

UPTON WARREN SAILING CLUB

CONSTITUTION 4th March 2014

Administrative Note: Reference to the Centre as Upton Warren Outdoor Education Centre (UWOEC), was changed to Aztec Adventure Upton Warren, after Aztec acquired the lease for the Centre on 1st April 2014

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Section 1 - Name and Objectives

1. The name of the Club shall be Upton Warren Sailing Club (UWSC) - hereinafter referred to in these rules as the Club.
 - (a) The Club operates from the premises of Aztec Adventure Upton Warren – hereinafter referred to in these rules as the Centre.
2. The objectives on which the Club is formed is to promote and facilitate the sport of sailing and also to provide social and other activities for members as may be from time to time determined.
 - (a) In achieving the objectives on which the Club is formed, it shall where necessary co-ordinate fundraising for the benefit of the Club.
 - (b) Whilst the Club is a separate entity from the Centre, the Club shall aim to provide a support organisation for the educational work of the Centre; and to promote interaction between youth and adult users of the Centre and associated bodies.

Section 2 - Officers

3. The following Officers of the Club shall be Adult members of the Club and shall consist of an:
 - Honorary President
 - Commodore
 - Vice-Commodore
 - Secretary
 - Treasurer
 - Membership Secretary

- Sailing Secretary
- Catering Secretary
- Cruising Secretary
- Social Secretary
- (2) Adult Members

In addition, there shall be two junior member positions, which have no vote.

The Head of Centre, or a nominated representative, shall be an ex-officio member, who has no vote.

With the exception of the Honorary President, the 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.

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, which shall be confirmed and signed by the appropriate Chairperson at the following Committee or General meeting of the Club.
- (d) Administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its Officers and its members
- (e) Where necessary, liaise or appoint a Legal Advisor to ensure that the Club's affairs are managed in accordance with current law. Maintain any such certificates or registrations, and complete any such non-financial returns, as may be required by law.

5. The 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 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 the 31 December in each year and cause such Balance Sheet (and accounts as necessary) to be audited at least once annually and shall thereafter cause the same to be exhibited on the Club Notice Board at least 14 [fourteen] days before the date of the Annual General Meeting.

6. The Membership Secretary shall:

- (a) Keep a register of Club members' names and addresses

7. The Honorary Auditors shall:

- (a) Be appointed at the Annual General Meeting in each year and shall be two appropriately qualified members of the Club
- (b) The Auditors shall audit the accounts of the Club when called upon to do so and shall give

such certificate of Auditors assurance as to the accuracy of the said accounts as shall be required by law or by the Committee

- (c) If two appropriately qualified members cannot be appointed; or if either is unwilling or unable to act, the Committee shall appoint a substitute to hold office until the termination of the next Annual General Meeting.

Section 3 - Membership

8. There shall be the following categories of Membership with power to vote at all meetings of the Club as described hereunder. The rights and privileges of each Membership category of members are as defined by the Rules, Regulations and Byelaws of the Club and Regulations of the Centre. As a condition of membership, Adult, Student and Class 1 Junior members shall accept that they will be required to perform a number of Club duties.

(a) **AN ADULT MEMBER** - being a person who, at the date of joining, is over the age of 18 [eighteen] who shall have one vote. As a condition of membership, an Adult member shall accept that they will be required to perform a number of Centre duties. The nature and number of duties shall be agreed annually between the Centre and the Club. Where a member is below 21 years of age and in full time education, then that member may (at the discretion of the Committee) be exempt from undertaking Centre duties.

(b) **A JUNIOR MEMBER** –

There shall be 2 classes of Junior Member.

Class 1- being a person who, at the date of joining is under the age of 18 and over the age of 12 , who shall have no vote.

Class 2 being a person under the age of 12, specifically approved by the Committee as being : able to sail to at least RYA level 2/stage 3 standard; approved to sail in a specific class or classes of dinghy and who shall be accompanied at all time whilst at the club by a parent or guardian. This class of member shall have no vote.

(c) An **HONORARY MEMBER** – who shall have no vote.

(d) A **STUDENT MEMBER** –being a person aged over the age of 18 and under the age of 21 in full time education. As a condition of membership a student member shall accept that they will be required to do half the number of Centre and Club Duties required of an adult member.

(e) A **TEMPORARY MEMBER**---being a bona fide guest of an adult member introduced as a guest in accordance with the provisions of clause 21 (a) provided always that:

- i) The Guest/Temporary Member pays to the Club the guest fee for the time being in force.

ii) The Temporary Membership shall last only until the end of the club session that the guest has been introduced for.

iii) The Guest/ Temporary member shall not helm in any boat either owned by the club or the Centre unless they are able to sail to at least RYA level 2/Stage 3 standard and has been either approved to sail a particular class of boat by the Club Commodore or Sailing Secretary or has been approved to sail during the club session to which the temporary membership applies by the Duty Officer of the Day whose decision is final. Provided always, that this clause shall not prevent a less experienced Guest/Temporary member from crewing in a boat under the direct supervision of an experienced full member.

iv) The Guest/Temporary Member shall have no right to introduce visitors or guests to the club.

v) The Guest/Temporary Member shall have no right to take part in the management of the Club.

vi) the Guest/Temporary Member shall comply with all Club rules and regulations as if they were a full member and 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 Club Commodore or the Duty Officer of the Day they have not reasonably complied with the above conditions.”

9. The rate of Joining Fee and Subscription Fee 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 forthwith or at such later date as shall be agreed by the meeting. The current rate of Joining Fee and Subscription Fee shall be prominently displayed on the Club Notice Board.

10 All members (except temporary members) shall pay the Joining Fee and their first annual Subscription upon joining the Club and thereafter the annual Subscription on the first day of April in each year, provided that a new member joining after the first day of December in any year shall not be required to pay any subscription in respect of the year of joining, but shall pay the Joining Fee and the annual Subscription in respect of the year following joining.

11. Every member shall furnish the Membership Secretary with an up-to-date address, which shall be recorded in the Register of Members. Any notice sent to such address shall be deemed to have been duly delivered.

12. An application for membership (save for Temporary membership) shall be in the form prescribed by the Committee, and shall include the name, address, and occupation of the prospective member

13. Every Adult and Student member must satisfy the legal and statutory requirements, which are listed by the Centre, for the assistance in the teaching of youths.

14. Upon receipt of an application for membership (save for Temporary Membership), the

Membership Secretary shall enter such application in a Register of members and shall provide the new member with a copy of the Rules, Regulations and Byelaws of the Club and make request for such payments as are necessary.

15. Upon joining, a member shall pay, within one calendar month, such joining and other fees as shall be requested. In default of such payment, the application shall be void unless sufficient cause for delay can be shown.
16. Upon reapplication by a past member, the Committee may at its discretion, excuse payment of a Joining Fee.
17. The Committee may cancel, without notice given, the membership of any member whose annual Subscription is more than three months in arrears provided that the Committee may, at its discretion, re-instate such member upon payment of arrears. A member whose annual Subscription is in arrears may not enter any Club event or regatta nor vote at any meeting.
18. Nominated (agreed between the Committee and the Centre) members of Centre staff may take part in a Club session, providing that no Club members are deprived of the opportunity to take part in that Club session.

Conduct of Members

19. Every member, upon joining and thereafter, is deemed to have notice of, and implicitly undertakes to comply with, the Rules, Regulations and the current Byelaws of the Club; and Regulations of the Centre. 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.
 - (a) Prior to expelling a member (save in the case of a Temporary 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 (closed ballot) by a quorum of 6 [six] members of the Committee and voting on the Resolution.
20. Members shall submit the names, ages and any known medical conditions of all guests to the Officer Of the Day (OOD) on duty at the Club session. An adult member may introduce to the Club up to 4 individual guests per membership year (being a 12 month period commencing on 1st April each year). The same individual guest may not be introduced more than 4 times in any one membership year. Each guest must pay the standard guest fee, which will be set by the Centre.
 - (a) A member who introduces a guest to a Club session shall take full responsibility for the actions of that guest and must ensure that the guest complies with the Rules, Regulations and the current Byelaws of the Club (including the rules relating to guest ages and the necessary approvals required from the Committee); and Regulations of the Centre.
 - (b) The Rescue Officer and OOD on duty at the Club session will determine the level of activity (if any) to which the guest may participate in that session.

21. A member shall not knowingly remove, injure, destroy or damage any property of the Club or the Centre and shall make restitution for the same if called upon to do so by the Committee or by the Secretary upon the instructions of the Committee.
22. A member shall settle any indebtedness for refreshment or otherwise before leaving the Club.
23. All suggestions should be communicated to any member of the Committee (preferably the Commodore or Secretary).
24. Complaints of any nature relating to the management of the Club shall be addressed in writing to the Commodore or the Secretary. Under no circumstances shall a servant of the Club or Centre be personally reprimanded by a member.

Limitation of Club liability

25. Members of the Club, their guests or visitors shall attend the Club sessions entirely at their own risk and implicitly accept that:
 - (a) Neither the Club, or the Centre will accept any liability for any damage to or loss of property belonging to members, their guests or visitors to the Club.
 - (b) The Club will not accept any liability for personal injury arising out of activities organised by 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.
26. 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, under the Data Protection Act 1998, for the purpose of administering the Club and where necessary for disclosure to the Centre.

Section 4 - Management Committee

27. The Management Committee (referred to as 'the Committee') shall consist of the Officers, an officio, and not less than 5 [five] nor more than 12 [twelve] Adult members of the Club; elected at the Annual General Meeting each year to hold office until termination at the following Annual General Meeting.
28. Candidates for election to the Committee shall be those members of the retiring Committee eligible to offer themselves for re-election and other Adult members whose nominations (duly proposed and seconded in writing by Adult members of the Club) with their consent shall have been received by the Secretary 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 on the Club Notice Board prior to the date of the Annual General Meeting.
 - (a) For the two junior positions (who have no vote), candidates for election to the Committee

shall be those members of the retiring Committee eligible to offer themselves for re-election and Junior members whose nominations (duly proposed and seconded in writing by members of the Club) with their consent shall have been received by the Secretary 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 on the Club Notice Board prior to the date of the Annual General Meeting.

29. For each position on the Committee, if the number of candidates for election is greater than the vacancy to be filled then there shall be a vote by show of hands.
 - (a) For each position on the Committee, if the number of candidates for election is equal to the vacancy to be filled then the candidate 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.
30. In the event of the vote failing to determine the members of the Committee because of an equality of votes then the candidate or candidates to be elected from those having an equal number of votes shall be determined by the toss of a coin.
31. If, for any reason, a casual vacancy shall occur, the Committee may co-opt an Adult member to fill such a vacancy until the following Annual General Meeting.
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 their absence a Chairperson elected by those present shall preside.
33. 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 equality of votes, the Commodore or Chairperson (as the case may be) shall have a second and casting vote.
34. Five Adult members personally present shall form a quorum at a meeting of the 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 a quorum

Powers of the Committee

36. The Committee shall make such Rules, Regulations and Byelaws as it shall from time to time think fit and shall cause the same to be exhibited on the Club Notice Board for 35 [thirty five] days before the date of implementation. Such Rules, Regulations and Byelaws can be set aside by a two-thirds majority vote at a General Meeting of the Club.
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 Committee may think fit. Officers of the Club shall be ex officio members of all such sub-committees.

38. A member of the Committee, or a sub-committee or any officer of the Club, in transacting business for the Club, shall disclose to third parties that they are so acting.
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.
40. 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 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.
41. The Committee may elect Honorary Members, as the Committee may think fit, if a quorum of 6 [six] Committee members agree to the election of such an Honorary member.

Section 5 - Meetings of the Club

42. An Annual General Meeting of the Club shall be held each year on the first Tuesday in the month of March. The Secretary shall at least 7 [seven] days before the date of the Annual general Meeting display on the Club Notice Board an agenda (including date, time and location) of the business to be discussed at the meeting.
43. As a minimum, the agenda at the Annual General Meeting shall include the passing of the Accounts and the election of the Officers, Committee and Honorary Auditors, and any other business that the Committee or a member of the Club has requested to be included.
 - (a) A member is required to inform the Commodore or Secretary of a description of any other business to be included at the Annual General Meeting at least 8 [eight] days prior to the meeting so that it can be included in the agenda.
44. The Committee may at any time, upon giving 21 [twenty one] days notice in writing to each member, 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.
45. The Committee shall similarly call a General Meeting upon a written request addressed to the Secretary by at least 30 [thirty] Adult members (or two-thirds of Adult members if the number of Adult members of the Club falls below 45 [forty-five]). The discussion at such meeting shall be confined to the business stated in the notice sent to members.
46. At every meeting of the Club, the President or the Commodore or in their absence, a Chairperson elected by those present shall preside
47. Fifteen members entitled to vote and personally present shall form a quorum a General Meeting of the Club.

48. All members may attend any General Meeting (including Annual General Meeting) of the Club.
49. In the case of an equality of votes the Chairperson shall have a second or casting vote, on any matter other than the election of members of the Committee.
50. On any resolution properly put to a meeting of the Club relating to the creation, repeal or amendment of any Rule, Regulation or Byelaw of the Club; such Rule, Regulation or Byelaw 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 6 - Alteration of the Constitution

51. The Constitution may only be altered at a General Meeting or an Annual General Meeting. An alteration shall require a two-thirds majority of the Adult members present at the meeting.
52. Any member wishing to propose an alteration to the Constitution must submit the proposal in writing, to the Commodore or Secretary at least 28 [twenty eight] days in advance of the Annual General Meeting. The Secretary shall display the proposed alteration on the Club Notice Board for 7 [seven] days prior to the meeting.

Section 7 - Dissolution of the Club

53. 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 objectives similar to the objectives 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 be given or transferred to The Royal Yachting Association or other marine charity, such charity or charities to be determined by the members of the Club by resolution passed at a General Meeting.
- 53a Closure of UWSC requires the consent of a two-thirds majority of members attending an Annual or Extraordinary General Meeting.

Section 8 - Byelaws

54. Club members shall at all times, observe the safety requirements and abide by the rules of the Centre, as detailed in the Centre Regulations.
55. The storage of boats at the Centre by Club members is strictly by arrangement between individual members and the Centre.
56. The Club calendar shall be determined by the Committee.