



CONSTITUTION

ADOPTED at AGM 27th March 2019

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1. NAME AND LEGAL STRUCTURE

- 1.1.** The name of the organisation shall be *Stornoway Sailing Club*, hereinafter referred to as 'the Club'.
- 1.2.** The legal structure of the Club shall be an unincorporated association.

2. OBJECTIVES

The Club is established to pursue the following objectives:

- 2.1.** Participation in the sport of sailing, hereinafter referred to as 'the sport'.
- 2.2.** The organisation, management and development of the sport for all Members of the Club.
- 2.3.** Membership of appropriate organisations for the purpose of establishing regular competition for all Club members and the development of the sport throughout the Western Isles.
- 2.4.** The provision of sailing and sail training facilities for its members.
- 2.5.** Promoting and maintaining the highest standards of technical competence and safety in the sport.
- 2.6.** Upholding the international rules of the sport.
- 2.7.** Providing equal opportunities for successful participation in the sport by all sections of the community.
- 2.8.** The promotion of the sport.

3. AFFILIATIONS

The Club shall be affiliated to the sport's National Governing Body, RYA Scotland, and any other appropriate organisation as necessary to fulfil the Objectives outlined in Clause 2 of this Constitution.

4. MEMBERSHIP

- 4.1. All members are subject to the Constitution of the Club and RYA Scotland regulations.
- 4.2. Membership is open to all and no application for membership will be refused on other than reasonable grounds.
- 4.3. 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.
- 4.4. All applications for membership shall be accompanied by the appropriate annual membership fee, which shall thereafter be payable on demand.
- 4.5. Fully paid-up Members may be elected to and serve on the Executive Committee with the exception of any Member who has been disqualified as a Director of a Company, declared Bankrupt, or convicted of fraudulent activity by any court.
- 4.6. All members will receive a copy of the relevant Code of Conduct, a copy of the Club's Safeguarding Policy and a copy of the Constitution.
- 4.7. Members shall be enrolled on one of the following categories:
 - A. **Adult Member** – any paid-up person over 18 years old on the date at which annual membership fees become due.
 - B. **Family Member** – up to two paid-up adults plus up to 3 children under 18 living under their guardianship at the same address.
 - C. **Life Member** – any person nominated and ratified by vote at AGM by the Executive Committee as having contributed sufficiently to the Club as to indemnify them from some or all fees payable to the Club.
 - D. **Honorary Member** – any person not being an active participant in the Club's organised on-the-water activities, but who would like to contribute to the running of the Club.
 - E. **Junior Member** – any person under 18 years old on the date at which annual membership fees become due.
- 4.8. Each fully paid-up member shall be entitled to attend and vote at the Club's General Meetings, with the exception that:
 - A. Family Members shall be entitled to one vote per family living at the same address.
 - B. Junior members may not vote, but may represent their views to the Junior Representative, who may exercise one vote on their behalf at both General and Executive Committee meetings.

5. MEMBERSHIP REFUSAL OR WITHDRAWAL

The Executive Committee shall be entitled to:

- 5.1. Refuse any application for membership on the grounds that such membership would be prejudicial to the objectives of the Club as set out in Clause 2 of this Constitution.
- 5.2. For good and sufficient reason to refuse renewal of any existing membership or terminate or suspend any membership provided that the Member concerned shall have the right to be heard by the full Executive Committee before a final decision is made.
- 5.3. Any Member who fails to pay fees due to the Club 31 days after they are invoiced shall forfeit their right to representation on the Executive Committee and at General meetings, and shall be suspended from taking part in any event under the control of the Club until such fees are paid.
 - A. Any Member who is unable to pay their fees by their due date for good and sufficient reason may appeal to the Executive Committee for additional time to settle any outstanding balance.
- 5.4. Anyone whose Membership is refused, terminated, or suspended by the Executive Committee may appeal its decision by general vote at the next General Meeting.
- 5.5. Any Member under suspension shall be barred from taking part in any event under the control of the Club.
- 5.6. The Executive Committee shall inform the Member of any decision to terminate their membership in writing.
- 5.7. Notification of the termination of a membership will be forwarded to RYA Scotland and any appropriate organisation to which the Club is affiliated.
- 5.8. Any Member who fails to pay fees due to the Club by the following Annual General Meeting shall be deemed to have resigned their membership of the Club.

6. GENERAL MEETINGS

6.1. Annual General Meeting (AGM)

6.1.1. The AGM shall be held each year at such time and place as determined by the Executive Committee, at approximately twelve-monthly intervals, but no more than eighteen months after the date of the previous AGM. At each AGM the following business shall be conducted:

- A.** Receive and confirm the Minutes of the previous AGM.
- B.** Presentation of the Club's financial accounts for the year.
- C.** Presentation of Clubs projected financial situation for the forthcoming year, and the setting of all fees and the dates at which they become due.
- D.** Presentation of the Commodores report.
- E.** Election of Officers to the Executive Committee.
- F.** Any other business brought before the meeting which has been submitted in writing to the Secretary not less than seven days prior to the AGM, and any other business deemed relevant by the Commodore.

6.2. Extraordinary General Meeting (EGM)

6.2.1. An EGM may be called upon the written demand of: **A.**

1/3 of the Membership.

- B.** The Chairman / Commodore.
- C.** 2/3 majority of the Executive Committee.

6.2.2. Notice for an EGM shall be of a minimum of fourteen days' notice, and stating the business to be discussed.

7. RULES FOR GENERAL MEETINGS

- 7.1.** Members shall be given a minimum of twenty-one days' notice of a General Meeting in writing, except in the event of an EGM where the notice shall be a minimum of fourteen days.
- 7.2.** The Commodore, or in his/her absence a member selected by the meeting, will take the Chair.
- 7.3.** All members shall register with the Secretary prior to the start of the meeting.
- 7.4.** Each member shall have one vote except when prevented from doing so by Clause 4.8.
- 7.5.** All votes shall be determined by a simple majority. In the event of a tied vote, the Chair may exercise a casting vote.
- 7.6.** The quorum shall be one quarter of those eligible to vote, or seven such members, whichever is the smaller.
- 7.7.** The Secretary shall record all proceedings and resolutions in the Minutes of the meetings.

8. ELECTION OF OFFICERS TO THE EXECUTIVE COMMITTEE

- 8.1.** The members of the Executive Committee shall be drawn from the Membership, as defined in Clause 4 of this Constitution.
- 8.2.** Candidates shall be elected by vote at the AGM, and shall be members of the Executive Committee from the conclusion of that AGM until the conclusion of the following AGM.
- 8.3.** All nominations of candidates for election shall:
 - A.** have the consent of the nominee;
 - B.** be in writing;
 - C.** be seconded;
 - D.** be received by the Secretary not less than fourteen days before the AGM.
- 8.4.** Uncontested posts may be filled by nomination(s) and election at the AGM.
- 8.5.** The Secretary shall send all members a list of all nominations not less than seven days prior to the AGM.

9. MEMBERS OF THE EXECUTIVE COMMITTEE

- 9.1.** The Executive Committee shall consist of the following Officers:
- A.** Commodore / Chairman
 - B.** Secretary
 - C.** Membership Secretary
 - D.** Treasurer
 - E.** Safeguarding Officer
 - F.** Junior Representative
- 9.2.** All the above shall be entitled to one vote each at Executive Committee Meetings, except the Commodore, who shall be afforded a casting vote as per Clause 11.1 E of this Constitution in the event that any vote is tied.
- 9.3.** More than one of the above positions may be filled by a single member, with the exception of the Commodore / Chairman, Secretary, and Treasurer positions.
- 9.4.** The Executive Committee may co-opt any member to any unfilled post until the conclusion of the following AGM, providing that the number of those co-opted shall not exceed one third of the total number of persons serving on the Executive Committee at that time.
- 9.5.** The Executive Committee may appoint any sub-committees it may deem necessary to deal with the matters of the Club, until the end of the AGM following the conclusion the sub-committee's business. The proceedings of all such committees shall report to the Executive Committee by a representative elected by that sub-committee, who shall be afforded a vote at Executive Committee meetings.

10. OFFICERS' ROLES

10.1. The Commodore / Chairman shall:

- A. Take responsibility for managing the affairs of the Club and Executive Committee.
- B. Oversee and guide all decisions taken by the Executive Committee and any sub-committees.
- C. In conjunction with the Secretary, prepare and present an annual report.
- D. Liaise with the Secretary on the Agenda for each meeting and approve the Minutes before they are circulated.
- E. Be completely familiar with the Constitution, Club rules and policies, committee procedures and the RYA Scotland's rules and regulations regarding Club governance.
- F. Liaise with the Treasurer to ensure that funds are spent properly and in the best interests of the Club.
- G. Help to prepare and submit any statutory documents that are required (e.g., grant aid reports, VAT, etc).
- H. If unable to attend any committee meeting, send a written report to the meeting and briefed their stand-in on the Agenda.
- I. Act in the role of RYA Recognised Training Centre Principal, where the club holds such a recognised designation.

10.2. The Secretary shall:

- A. Be the principal administrator for the Club, dealing with all Club correspondence, distributing to relevant Officers for response where required.
- B. Prepare and distribute Agendas for all Club meetings.
- C. Keep the Minutes of all Club meetings and distribute copies.
- D. Keep signed copies of all meeting Minutes on file.
- E. Carry out or delegate all of the administrative duties thereby enabling the Club and its Members to function effectively.
- F. Work alongside the Treasurer to see that all relevant affiliation/insurance/funding documents are accurate and are paid on time.

10.3. The Membership Secretary shall:

- A. Be the point-of-contact for Members over all aspects of the administration of their membership of the Club.
- B. Deal with the enrolment of new Members, and ensure that membership fees are paid at the appointed time.
- C. Ensure that all Members have an up-to-date copy of the Club's Code of Conduct, Safeguarding Policy and Constitution, as well as contact details for the Club's Officers.
- D. Keep contact details for all Club Members, ensuring that they and any other confidential documents are safeguarded as required by the Data Protection Act.
- E. Report to the Executive Committee regarding membership numbers and any new additions or deletions to the list of Members.
- F. Assist in the continued recruitment of new Members, working with the Media & Publicity Officer and Executive Committee.

10.4. The Treasurer shall:

- A. Be responsible for the Club finances.
- B. Deal efficiently and effectively with all invoices and bills.
- C. Keep up to date records of all the financial transactions.
- D. Ensure that Club funds are spent properly and in accordance with Clause 2 of this Constitution.
- E. Issue receipts and record all money received.
- F. Attend Club meetings and present the budget report.
- G. Prepare the end of year accounts to present to the auditors where appropriate.
- H. In agreement with the Executive Committee, plan the annual budget.
- I. Monitor the budget throughout the year.

10.5. *The Training Officer shall: Where this position is approved and or appropriate.*

- A. Hold sufficient qualifications to fulfil the role of Chief Instructor of an RYA Recognised Training Centre where the Club holds such a recognition
- B. Together with the Commodore/Chairman and Safeguarding Officer, establish adequate Risk Assessments, Method Statements, and Safeguarding Policies are in place to cover the Club's activities on and off the water.
- C. Be responsible for ensuring that the training needs of the Club are met
- D. Ensure that instructors are suitably experienced and competent, and that they hold appropriate and current qualifications for the particular role they are being asked to fulfil.
- E. Hold copies of instructor's qualifications and arrange for training where updates are required
- F. Ensure that all vessels used by the Club for training are maintained to the required standards
- G. Be responsible for booking processes where the Club runs formal training courses and ensure that they are delivered to required standards.
- H. Deal with issues relating to course delivery, particularly issues arising from instructors and students

10.6. The Safeguarding Officer shall:

- A. Implement the RYA Scotland's Policy and Procedures for the Safeguarding of Vulnerable Groups (hereinafter referred to as 'the Policy and Procedures').
- B. Encourage good practice by promoting and championing the Policy and Procedures.
- C. Monitor and review the Policy and Procedures to ensure they remain current and fit for purpose.
- D. Report regularly to the Executive Committee on matters pertaining to the safeguarding of vulnerable groups.
- E. Raise awareness of the Safeguarding Officer role to parents/carers, adults, and children involved in the Club.
- F. Raise awareness of the Code of Conduct for working with vulnerable groups to parents/carers, adults and children involved in the Club.
- G. Be responsible for setting up and maintaining a scheme for ensuring that any people working with children and vulnerable groups during Club-organised activities have been PVG checked through Disclosure Scotland.
- H. Challenge behaviour which breaches the Code of Conduct.
- I. Liaise with the RYA Scotland's Child Protection Officer to keep current with developments, attending relevant training or events where necessary.
- J. Organise/signpost appropriate training for all adults working/volunteering with vulnerable groups in the Club.
- K. Establish and maintain contact with local statutory agencies including the police and social services.
- L. Respond appropriately to disclosures or concerns which relate to the well-being of a child or vulnerable adult.
- M. Maintain confidential records of reported cases and action taken.
- N. Where required liaise with the RYA Scotland's Child Protection Officer and/or statutory agencies and ensure they have access to all necessary information.

10.7. The Junior Representative shall:

- A. Liaise with junior members under the age of 18, forming a junior sub-committee as necessary.
- B. Represent the views of the junior membership at Executive Committee meetings.
- C. Assist with the organisation of such junior events as necessary.
- D. Assist with the selection of team members to represent the Club at junior regional or national events

11. RULES FOR EXECUTIVE COMMITTEE MEETINGS

- 11.1.** Notice for any meeting of the Executive Committee shall be fourteen days, except when:
- A.** The date of the meeting had been agreed at the previous Executive Committee meeting, in which case seven days' notice shall be given.
 - B.** In an emergency the Commodore may call a meeting at four days' notice.
 - C.** The quorum shall be four of those Officers entitled to vote, as listed in Clause 9.1
 - D.** All members of the Executive Committee as listed in Clause 9.1 shall be entitled to vote except the Chair, who shall be afforded a vote as defined in Clause 11.1 E.
 - E.** All votes shall be determined by a simple majority. In the event of a tie, the Chair may exercise a casting vote.
 - F.** Meetings shall be open to all members of the Club.
- 11.2.** The Commodore shall chair the meeting, or in his/her absence one of either the Secretary or a nominee from the Committee in the event of the Commodore and Secretary being absent.

12. ACCOUNTS AND FINANCE

- 12.1.** The income and property of the Club, however derived, shall be applied solely towards the Objectives of the Club as set out in Clause 2 of this Constitution.
- 12.2.** The Club shall have the power to raise money by means of yearly affiliation fees and race entry fees as determined by the Executive Committee at the Annual General Meeting.
- 12.3.** All monies shall be lodged in a bank account in the name of the Club.
- 12.4.** The Commodore, Treasurer and Secretary shall be authorised signatories to sign cheques on behalf of the Club, of which two signatories shall be needed.
- 12.5.** The financial year of the Club shall run from 1st May to 30th April

13. LOST PROPERTY AND DISPOSAL OF ASSETS

- 13.1.** Any clothing or other property left behind after a Club meeting or sailing session and assumed to belong to Members or their families will be retained by the Club until the end of the calendar year, whereupon it shall be donated to charity.
- 13.2.** Boats or other watercraft occupying moorings, marina, or dinghy park berths operated by the Club and for which berthing fees are due to the Club may be moved to an alternate location if said fees remain unpaid for a period of six months after they become due.
- 13.2.1.** Should berthing fees remain unpaid for a period in excess of three calendar years after they become due, the Club may seize the boat or other watercraft for which the berthing fees are due and dispose of it in order to recoup the sum owed. Any outstanding balance will be retained by the Club for a further period of two years, whereupon it shall be used for the development of sailing within the Club.

14. INSURANCE

- 14.1.** The Club shall hold sufficient insurance as to:
- A.** indemnify its Officers and Members against any claim arising from its activities.
 - B.** preserve any properties held by the Club.

15. AMENDMENTS TO THE CONSTITUTION

- 15.1.** This Constitution may only be amended by a proposal passed by a majority of Members present and entitled to vote at a General Meeting.
- 15.2.** Proposed amendments shall be received by the Secretary not less than eight days prior to any General Meeting during which they will be voted upon.
- 15.3.** The Secretary shall notify the Club's Members of any proposed amendments to the Constitution a minimum of seven days prior to any General Meeting during which they will be voted upon.

16. DISSOLUTION

16.1. Any resolution to dissolve the Club may be passed at any General Meeting provided that:

- A.** the terms of the proposed resolution are received by the Secretary at least forty-two days before the meeting at which the resolution is to be brought forward, and that
- B.** at least twenty-eight days of the proposed resolution shall be given in writing by the secretary to all members, and that
- C.** such a resolution shall receive the assent of two thirds of those present and entitled to vote.

16.2. If, upon the winding up or dissolution of the Club there remains after the satisfaction of all the Club's debts and liabilities any property whatsoever, the same shall be given or transferred to some other organisation or organisations having objects (that is, aims and activities) similar to the objects of the Club by Resolution passed at a General meeting at or before the time of the dissolution, and in so far as effect cannot be given to such provision then to some charitable objects.

17. Declaration

It is hereby certified that this document represents the most up-to-date and true version of the Constitution of Stornoway Sailing Club.

SIGNED

Commodore.....T Marshall.....**Secretary :** *RR Mighton*

DATE: 27/03/2019

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