

# Largo Bay Sailing Club

## Club Constitution

### 1) Name and Object

- a) The name of the Club is "The Largo Bay Sailing Club", and the Burgee or Pennant of the Club shall be a horizontal black footprint on a yellow ground.
- b) The main purposes of the Club are to promote and provide facilities for the amateur sport of sailing in the Largo Bay area.

### 2) Membership

- a) Membership is open to all persons and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation political or other opinion.
- b) Any person seeking to join the Club shall submit an application for membership to the Secretary, for consideration by the Committee. The Committee shall confirm acceptance of such application when there are no reasonable grounds for refusal, and the person shall become a member on payment of the appropriate subscription.
- c) The Club, on the recommendation of the Committee, may in a General or Extraordinary Meeting elect Honorary Members.
- d) Classes of Membership shall include those in Appendix 1 and 2.
- e) Any member wishing to retire from the Club shall notify his intention to the Honorary Secretary on or before 31st December, otherwise he shall be liable for the immediately following calendar year's subscription.
- f) Every member on joining the club agrees by implication to comply with the club rules. If he does not, or by his conduct brings the club into disrepute, the Committee may expel him from the club without compensation or reimbursement of fees. Prior to this action, the committee will offer the member an opportunity to explain or defend his conduct, or resign his membership. The decision to expel a member, who does not resign, will be made after this by a ballot of the Committee with at least three-quarters of the entire Committee voting in favour of the expulsion.

### 3) Subscription

- a) The annual subscription payable on election and by 1st January each year shall be such sums as may from time to time be prescribed in a General Meeting.
- b) Any member who has not paid his Subscription by the 31st January may be requested in writing and in the name of the Committee to pay the same within fourteen days and if his Subscription is not received by 28th February the Committee may remove his name from the list of members.
- c) At the discretion of the Committee, payment may be made by installments. Where payment by installments has been agreed, dates in 3(a) and (b) above refer to payment of the first installment
- d) No member shall in any year be entitled to exercise any rights or privileges of membership or score series, championship or Trophy points while any subscriptions or fees are overdue.

### 4) Extra Charges

- a) The committee can impose an extra charge or levy to cover costs incurred by any extraordinary expense, which can include repayment of a loan taken out under the terms of Section 8b. The amount of this levy will be recommended by the Committee and this amount and the method by which it will be applied to the membership must be approved by the membership at a General Meeting.

- b) Any member who has not paid his required levy or extra charge within 30 days of the request may, at the discretion of the Committee, be asked to leave the club.

#### **5) Officers**

- a) The Officers of the Club shall consist of a Commodore, a Vice-Commodore, an Honorary Secretary, a Sailing Secretary and a Treasurer who shall be elected at the Annual General Meeting in each year to hold office until the conclusion of the next Annual General Meeting. The retiring Officers shall be eligible for re-election. If a Club Officer resigns or leaves for any reason, the other Committee Members will appoint from within the committee a replacement to act until the next AGM. If more than 3 Officers leave then the Committee will call a General Meeting of the Club.

#### **6) The Committee**

- a) The Committee shall consist of the Officers, ex-officio and not more than seven Ordinary Members of the Club elected by the Club in General Meeting to hold office until the conclusion of the next Annual General Meeting. Except only where no candidate is available, at least one man and one woman must be elected to the Committee. A quorum of five is required.
- b) If a casual vacancy occurs the Committee may co-opt a member to fill that vacancy.
- c) If the number of candidates duly proposed and seconded exceeds the number of vacancies to be filled, the elections shall be by ballot.
- d) The Committee shall manage the Club according to the Constitution, and shall apply the funds of the Club to the Objects of the Club.
- e) The Committee shall make such by-laws, rules and regulations as it think fit for the proper management of any Club premises, facilities or property and to regulate the enjoyment of same by Club members and their guests.
- f) The Committee shall have powers to form Sub-Committees, the Convenors of which shall be members of the Committee.

#### **7) Honorary Auditor**

- a) At the Annual General Meeting in each year, a suitably qualified person who is not a committee member shall be appointed as the Honorary Auditor whose duty it shall be to audit the accounts of the Club for the then current year and any other period that the Committee may decide. The financial year can end on a date agreed by the Committee but must be within the 3 months prior to the Annual General Meeting. In the event that he is unwilling or unable to act the Committee shall appoint a substitute.

#### **8) Trustees**

- a) The Trustees of the Club will be the Commodore, Treasurer, and Honorary Secretary, ex-officio, and their successors from time to time.
- b) The Committee may grant the Trustees power to take out a loan, secured or otherwise over Club property. Such loans will be for the purposes of Club development. For any loan that would result in total Club borrowing exceeding 20% of the Club's annual subscription income, the amount of the loan, the source, purpose and details of repayment must be approved by members at a General Meeting.
- c) 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 is necessary and practicable, practised by virtue of their respective offices but in trust only for the benefit of the Club.
- d) The Trustees shall be effectually indemnified by the Committee out of the assets of the Club from and against any liability, costs, expenses and payments whatsoever which may be properly incurred or made by them in the exercise of their duties or in relation to any legal proceedings, or which otherwise relate directly or indirectly to the performance of the functions of a Trustee of the Club.

- e) The following phrase is 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"*

## **9) General Meetings**

### a) Annual General Meeting

The Club shall hold an Annual General Meeting on some day in the month of November to be fixed by the Committee, to:

- (1) Approve the minutes of the previous year's AGM
- (2) Receive a report from the Commodore.
- (3) Receive a report from the Treasurer and approve the annual accounts.
- (4) Receive a report from those responsible for certifying the annual accounts.
- (5) Fix the subscription for the ensuing year.
- (6) Elect the Officers of the Club, and members of the committee.
- (7) Appoint someone responsible for certifying the Club's accounts.
- (8) Consider any changes to the Constitution.
- (9) Review and consider any rules or bye-laws.
- (10) Deal with other relevant business.

All other formal proposals must be presented to the Honorary Secretary, in writing 28 days before the date of the meeting and be proposed by one Ordinary Member and seconded by another. Motions, Proposals and Discussion can be taken from the floor during the AGM at the discretion of the Chairman, who will rule if such can be properly described as 'competent business'

### b) Extraordinary General Meeting

An Extraordinary General Meeting shall be called by an application in writing to the Secretary supported by at least twelve Ordinary Members, or one third of the ordinary members, whichever shall be the lesser number. The Committee shall also have the power to call an Extraordinary General Meeting by decision of a simple majority of its members.

### c) Notices

The Honorary Secretary should arrange for each member to receive the notice and business papers of the meeting a clear 14 days before the date of the meeting.

### d) Voting

At General Meetings of the Club, Ordinary Members shall each have one vote. Members of the Committee who are not Ordinary Members of the Club shall also each have one vote. See appendix 1 & 2 for classes of member who may attend and speak at such meetings but who shall not have a vote. In the case of an equality of votes the Chairman shall have a second (or "casting") vote. Voting other than those to change the Club Constitution will be by simple majority of those present and eligible to vote, on a show of hands. Changes to the Club Constitution shall require a majority of three quarters of those present and eligible to vote.

### e) Quorum

The Quorum at General Meetings shall be twelve or thirty percent of the membership entitled to vote, whichever is less.

**10) Income/Profits and Dissolution**

- a) All surplus income or profits are to be reinvested in the Club. No surpluses or assets will be distributed to members or third parties.
- b) If, upon winding up or dissolution of the club there remains after the satisfaction of all the Club's debts and liabilities any assets whatsoever, the same shall be given or transferred to another registered community amateur sports club or clubs, or charity, having similar purposes to those of the Club, or failing that, the governing body for the sport of sailing. If possible, such organisation or organisations to be determined by the members of the Club by Resolution passed at a General meeting at or before the time of the dissolution.

## Appendix 1

### Classes of Membership

| Class of Membership | Description   |
|---------------------|---|
| <b>Ordinary</b>     | An Ordinary member is a full member of the Club with one vote at General Meetings of the Club. This is the only class of membership with the right to propose and second new members and other like privileges.   |
| <b>Family</b>       | An Ordinary membership, with the addition of rights for the Ordinary member's partner and children (under 18) to use the Club Sailing facilities. Either partner may carry the one vote. The other partner and children may attend and speak at but not vote at General Meetings of the Club.   |
| <b>Honorary</b>     | Lifetime, free membership of the Club granted by the Members at AGM or EGM normally to recognise Service to the Club. Confers rights to use the Club sailing facilities but does not carry voting rights.   |
| <b>Duty</b>         | Duty Membership allows an individual or a family to use the sailing facilities at any time in a similar way to sailing members. Although all members of the family can do duties, attend and speak at General Meetings, only one member can vote. Duty Members do not have the right to propose or second new members and other like privileges.<br>If, within a membership year, a Duty Member feels that they may want to take part in the sailing this membership can be changed to a sailing membership by paying, if so need be, a fee so as to equal the fee for an Ordinary or Family Membership as desired. |
| <b>Junior</b>       | Low cost membership for those whose 18th birthday falls on or after 1 <sup>st</sup> January of the relevant membership year.<br>Junior membership provides full rights to use Club sailing facilities only under supervision of an ordinary member, and to attend and speak at but not to vote at General Meetings of the Club.   |

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| <b>Holiday</b>   | <p>Holiday membership is available to any one person or family for one period of four consecutive weeks in any calendar year.</p> <p>This class is intended to meet the requirements of holiday visitors and the like. It confers no voting rights.</p> <p>Holiday membership provides full rights to use all the Club Sailing facilities, but no right to attend General Meetings</p>   |
| <b>Social</b>    | <p>Social Membership allows an individual or a family to use the club house facilities at any time in a similar way to sailing members but not the sailing facilities. They are able to attend and speak at General Meetings but not vote.</p> <p>If, within a membership year, a Social Member feels that he may want to take part in the sailing or duties, this membership can be changed to a sailing or duty membership by paying, if so need be, a fee so as to equal the fee for an Ordinary, Duty or Family Membership as desired.</p> |
| <b>Student</b>   | <p>Student membership at the yearly-agreed rate may be sought by any person in full time higher education on sight of their matriculation card. Student membership provides full rights to use Club sailing facilities. They are able to attend and speak at General Meetings but not vote.</p>  |
| <b>Inactive</b>  | <p>Existing Ordinary members may, with the approval of the Committee, remain members for a substantially reduced membership fee.</p> <p>The expectation is that, while "Inactive", the member would make use of the Club House facilities only. While Inactive all voting rights are suspended.</p>  |
| <b>Associate</b> | <p>Youth Groups and other suitably constituted bodies may be granted Associate membership in order that their members may use the Club Sailing facilities. Associate membership confers no voting rights. A subscription appropriate to the circumstances of the Group will be determined by the Committee.</p>  |

## Appendix 2

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| <b>Guests</b> | <p>Member's sailing guests may at the discretion of a member, use the sailing facilities for up to three visits in a season, then they must become a member to continue to use the sailing facilities.</p> |
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# Appendix 3

## Definitions

"Sailing facilities" - complete use of the club house, club boats at the appropriate fee. Participation in organised and extempore sailing activities.

"Club House facilities" - recreational area, galley, patio and hygiene facilities.

"he" - implies no specific gender.