

<p style="text-align:center">ASHDOWN SAILING CLUB</p> <p style="text-align:center">CONSTITUTION AND RULES</p>

Version 6 Nov 2019

- 1 **Name:** The name of the Club shall be The Ashdown Sailing Club (the "Club").
- 2 **Objects:** The object with which the Club is formed is to promote and facilitate sailing and also to provide social and other facilities for members as may from time to time be determined.
- 3 **The Officers of the Club:** shall be full members of the Club and shall consist of a Commodore, a Vice-Commodore, a Rear -Commodore, an Honorary Secretary, an Honorary Membership Secretary and an Honorary Treasurer. 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. No Officer of the Club may hold the same post for more than three consecutive years unless no other member will stand for election in their place.

The Committee may appoint honorary members for exceptional contribution to the Club. Honorary membership may be for any period and given any title that the Committee decides.

- 4 **The Honorary Secretary:** shall: -
 - 1 Conduct the correspondence of the Club;
 - 2 Keep custody of all Club documents;
 - 3 Keep full minutes of all meetings of the Club and the Committee (as defined in paragraph 19 below) which shall be signed and confirmed by the appropriate Chairman upon the agreement of the Club or the Committee at the next following meeting of the Club or the Committee;
 - 4 Administer such insurance policies as may be needed to fully protect the interests of the Club, its Officers and its members.
 - 5 Ensure that, unless the Club decides otherwise at a General Meeting, the Club will remain affiliated to the Royal Yachting Association; and
 - 6 Maintain any such certificates or registrations, and complete any non-financial returns, as may be required by law.
- 5 **The Honorary Membership Secretary:** shall: -
 - 1 Keep a register of Club members' names, addresses and other contact details;
 - 2 Be responsible for correspondence between the Club and its membership;
 - 3 Receive and administer applications for membership of the Club; and
 - 4 Request and collect such membership subscriptions as the Club may authorise at its Annual General Meeting.
- 6 **The Honorary Treasurer:** shall: -
 - 1 Cause such books of account to be kept as are necessary to fairly present the state of the finances of the Club;
 - 2 Cause all returns as may be required by law in relation to such accounts to be rendered at the due time; and
 - 3 Prepare an Annual Balance Sheet as at 31st December in each year and cause such Balance Sheet (and accounts as necessary) to be reviewed at least once annually and shall thereafter cause the same to be available on request to members for at least fourteen days before the date of the Annual General Meeting in February.

7 **The Accounts Reviewer:** shall: -

- 1 Be appointed at the Annual General Meeting in each year. He or she may be a member of the Club, but shall not be a Flag Officer of the Club or be serving on the Committee of the Club in the year of his or her appointment or the preceding year;
- 2 Review the accounts of the Club when called upon to do so and give such certificate of assurance as to the accuracy of the said accounts as shall be required by law or by the Committee; and
- 3 If 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.

8 **Membership:**

- 1 The Club membership year will run from 1st January until 31st December;
 - 2 Full membership is open to any person who at the date of election is over the age of 18;
 - 3 Any full member may include their own children (if under the age of 18) as Junior members at no extra cost; and
 - 4 Junior members will not have voting rights and will only be permitted to participate in Club events with their parents.
- 9.1 The subscription fee 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 next succeeding first day of January. The current rate of subscription fee will be available from the Honorary Treasurer upon request. A member joining at or after the 1st November, in any year, shall be deemed to have paid the subscription fee until 31st December in the following year.
- 9.2 The Committee may waive all or part of the subscription fee at its discretion.
- 10 Every member shall furnish the Honorary Membership Secretary with an up-to-date E-mail address which shall be recorded in the Register of Members and any notice sent to such address shall be deemed to have been duly delivered.
- 11 Every candidate for membership shall be proposed by a full member of the Club, who must be personally acquainted with the candidate.
- 12 Upon receipt of an application for membership with the appropriate subscription fee, the Honorary Membership Secretary shall enter such application in a register of members. A candidate shall be furnished with a copy of the Rules of the Club.
- 13 The Honorary Membership Secretary shall give the Committee details of any new members joining at the next meeting of the Committee.
- 14 A member desirous of retiring from membership shall give notice in writing to the Honorary Membership Secretary, and shall not then be liable to pay the subscription for the following year. A member retiring part way through a year will not be entitled to a refund of any subscription fee paid.
- 15 The Committee may cancel any membership of any member whose subscription fee is more than three months in arrears.
- 16 Every member, upon election and thereafter, is deemed to have notice of, and impliedly

undertakes to comply with, the Club Rules and any 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 a simple majority of those members of the Committee present and voting on the appropriate resolution **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.

- 17.1 **Liability:** The Club will not accept (so far as permitted by law) any liability for personal injury or damage to property sustained on Club activities by members or their guests, or caused by members or their guests 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.
- 17.2 Members of the Club acknowledge that the Club and members of the Committee (acting in such capacity) have no duty of care to the members with regard to sailing activities.
- 18 The committee shall ensure that the club conforms to the General Data Protection Requirements, GDPR (as amended).
- 19 **Management Committee:** The Committee (the "Committee") shall consist of the Officers, ex officio, and not less than two nor more than four full 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.
- 20 At the Annual General Meeting each year one of the full members shall retire in order of election. In case of equal periods of service, the order of retirement shall, failing agreement between the members concerned, be determined by lot. Members retiring under this rule shall not be eligible for re-election until the Annual General Meeting next following the meeting at which they retire, unless no other member will stand for election in their place.
- 21 If the number of candidates for election is greater than the number of vacancies to be filled for the purposes of Rule 19, then there shall be a ballot.
- 22 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 and entitled to vote at the Annual General Meeting vote in favour of such election.
- 23 Should two or more candidates receive the same number of votes, the candidate to be elected will be elected by lot.
- 24 If, for any reason, a casual vacancy occurs, the Committee may co-opt a full member to the Committee until the next Annual General Meeting.
- 25 A retiring Commodore shall serve as an ex officio member of the Committee in the year immediately following his retirement.
- 26 The Committee shall meet at least every four months, making such arrangements as to the conduct, place of assembly and holding of such meetings as it may wish. The Commodore, or in his absence a Chairman elected by those present, shall preside.
- 27 Voting at the Committee shall be by a show of hands. In the event of an equality of votes the Commodore or Chairman shall have a second and casting vote.

- 28 A quorum shall consist of five members of the Committee personally present.
- 29 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.
- 30 The Committee shall make such Bylaws and Regulations as it shall from time to time think fit. Such Bylaws and Regulations shall remain in force until approved or set aside by a vote of a General Meeting of the Club.
- 31 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 Committee may think fit. Officers of the Club shall be ex officio members of all such sub-committees.
- 32 A member of the Committee, of a sub-committee, or any Officer of the Club, in transacting business for the Club shall disclose to third parties that he is so acting.
- 33 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.
- 34 **Indemnity:** In pursuance of the authority vested in the Committee by members of the Club, the Officers and members of the Committee are entitled to be indemnified by the members of the Club against any liabilities properly incurred by them or anyone 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 but in no event shall such limit exceed a sum equal to three years' subscription fees at the then current rate.
- 35 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 Honorary Secretary shall at least fourteen days before the date of such meeting or of any General Meeting as hereinafter mentioned post or deliver to each member notice thereof and of the business to be brought forward thereat.
- 36 No business, except the passing of the Accounts and the election of the Officers, Committee and Honorary 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 Honorary Secretary at least twenty-one days before the date of the Annual General Meeting.
- 37 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.
- 38 The Committee shall similarly call a General Meeting upon a written request addressed to the Honorary Secretary by at least ten members. The discussion at such meeting shall be confined to the business stated in the notice sent to members.

- 39 At every meeting of the Club the Commodore or, in his/her absence, a Chairman elected by those present shall preside.
- 40 Twelve members entitled to vote and personally present shall form a quorum at any meeting of the Club.
- 41 Voting shall be by show of hands.
- 42 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.
- 43 On any resolution properly put to a meeting of the Club relating to the creation, repeal or amendment of any Rule, Bylaw or Regulation of the Club such Rule, Bylaw 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.
- 44 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 having objects similar to the objects of the Club, such 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 dissolution and if and so far as effect cannot be given to such provision then to some charitable object.

REGULATIONS

INSURANCE OF MEMBERS' YACHTS

Any member who is the owner, master or skipper of any vessel used for Club activities shall ensure that that vessel and such member is insured for those risks customarily insured for by a prudent owner, master or skipper.