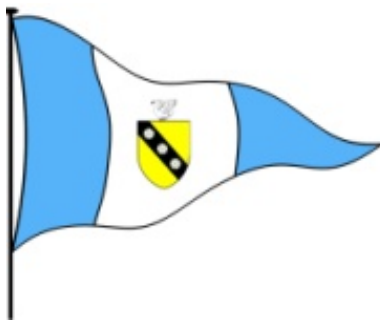


BABBACOMBE CORINTHIAN SAILING CLUB



**CONSTITUTION
Oct 2019**

1. NAME

The name of the Club shall be the Babbacombe Corinthian Sailing Club, (hereinafter called the Club)

2. PURPOSE

The purpose for which the Club is formed is to:

- Encourage participation in sailing;
- Encourage participation in other water-based activities;
- Provide and maintain both clubhouse premises and facilities for the members;
- Provide social activities for the members;
- Maintain/ increase membership levels to provide the club with a sustainable future.

3. BURGEE

The Club burgee shall be a yellow shield having a black diagonal band with three white five petal roses, surmounted by a Quandrill (Swan) upon a pennant of blue and white verticals.

4. MEMBERSHIP

Membership is open to all sections of the community, primarily interested in sailing or other water-based activities.

The Club shall consist of Full Members (which shall also include Senior Members and Life Members), Honorary Members, Junior Members and Affiliates.

4a. FULL MEMBER

A full member shall be a person who, at the date of election, shall have attained the age of eighteen years and shall have one vote.

Within this category will be the following:

4a(i). SENIOR MEMBER

A senior member shall be any full member who shall be the age of 65 on the first day of the subscription year of the Club. Proof of age may be requested in order to claim senior citizen membership. Senior Citizen members have the same entitlements as Full Members.

4a(ii). LIFE MEMBER

The Club in Annual General Meeting may elect any member of the Club to Life Membership. The election shall be by motion duly proposed and seconded and all nominations must receive the prior approval of the General Committee. A Life Member shall pay neither fee nor subscription and he shall be entitled to all privileges, benefits and liabilities of membership. There shall not be more than ten participating Life Members of the Club at any one time.

4b. HONORARY MEMBER

The General Committee may appoint such Honorary Members, for a period not exceeding a year, as the Committee may think fit.

An Honorary Member shall not be:

- Required to pay any fee or subscription;
- Entitled to vote at any General or Committee meeting of the Club;
- Called upon to bear any of the liabilities of membership of the Club.

4c. JUNIOR MEMBER

A Junior Member shall be a person under the age of 18 years on the first day of the subscription year of the Club who has been proposed, seconded and elected in the same manner as a Full Member and is the Child of a Full Member.

A Junior Member shall not be:

- Entitled to vote at any General or Committee Meeting of the Club;
- Called upon to bear any of the liabilities of membership of the Club
- Supplied with or consume alcoholic beverages on Club premises unless he or she has actually attained the age of 18 years.

A Junior Member may become a Full Member upon attaining his 18th birthday providing that he or she pays any difference in the membership fees due. A Junior Member shall otherwise become a Full Member upon the payment of the appropriate fee at the beginning of the membership year next following his 18th birthday.

4d FAMILY MEMBER

A family member will comprise a minimum of three individuals – that being two adults and one junior or one adult and two juniors. The juniors must be:

- the offspring of at least one of the adults, or
- their formally adopted child(ren), or
- their formally recognised foster parent / carer.

Each family member shall have the same rights as a Full or Junior member would. For the purposes of this section junior is someone defined as such in this Constitution i.e. under the age of 18.

4e STUDENT MEMBER

A Student Member may be admitted to BCSC provided that they:

- have a “permanent” address in Torquay or the local area;
- are absent from this address for the purposes of further education; and
- hold a RYA L1/2 dinghy sailing or equivalent qualification.

A Student Member shall not be:

- Entitled to vote at any General or Committee meeting of the Club;
- Called upon to bear any of the liabilities of membership of the Club;
- Entitled to any shares of the net assets in the event of the dissolution of the Club.

4f HOLIDAY MEMBER

A Holiday Member may be admitted to BCSC provided that they:

- hold a RYA L1/2 dinghy sailing or equivalent qualification; and
- are a member of an RYA affiliated sailing club.

A Holiday Member shall not be:

- Entitled to vote at any General or Committee meeting of the Club;
- Called upon to bear any of the liabilities of membership of the Club;
- Entitled to any shares of the net assets in the event of the dissolution of the Club.

Holiday membership will last for two weeks.

The cost of Student and Holiday Membership will be agreed by General Committee at the time they set all other membership fees.

4g. AFFILIATE MEMBER

Shall be a member of a club or organisation that has become affiliated to the Club by paying an annual fee and agreeing to the conditions as determined by the Committee. Affiliate Members may only attend the Club for functions or events on dates agreed in advance with the Rear Commodore. The Club reserves the right to exclude any Affiliate Member at any time.

An Affiliate Member shall not be:

- Entitled to vote at any General or Committee meeting of the Club;
- Called upon to bear any of the liabilities of membership of the Club;
- Entitled to any shares of the net assets in the event of the dissolution of the Club.

5. MEMBERSHIP, ENTRANCE & SUBSCRIPTION FEE

5a. ELECTION TO MEMBERSHIP

Every application for membership shall be in writing on a form approved for the purpose by the General Committee or electronically via the Clubs on-line system. Every nomination shall give the name, residence, email, occupation and the name of any other yacht club or clubs of which he may be a member and any other information that the Committee may from time to time require. Those particulars, subject to Data Protection Act compliance, shall be exhibited in the Club headquarters for

at least two days before the General Committee meeting at which such application for membership shall be considered and this shall be from the date of the receipt by the Secretary of a duly completed application form (electronic as appropriate) signed by the applicant, and accompanied by the appropriate membership and entrance fees.

5b. Proposal for Election

Every proposal for election shall be submitted to a meeting of the General Committee, and at such meeting if there be a vacancy in the membership of the Club, or if there is no vacancy at the first convenient meeting after the occurrence of a vacancy, the Committee shall proceed to the election or rejection of the applicant. An applicant shall be elected by a majority of four fifths of the members present and voting shall be by ballot if so required by any member of the Committee. The Committee may delegate this power to a sub-committee of its members if it shall so desire.

5c. Information for Elected Members

The Secretary shall send to each newly elected member immediately on his election notice thereof and advise the new member where a copy of this constitution and such other information as may be current at that time (available on the Notice Board and BCSC website).

5d. Refused Elections

In the event that an application for membership shall be rejected any membership and entrance fees paid by the applicant shall be refunded.

5e. Use of Facilities

An applicant who has complied with the requirements of clause 5a hereof shall be entitled to use the facilities of the Club without further charge and shall be entitled to be supplied with refreshment as if he were a Member, regardless of his place of residence until his application for membership has been accepted or rejected in accordance with clause 5b hereof, save for the purchase of alcohol for a period of 48 hours.

5f. Annual Payments

Members shall also make an annual payment for boat/kayak parking and sailing fees payment of such a sum as the Sailing Committee shall from time to time prescribe, approved by the General Committee which shall entitle a member a space in the Club's boat park. These fees will be due for payment before 1st March.

6. SUBSCRIPTIONS

The annual subscriptions of members shall be as determined and notified by the General Committee and the subscription year of the club shall commence on 1st March in each year.

6a. Subscriptions Review

The General Committee shall annually review the subscriptions of the Club and shall from time to time review the various sub-divisions for subscription purposes and may amend, extend, vary or extinguish the same or the terms and conditions of the same as it sees fit.

The cost of Family Membership will be agreed by General Committee at the time they set all other membership fees and depend on the combination and numbers of adult and junior prospective members.

6b. Membership Subscriptions Levels

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

6c. Payment of Subscriptions

Subscriptions shall be payable on election and on 1st March in each year. Any member approved after 15th February in any year shall pay the annual subscription and shall be entitled to membership for the following year without additional payment.

6d. Non Payments

Any member whose subscription is not paid by 1st April in any year shall be notified thereof. In the event of his subscription remaining unpaid after 30th April he or she shall cease to be a member of the Club.

7. RESIGNATION

A member who resigns shall not be entitled to have any part of the annual membership fee or any other fees refunded.

8. EXPULSION

Any member who shall in the reasonable opinion of the General Committee have by his actions or behaviour brought the Club into disrepute or who shall have behaved in such manner, whether criminally or otherwise, that his membership ought to be forfeit shall be expelled from membership. A notice for the expulsion of any member shall require to be passed by a majority of at least three quarters of the members of the General Committee present and voting shall be by ballot if so required by any member of the Committee. The General Committee shall not vote upon any motion for the expulsion of a member without first having given that member at least seven days notice in writing of such a motion and giving him the opportunity to make representation to the General Committee, either in writing or in person.

9. GUESTS

Members may introduce guests to the Club. The member introducing them shall be responsible for all liabilities incurred by such guests. Members shall ensure that their guests shall sign the Visitors Book provided for such purpose on each visit. Families of members, unless themselves members of the Club, shall be deemed to be guests for the purpose of this rule. Any such guests introduced shall be admitted to the Club on a number of occasions during the year as decided by the Committee (and which is currently three). No person who has been proposed as a member and rejected, or expelled, or whose admission is objected to by the General Committee shall be so introduced as a guest. They may be admitted to the Club's registered premises on such occasions and subject to such conditions as the Committee may decide, persons other than members and their guests, and intoxicating liquor may be supplied to them by or on behalf of the Club for consumption on the premises.

10. CONDUCT OF MEMBERS

Every member, upon election and thereafter, is deemed to have notice of, and undertakes to comply with, the Club Rules and any Byelaws and Regulations of the club.

10a. Breach of Rules

Any breach of any rule or any conduct which, in the opinion of the 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 suspension for a specified period of time or expulsion.

10b. Written Explanations

Before taking such disciplinary action against a member, 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.

10c. Sanction Resolutions

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 suspension/expulsion may be made to the members in General Meeting. Upon suspension/expulsion the member/former member shall not be entitled to have any part of the annual membership fee refunded and must return any Club or external body's trophy or trophies held forthwith. Upon expulsion of a member, the Committee may dispose of the former member's boat and/or trailer (see below) if applicable.

10d. Property Damage

A member shall not knowingly remove, injure, destroy or damage any property of the Club and shall make restitution for the same if called upon to do so by the Committee or by the Secretary upon the instructions of the Committee.

10e. Communications Permission

A member shall not cause any communication in whatever form to be exhibited on Club notice boards or premises without permission of the Secretary or Officer of the club.

10f. Settlements

A member shall settle any indebtedness for refreshment or otherwise before leaving the Club premises, or in accordance with any Club Rule relating to the settlement of such indebtedness.

11. SUGGESTIONS

All suggestions shall be entered in the Suggestion Book and signed by the Member. The Secretary will reply in the Suggestion Book after the suggestion has been discussed by the General Committee.

12. COMPLAINTS

Complaints of any nature relating to the management of the Club premises shall be addressed in writing to the Commodore.

13. MEMBERS OF OTHER RYA CLUBS

A member of any Club affiliated to the Royal Yachting Association (a list of which is published by the said Association) may be authorised to use the club facilities under the conditions applying to Affiliate Members.

14. COMPETITORS IN OPEN EVENTS

Any person who is a competitor or crew member in any race sponsored by or on behalf of the Club is entitled to the use of the Club premises within a period of 48 hours before and after the race in which they are competing

15. POWER TO EXPEL THOSE ADMITTED UNDER AFFILIATION OR COMPETITION

The Secretary or any other person who has received the authority of two members of the Committee, may expel, temporarily or permanently, any person who has the right to the use of the Club premises only under affiliation or competition.

16. DATA PROTECTION

Membership of the Club and acceptance of these Rules by the member will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Acts

17. CLUB HOURS

The Club premises shall be open to members between such hours as the General Committee may decide but alcoholic beverages shall not be supplied other than during the hours permitted by the Local Licensing Committee.

17a. Opening of Club premises

The Club premises shall be open to members at such times as the Committee shall direct.

17b. Supply of alcohol to minors

Alcoholic beverages shall not be supplied to any person under the age of 18 or to any person for consumption by persons under the age of 18 years.

18. CLUB OFFICERS

The Officers of the Club shall be Full members of the Club and shall consist of:

President, Commodore, Vice-Commodore and Rear-Commodore who are elected for a term of one year;
Immediate Past Commodore;
Secretary and Treasurer who are appointed by the General Committee;
Eight others who are elected for a term of 2 years such that four retire each year.

Club Officers may take on responsibilities other than the ones below as agreed by General Committee.

The Flag Officers of the Club shall be, in order of seniority:

18a. The President - Flag Officer

The President who shall be elected annually and who shall preside over all Annual General Meetings of the Club and the first meeting of the General Committee in each year until the General Committee has elected its Chairman for the year.

18b. The Commodore - Flag Officer

The Commodore who shall be elected annually shall

- Represent the Club and its members on social, formal and ceremonial occasions and who shall be an ex-officio member of all sub-committees.
- Provide and encourage leadership for all club activities
- Chair the monthly General Committee meetings
- Ensures that the club is run according to its Rules and Constitution
- Report to the Club Trustees on a regular basis
- Provide a report at the AGM
- Has overall responsibility for membership matters
- Ensures that any disciplinary processes are conducted within the club's rules
- Commissions updates to the Club's Policy Statements and Procedures for General Committee approval

18c. Vice Commodore - Flag Officer

The Vice-Commodore(s) who shall be elected annually and who shall

- Lead the Club in its organised sailing activities and be accountable to the General Committee for such activities,
- Manage the Club premises on Oddicombe Beach.
- Chair the Sailing Committee meetings
- Represents the club at official functions in the absence of the Commodore
- Provide leadership in the Clubs sailing and training activities
- Attend the General Committee meetings providing a report on sailing issues
- Provide a report to the AGM
- Oversee the production and update of the Clubs Operational and Safety Document
- Ensure all beach and water activities are compliant with the Club's Operational and Safety Document
- Oversee the production and implementation of the sailing and training programme

18d. Rear Commodore - Flag Officer

The Rear-Commodore(s) who shall be elected annually and who shall

- Be responsible for the daily management of the Fore Street Clubhouse, its bar and its staff and who shall be accountable to the General Committee for such matters.
- Be the holder of the Club Premises Certificate (CPC) and their decision relating to the supply of alcohol within the Club premises shall be final.
- Chairs the House Committee meetings
- Represents the Club at official functions when neither the Commodore nor Vice Commodore are available
- Attends the General Committee meetings providing a report on House issues
- Provides a report to the AGM
- Has overall responsibility for the Fore Street clubhouse premises, cleaning and decoration
- Arranges and oversees the social activities of the Club
- Oversees the running of the bar
- Acts as the point of contact for use of the club facilities

The Rear-Commodore may be assisted in such of his duties as may be deemed appropriate by such persons as the General Committee may approve but shall remain accountable to the General Committee for such matters.

18e. Immediate Past Commodore - Flag Officer

A retiring Commodore shall serve as a member of the General Committee in the year immediately following his retirement

18f. Secretary

The Secretary who shall be appointed by the General Committee and who shall keep such records and minutes as are necessary for the efficient organisation and management of the Club or as are required by law.

- Is the point of contact for Club correspondence from outside agencies
- Sends official correspondence on behalf of the Club
- Attends the General Committee meetings
- Produces the agenda for the General Committee meetings
- Organises the taking and distribution of minutes of the General Committee meetings
- Sends out notices of the AGM and EGMs to Club members
- Produces the agenda for the AGM
- Takes minutes of the AGM

The Secretary may be assisted in such of his duties as may be deemed appropriate by such person as the General Committee may approve but shall remain accountable to the General Committee for such matters.

18g. Treasurer

The Treasurer who shall be appointed by the General Committee shall keep such books of account and record as are necessary for the efficient organisation and management of the Club or as are required by law and shall be responsible for the effecting of insurance cover adequate to protect the assets of the Club and to protect it from its potential liabilities and who shall be an ex-officio member of all sub-committees.

The Treasurer shall prepare financial accounts including an Annual Balance Sheet as at 30 June in each year and cause such Balance Sheet (and accounts as necessary) to be reviewed at least once annually and shall thereafter cause the same to be exhibited in the Club premises at least fourteen days before the date of the Annual General Meeting.

The Treasurer shall

- Present the Annual Accounts and Balance Sheet to the club at its Annual General Meeting
- Maintain all club accounts to an auditable standard
- Arrange payment of invoices within time
- Raise invoices as required and ensures receipt of payment
- Bank payments received by the club
- Reconcile the bank account with the accounts on a monthly basis
- Monitor the state of club accounts
- Present a monthly report at General Committee meetings
- Raise concerns at General Committee meetings
- Make recommendations on subscription rates to the AGM

While the Treasurer shall report on such matters to the General Committee he shall be responsible to the membership of the Club as a whole.

18h Membership Secretary

- Reports to the Secretary ;
- Informs of any applications for new members;
- Distributes membership renewal notices;
- Receives membership subscriptions and liaises with the Treasurer to ensure accounts match membership records;
- Maintains accurate and up to date membership and contact records for members and non-members in the club's administration system(s).

18j. Welfare Officer

The Welfare Officer;

- shall be appointed by the General Committee;
- reports to the Vice Commodore;
- is a point of contact for young persons;
- promotes safeguarding;
- implements our child protection policy;
- oversees our code of conduct;
- administers DBS procedures.

18i. Auditors

The Auditors shall be appointed at the Annual General Meeting in each year and shall be two appropriately experienced/qualified members of the Club other than the Treasurer or Committee members. The duties of Auditors shall be to review the accounts and Annual Balance Sheet of the Club when called upon to do so and shall give such certificate of assurance as to the accuracy of the said accounts as shall be required by law or by the Committee.

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.

19. MANAGEMENT

19a. General Committee

The General Committee shall consist of five Flag Officers, eight Full members and the Treasurer and Secretary.

The Committee shall manage the affairs of the Club according to the Constitution and shall cause the funds of the Club to be applied solely to the purposes of the Club. In particular the Committee shall ensure that the property and funds of the Club will not be used for the direct or indirect private benefit of members and that all surplus income or profits are re-invested into the Club.

The General Committee shall be chaired by the Commodore.

General Committee Members shall

- Act as a trusted advisors to the club
- Attend monthly General Committee meetings
- Actively engage with the club membership
- Actively engage and participate in club activities

- Lead club initiatives at the Flag Officers' discretion

19b. Appointment of sub-Committees

The General Committee shall appoint two standing sub-committees to be called "The House Committee" and "The Sailing Committee- The General Committee may appoint such other 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 the law. Such sub-Committees shall consist of such members of the Committee or of the Club as the Committees may think fit.

The Commodore shall be an ex-officio member of all sub-Committees.

19c. Sailing Committee

The Sailing Committee shall be under the Chairmanship of the Vice-Commodore(s) or such other person(s) as the General Committee shall appoint and the members of the committee shall be appointed by the General Committee which shall have due regard to the opinions and wishes of the sailing members when considering such appointments. The Sailing Committee shall elect annually from amongst its own members its own Secretary who shall be known as the "Sailing Secretary".

The Sailing Committee shall govern and regulate the organised sailing activities of the Club and shall manage the Club premises and grounds on Oddicombe Beach. Unless subject to an appeal to the Royal Yachting Association any decision of the Sailing Committee relating to Sailing or safety on the water shall be final. Any member who disregards any decision or instruction by the Sailing Committee shall render himself liable to expulsion, by the General Committee from the Club (see above)

19d. RYA Training Centre Principal

The Sailing Committee may recommend an RYA Training Centre Principal for the club who must be endorsed by the General Committee before taking on the role and who must maintain that endorsement for the period of their appointment

19e. The House Committee

The House Committee shall be under the Chairmanship of the Rear Commodore(s) or such other person(s) as the General Committee shall appoint and the members of the Committee shall be appointed by the General Committee. The House Committee shall govern and regulate the management of the Club's registered premises and its social activities. The Rear Commodore will appoint members of the Club to fill some roles as required.

The House Committee shall govern and regulate the organised social activities of the Club and shall manage the Club premises and grounds on Fore Street. Any member who disregards any decision or instruction by the House Committee shall render himself liable to expulsion, by the General Committee from the Club (see above)

19f Minutes of Meetings

Minutes of the Meeting of the General Committee and such Sub-Committees shall be made reasonably available for inspection by any member.

20. Disclosure of interest to third parties

A member of the Committee, of a sub-Committee or any officer of the Club, in transacting business for the Club, shall disclose to third parties that he is so acting.

21. Limitation of Committee's authority

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

22. Members' indemnification of Committee

In pursuance of the authority vested in the Committee by members of the Club, members of the Committee shall be indemnified by the members of the Club out of the assets of the Club from and against any liability, costs, expenses or payments whatsoever which may be properly incurred or made by them or any one of them in the exercise of their duties on behalf of the Club 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 Club.

Should the assets of the Club be insufficient to satisfy such liability, costs, expenses or payments the Committee shall be entitled to a personal indemnity from the individual members of the Club.

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 Club.

23. Contractual Liability

The Committee shall endeavour to ensure that the following clause is incorporated in every contract, lease, licence or other agreement entered into by the Committee and/or Trustees of the Club, as appropriate.

“The liability of the Committee/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.”

24. Purchase and Supply of Excisable Goods

The purchase for the Club of excisable goods and the supply of the same upon Club premises shall be exclusively and solely under the control of the Committee, or of a special sub-Committee appointed by the Committee. Intoxicating liquor may only be sold for consumption on the Club premises to persons over the age of eighteen who are entitled to the use of the Club premises in pursuance of the Rules, Byelaws and Regulations for the time being in force. No Junior Member under the age of eighteen may purchase or attempt to purchase intoxicating liquor within the Club premises

25. Hours of Sale of Excisable Goods

The Committee shall cause the Club bar to be opened (subject to terms of the Club premises certificate) at convenient times (and such times shall be prominently exhibited in the Club premises) for the sale of excisable goods to persons who are entitled to the use of the premises of the Club in pursuance of these Rules (except Junior Members as aforesaid) PROVIDED THAT visitors' names and addresses and the name of their introducer shall have been entered in the Visitor's Book upon entry to Club premises.

26. Profits from Sale of Excisable Goods

No person shall take a commission, percentage or other such payment in connection with the purchase of excisable goods for the Club. Any profit deriving from the supply of such goods shall (after deduction of the costs of providing such goods for the benefit of the Club) be applied to the provision of additional amenities or the purchase of property to be held in trust for the benefit of the Club.

27. Accounts relating to excisable goods

Proper accounts of all purchases and receipts shall be kept and presented at the Annual General Meeting in each year and such information as the Secretary or Reviewers may require shall be furnished to enable any statutory return or statement and the payment of excise or other duty or tax to be made.

28. COMMITTEE MANAGEMENT

The Secretary shall at least seven days before any meeting of the General Committee either personally or by post/email deliver to every member of the General Committee notice of such meeting stating the time, date and place where it will be held and the business that will be brought before it.

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

Meetings of sub-committees shall be called by the Secretary or similar of such committee at the request of the Chairman or Secretary of such committee.

28a. Quorum at Meetings

Five members entitled to vote and personally present shall form a quorum at any meeting of the General Committee. Three members entitled to vote and personally present shall form a quorum at any meeting of any sub-Committee.

28b. Voting

Voting at meetings shall be by a show of hands unless any elected member present requests otherwise, in which case voting shall be by ballot. Every Officer and elected member present shall be entitled to one vote providing always that in the event of an equality of votes cast the Chairman of the meeting shall be entitled to a casting vote. Proxy and postal votes shall not be accepted at any meeting save as specifically provided for. The sharing of a Flag Officer role does not entitle that role to have more than one vote.

28c. Chairman Absence

In the absence of the duly appointed Chairman of a Committee at a meeting the first business of the Committee at such a meeting shall be the election of a Chairman for that meeting.

28d. Retirement

At the Annual General Meeting each year all Flag Officers and four other members of the General Committee that have served both their appointed years shall retire. Retiring members may offer themselves for re-election.

28e. Election of Committee by ballot

If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot.

28f. No contest for election

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 if two thirds of those present at the Annual General Meeting, and entitled to vote, vote in favour of such election.

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.

28g. Co-Opting

The General Committee shall have the power to co-opt any member of the Club for a special purpose but such co-opted member shall not have a vote at any meeting and shall cease to be a member of the general committee once such purpose has been discharged.

28h. Absence

Any Officer or elected member of the General Committee who shall be absent from all meetings for a period of three months without leave of absence from the General Committee shall be deemed to have resigned his office.

28i. Vacancies

The General Committee must within twenty eight days of a vacancy arising co-opt a Life or Full member of the Club to fill such vacancy on the committee or amongst the Officers and such co-opted member or Officer shall serve until the next Annual General Meeting and shall be entitled to a vote.

28j. Transfers

If any of the eight elected members of the General Committee shall during their term on the committee become an Officer of the Club, then they shall forthwith surrender their position as an elected member of the General Committee which vacancy thus created shall be filled in accordance with clause 28i hereof.

29. BYLAWS

The Committee may from time to time make, amend, extend, vary or repeal Bylaws regulating the use of the Club Headquarters, the holding of sailing matches, the sub-division of the class of Full membership for subscription purposes only and generally for the good of the Club. In so far as they are not inconsistent with the Constitution, such by-laws shall be binding upon all members and shall be construed as if the same were part of the constitution.

30. ANNUAL GENERAL MEETING

An Annual General Meeting of the Club shall be held each year in the month of October on a date to be fixed by the Committee.

30a. 21 Days Notice

The Secretary shall at least twenty-one days before the date of such meeting post or deliver to each member notice hereof and of the business to be brought forward thereat. The failure of any member to receive notice of such meeting shall not invalidate the proceedings thereat or at any adjournment thereof.

The business of the meeting shall be:-

- To receive the report of the Treasurer, given in accordance with clause 18g hereof.
- To consider the adoption of the Annual accounts.
- To receive the Flag Officer's reports.
- To elect the Flag Officers and Committee for the forthcoming year.
- To appoint the two Auditors.
- To elect Life Members.
- To consider any motion, duly proposed and seconded by Life or Full members of which at least fourteen days prior notice in writing shall have been given to the Secretary.

30b. Nominations

Nominations for the Officers and vacancies shall be given to the Secretary in writing at least fourteen days prior to the date of the Annual General Meeting. Such nominations shall indicate the name of the nominee his willingness to stand for office and his proposer and seconder shall all be either Life or fully paid up Full members of the Club.

30c. 14 Days Notice

At least fourteen days immediately prior to the date of the Annual General Meeting:-

The Secretary shall exhibit within the main Club premises any motion received by him.

The Treasurer shall exhibit in the main Club premises a copy of the accounts for the year ending 30th June of that year.

30d. Auditor Endorsement

Unless the accounts are unacceptable to the Auditor he shall endorse his certificate upon the accounts prior to the Annual General Meeting and shall report to the Annual General Meeting upon any amendments to the accounts as displayed.

30e. Ballots

In the event that the number of nominations for an office or vacancy shall render a ballot necessary, at least seven days prior to the Annual General Meeting:-

i The Secretary shall either personally or by post deliver to every member a form or forms. Completed ballot forms may be personally placed in a ballot box to be positioned within the main Club premises or returned by post to the Club at its usual postal address, such forms to be received no later than 11pm on the day preceding the Annual General Meeting. The failure of any member to receive a ballot form shall not invalidate the result of the ballot

ii The General Committee shall appoint two independent tellers who shall be responsible for the conduct of the ballot, count the votes cast and deliver the result thereof to the Chairman of the Annual General Meeting.

30f. Special General Meeting

The Committee may at any time, upon giving twenty one days' notice in writing, call a Special General Meeting of the Club 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.

30g. Special General Meeting upon request of members

The Committee shall call a Special General Meeting upon a written request addressed to the Secretary by at least 20 members. The SGM must be called within 21 days of a request. The Committee shall give twenty one 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.

31. Chairman at Meetings

At every meeting of the Club the President or the Commodore or, in their absence, a Chairman elected by those present shall preside.

32. Entitlement to vote at Meetings

Only Full members shall vote at any meeting of the Club. Other members may attend but are not entitled to vote.

33. Voting at Meetings

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

34. Equality of Votes

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.

35. Voting on Rule Change

On any resolution properly put to a meeting of the Club relating to the creation, repeal or amendment of any Rule, Byelaw or Regulation of the Club 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. This applies to Constitutional changes.

Every other type of motion shall be decided by a majority of votes. Every eligible member shall have one vote and in the event of an equality of votes the Chairman shall have a casting vote. A quorum at an Annual General Meeting shall be thirty (30)

members present and eligible to vote. A quorum at a Special General Meeting shall be fifty (50) members present and eligible to vote. Unless a ballot is required by at least four eligible members voting shall be by a show of hands and a declaration by the Chairman that a resolution has been carried by a particular majority, or lost, or not shall be conclusive, in the event that a ballot is required it shall be held forthwith and conducted in such manner as the Chairman shall direct.

36. Proxy and Postal Votes

Proxy and postal votes shall not be accepted at any General Meeting save as specifically provided for.

37. SAILING RULES

The rules under which sailing matches shall be held be those of the ISAF (International Sailing Federation), the Royal Yachting Association (RYA) Prescriptions, the appropriate Class Rules and such Sailing Instructions and amendments thereto as maybe determined by the Sailing Committee.

37a. Abandoned Boats and/or Trailers

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 one month or more in arrears and/or a boat and/or trailer the property of a member or former member remains upon the Club premises one month or more after the club has given the member or former member notice to remove the vessel then the member or former member shall remove the boat and/or trailer from the Club immediately.

If the member or former member fails to remove the boat and/or trailer then the Committee may :-

- Move the boat and/or trailer to any part of the Club premises without being liable for any loss or damage to the vessel howsoever caused.
- Give three months' notice in writing by registered 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 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

Alternatively, if the boat and/or trailer is unsaleable, after giving notice in writing as aforesaid, dispose of the boat and/or trailer 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

The Club reserves the right to charge storage for the boat and/or trailer until such time as the owner collects the boat and/or trailer 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 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.

38. Lien

The Club shall at all times have a lien over members' or former members' boats and/or trailers 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 until such time as all monies due to the Club have been paid in full.

39. LIMITATION OF CLUBS LIABILITIES

Members of the Club, their guests and visitors may use the Club premises and any other facilities of the Club, entirely at their own risk and impliedly accept that:-

i The Club will not accept any liability for any damage to or loss of property belonging to members, their guests or visitors to the Club.

ii The Club will not accept any liability for personal injury arising out of the use of the Club's premises, and any other facilities of the Club, or out of participation in any race organised by the Club, whether or not such damage or injury could have been attributed to or was occasioned by the neglect, default or negligence of any of the Officers, Committee or servants of the Club.

iii Before inviting any guests or visitors onto the premises or to participate in events

organised by the Club, members will draw their attention to this rule.

40. DISSOLUTION OF CLUB

If at any General Meeting a resolution for the dissolution of the Club shall be passed by a majority of the members present and such resolution shall at an Extra-Ordinary General Meeting held not less than one month hereafter be confirmed by a resolution passed by a majority of two thirds of the Life and Full members voting, the Committee shall there-upon, or at such future date as shall be specified in such resolution, proceed to realise the property of the Club.

If upon winding up or dissolution of the Club there remains after the satisfaction of all of its debts and liabilities any property whatsoever, the same shall be donated to a local organisation or organisations that, in the opinion of the trustees, is most worthy of receipt of such support.

Any such motion to an Extra-Ordinary General meeting of the Club shall be the subject of a postal ballot and the provisions of clauses above, where appropriate, will apply.

41. TRUSTEES

There shall be at least three Trustees of the Club who shall be appointed from time to time as necessary by the Committee of the Club from among Full or Life Members who are willing to be so appointed.

41a. Period of Service

A Trustee shall hold Office during his life, or until his resignation in writing to the secretary, or until a resolution removing him from office shall have been passed by a two thirds majority of those present and voting at a Meeting of the General Committee.

41b. Property

All the property of the Club of whatever nature shall be vested in the Trustees for the time being, to be held in trust in their name for the use and benefit of the Club as a whole. On the death, resignation or removal from office as a trustee, the General Committee shall take steps to appoint 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 the said appointment.

41c. Compliance

The Trustees shall at all times, and in all respects, act in regard to the property of the Club held by them in accordance with the direction of the General Committee, and shall have power to sell, pledge, lease, mortgage or otherwise alienate any Club property in compliance with the directions of the General Committee. But no purchaser, lessee or mortgage or other successor in title, shall be concerned to enquire whether any such direction has been given.

42. Indemnity of Trustees from Club

In pursuance of the authority vested in the Trustees by the members of the Club, the Trustees shall be indemnified by the members of the Club out of the assets of the Club from and against any liability, costs, expenses or payments whatsoever which may be properly incurred or made by them or any one of 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.

42a. Limit of Indemnity

Should the assets of the Club be insufficient to satisfy such liability, costs, expenses or payments the Trustees shall be entitled to a personal indemnity from the individual members of the Club. 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 Trustees have been authorised to exceed such limit by a General Meeting of the Club.

The Trustees shall be entitled to an indemnity out of the property of the Club in respect of any action taken by them on the direction of the General Committee.

42b. Representation

The Trustees shall on the direction of the General Committee represent the Club in any litigation.

43. INTERPRETATION

In this Constitution:-

- i. Every member shall furnish the up to date postal and email address which shall be recorded in the Register of members.
- ii. Any notice sent to such members addresses as recorded shall be deemed to have been duly delivered
- iii. The masculine gender shall include the feminine gender and the singular shall include the plural and vice versa where the context so admits, but it is hereby expressly provided that the post of any Club Officer shall be occupied either one or two members at any one time and that no member may occupy more than one post of Club Officer at any one time.
- iv. Subject headings shall be for ease of reference only and shall not affect the interpretation hereof.
- v. By Post - In instances where the Constitution states "by post" this shall be deemed to mean either by post and/or by electronic means.

44. MISCELLANEOUS

The Members acknowledge that these Rules constitute a legally binding contract to regulate the relationship of the members with each other and the Club.

45. DOCUMENT CONTROL

30 Dec 2007 - Constitution amended at EGM

10 Dec 2012 - By Laws amended at General Committee

8 Sep 2013 - Constitution amended at AGM

11 Nov 2013 - By Laws amended at General Committee

15 Oct 2017 - Constitution amended at AGM

Oct 2019 – Incorporated new Membership addition and text changes amended at AGM