

LOCH VENACHAR SAILING CLUB

CONSTITUTION (as amended at AGM 2008)

NAME AND OBJECTS

1. The Club shall be known as **LOCH VENACHAR SAILING CLUB** (hereinafter referred to as “ the Club”).

The **OBJECT** of the Club is to promote and facilitate the sport of dinghy and board sailing on Loch Venachar and to provide the opportunity for training of members to become competent sailors. The Club may also provide social and other facilities for members and develop land at Loch Venachar.

The Club believes and has accepted as a fact that certain sectors of the population are disadvantaged by individual and group values, as well as by organisational structures. The Club seeks to avoid all such forms of discrimination. In all its activities it will ensure that no individual will receive less favourable treatment on the grounds of race, gender, nationality, marital status, disability, sexuality, age, religious belief, HIV infection or AIDS

OFFICERS

4. The **OFFICERS** of the Club comprise the Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer and Sailing Secretary. They are (with the exception of the Rear Commodore – para 39) elected at the Annual General Meeting in each year, from Adult, Life or Honorary members of the Club, and shall hold office for one year, retiring at the Annual General Meeting in each year. All Officers of the Club shall be eligible for re-election.
5. The **SECRETARY** (and/or the Assistant Secretary) shall:
 - (a) Keep a register of Club members’ names and addresses and telephone numbers
 - (b) Keep full minutes of all formal meetings of the Club, which shall be confirmed and signed at the following meeting of the Club
 - (c) Conduct the correspondence of the Club and keep custody of all Club documents
 - (d) Maintain contact with the Club’s legal adviser to ensure that the Club’s affairs are managed in accordance with current law.
6. The **TREASURER** shall:
 - (a) Be responsible for keeping books of account which will give a true and fair view of the state of the finances of the Club.
 - (b) Cause all returns as may be required by law in relation to such accounts to be rendered at the due time.

- (c) Prepare such financial statements as at 30th September in each year as are necessary to illustrate the progress and status of the Club's funds during the preceding year and make such statements available to Club members along with notice of the business to be brought forward at the Annual General Meeting and to be audited at least once each year.
- (d) Be responsible for the safekeeping of the Club funds and for the guardianship of any bank accounts or other investments. Payments made over £100.00 require the signature of the Treasurer or his deputy and any one of the Commodore, Vice-Commodore and Secretary. The Treasurer's deputy may only be appointed by any two of the Commodore, Vice-Commodore and Secretary and a minute of this appointment must be lodged with the Club's bank at that time. Payments of £100.00 or less require only the signature of the Treasurer or his deputy.
- (e) Administer such insurance policy or policies as may be required to protect the interests of the Club, its Officers and its members.

7. **THE SAILING SECRETARY** shall:

- a) Be responsible for the organisation of the Club's sailing programme
- b) Be responsible for preparation of rotas for Officer of the Day and Safety Crews
- c) Manage the race results and ensure that adequate records are maintained
- d) Manage the Club handicap system and RYA Portsmouth Yardstick returns
- e) In conjunction with NROs and/or RROs, co-ordinate the training of Club Race Officers.
- f) Be responsible for club trophies as follows
 - i) maintain adequate records of trophy winners
 - ii) ensure the timely collection of trophies and manage their engraving in time for prize giving at the end of the season
- g) Be responsible for updating the honours' boards

8. **The EXAMINER/ AUDITOR** shall:

- (a) Be appointed at the Annual General Meeting in each year.
- (b) Audit the accounts of the Club when called upon to do so and give such certificates of assurance as to the accuracy of such accounts as shall be required by law or by the Committee.
- (c) If unable or unwilling to act, inform the Committee who shall appoint a substitute to hold office until the next Annual General Meeting.

MEMBERSHIP

9. The following are the categories of membership within the Club. Those with power to vote at meetings of the Club are indicated provided that any fees or subscriptions due have been paid in full. The rights, privileges and obligations of each category of Member are as defined in this Constitution and the latest edition of the Rules of the Club.

ADULT MEMBER: is a person who, at date of election, is over the age 18 years and has one vote.

FAMILY MEMBERSHIP shall include one or two named co-habiting adults and all children within their guardianship under eighteen years of age or remaining in full time education. Each named adult will have one vote.

JUNIOR/ STUDENT MEMBER: is a person who, at date of election, is thirteen years of age but under the age of eighteen or who is in full time education. Such a member shall be one who at the start of the subscription year joins the Club other than as an Adult member. This category has no voting rights.

CADET MEMBER is a member who, at date of election is under the age of thirteen years of age. This category has no voting rights. One parent will be required to be (at least) a Beach Member as defined below.

LIFE MEMBER has one vote (see para 12)

HONORARY LIFE MEMBER: is nominated and elected in the manner described in para 50 and has one vote.

BEACH MEMBER: discretionary and will normally be reserved for retiring sailing members or parents of junior, cadet or existing members. This category has no voting rights.

TEMPORARY MEMBER: This category has no voting rights.

AFFILIATED MEMBER: being a member of an organisation having similar objectives to the Club which shall be nominated and elected in the manner described in para 51. This category has no voting rights.

No member except a person who is admitted to temporary membership in terms of paras 26 & 27 may use the Club premises or any of the facilities of the Club until all fees and subscriptions are paid in full. Candidates for membership shall have no rights whatsoever in relation to the use of the Club or its premises.

SUBSCRIPTIONS

- 10 The rate of Entrance and Subscription fees for each category of membership shall be proposed by the Committee to the members at the Annual General Meeting in each year. Any proposed changes shall be approved by a majority of those present and entitled to vote and shall become operative on the first day of January in the year following. The current rate of Entrance and Subscription fee shall be prominently displayed in the Club premises.
- 11 The annual fee includes an amount which is payable to the RYA as its subscription as a fully affiliated club.
- 12 The Club may determine a Family subscription comprising of up to two co-resident adults plus their children under the age of eighteen or remaining in full time education. In addition, the Club may determine a category of Life subscription. Such subscriptions will be open to a maximum of 10% of the membership as at November of the previous year.
13. Members shall also make, as appropriate, the following annual payments:
 - (i) An annual boat permit fee as the Committee shall from time to time set which shall entitle the Member to a boat space in the Club's dinghy park.
 - (ii) An annual sailboard fee of such sum as the Committee shall from time to time set.
14. All members shall pay the entrance fee (if any) and their first annual subscription upon election to the Club and thereafter on 1st January in each year, and if not paid by 1st March they will be deemed to have resigned from the Club (see para 21). Any member elected on or after 1st September in any year shall pay half the annual subscription applicable for that year together with the entrance fee.
15. Every member shall provide the Secretary with an up to date address, which shall be recorded in the Register of members and any notice sent to such address, shall be deemed to have been delivered.
16. An application for membership shall be in the form from time to time set by the Committee and shall include the name, address, telephone number (if available), e-mail address (if any) of the candidate together with details of any sailing experience.
17. Upon receipt of an application for membership, the Secretary shall enter such application in a Register of Candidates and shall cause the application form to be prominently displayed in the club premises for at least 14 days before the meeting of the Committee at which such application for membership shall be considered.
 - (a) Membership of the club shall be open to anyone interested in the sport of sailing 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.

(b)The club Committee may refuse membership or, subject to Rule 22, remove it, only for good cause such as conduct or character likely to bring the club or sport into disrepute.

(c) The Secretary shall inform each candidate of the candidate's election or non-election. He shall furnish an elected candidate with a copy of the Constitution and Rules of the club and make request for such payments as are necessary.

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

18. Upon election a prospective member shall pay within one calendar month all subscriptions, entrance and other fees as are requested. The privileges of membership shall not be exercisable until all sums due have been paid.
19. 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 renewal date. 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.
20. A member wishing to retire from membership shall give notice in writing to the Secretary before the end of November in the relevant year and shall then not be liable to pay the subscription for the following year. Upon re-application by a past member, the Committee may, at its discretion, excuse the payment of an entrance fee.
21. The Committee may cancel, without notice being given, the membership of any member whose annual subscription or other annual fees are more than two months in arrears, provided that the Committee may, at its discretion, reinstate such members upon payment of arrears. No member whose annual payments are in arrears may enter Club premises, events or vote at any meeting.

CONDUCT OF MEMBERS

22. A condition of membership is that the member agrees to comply with the Club Constitution and Regulations. Any refusal or neglect to do so, 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, may make a member liable to expulsion by the Committee. Before expelling a member, the Committee shall call upon the member for a written explanation of the conduct and shall give the member full opportunity of making explanation to the Committee, or of resigning. A resolution to expel a member shall be carried by a simple majority of those members of the Committee present. Appeal against expulsion may be made to the members in General Meeting.
23. A member shall not knowingly remove, injure, destroy or damage any property of the Club and will be required to make restitution for the same if called upon to do so by the Committee or by the Secretary upon the instructions of the Committee.

24. Members are responsible for the action of guests and, in the event of damage to any property of the Club, will be required to make restitution for the same if called upon to do so by the Committee.
25. Complaints of any nature relating to the management of the Club shall be addressed to the Secretary
26. A member of any Club affiliated to the RYA may be authorised to use the premises of the Club by any member of the Committee of the Club. Authorisation shall be in writing, specifying the dates which the person may use the facilities up to a maximum of fourteen days. The use of the Club facilities will be subject to a fee determined from time-to-time by the Committee.
27. Any person who is a competitor or crewmember in any event sponsored by or on behalf of the Club is entitled to the use of the Club premises during any period which may reasonably be treated as appropriate for their participation in the said event subject to payment of the appropriate entry fee.
28. 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 use the Club premises only under item 26 or 27 or both.

LIMITATIONS OF CLUB LIABILITY

29. Members, their guests and visitors are bound by item 30 which shall also be exhibited in a prominent place within the Clubhouse
30. Members of the Club, their guests and any visitors use the Club premises and any other facilities of the Club entirely at their own risk and impliedly accept that:
 - (a) 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, and
 - (b) the Club will not accept any liability for personal injury arising out of the use of the Club premises or any other facilities of the Club sustained by members, their guests or any visitors to the Club or caused by the said members, their guests or any visitors whether or not such damage or injury could have been attributed to or was occasioned by the neglect, default or negligence of any of them, the Officers, Committee or servants of the Club.
31. 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.

THE COMMITTEE

- 32 The Committee comprises the Officers, ex-officiis, and not less than 4 nor more than 10 Adult, Life, or Honorary members and not less than one nor more than 2 Junior/Student members of the Club elected at the Annual General Meeting each year. The Principal of the Training Centre and the Chair of Sailability are automatically full members of the Committee. The Junior/Student members of the Committee will represent the views of the Junior/Student members of the Club and will report back to them as necessary. In Committee they are entitled to vote and count as part of the quorum.
- 33 At the Annual General Meeting each year one of the Full and Family members of members of the Committee shall retire in order of election or seniority election providing that the member has had a minimum of three years' service. In the case of equal seniority the order of retirement shall, failing agreement between the members concerned, be determined by lot. Members retiring under the rule shall not be eligible for re-election to the Committee until the Annual General Meeting next following the meeting at which they retire.
- 34 Candidates for election to the Committee shall be Honorary, Life, Adult, or Junior members whose nominations (duly proposed and seconded by Honorary, Life, Adult, or Junior/Student members of the Club) with their consent will have been notified in writing to the Secretary at least twenty-eight days before the date of the Annual General Meeting in each year. All nominations, together with Proposer and Secunder must be notified to members at least 14 days prior to the date of the Annual General Meeting
- 35 If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a paper ballot. The Secretary will act as returning officer and declare the outcome.
- 36 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 not less than two thirds of the members present and entitled to vote do so in favour of such election.
- 37 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 a second paper ballot, and still failing, by lot
- 38 If for any reason a casual vacancy occurs, the Committee may co-opt Honorary, Life, Adult, or Junior/Student Member as appropriate to fill the vacancy until the following Annual General Meeting.

- 39 The retiring Commodore shall serve on the Committee as Rear Commodore (an Officer of the Club) in the year immediately following her/his period of office.
- 40 The Committee shall convenE at least once in every two months with a minimum of eight meetings per year, making such arrangements as to the conduct, place of assembly and holding of such meetings as it may wish. The Commodore, or in her/his absence, the Vice Commodore, whom failing, the Rear Commodore shall preside.
- 41 Voting (except in the case of a resolution relating to the expulsion of a member) shall be by show of hands. In the case of an equality of votes the Chair shall have a second and casting vote.
- 42 Five members personally present shall form a quorum at a meeting of the Committee.

POWERS & RESPONSIBILITIES OF THE COMMITTEE

- 43 The Committee is charged with managing the affairs of the Club according to the Constitution and shall cause the funds of the Club to be applied solely to the objects of the Club or for a benevolent or charitable purpose nominated by General Meeting.
- 44 The Committee shall make such Regulations as appropriate. These will be exhibited in the Clubhouse for fourteen days before the date of implementation and will remain in force until approved or set aside by the Committee or a vote at a General Meeting of the Club.
- 45 The Committee may appoint such 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 or required by law. Such sub committees shall consist of such members of the Committee or of the Club as the Committee may think fit. Officers of the Club shall be, ex-officio, members of all such sub committees.
- 46 A member of the Committee, a member of a sub committee or any Officer of the Club shall, when transacting business for the Club, disclose to third parties that he is so acting.
- 47 The Committee, or any person or sub-committee delegated by the Committee to act as agent for the Club or its members, may enter into contracts only as far as authorised by the club members. For the avoidance of doubt, members of the Committee may not, without the express authority of the club members in General Meeting, enter into any contract or series of contracts that exposes or may expose the club to liabilities that may exceed the club's assets. No one shall, without the express authority of the club members in General Meeting, pledge the credit of the membership.

- 48 In pursuance of the authority vested in the Committee by members of the Club, members of the Committee are entitled to be indemnified by the members of the Club against any liabilities properly incurred by them or by any one of them on behalf of the Club wherever the contract is of a duly authorised nature, or could be assumed to be a duly authorised nature, and entered into on behalf of the Club. The limit of an individual member's indemnity in this respect shall be a sum, equal to one year's subscription at the then current rate for that category of membership unless the Committee has been authorised to exceed such limit by a General Meeting of the Club.
- 49 The Committee may nominate for election at an Annual General Meeting such Honorary Life members as the Committee may think fit. The election of Honorary Life members shall be put to the vote at the Annual General Meeting each year and such Honorary members shall be duly elected for life if two thirds of those present and entitled to vote do so in favour of election.
- 51 The Committee may temporarily accept applications for election to affiliated membership from other organisations, having similar objectives as the Club, as have applied for such membership, as it thinks fit. Any such application shall clearly state any special conditions of membership applying to the affiliated membership. The full election of such affiliated members shall be put to the vote at the next following Annual General Meeting and such Affiliated members shall be duly elected if two thirds of those present and entitled to vote do so in favour of election.

ABANDONED BOATS.

- 52 In addition to the powers given to the Committee under paras 21 & 44 of the Constitution, if at any time, any fees payable to the Club by any member or former member are three months in arrears and a dinghy the property of a member or former member remains upon club premises, the Committee may:
- i) Move the dinghy to any other part of the club premises without being liable for any loss or damage to the dinghy howsoever caused
 - ii) Give one month's notice in writing to the member or former member at the last known address as shown in the Club Register and thereafter sell the vessel and deduct any monies due to the Club (whether by way of arrears of subscription or annual payments, dinghy fees or otherwise) from the net proceeds of sale before accounting for the balance (if any) to the member or former member
 - iii) Alternatively, if the vessel is unsaleable, after giving notice in writing as above, dispose of the vessel in any manner the Committee may think fit and deem the cost of doing and any arrears to be a debt owing to the club by the member or former member

- iv) Moreover the club shall at all times have a lien over members' or former members' boats parked on the club's property in respect of all monies due to the club, whether in respect of arrears boat fees, subscriptions or otherwise 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 vessel is sold the proceeds of sale (less any indebtedness to the club) shall be placed upon a 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

MEETINGS OF THE CLUB

53. An Annual General Meeting of the Club shall be held each year in the month of November, on a date to be arranged by the Committee. This date shall be notified to the members at least 42 days (6 weeks) before the date of such meeting.
54. No business, except the passing of the accounts, the election of the Officers, Committee and Examiner/Auditor and any business that the Committee may order to be inserted in the Notice shall be discussed at such meeting unless notice be given in writing to the Secretary by a member entitled to vote at least 28 days before the date of the meeting. The Secretary will notify members of any business to be brought forward no later than 14 days before the AGM.
55. The Committee may at any time, upon giving 14 days notice in writing, call a 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.
56. The Committee shall similarly call a General Meeting upon a written request addressed to the Secretary by at least 10 members who are entitled to vote. The discussion at such meeting shall be confined to the business stated in the Notice sent to members. Any such meeting shall be called in terms of Rule 55 within 21 days of receipt of such request.
57. At every meeting of the Club the Commodore, or in her/his absence a Chair elected by those present, shall preside.
58. Twenty members entitled to vote and personally present shall form a quorum of any meeting of the Club.
59. Only Honorary, Life and Adult members, personally present, shall vote at any meeting of the Club. Other members may attend, but are not entitled to vote.
60. Voting, unless for the ballot of committee members or otherwise agreed at the time shall be by a show of hands.

61. In the case of an equality of votes the Chair shall have a second or casting vote on any matter other than the election of members of the Committee.
62. On any resolution properly put to a meeting of the Club relating to the creation, repeal or amendment of any part of the Constitution and Regulations of the Club such item shall not be created, repealed or amended except by a majority vote of at least two thirds of those present and entitled to vote.

DISSOLUTION OF THE CLUB

63. 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 but shall be given or transferred to some other institution or institutions to be determined by the members of the Club by Resolution passed at a general meeting at or before the time of the winding up or dissolution.

TRUSTEES

64. 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 Honorary, Life or Adult members who are willing to be so appointed. A trustee shall hold office during her/his lifetime or until she/he shall resign, by notice in writing given to the Committee, or until a resolution removing her/him from office shall be passed at a meeting of the Committee by a majority comprising two thirds of the members present and entitled to vote.
65. All 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 for the use and benefit of the Club. On the death, resignation, or removal from office of a Trustee, the Committee shall if necessary nominate a new Trustee in her/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.
66. The Trustees shall in all respects act, in regard to any property of the Club held by them in accordance with the directions of the Committee and shall have the power to sell, lease, mortgage or pledge any Club property so held for the purpose of raising or borrowing money for the benefit of the Club in compliance with the Committee's directions (which shall be duly recorded in the minutes of the proceedings of the Committee) but no purchaser, lessee or mortgagee shall be concerned to enquire whether such direction has been given.
67. The Trustees shall be indemnified by the Committee out of the assets of the Club from and against any liability, costs, expenses or payments whatsoever which may

properly be incurred or made by them in the exercise of their duties or in relation to any of the 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.