except the Chairman and Secretary of the Sailing Committee, the Captain of Matches and the fleet representatives) and of the Committees, shall be made at a General Meeting. Written nominations, signed by two Members and countersigned by the nominee, are normally required; failing these, verbal nominations may be accepted.

Officers and committee members shall hold office until the termination of the following Annual General Meeting.

## 5. Abandoned Boats

If, at any time, any fees payable to the Club by any member or former member (whether by way of arrears of subscription or facilities fees, dinghy park fees or otherwise) shall be three months or more in arrears and a boat and/or trailer and associated equipment the property of a member or former member remains upon the Club premises then the member or former member shall remove the boat and/or trailer and associated equipment from the Club immediately. If the member or former member fails to remove the boat and/or trailer and associated equipment then the Committee may: -

- a) Move the boat and/or trailer and associated equipment to any part of the Club premises without being liable for any loss or damage to the boat and/or trailer and associated equipment howsoever caused.
- b) Give three months' notice in writing by recorded delivery post to the member or former member at his last known address as shown in the Club Register and thereafter sell the boat and/or trailer and associated equipment and deduct any monies due to the Club from the net proceeds of sale before accounting for the balance (if any) to the member or former member.
- (c) Alternatively, if the boat and/or trailer and associated equipment is unsaleable, after giving notice in writing as aforesaid, dispose of the boat and/or trailer and associated equipment in any manner the Committee may think fit and deem the cost of doing and any arrears as aforesaid to be a debt owing to the Club by the member or former member.

In addition the Club shall at all times have a lien over members' or former members' boats and /or associated equipment parked on the Club's premises in respect of all monies due to the Club, whether in respect of arrears of facilities fees or subscriptions or otherwise and shall be entitled to retain possession of the boat and/or trailer and associated equipment until such time as all monies due to the Club have been paid in full.

(d) the Club reserves the right to charge storage for the boat and/or trailer and associated equipment until such time as the owner collects the boat and/or trailer and associated equipment or until notice has been served under Rule (b) above.

PROVIDED ALWAYS THAT :-

Proper evidence is available to show that all reasonable steps have been taken to trace a member or former member and that, when and if the boat and/or trailer and associated equipment is sold, if the Club is unable to account to the member or former member for the balance of the proceeds of sale pursuant to Rule (b) above then the balance of the proceeds of sale shall be placed upon bank deposit account and retained against the eventuality of a claim by the owner (whether he be the said member or former member or otherwise) for a period of six years.

## **6. Finance**

The Club is a non-profit making organisation and all surplus income or gains will be re-invested in the Club. The Club does not permit any distribution of club assets, in cash or kind, to members or third parties. In particular the G.P. Committee shall ensure that the property and funds of the club will not be used for the direct or indirect private benefit of members other than as reasonably allowed by the rules. Donations to the RNLI and to support the development of sailing are permitted.

The Annual Subscriptions and Boat Registration Fees shall be determined by a General Meeting; but any change shall not be considered as a change in Constitution. The subscription year is the calendar year from 1<sup>st</sup> January to 31<sup>st</sup> December.

The examined accounts of the Club shall be presented to the Annual General Meeting.

The Club financial year is the 12 months from November 1st to October 31st the following year.

## **7. Type of Craft**

All craft except keelboats and multi-hulls are permitted to sail at Combs.

## **8. General Meetings**

The Annual General Meeting of the Club shall be held within five months of the end of the Club Financial Year on a date to be fixed by the General Purposes Committee. Thirty five days or more before that date the Secretary shall convene the Meeting and invite motions for the Agenda and nominations for office; the notice shall state which retiring Officers, if any, refuse re-nomination. Motions and nominations must reach the Secretary at least twenty one days before the Meeting. At least seven days before the Meeting the Secretary shall send a copy of the Agenda to each Member.

Notices of Club meetings will be properly served if posted by first or second class mail, or delivered by hand, to the last address held in the Club membership records or by electronic means direct to the member to the email address held in the membership records. Where an email address has been supplied by a member this will be used as the method of service in preference to delivery by other means

Extraordinary General Meetings may be called at any time on giving at least seven days notice to all Members either:

(1) by the majority vote of the General Purposes Committee; or

(2) by the Secretary at the written request of four or more Members; such request to include at least one formal proposition on a matter of importance to the Club as a whole.

At every meeting of the club the presiding officer shall be:-

The Commodore, or if absent,

The Vice Commodore, or if absent,

a Chairman elected by those present.

Fifteen members entitled to vote and personally present shall form a quorum at any meeting of the club.

## **9. Change in Constitution**

No change in the Constitution may be made except by a General Meeting voting on a proposition included in the Agenda; though such propositions may be amended at the Meeting in any way which does not affect seriously the sense and purpose of the original proposition.

A change in the Constitution shall be made if, and only if, two thirds of the Members entitled to vote who are present and voting at the Meeting vote in its favour and provided that no such change shall jeopardise the club's status as a Community Amateur Sports Club within the meaning of the Finance Acts.

## **10. Trustees**

There shall be at least four Trustees of the club who shall be appointed from time to time as necessary by the G.P. Committee from among Individual, Adult Family or Honorary Members who are willing to be so appointed. A Trustee shall hold office during his lifetime or until he shall resign, by notice in writing given to the G.P. Committee, or until a resolution removing him from office shall be passed at a meeting of the G.P. Committee by a majority comprising two-thirds of the members present and entitled to vote.

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 it is necessary and practicable, on trust for the use and benefit of the club. In the event of the death, resignation, or removal from office of a Trustee, the G.P. Committee shall nominate a new Trustee in his 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. For the purpose of giving effect to any such nomination, the Commodore of the Club is hereby nominated as the person to appoint new Trustees of the club within the meaning of Section 36 of the Trustee Act 1925 and he shall by Deed duly appoint the person or persons so nominated by the Committee.

The Trustees shall be effectually indemnified by the 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 relation to any property of the club vested in them, or in relation to any legal proceedings, or which otherwise relate directly or indirectly to the performance of the functions of a Trustee of the club.

(To be incorporated in every contract, lease, licence or other agreement entered into by the Trustees of the Club).

The liability of the Trustees 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.

## **11. Borrowing Powers**

If at any time the Club in general meeting shall pass a resolution authorising the General Purposes Committee to borrow money, the Committee shall thereupon be empowered to borrow for the purposes of the Club such amount of money either at one time or from time to time and as such rate of interest and in such form and manner and upon such security as shall be specified in such resolution, and thereupon the Trustees shall at the direction of the Committee make all such dispositions of the Club property or any part thereof and enter into such agreements in relation thereto as the Committee may deem proper for giving security for such loans and interest. All members of the Club, whether voting on such resolution or not, and all persons becoming members of the Club after the passing of such resolution, shall be deemed to have assented to the same as if they had voted in favour of such resolution.

## **12. Dissolution of the Club**

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. Any assets remaining will be donated to the sports governing body, the Royal Yachting Association or another Community Amateur Sports Club which has similar objects to those of Combs Sailing Club.

The dissolution of the Club requires the support of two thirds of members attending a General Meeting and entitled to vote on dissolution.