

OTLEY SAILING CLUB

Constitution - 2010

Section 1 - Name and Objects

1. The name of the Club shall be the 'Otley Sailing Club' (hereinafter referred to in these rules as the Club).
2. The objective on which the Club is formed is to promote and facilitate the sport of all water based activities approved by the committee and also to provide social and other facilities for members as may be from time to time determined.

Section 2 - Officers

Officers of the Club

- 3 The Officers of the Club shall be Full or Family members of the club and shall consist of a Commodore, a Vice-Commodore, a Rear-Commodore, a Secretary, Treasurer, Membership Secretary, Sailing Secretary, Flag Officer Training, Facilities Manager and Club Boats Manager. Officers shall be elected at the Annual General Meeting in each year and shall hold office for one year, retiring at the termination of the Annual General Meeting in each year. All Officers of the Club shall be eligible for re-election.

Duties of Secretary

Duties of Secretary

4. The 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 appropriate sub-committees which shall be confirmed and signed by the appropriate Chairman upon the agreement of the Club, the Committee or sub-committee at the next following meeting of the Club, the Committee or sub-committee;

- (d) Advise nominated officers when such insurance policy or policies as may be needed fully to protect the interests of the Club, its Officers, its Trustees and its members are due;
- (e) Keep records of contact with the Club's Legal Advisor to ensure that the Club's affairs are managed in accordance with current law.
- (f) Maintain any such certificates or registrations, and complete any such non-financial returns, as may be required by law.

5. The Treasurer shall: -

Duties of
Treasurer

- (a) Cause such books of account to be kept as are necessary to give a true and fair view of the state of 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 an Annual Balance Sheet as at 31st December in each year and cause such Balance Sheet (and accounts as necessary) to be audited annually and be presented at the Annual General Meeting.

6. The Auditors shall: -

Duties of
Auditors

- (a) Be appointed at the Annual General Meeting in each year;
- (b) The Auditors shall audit the accounts 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;
- (c) If they are 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.

Section 3 - Membership

Categories and
votes of
Membership

7. There shall be the following categories of membership with power to vote at the AGM of the Club as indicated hereunder. The rights and privileges of each category of members are as defined in the latest edition of the byelaws of the Club. The Membership Secretary shall maintain a register of Members' names and addresses.

A FULL MEMBER - being a person who, at the date of joining, is over the age of eighteen shall have one vote.

A FAMILY MEMBER - which expression shall include one or two adults residing at the same address (or as guardians) and all children under fourteen years of age. The family unit shall have one vote, exercisable by either person.

A JUNIOR MEMBER - being a person who, at the date of joining, is under the age of fourteen shall have no vote.

AN INTERMEDIATE MEMBER - being a person who, at the date of joining, is between the ages of fourteen and eighteen shall have no vote.

Such a member shall be one who at the commencement of the subscription year joins the Club other than as a full member or a family member.

AN HONORARY LIFE MEMBER - who shall have no vote but may vote if a Committee member

AN ASSOCIATE MEMBER - who shall have no vote.

A TEMPORARY MEMBER - who shall have no vote.

A CORPORATE MEMBER - being a person, group or club shall have one vote.

Candidates for membership shall have no privileges whatsoever in relation to the use of the Club or premises.

Membership
Entrance
Joining &
Subscription
Fee

8. The rate of Entrance and Subscription fee for each category of Membership shall be proposed and approved by the Committee. 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.
9. Members shall also make the following annual payments: -
 - (a) An annual boat permit fee of such a sum as the Committee shall from time to time prescribe which shall entitle a member an additional space in the Club's boat park, availability permitting.
 - (b) All members shall pay the Entrance fee and their first annual subscription upon joining the club and thereafter on the first day of January in each year and if not paid by the 31st January the member's name shall be removed from the membership roll.

Provided that any member who joins after September 1st will carry over their membership to the next full year.

Members' duty
to provide an
up to date
address

10. Every member shall furnish the Membership Secretary with an up-to-date address including telephone and email details which shall be recorded in the Register of Members and any notice sent to such address either as post or electronically shall be deemed to have been duly delivered. The Register will be available to all officers of the Club to assist them in their duties and allow them to contact members.

Application for membership

Application for
membership

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

Upon receipt of an application for membership, the Membership Secretary shall enter such application in a Register of Candidates. He or she shall furnish an applicant with a copy of the Constitution and the Rules of the Club and make request for such payments as are necessary.

Payment of Fees upon Election 12. Upon joining, a candidate shall pay, within one calendar month, such Entrance and other fees as shall be requested. In default of such payment, the membership shall be void unless sufficient cause for delay be shown.

Arrears of Subscription 13. The Committee may cancel, without notice given, the membership of any member whose annual subscription and other annual fees are in arrears at the end of February, provided that the Committee may, at its discretion, re-instate such member upon payment of arrears. No member whose annual payment is in arrears may enter any Club event or regatta or vote at any meeting.

Conduct of Members

Under-taking by members to comply with rules 14. Every member, upon joining and thereafter, is deemed to have notice of, and impliedly undertakes to comply with, the Club Rules and the current Byelaws and Regulations of the club. Any refusal or neglect to do so, or any conduct which, in the opinion of the Committee, is either unworthy of a member or otherwise injurious to the interests of the Club, shall render a member liable to expulsion by the Committee.

Expulsion of members 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 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 by those members of the Management Committee present and voting on the Resolution.

Guests in the Club 15. Members must enter the names of all guests in the Visitor's Book.

Damage to club property 16. 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 Membership Secretary upon the instructions of the Committee.

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| Exhibiting of notices | 17. A Member shall not cause any communication in whatever form to be exhibited on club notice boards or premises without the permission of the Secretary or a Committee member. |
| Complaints | 18. Complaints of any nature relating to the management of the Club premises shall be addressed in writing to the Secretary. Under no circumstances shall a servant of the Club be personally reprimanded by a member. |
| Members of other RYA Clubs | 19. A member of any club affiliated to the Royal Yachting Association (a list whereof is published by the said Association) may be authorised to use the premises of the Club by any member of the Committee of the Club. Such authorisation shall specify between which dates (not being more than fourteen days apart) the said person may so use the premises. |
| Competitors in club races | 20. 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 24 hours before and after the race in which they are competing. |
| Power to expel those admitted under rules 19 & 20 hereof | 21. The Secretary and the Membership 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 Rules 25 and 26. |

Limitation of club liability

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| Limitation of club liability | <p>22. Members, their guests and visitors are bound by the following Rule which shall also be exhibited in a prominent place within the Club premises: -</p> <p>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: -</p> <p>(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.</p> |
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(b) The Club will not accept any liability of personal injury arising out of the use of the Club premises, any other facilities of the Club either sustained by members, their guests or visitors or caused by the said 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, the Officers, Committee or servants of the Club.

23. 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 Act 1984.

Section 4 - Management Committee

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| Constitution of Committee | 24. The Management Committee (herein referred to as 'the Committee') shall consist of the Officers, ex officio, and not less than four nor more than ten Full or Family members of the club elected at the Annual General Meeting each year to hold office until the termination of the next following Annual General Meeting. |
| Retirement of members of the Committee | 25. At the Annual General Meeting all Committee members shall retire and will be eligible for re-election. |
| Candidates for election to Committee | 26. Candidates for election to the Committee (not being Officers of the Club) shall be those members of the retiring Committee eligible to offer themselves for re-election and such other Full or Family members whose nominations (duly proposed and seconded in writing by Full or Family members of the Club) with their consent shall have been received by the Secretary at least twenty eight days before the date of the Annual General Meeting in each year. Such nominations, together with the names of the Proposer and Secunder shall be posted at the Club premises at least fourteen days prior to the date of the Annual General Meeting. |
| Election of committee by ballot | 27. If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot. |

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| No contest for election | 28. | 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. |
| | 29. | 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. |
| Casual vacancy | 30. | If, for any reason, a casual vacancy shall occur, the Committee may co-opt a Full or Family member to fill such a vacancy until the next following Annual General Meeting. |
| Retiring Commodore ex officio | 31 | A retiring Commodore shall serve as an ex officio member of the Committee as Rear Commodore in the year immediately following his or her retirement. |
| Committee Meetings | 32. | The Committee shall meet at least every two months making such arrangements as the conduct, place of assembly and holding of such meetings as it may wish. The Commodore, or in his or her absence, a Chairman elected by those present shall preside. |
| Voting at committee | 33 | Voting (except in the case of a resolution relating to the expulsion of a member) shall be by show of hands. In the Committee case of equality of votes the Commodore or Chairman (as the case may be) shall have a second and casting vote. |
| Quorum | 34. | Five members personally present shall form a quorum at a meeting of the Committee. |
| | | Powers of the committee |
| Management of club by Committee | 35. | The Committee shall manage the affairs of the Club according to the Rules 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. |

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| Powers to make Byelaws and Regulations | 36. The Committee shall make such Byelaws and Regulations as it shall from time to time think fit and shall cause the same to be exhibited in the Club premises for fourteen days before the date of implementation. Such Byelaws and Regulations shall remain in force until approved or set aside by a vote of a General Meeting of the Club. |
| Appointment of sub-committees | 37. 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 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. Officers of the Club shall be ex officio members of all such sub-committees. |
| Disclosure of interest to third parties | 38. 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 or she is so acting. |
| Limitation of Member's liability | 39. 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 contract 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, pledge the credit of the membership. |
| Members indemnification of Committee | 40. In pursuance of the authority vested in the Committee by members of the Club, members of the Committee and the Trustees, are entitled to be indemnified by the members of the Club against any liabilities properly incurred by them or any one of them 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. |

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.

Nomination of Honorary Life Members by Committee

41. The Committee may nominate for election at an Annual General Meeting such Honorary Life Members as the Committee may think fit subject to the number of participating life members being no greater than 10% of the current membership.

The election of Honorary Life Members shall be put to the vote at the Annual General Meeting each year and such Honorary Life Members shall be duly elected if two thirds of those present, and entitled to vote, vote in favour of election.

Purchase and supply of excisable goods

Purchase & Supply of Excisable Goods

42. 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 nor may a Junior Member under the age of sixteen purchase or attempt to purchase tobacco or cigarettes within the Club premises.

Hours of Sale of Excisable Goods

- 43 Subject to the requirements of the licensing authorities, the Committee shall cause the Club bar to be opened 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.

Profits from
Sale of
Excisable
Goods

44. 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 sale 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.

Accounts
relating to
excisable
goods

45. 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 Treasurer or Auditors 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.

Section 5 - Trustees

Number of &
terms of
reference

46. 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, Family or Honorary Life Members who are willing to be so appointed. A Trustee shall hold office during his or her lifetime or until he or she shall resign, by notice in writing given to the Committee, or until a resolution removing him or her 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.

Property of
club vested in
Trustees

47. All the property of the Club, including land and investments, shall be held by the Trustees for the time being, in their own names so far as it is necessary and practicable, on trust for the use and benefit of the Club. On the death, resignation, or removal from office of a Trustee, the Committee shall nominate a new Trustee in his or her place, and shall as soon as possible thereafter take all lawful and practicable steps to procure the vesting of all Club property into the names of the Trustees as constituted after such nomination. For the purpose of giving effect to any such nomination, the 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 and he or she shall by Deed duly appoint the person or persons so nominated by the committee.

Powers of Trustees

48. 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 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 mortgage shall be concerned to enquire whether any such direction has been given.

Indemnity of Trustees from club

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

Limitation of Liability of Club Trustees

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

The liability of the Trustees for the performance of any contractual or other obligation undertaken by them on behalf of the Club shall be limited to the assets of the Club.

Section 6 - Meetings of the Club

Annual General Meeting

50. An Annual General Meeting of the Club shall be held each year in the month of February on a date to be fixed by the Committee. The Secretary shall at least fourteen days before the date of such meeting or of any General Meeting as hereinafter mentioned post or deliver or send electronically to each member notice hereof and of the business to be brought forward thereat.

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| Business at Annual General Meeting | 51. No business, except the passing of the Accounts and the election of the Officers, Committee, Trustees and Auditors, and any business that the committee may order to be inserted in the notice convening the meeting shall be discussed at such meeting unless notice thereof be given in writing by a member entitled to vote to the Secretary at least twenty one days before the date of the Annual General Meeting. |
| Special General Meeting | 52. The Committee may at any time, upon giving twenty one 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. |
| General Meeting upon request of members | 53. The Committee shall similarly call a General Meeting upon a written request addressed to the Secretary by at least ten members. The discussion at such meeting shall be confined to the business stated in the notice sent to members.
[Note to Clause 59. For the purposes of the Licensing Act 1964 this Clause must be limited to a maximum of thirty OR 1/5 th of the total membership, whichever is least]. |
| Chairman at Meetings | 54. At every meeting of the Club the Commodore or, in their absence, the Vice Commodore or, in their absence, a Chairman elected by those present shall preside. |
| Quorum at Meetings | 55. Twenty of the members entitled to vote and personally present shall form a quorum at any meeting of the Club. |
| Entitlement to vote at Meetings | 56. Only Full and Family members shall vote at any meeting of the Club. Other members may attend but are not entitled to vote. |
| Voting at Meetings | 57. Voting, except upon the election of members of the Committee, shall be by show of hands. |
| Equality of Votes | 58. 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. |

- Voting on Rule Change 59. 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.

Section 7 - Dissolution of the Club

- Dissolution of the Club 60. 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. The Committee shall dispose of the net assets remaining to one or more of the following:

to another club with similar sports purposes which is a charity and/or
to another club with similar sports purposes which is a registered CASC and / or
to the Club's national governing body for use by them for related community sports.

Section 8 - Byelaws

- Rights and privileges of members 61. The present rights and privileges of each category of membership shall be as follows: -

A FULL MEMBER shall have the full use of all the Club facilities.

A FAMILY MEMBER, comprising two adults residing at the same address (or guardians) and all the children under the age of fourteen shall have the full use of all the Club facilities subject only to Rule 42.

JUNIOR and INTERMEDIATE MEMBERS shall have the full use of all the Club facilities subject only to Rule 42.

AN HONORARY LIFE MEMBER shall have the full use of all the Club facilities.

AN ASSOCIATE MEMBER shall have the full use of the Clubhouse facilities.

A TEMPORARY MEMBER (which expression may include members of another RYA recognised club or organisation) shall have the full use of the Club facilities but: -

(a) Shall have no right to enter Club races or regattas unless specifically authorised by the Secretary or Committee.

(b) Shall have no right to introduce visitors to the Club or the facilities thereof.

(c) Shall have no right to take any part in the management of the Club.

(d) Is deemed to have notice of an impliedly undertakes to comply with the Club rules, current Byelaws and Regulations as if he or she were a member of the Club and so far as the said Rules, Byelaws and Regulations may be deemed to apply to such Temporary Member.

(e) Shall be liable to be expelled from the Club premises or to be prohibited from using the Club facilities if, in the opinion of the Secretary or the Membership Secretary, he or she shall not have reasonably complied with the above conditions.

(f) A person, or group of persons, or a club may use the Club's facilities as approved by the management committee and have a maximum of two votes

62. Children under fourteen years of age may only be admitted to the Club premises when accompanied by a responsible adult.

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

64. The permitted hours for the sale of intoxicating liquor will be as specified by the Committee subject to any restrictions imposed from time to time by the Licensing Justices.

Abandoned
Boats

65. In addition to the powers given to the Committee under Rule 13, and Rule 14 hereof if, at any time, any

fees payable to the Club by any member or former member shall be three months or more in arrears and a vessel the property of a member or former member remains upon the Club premises, the Committee may: -

(a) Move the vessel to any part of the Club premises without being liable for any loss or damage to the vessel howsoever caused.

(b) Give one month's notice in writing to the member or former member at his or hers 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, mooring, dinghy park fees or otherwise) from the net proceeds of sale before accounting for the balance (if any) to the member or former member.

(c) Alternatively, if the vessel is unsaleable, after giving notice in writing as aforesaid, dispose of the vessel 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.

(d) Further the Club shall at all times have a lien over members' or former members' boats parked or moored on the Club's premises or Club moorings in respect of all monies due to the Club, whether in respect of arrears of mooring fees or 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 (unless any indebtedness by the member or former member to the Club) shall be placed upon the Club's bank account and retained against the eventuality of a claim by the owner (whether he or she be the said member or former member or otherwise) for a period of six months.