



Registered Charity Number 1,160,253

OTLEY SAILING CLUB LIMITED CONSTITUTION 2023

Section 1 Name and Objects

The name of the Club shall be the Otley Sailing Club Limited (hereinafter referred to in these rules as the Club).

The objectives on which the Club is formed are:

1. To promote community participation in healthy recreation by providing facilities to participate in water based amateur sports.
2. To advance education for the public benefit in the subject of water based sports.

Section 2 Premises

Address of Club

Otley Sailing Club
Bridge End Quarry
Otley
West Yorkshire LS21 2SU

Registered Address

Walker Broadbent Associates
Lencett House
45 Boroughgate
Otley
West Yorkshire LS21 1AG

Section 3. Constitution

The Constitution of the Club is contained in the Memorandum, Articles of Association and this document. These documents are available for members to view on the Club website.

Section 4. Board of Directors

1. The Directors are responsible for the Club's business, for which purpose they may exercise all the powers of the Club. Directors are Club Members who are either elected by the Club Members or co-opted by the Directors in the event of a vacancy until the next AGM when they can be formally elected.
2. A Chair of the Board of Directors will be appointed and is a member who has made a substantial contribution to the affairs of the Company.

3. A Company Secretary shall be appointed who will be responsible for:-
 - 3.1 File all statutory returns and reports and be responsible for Club insurance
 - 3.2 Be responsible for the administration of the Club
 - 3.3 Maintain any such certificates or registrations, and complete any such non-financial returns, as may be required by law.
 - 3.4 Provide administrative support to the Chair and Directors
 - 3.5 Advise the Board on legal matters and ensure the Club's affairs are managed in accordance with current legislation.

4. Powers of the Directors

The Directors shall in all respects act, in regard to any property of the Club held by them in accordance with the directions of the Board 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 Board's directions (which shall be duly recorded in the Minutes of the proceedings of the Board meeting) but no purchaser, lessee or mortgage shall be concerned to enquire whether any such direction has been given.

The Directors will use their reasonable endeavours to ensure that any proposal made by them that might lead to the foreclosure of the Club or the distribution of its assets, is agreed with the relevant committee of the Club, subject of course to the powers contained in Rule 9.3 and that, The Members, may by Special Resolution, direct the Directors to take, or refrain from taking, specified action (rule 8.1).

The Directors shall be effectually indemnified by the Company 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 Director of the Club..

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

The liability of the Directors 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

No director should serve a term of longer than nine years unless it is agreed by the Board that the period of tenure can be extended due to the possible contribution and support to the club that the individual can deliver.

Section 5 – Officers of the Club

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

Commodore
Vice Commodore
Rear Commodore
Secretary
Treasurer
Membership Secretary
Sailing Secretary
RYA Training Principal
Facilities Manager
Communications Officer
Club Boats Manager

Officers shall be elected at the Annual General Meeting in each year and shall hold office for one year.

The following Officers may sit as Directors during their term of office:-

Commodore
Vice Commodore
Rear Commodore
Treasurer
Sailing Secretary
Membership Secretary

Section 6 The Management Committee

- 6.1 The management committee will manage the affairs of the Club within the Memorandum, Articles of Association and 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 a general meeting.
- 6.2 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.
- 6.3 At the Annual General Meeting all Committee members shall retire and will be eligible for re-election.

- 6.4 All nominations for Committee Members, duly proposed and seconded by full or family members of the Club shall be received by the Secretary 28 days before the date of the Annual General Meeting. Such nominations will be made known to the membership at least 14 days prior to the date of the Annual General Meeting.
- 6.5 If the number of candidates for election is greater than the number of vacancies then a ballot will be held. 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.
- 6.6 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.
- 6.7 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.
- 6.8 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.
- 6.9 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.
- 6.10 Five members personally present shall form a quorum at a meeting of the Committee. Meetings can be held physically or on line should circumstances so dictate.
- 6.11 The Committee shall make such Byelaws and Regulations as it thinks fit and shall cause the same to be communicated to the Membership fourteen days before the date of implementation.
- 6.12 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.
- 6.13 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.

- 6.14 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.
- 6.15 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 a general meeting, pledge the credit of the membership.
- 6.16 In pursuance of the authority vested in the Committee by members of the Club, members of the Committee and the Directors, 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.
- 6.17 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.
- 6.18 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.
- 6.19 Secretary will be responsible for:-
1. Organising Management Committee meetings and keeping full minutes of all meetings which shall be agreed at the following meeting of the Club.
 2. Organisation of the Club Annual General Meeting and taking full minutes of the meeting
 3. To conduct the correspondence of the Club
 4. Ensure all Club documents are retained in accordance with the Club Document Policy.
 5. To maintain contact with the Company Secretary to ensure the Club's affairs are managed in accordance with current legislation.
- 6.20 The Treasurer shall:-
1. 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.
 2. To be responsible for incoming finance and payment of accounts
 3. Cause all returns as may be required by law in relation to such accounts to be rendered at the due time

4. To present to the Management Committee monthly management accounts.
5. To cause the Annual Financial Statements to be prepared for the Annual General Meeting of the Club and the Annual General Meeting of the Directors.
6. To ensure that the accounts are presented for independent examination by the Auditors annually prior to the Annual General Meetings.

6.21 The Auditors shall:-

1. Be appointed at the Annual General Meeting in each year
2. Independently examine the accounts 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 Company.

6.22 The Membership Secretary shall:-

1. Maintain a register of current members of the Club
2. Process applications for membership
3. Deal with members who are in arrears with their membership
4. Manage the dinghy pen with the support of a general committee member

6.23 No member of the committee shall serve for a term of more than nine years unless the committee approve that the period of tenure can be extended due to the possible contribution and support that the individual can deliver to the club.

Section 7 Membership

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 contact details.

7.1 Categories of Member

A SINGLE MEMBER – being a person who at the date of joining is over the age of 18 and not in full time education and who shall have one vote. This membership will cover all offspring and children over whom the member has guardian responsibilities and who are in full time education up to the age of 21 residing at the same address.

COUPLE MEMBERSHIP – which expression shall include two adults who shall have one vote to be exercised by either person.

FAMILY MEMBERSHIP – which expression shall include their offspring and children over whom they have guardian responsibilities and who are in full time education up to the age of 21. The family unit shall have one vote exercisable by either adult.

AN HONORARY LIFE MEMBER – who shall have the right to vote.

A STUDENT MEMBER – who is not covered by other forms of membership and is between the ages of 16 and 21 years and in full time education and shall have a vote.

A VOLUNTEER MEMBER – who is over the age of 16 and shall have the right to vote and who has committed him/herself to contribute to the Club's activities.

A TEMPORARY MEMBER - who shall have no vote.

A CORPORATE MEMBER – being a person, group of club shall have one vote.

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

7.2 Membership Subscription Fee

The 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.

An annual fee will be charged for a space in the Club's boat park for each craft, availability permitting.

All Members shall pay their annual subscription by the first day of January in each year and if not paid by the 28th February the Members name shall be removed from the Membership register.

Any Member who joins after the 1st September will carry over their membership to the next full year.

Every member shall furnish the Membership Secretary with an up to date address, phone 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.

7.3 Application for Membership

An application for membership shall be in the form as prescribed by the Committee and shall include the name and address of the candidate.

Upon receipt of an application, the Membership Secretary shall enter the application to the Membership Register and ensure the new member has access to view the constitution and rules of the Club.

Upon joining, a candidate shall pay, within one calendar month, the subscription fee and other fees as shall be requested. In default of such payment, the membership shall be void unless sufficient cause for delay.

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. Upon payment of such arrears, the Committee may, at its discretion, re-instate the member. No member whose subscription is in arrears may enter any Club event or vote at any meeting.

7.4 Conduct of Members

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.

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 an 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.

7.5 Guests

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

7.6 Clubs affiliated to the Royal Yachting Association

A member of any club affiliated to the Royal Yachting Association may be authorised to use the premises of the Club by any member of the Committee. Such authorisation shall specify between which dates the said person may so use the premises.

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.

7.7 Limitation of club liability

Members, their guests and visitors are bound by the following Rule which shall also be exhibited in a prominent place within the Club premises: -

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: -

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.
2. 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.

7.8 Members personal data is held in accordance with current UK data protection laws. Details are contained in the Club's Data Protection and Privacy Policy.

Section 8 Purchase and Supply of Excisable Goods

- 8.1 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.
- 8.2 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.
- 8.3 All events where excisable goods will be sold must adhere to the conditions in the temporary events licences which shall be obtained by the Committee on each occasion.
- 8.4 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.
- 8.5 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 9 Meetings of the Club

- 9.1 An Annual General Meeting of the Club shall be held each year in the months of February or March on a date to be fixed by the Committee. The Secretary shall at least fourteen days before the date of such meeting send electronically to each member notice hereof and of the business to be brought forward.
- 9.2 No business, except the passing of the Accounts and the election of the Officers, Committee, Directors 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.
- 9.3 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.
- 9.4 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.

9.5 Chairing of Meetings

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

9.6 Quorum at Annual General Meeting

Twenty of the members entitled to vote and personally present shall form a quorum at any meeting. Meetings can be held physically or on line, should circumstances so dictate.

9.7 Voting

All members, except temporary members, are entitled to vote.

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

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.

9.8 The Annual General Meeting of the Board of Directors will be held one week after the Club Annual General Meeting.

Section 10 Byelaws

10.1 Rights and Privileges of Members

SINGLE MEMBER and all offspring and children over whom the member has guardian responsibility who are in full time education, up until the age of 21 and residing at the same address shall have full use of all Club facilities.

COUPLE MEMBERSHIP relating to two adults who shall have the full use of all Club facilities.

FAMILY MEMBERSHIP comprising two adults, all their offspring and children over whom they have guardian responsibility who are in full time education and up until the age of 21 and residing at the same address shall have full use of all Club facilities.

STUDENT MEMBERS shall have full use of all Club facilities.

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

A VOLUNTEER MEMBER shall have full use of the Club facilities, including water related ones, exclusively when actively contributing to working parties, Sailfree, organised training, racing or similar sailing activities.

CORPORATE MEMBERSHIP does not entitle an individual to make use of the Club 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:-

1. Shall have no right to enter Club races or regattas unless specifically authorised by the Committee
2. Shall have no right to introduce visitors to the Club or facilities.
3. Shall have no right to take part in the management of the Club.
4. 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.
5. 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
6. 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

10.2 Under Sixteen year olds

A person under the age of sixteen years may only be admitted to the Club premises or to any Club event, wherever held, when accompanied by a responsible adult.

Section 11 Abandoned Boats

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:-

1. Move the vessel to any part of the Club premises without being liable for any loss or to the vessel howsoever caused.
2. Give one month's notice in writing to the member or former member at his or her 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 the sale before accounting for the balance (if any) to the member or former member.
3. Alternatively, if the vessel is unsaleable, after giving notice in writing as aforesaid, dispose of the vessel in any manner the Committee may see fit.
4. 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.

Section 12 Damage to Club Property

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.

Section 13 Complaints

Complaints of any nature must be addressed to The Commodore and communicated via the e-mail on the Club website.

Section 14 Dissolution of the Club

If, upon the winding up or dissolution of the Club, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Club. The Committee shall dispose of the net assets remaining to one or more of the following:

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