

Constitution and Rules



As amended 25 November 2013

Stromness Sailing Club Constitution and Rules

Section 1 Name and Objects

- 1 **Name** The name of the club shall be 'Stromness Sailing Club' hereinafter referred to in these Rules as 'the Club'.
- 2 **Objects** The objects on which the Club is formed is to promote and facilitate the sport of boating and also to provide social and other facilities for Members.

Section 2 Flag Officers and Honorary Auditors

- 3 **Flag Officers** The Flag Officers of the Club shall be Full or Family Members of the Club and shall consist of a Commodore, a Vice Commodore, an Honorary Secretary and an Honorary Treasurer.

The Commodore and Vice Commodore shall normally be elected at the same Annual General Meeting and shall hold office for two years, retiring immediately prior to the election of the Commodore and Vice Commodore at the Annual General Meeting at the end of the second year.

The Honorary Secretary shall be elected at the Annual General Meeting in the following year and the Honorary Treasurer in the year following that, each holding office normally for two years, retiring immediately prior to the election of the Honorary Secretary or Honorary Treasurer, whichever the case may be, at the Annual General Meeting at the end of the second year..

All Flag Officers of the Club shall be eligible for re-election.

The Flag Officers shall appoint a Membership Secretary immediately following each Annual General Meeting.

- 4 **Duties of Honorary Secretary** The Honorary Secretary shall:-
- (a) Keep a register of Club Members' names and addresses;
 - (b) Conduct the correspondence of the Club;
 - (c) Keep custody of all Club documents;
 - (d) Keep full minutes of all meetings of the Club;
 - (e) Administer such insurance policies as may be needed;
 - (f) Maintain contact with the Club's Legal Adviser in the conduct of the Club's affairs.

Stromness Sailing Club Constitution and Rules

**5 Duties of
Honorary
Treasurer**

The Honorary Treasurer shall:-

- (a) Keep such books of account as are necessary;
- (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 30 September in each year and cause such Balance Sheet and accounts as necessary to be audited and thereafter made available to Club Members at least fourteen days before the date of the Annual General Meeting.

**6 Duties of
Membership
Secretary**

The Membership Secretary shall:-

- (a) Maintain an up-to-date list of Members;
- (b) Deal with all applications for membership, processing them through the Committee, notifying applicants of the outcome and furnishing new members with a copy of the Rules and the Byelaws of the Club;
- (c) Issue notifications to all Members about the renewal of membership due on 1 January each year;
- (d) Issue all Members who have paid their subscriptions with an annual membership card;
- (e) Maintain a database detailing relevant membership information;
- (f) Ensure that membership subscriptions are passed to the Honorary Treasurer for banking;
- (g) Ensure that the Honorary Secretary is provided with a copy of the current membership list whenever it is updated.

**7 Duties of
Honorary
Auditors**

The Honorary Auditors shall:-

- (a) Be appointed at the Annual General Meeting in each year;
- (b) Audit the accounts of the Club when called upon to do so and shall give such certificate of assurance as to the accuracy of the accounts as shall be required by law or by the Committee;

Stromness Sailing Club

Constitution and Rules

Duties of Honorary Auditors (contd)

- (c) 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.

Section 3 Membership

8 Categories and Votes of Membership

There shall be the following categories of membership with power to vote at all meetings of the Club as indicated:

A FULL MEMBER – being a person who, at the date of election, is aged eighteen or over, shall have one vote.

A FAMILY MEMBER – which shall include one or two parents and all children under eighteen years of age. The family unit shall have one vote, exercisable by either parent.

AN HONORARY MEMBER – who shall be nominated and elected in the manner described in Rule 51, shall have one vote.

A JUNIOR MEMBER – being a child under the age of 18, shall have no vote.

AN ASSOCIATE MEMBER – being a full member of another RYA recognized sailing club, shall have no vote.

A SOCIAL MEMBER – being a non-sailing member, shall have no vote.

A TEMPORARY MEMBER – being a person given the courtesy of the Club for a period not exceeding fourteen days, shall have no vote.

No applicant for membership, except a Temporary Member, may use the Club premises or any of the facilities of the Club until forty-eight hours have elapsed after election, unless given permission to do so by a Flag Officer.

9 Subscriptions

The rate of subscription 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 on the first day of January in the year following.

Stromness Sailing Club Constitution and Rules

- 10 Payment of Subscriptions** All Members shall pay their first annual subscription upon election to the Club and thereafter on the first day of January in each year provided that a Member elected after the first day of June in any year shall pay half the annual subscription applicable for that year and that a Member elected after the first day of November shall pay the subscription in respect of the year following election.
- 11 Boat fees** Any Member requiring to store his boat in the Club's compound, subject to availability of space, shall be liable to pay an annual boat fee the rate of which shall be proposed by the Committee to the Members at the Annual General Meeting in each year. Such fee shall be payable annually along with the Member's subscription.
- 12 Member's Duty to Provide an Up to Date Address** Every Member shall furnish the Membership Secretary with an up-to-date 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.
- 13 Open to All** Membership is open to all 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.
- 14 Application for Membership** An application for membership shall be in the form from time to time prescribed by the Committee and shall be submitted to the Membership Secretary. Such application shall include the name, address, telephone number, e-mail address (where applicable) of the candidate. The application should normally be accompanied by the relevant subscription and boat fee (where applicable) but the fees shall not be banked unless and until the election of the candidate is approved.
- 15 Election of Members** Upon receipt of an application for membership, the Membership Secretary shall submit the application to the next meeting of the Committee. The election of all classes of Member is vested in the Committee and shall be by a simple majority vote of those Members present at the relevant meeting and no application for membership will be refused on other than reasonable grounds. The Membership Secretary shall inform each applicant in writing of the applicant's election or non-election and shall furnish an elected applicant with a copy of the Constitution and Rules of the Club. An unsuccessful applicant has the right to appeal the decision.

Stromness Sailing Club Constitution and Rules

- 16 Payment of Fees upon Election** If not submitted along with the application for membership, the fees due upon election of an applicant should be paid within one calendar month of election. In default of such payment the election shall be void unless sufficient cause for delay be shown.
- 17 One Year Temporary Absence of Member** A Member who, for any reason, anticipates inability to use the Club or its facilities for the whole of any one year shall be excused payment of the annual subscription and other annual fees provided that notice is given to the Membership Secretary before the last day in November in the previous year. A member wishing to be reinstated during the year in question shall pay such portion of the annual subscription as the Committee shall require.
- 18 Retirement of a Member** A Member desirous of retiring from membership shall give notice to the Membership Secretary before the last day of November and shall not then be liable to pay the subscription for the following year.
- 19 Arrears in Subscription** The Committee may cancel, without notice given, the membership of any Member whose annual subscription and other annual fees are more than three months in arrears provided that the Committee may, at its discretion, reinstate such Member upon payment of arrears. No Member whose annual payments are in arrears may enter any Club event or regatta or vote at any meeting.
- 20 Undertaking by Members to Comply with the Rules** Every Member, upon election 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 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.
- 21 Guests in the Club** Members shall enter the names of all Guests in the Visitors Book.
- 22 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 or by the Honorary Secretary upon the instructions of the Committee.

Stromness Sailing Club Constitution and Rules

- 23 Exhibiting of Notices** A Member shall not cause any communication in whatever form to be exhibited on Club notice boards or premises without permission of a Flag Officer.
- 24 Settlement of Accounts** A Member shall settle any indebtedness before leaving the Club premises, or in accordance with any Byelaw relating to the settlement of such indebtedness.
- 25 Suggestions** All suggestions shall be entered in the Suggestion Book and signed by a Member.
- 26 Complaints** Complaints of any nature relating to the management of the Club shall be addressed in writing to the Honorary Secretary. Under no circumstances shall a servant of the Club be personally reprimanded by a Member.
- 27 Members of RYA recognized Clubs** A member of any club recognized by the Royal Yachting Association may be authorized to use the premises of the Club by any member of the Committee of the Club. Such authorization shall specify between which dates, not being more than fourteen days apart, the said person may so use the premises.
- 28 Competitors in Club Races** 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 twenty-four hours before and after the race in which they are competing.
- 29 Power to Expel those Admitted under Rules 27 and 28** The Honorary Secretary or any other person who has received the authority of two members of the Committee may expel, temporarily or permanently, any person who has the right to the use of the Club premises on under rules 27 and 28.
- 30 Limitations 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:-
- (a) 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.
 - (b) The Club will not accept any liability for personal injury arising out of the use of the Club premises, and any other facilities of the Club

Stromness Sailing Club

Constitution and Rules

Limitations of Club Liability (contd)

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 Flag Officers, Committee or servants of the Club.

- (c) Before inviting any guests or visitors on to the premises or to participate in events organized by the Club, Members will draw their attention to this Rule.
- (d) The Club shall not be liable for any loss, damage, death or personal injury howsoever caused to the owner/competitor, his skipper or crew, as a result of their taking part in any event organized by the Club. Moreover, every owner/competitor warrants the suitability of his craft for such events.
- (e) Parents and guardians are warned that the Club is only able to provide rescue facilities during the hours of Club racing or Club organised events. Outside these hours, parents and guardians have sole responsibility for their children and wards and must appreciate that the Club cannot be expected to exercise supervision or control. Even during Club racing the Club cannot accept responsibility for children or any other persons, not engaged in racing.

Section 4 Safety Procedures on the Water

- 31 Buoyancy Aids** Adequate personal buoyancy aids shall be worn by all Members while afloat at all times
- 32 Protective Clothing** Appropriate clothing shall be worn by all sailors while racing and by all young persons at all times while afloat. The wearing of an adequate wet or dry suit is recommended to all dinghy sailors at all times while afloat. Appropriate clothing should be worn by yacht sailors when afloat.
- 33 Buoyancy** Each craft shall have its designed buoyancy maintained in satisfactory working order.
- 34 Restrictions on Recreational Sailing** There are no restrictions on Members sailing or engaging in any other waterborne activity. Members are reminded that escort boat cover is unlikely to be provided other than at Club racing times or during Club organised events and Members going afloat at other times do so entirely at their own risk.

Stromness Sailing Club

Constitution and Rules

- 35 Competence** The safety of a craft and her entire management including insurance shall be the sole responsibility of the owner/competitor who must ensure that the boat is fully found, thoroughly seaworthy and manned by crew sufficient in number and experience to face the prevailing conditions. The owner/competitor must be satisfied as to the soundness of the hull, rigging, sails and all gear. He must ensure that all safety equipment is properly maintained, stowed and in date and that the crew know where it is kept and how it is to be used.

Any questions concerning the seaworthiness of a boat or competence of the skipper/crew shall be decided by the Commodore, or officer of the day if the Commodore is not present, whose decision is final.

- 36 Insurance** All Members keeping their craft on Club premises or Club moorings or participating in any waterborne activity organized by the Club, shall ensure their legal liability in respect of any claim arising from their use or ownership of their craft for a sum of not less than £3,000,000, or such higher amount as determined from time to time by the Committee.

Section 5 Management Committee

- 37 Constitution of Committee** The Management Committee, referred to as 'the Committee', shall consist of the Flag Officers, ex officio, and the Membership Secretary together with such other Full or adult Family Members of the Club as may be present at any meeting of the Committee.
- 38 Casual Vacancy** 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.
- 39 Retiring Flag Officer *ex officio*** A retiring Flag Officer shall serve as an ex officio member of the Committee in the year immediately following his/her retirement.
- 40 Committee Meeting** The Committee shall meet at least every two months making such arrangements as to the conduct place of assembly and holding of such meetings as it may wish. The Commodore or Vice Commodore, or in their absence a Chairman elected by those present, shall preside.
- 41 Voting at Committee** 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 Vice Commodore or Chairman, as the case may be, shall have a second and casting vote.

Stromness Sailing Club Constitution and Rules

- 42 Quorum** Five Members, including a minimum of two Flag Officers, personally present shall form a quorum at a meeting of the Committee.

Section 6 Powers of the Committee

- 43 Management of Club by Committee** The Committee shall manage the affairs of the Club according to these 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.
- 44 Professional Advisers** The Committee shall have power to employ professional and other assistance and to allow the usual remuneration for the same. It shall be no objection that a professional adviser employed under this rule is a member of the Committee or of the Club.
- 45 Bank Accounts** The Committee shall be entitled to open banking accounts as it may deem convenient and to allow these to be operated on its behalf by the Honorary Treasurer or by such other person or persons as may be decided by the Committee. Such person or persons shall ensure that correct amounts and books shall be kept showing the financial affairs and intrusions of the Club.
- 46 Powers to make Byelaws and Regulations** The Committee shall make such Byelaws and Regulations as it shall from time to time think fit and shall cause the same to be exhibited in the Club premises for fourteen days before the date of implementation. Such Byelaws and Regulations shall remain in force until approved or set aside by a General Meeting of the Club.
- 47 Appointment of Sub Committees** The Committee may appoint such sub-committees as it may deem necessary and may delegate such of its powers as it may think fit. Flag Officers of the Club shall be ex officio members of all such sub-committees.
- 48 Disclosure of Interest to Third Parties** A member of the Committee, of a sub-committee or any Flag Officer of the Club, in transacting business for the Club, shall disclose to third parties that he is so acting.
- 49 Limitation of Members' Liability** 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 contracts only so far as expressly authorized, or authorized by implication, by the Members. No one without the express authority of the membership in General Meeting shall pledge the credit of the membership.

Stromness Sailing Club Constitution and Rules

50 Members Indemnification of Committee Members of the Committee are entitled to be indemnified by Members of the Club against any liabilities properly incurred by them on behalf of the Club wherever the contract is of a duly authorized nature. The limit of an individual's indemnity in this respect shall be a sum equal to one year's subscription at the then current rate for that category of membership unless the Committee has been authorized to exceed such limit by a General Meeting of the Club.

51 Nomination of Honorary Members The Committee shall nominate for election at an Annual General Meeting such Honorary Members as the Committee may think fit. The total of such Honorary Members shall not, however, exceed at any one time six in number.

The election of Honorary Members shall be put to the vote at the Annual General Meeting each year and such Honorary Members shall be duly elected if two thirds of those present, and entitled to vote, vote in favour of election.

Section 7 Trustees

52 Terms of Reference and Powers of Trustees Property, including heritable property, may be purchased, acquired, sold, disposed of or leased to or by the Club on a decision of a General or Special Meeting of the Committee, and the title to or lease of any heritable property shall be held in name of the Flag Officers of the Club for the time being, as Trustees ex officio for and on behalf of the Club. The Club shall, through the Committee, have power to raise funds as may be required from time to time and the Flag Officers, as Trustees ex officio for and on behalf of the Club, shall have power to grant security, heritable or otherwise, therefor.

Section 8 General Meetings of the Club

53 Annual General Meeting An Annual General Meeting of the Club shall be held each year in the month of November on a date to be fixed by the Committee. Notice shall be given, at least fourteen days before such meeting, by intimation in 'The Orcadian' newspaper or such other newspaper as has a substantial circulation in Orkney.

54 Business at Annual General Meeting No business, except the passing of the Accounts and the election of the Flag Officers and Honorary Auditors, and any business that the Committee may order to be inserted in the notice covering the meeting shall be discussed unless notice thereof be given by a Member entitled to vote to the Honorary Secretary at least ten days before the date of the Annual General Meeting.

Stromness Sailing Club Constitution and Rules

- 55 Special General Meeting** The Committee may at any time, upon giving fourteen days notice, call a General Meeting of the Club for any special business, the nature of which shall be stated in the summons covering the meeting, and the discussion at such meeting shall be confined to the business stated in the notice.
- 56 General Meeting on Request of Members** The Committee shall call a General Meeting upon request to the Honorary Secretary by a maximum of thirty members or 1/5th of the total membership, whichever is least. The discussion at such meeting shall be confined to the business stated in the request and as notified to the Members.
- 57 Chairman at General Meetings** At every meeting of the Club the Commodore or the Vice Commodore or, in their absence, a Chairman elected by those present shall preside.
- 58 Quorum at General Meetings** Five Members entitled to vote and personally present shall form a quorum at any General Meeting of the Club.
- 59 Entitlement to Vote at General Meetings** Only Full, Family and Honorary members shall vote at any General Meeting of the Club. Other Members may attend but are not entitled to vote.
- 60 Voting at General Meetings** Voting, except upon the election of Flag Officers, shall be by show of hands.
- 61 Equality of Votes** In the case of an equality of votes the Chairman shall have a second or casting vote except upon the election of Flag Officers. In the event of the ballot failing to determine the election of the Flag Officers because of an equality of votes, the candidate or candidates to be elected from those having an equal number of votes shall be determined by lot.
- 62 Voting on Rule Change** On any resolution properly put to a General Meeting of the Club relating to the creation, repeal or amendment of any Rule, Byelaw or Regulation of the Club such Rule, Byelaw 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.
- 63 Conduct of Debates** Every motion shall be moved and seconded. Whenever an amendment upon an original motion has been moved and seconded, no second or subsequent amendment shall be moved until the first amendment has been disposed of.

Stromness Sailing Club Constitution and Rules

Conduct of Debates (Contd.)

If an amendment is carried, it shall take the place of the original motion and shall become the question upon which any further amendments may be moved. If an amendment is rejected, a second amendment may be moved to the original under discussion. After the vote on each succeeding amendment has been taken the surviving proposition shall be put to the vote as the main question and if carried shall then become a resolution of the meeting.

Section 9 Dissolution of the Club

64 Dissolution of the Club

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, 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, and in so far as effect cannot be given to such provision then to some charitable objects.

END

Declaration

This document is the Constitution and Rules of Stromness Sailing Club as amended at the Annual General Meeting held on 25 November 2013.

Commodore:

Date:

Secretary:

Date:

Contact details for Secretary

Isobel Tipler
Secretary
Stromness Sailing Club
Stara
Birsay
Orkney
KW17 2ND

Tel. 01856 721370
Email isobeltipler@btinternet.com