

# BLAKENEY SAILING CLUB

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### Rules and Constitution

First Amended AGM 1995 and subsequently AGM 2001, AGM 2009 (for CASC Approval), 19<sup>th</sup> June 2010 (minor amendment para 8c), AGM 2014 (for cash book accounting see 4.2), AGM 2015 (for Receipts and Payments Accounts and independent Reviewer), 2018 (Officers and Management Committee of the Club and Membership Categories) and 2020 (dates of the AGM and accounting year).

**1. The name of the Club shall be:**

The Blakeney Sailing Club.

**2. The Objects of which shall be:**

To promote and facilitate community participation in the sport of sailing and also to provide social and other facilities for members as may from time to time be determined, and the Club to conduct its affairs on a non-profit making basis.

**3. Officers of the Club shall consist of:**

A President

Vice Presidents

Commodore

Vice Commodore

Rear Commodores

An Honorary Secretary

An Honorary Treasurer

A Membership Secretary

A Bosun

**4. The Officers of the Club shall be:**

Full or Family Members of the Club and shall be elected at the Annual General Meeting (AGM) in each year and shall hold office for one year, retiring at the termination of the AGM in each year. All Officers of the Club shall be eligible for re-election.

**4.1 The Honorary Secretary shall:**

a) Conduct the correspondence of the Club.

b) Keep custody of all Club documents.

c) Keep full minutes of all meetings of the Club, the committee and sub-committees which shall be confirmed and signed by the Commodore or Chairman of that meeting.

- d) Administer such Insurance Policy or Policies as may be needed fully to protect the interests of the Club, its Officers and Members.
  - e) Maintain contact with the Club's Legal Adviser where necessary to ensure the Club's affairs are conducted in accordance with the law.
- 4.2 The Honorary Treasurer shall:
- a) Cause such books of account to be kept as are necessary to give a true and fair view of the state of the finances of the club.
  - b) Cause all returns as are required by law in relation to such accounts to be rendered at the due time.
  - c) Prepare a Receipts and Payments Account for the year ended 30<sup>th</sup> September each year and cause such accounts to be reviewed at least once annually and shall thereafter cause the same to be exhibited on the Club website at least fourteen days before the date of the Annual General Meeting.
  - d) Present the Receipts and Payments Account to the Club at its AGM.
- 4.3 The Membership Secretary shall:
- a) Keep a register of Club Members' names, addresses and relevant information.
- 4.4 The Reviewer shall:
- a) Be appointed at the AGM each year and shall be an appropriately experienced / qualified member of the Club other than the Treasurer or Committee members or such other independent person as approved by the members at the AGM.
  - b) Review the Club accounts when called upon to do so and give such certificate of assurance as to the accuracy of the accounts as shall be required by law or by the Committee.
  - c) If the Reviewer is unwilling or unable to act, the Committee shall appoint a substitute to hold office until the termination of the next AGM.
- 5. The Management Committee ("the Committee")**
- 5.1 The Committee shall consist of the Officers, ex officio, and up to eight Individual or Family Members of the Club, elected at the AGM each year to hold office until termination of the next AGM. All Committee Members shall be eligible for re-election.
- 5.2 Candidates for election to the Committee shall be those of the retiring Committee (not being Officers of the Club) offering themselves for re-election and such other Full or Family Members whose nominations (duly proposed and seconded by Full or Family Members) with their consent, shall have been received by the Honorary Secretary at least fourteen days before the AGM. In the event of a tie for a single vacancy the Chairman of the meeting may elect to cast his vote or determine by lot.
- 5.3 Powers of the Committee. The Committee shall manage the affairs of the Club according to the Rules and shall cause the Club funds to be applied solely to the objects of the Club or for a benevolent or charitable purpose nominated by General Meeting.
- 5.3.1 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 and/or as required by law. Subcommittees shall consist of such Members of the Committee or of the Club as the Committee deems fit. Officers of the Club shall be ex officio members of all subcommittees.

- 5.3.2 The Committee may co-opt any Full or Family Member to the Committee provided that the total number shall not exceed the maximum as set out at clause 5.1 above.
- 5.3.3 The Committee or any person or sub-committee delegated by the Committee to act as an agent of the Club or its Members, shall enter into contracts only so far as authorised expressly or impliedly by the Members. No one shall without the express authority of the Members in General Meeting pledge the credit of the Club's Membership.
- 5.3.4 In pursuance of the authority vested in the Committee by Members of the Club, Committee Members are entitled to be indemnified by the Members of the Club against any liabilities properly incurred by them or any of them on behalf of the Club wherever the contract is of a duly authorised nature or could be so assumed and entered into on behalf 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 for that category of membership unless the Committee has been authorised to exceed such limit by a General Meeting of the Club.
- 5.3.5 The Committee shall make such byelaws and regulations as it shall from time to time think fit and shall cause the same to be brought to the notice of the Members at least fourteen days before the date of their implementation. Such byelaws and regulations shall remain in force until approved or set aside by vote at a General Meeting of the Club.
- 5.3.6 A Committee member, sub-committee member or any Officer of the Club shall in transacting the business of the Club disclose to third parties that he acts in that capacity.
- 5.3.7 The Committee shall meet at least once every three months, making such arrangements as to the conduct, place of assembly and holding of such meetings as it wishes. The Commodore or in his absence, a Chairman elected by those present, shall preside.
- 5.3.8 Five Committee Members personally present shall form a quorum at the meeting of the Committee.
- 5.3.9 The Committee may nominate such honorary members as it may think fit. The election of such members shall be put to the vote at the AGM and such honorary members shall be duly elected if two thirds of those present vote in favour of the election.
- 5.4 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 other than as reasonably allowed by the rules and that all surplus income or profits are re-invested in the Club.

## **6. Trustees of the Club**

- 6.1 There shall be at least three and not more than four Trustees of the Club, who shall be appointed from time to time as necessary by the Committee from among Full, Family and Honorary Members of the Club who are willing to be appointed. Trustees shall hold office during their lifetime or until they resign by notice in writing to the Committee or until a resolution removing them from office is passed at a meeting of the Committee by a majority of Members present and entitled to vote.
- 6.2 Powers of the Trustees: 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 power to sell, lease, mortgage or pledge any Club property so held for the purpose of borrowing money for the benefit of the Club in compliance with the Committee's directions, (which shall be recorded in the minutes of the proceedings of the Committee) but no purchaser, lessee or mortgagee shall be concerned to enquire whether any such direction has been given.
- 6.3 Property of the Club: all property of the Club, including land and investments, shall be held by the Trustees for the time being, in their names so far as 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 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 Honorary Secretary for the time being is hereby nominated as the person to appoint new Trustees of the Club (within the meaning of section 36 of the Trustee Act 1925 or as may be amended) and shall by deed duly appoint the person or persons nominated by the Committee.

- 6.4 Indemnity of Trustees from Club Funds: 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 in relation to any property of the Club vested in them, or in relation to any proceedings, or which otherwise relate directly or indirectly to the performance of the functions of a Trustee of the Club.

## **7. Meetings of the Club**

- 7.1 An AGM of the Club shall be held each year in November on a date fixed by the Committee. The Honorary Secretary shall at least twenty-eight days before the date of such meeting or of any General Meeting as hereinafter mentioned, post, deliver or email to each Member notice thereof. No business except the passing of the accounts and the election of the Officers, Committee, Trustees and Honorary Auditors and any business that the Committee may order to be inserted into the notice convening the meeting shall be discussed at the meeting unless notice thereof be given in writing by a Member entitled to vote to the Honorary Secretary at least fourteen days before the AGM.

### **7.2 Special General Meetings**

The Committee may, at any time upon giving twenty-one days notice in writing or email, 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 discussion at the meeting shall be confined to the business stated in the notice to Members.

### **7.3 General Meeting on Request of Members**

The Committee shall similarly call a General Meeting on receipt of a written request addressed to the Honorary Secretary by at least twenty members or 20% of the voting membership, whichever is less. The discussion at the meeting shall be confined to the business stated in the notice to Members.

### **7.4 Voting on Rule Change**

On any resolution properly put to a General 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.

### **7.5 Quorum at Meetings**

Fifteen Members entitled to vote and personally present shall form a Quorum at any General Meeting of the Club.

## **8. Membership**

a) Membership of the club shall be open to anyone interested in the sport of sailing 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.

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

c) The club Committee may refuse membership or 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.

### **8.1 Application for Membership**

An application for membership shall be in the form prescribed by the Committee from time to time. The rate of subscription and the racing fees for each category of membership shall be proposed by the Committee to Members at the AGM 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 following year.

### **8.2 Categories and Voting Entitlement**

8.2.1 There shall be the following categories of membership with voting entitlement as indicated hereunder.

- a) Family Racing Member
- b) Individual Racing Member
- c) Family non-Racing Member
- d) Individual non-Racing Member
- d) Youth Member
- e) Supporter and Friend
- f) Honorary Member
- g) Temporary Member

8.2.2 Definition of age for subscription purposes

Youth members to be under 18 years of age on the 1<sup>st</sup> day of March of that year. Senior members to be 18 years or over on the 1<sup>st</sup> day of March of that year.

8.2.3 Voting Entitlement

All categories of member (except Youth and Temporary) shall each have one vote. Youth members and Temporary members shall have no vote.

### **8.3 Conduct of members**

8.3.1 Arrears of Subscriptions and Fees. The Committee may suspend or cancel the membership of any Member whose annual subscription or fees are unpaid as at 31<sup>st</sup> October.

8.3.2 Conduct of Members. Any conduct which is unworthy of a Member or injurious to the interests of the Club shall render the Member liable to expulsion by the Committee.

PROVIDED THAT before expelling a Member, the Committee shall call upon such member for a written explanation of the Member's conduct and shall give the Member a full opportunity of making explanation to the Committee or of resigning. A resolution to expel a Member shall

be carried by a simple majority vote of those Members of the Committee present and voting on the resolution.

## **9. Limitations of Club Liability**

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

- 9.1 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.
- 9.2 The Club will not accept any liability for personal injury arising out of the use of the Club premises or other facilities of the Club either sustained by Members, their guests or visitors or caused by Members, guests or 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 or the Officers, Committee or servants of the Club.

## **10. Dissolution of the Club**

If upon 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. The Committee shall dispose of the net assets remaining to one or more of the following:

- (i) to another club with similar sports purposes which is a charity and/or
- (ii) to another club with similar sports purposes which is a registered Community Amateur Sports Club (CASC) and/or
- (iii) to the sport's national governing body for use by them for related community sports.

For and on behalf of the Blakeney Sailing Club.

Dated 19th December 1993

first amended at AGM 1995 and subsequently

AGM 2001 and

AGM August 22<sup>nd</sup> 2009,

amended 19<sup>th</sup> June 2010 (minor amendment para 8c)

amended AGM 2014 Para 4.2 and 4.4

amended AGM 2015 Para 4.2 and 4.4

amended AGM 2018 Para 3, 4.1, 5.1 and 8.2

amended AGM 2020 Para 4.2 and 7.1