

MARLOW SAILING CLUB

CONSTITUTION - 2010

1. NAME

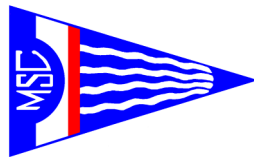
The name of the club shall be the MARLOW SAILING CLUB, afterwards referred to as the MSC.

2. HEADQUARTERS

The headquarters of the MSC shall be Temple Lane, Temple, Nr. Bisham, Berkshire.

3. THE MSC BURGEE AND COLOURS

The MSC burgee shall be a pennant as shown: -



The MSC colours shall be WHITE and RED on BLUE.

4. OBJECTIVES

The objectives of the MSC are the practice and promotion of sailing in all its aspects, with a special emphasis upon family participation.

5. MEMBERSHIP

5.1 The MSC shall consist of members and honorary members.

5.2 Throughout this Constitution the word 'MEMBER' shall mean a person who has been duly elected.

5.3 Full membership shall apply to any nominated person aged eighteen or over who has paid the required fees and been properly accepted as a member. Such membership carries one vote at an AGM, EGM or in a postal ballot.

5.4 Family group membership shall apply to parents or partners and all children under the age of eighteen, unless a child has been accepted as a CADET member. The family group membership shall have one vote exercisable by the nominated family representation as per 5.3.

5.5 Cadet membership shall apply to any nominated person from the age of 8 to 18 who has paid the required fees and been properly accepted as a member. Such member shall not be entitled to vote at an AGM, EGM or postal ballot. To qualify for CADET membership the nominated person must have qualified for/been awarded the RYA Young Sailors Start Sailing Stage Three Certificate or at least an equivalent RYA Adult Certificate.

5.6 At the discretion of the Committee, former sailing members may opt to continue membership on a social basis at the full subscription rate provided that this is continuous year on year.

5.7 All applications for membership shall be made on the prescribed form. Election of members shall be at the discretion of the Committee. An application will be considered at the next Committee Meeting following receipt, and acceptance shall be subject to the agreement of the Committee Members present, either by consensus or, if there is no unanimity, by a vote. The Committee may refuse membership only for good cause, such as past conduct or character likely to bring the Club or the sport into disrepute, or unsuitability of the applicants boat for use on or from the Club premises (e.g. too big or not a sailing dinghy).

5.8 Unsuccessful applicants may appeal at the next Committee meeting.

5.9 The annual subscription is due on JANUARY 1st of each year. However if unpaid by FEBRUARY 14th renewal membership is liable to a surcharge as detailed on the MSC application form. Persons elected to membership after AUGUST 31st in any year shall be required to pay the full joining fee, one year subscription and one year boat space fees (as appropriate) but membership shall run until the end of the following year.

5.10 Successful applicants for renewal shall receive the current year's programme, membership card and boat space sticker (as appropriate). New members will also receive the Site Guidelines and the site keys, electronic copies of the Constitution will be provided where possible.

5.11 On acceptance, every member undertakes to comply with this Constitution and the Site Guidelines. Any refusal to do so, or any conduct which in the opinion of the Committee is unworthy or not in the interest of the MSC, shall render that member liable to expulsion.

Before expelling a member, the Committee shall call for an explanation of that member's conduct. A recommendation for expulsion requires the support of at least three-quarters of the full Committee when voted upon.

5.12 Honorary membership may be offered at the discretion of the Committee to those who have given outstanding service to the MSC, whether members or not. The term of such honorary membership shall be for one year (to be reported and reviewed at the AGM).

5.13 Membership of the club is open to all the community without discrimination on the grounds on ethnicity, nationality, sexual orientation, religion beliefs, sex, age or disability except as a necessary consequence of the requirements of dinghy sailing on the River Thames at Marlow.

6. ORGANISATION

6.1 An elected Committee shall manage the affairs of the MSC in accordance with this Constitution and shall apply to the funds of the MSC to the objectives in 4.

6.2 The Committee shall consist of a COMMODORE, VICE COMMODORE, REAR COMMODORE and a further six members, five of whom will be appointed to the positions of an HONORARY SECRETARY, HONORARY TREASURER, MEMBERSHIP SECRETARY, HARBOUR MASTER and SOCIAL SECRETARY, to hold office until the annual election at the next AGM.

6.3 The Commodore, Treasurer and seven committee members shall be elected by members at the AGM. Nominations for these positions should normally be proposed and seconded in writing with the full approval of the nominee. Each nominee should normally have been a fully paid up member of the MSC for a minimum period of TWELVE months. If the number of candidates duly proposed and seconded exceeds the number of vacancies to be filled the election shall be by ballot. Neither the office of Commodore nor that of Treasurer may be held by the same person for more than 3 consecutive years.

6.4 If a vacancy occurs the Committee may co-opt a member to fill that position.

6.5 An HONORARY Auditor or Auditor shall be appointed annually to audit the accounts of the MSC prior to the AGM.

7. MANAGEMENT

7.1 Meetings of the MSC Committee shall be held at least monthly. The Commodore shall preside over the Committee or in his absence a Chairman elected by a majority of the Committee members present. A quorum shall consist of not less than FOUR members. In the event of a tied vote, the Commodore, or Chairman, shall have a second and casting vote.

7.2 The Committee may appoint, at its discretion, any sub Committee or assistant member it feels necessary. They shall be subject to the control of the Committee as a whole.

7.3 The retiring Commodore may be elected to continue year on year as Rear Commodore, as is appropriate. The Commodore and Rear Commodore will be ex-officio members of all sub Committees.

8. FINANCE

8.1 The Honorary Treasurer shall maintain a true account of the MSC funds and financial transactions. A bank account or accounts shall be maintained as agreed by the Committee. All cheques shall be signed by at least TWO nominated signatories.

8.2 An audited statement of accounts as at 31st October in each year shall be published and presented at the AGM.

8.3 The MSC shall keep on deposit a balance of at least £500 as a contingency reserve. This reserve may only be reduced with the written permission of the current MSC Trustee.

8.4 The property and funds of the Club cannot be used for the direct or indirect private benefit of members and all surplus income or profits are to be reinvested in the club.

9. ANNUAL GENERAL MEETING (AGM)

9.1 An AGM, of which at least 28 days notice shall be given, shall be held during the month of November each year and will be presided over by the Commodore, or in his/her absence, a Chairman elected by a majority of the Committee members present.

9.2 The business of the AGM shall be:-

- (a) To read and confirm the minutes from the previous AGM.
- (b) Matters arising from the minutes.
- (c) To receive the Commodore's report.
- (d) To receive the audited accounts from the preceding year and the Honorary Treasurer's report.
- (e) To determine the subscription for the coming year.
- (f) To elect a Commodore.

- (g) To elect a Treasurer
- (h) To elect a Committee of seven further members as 6.2.
- (i) To elect a Club Trustee if this is required.
- (j) To elect honorary members.
- (k) To consider any further proposed business relating to affairs of the MSC for which at least 14 days notice have been given, unless a majority of those present vote to waive the restriction of such notice.

9.3 A quorum shall consist of TWELVE members or one fifth of the current members, whichever is the lesser number.

10. EXTRAORDINARY GENERAL MEETING (EGM)

An EGM must be called provided that the Commodore has received written requests from twelve members, or one fifth of the current members, whichever is the lesser number, for such a meeting. These requests must clearly state the business to be brought before the meeting and no other business shall be discussed. The meeting must be convened by the Commodore within 21 days of the receipt of such request. A quorate as in 9.3 applies.

11. VOTING

Members shall be entitled to one vote on any motion before a General Meeting. Any member who, for any valid reason cannot attend a General Meeting may, in writing, appoint another member as a proxy.

12. TROPHIES

All trophies shall remain the property of the MSC. Holders of trophies shall be responsible for them and their safe return to the Committee at least one month before the annual presentation.

13. ALTERATIONS TO THE CONSTITUTION

No alteration shall be made to the Constitution except at an AGM in accordance with paragraph 9.2(l) or at an EGM in accordance with paragraph 10. The notice calling such a meeting shall state the full particulars of the proposed alterations, the said alterations becoming effective immediately if confirmed by at least two thirds of those present voting in favour by a show of hands.

14. DISSOLUTION

Dissolution of the MSC can only be effected if one or more of the following clauses apply: -

14.1 At an EGM or AGM, following due notice, a resolution for the total dissolution of the MSC is approved by not less than two thirds of the current membership, voting in favour either by being present or by proxy.

14.2* The MSC ceasing to carry out and/or to have as it's principal objectives the practice and promotion of sailing in all it's aspects provided that the MSC shall not be prevented hereby from adopting and carrying out such secondary objectives which may have been adopted by changes to the Constitution.

14.3* The MSC ceasing to be a bona fide sailing club operated for the benefit of its members.

14.4 The current membership of the MSC falling below 15 individual members and remaining at that number for a continuous period of 12 months.

14.5 The insolvency of the Club.

Should such a situation exist then the premises shall be sold and the Trustees shall distribute the net proceeds of the sale amongst the registered Equity Participation Certificate holders as per the Equity Trust. All other liabilities having been discharged, any other assets shall be sold and the proceeds donated to another registered Community Amateur Sports Club having objectives similar to those of the MSC, a registered Charity having objectives similar to those of the MSC, or the Royal Yachting Association for the advancement of dinghy sailing. Upon completion of such division the MSC shall be dissolved.

(As per terms of the Equity Trust - section 6.)*

15. LIABILITIES

15.1 Neither the MSC nor its elected or appointed Committee members shall be held responsible for death or injury of members, members invited guests or other persons, or for damage to, or loss of property appertaining thereto through any cause whatsoever.

15.2 All members' boats and trailers must be insured by the owner against a third party indemnity at a figure recommended by the Insurance Companies and Class Associations.

15.3 All boats left on the MSC site **MUST BE SECURELY TETHERED.**

15.4 Members are responsible for keeping their allotted boat spaces neat and tidy.

15.5 Abandoned Boats and Property

If any fees payable to the MSC by a member or former member are not paid by the end of March and a boat or other equipment the property of that person, remains on the MSC premises, the Committee may: -

- (a) Move the boat or other equipment to any other part of the MSC premises without being liable for any loss or damage caused.
- (b) Give two months notice in writing to that person at the last known address and thereafter sell the boat or other equipment and deduct any monies due to the MSC from the proceeds - provided that proper evidence is available to show that all reasonable steps have been taken to trace that person and that any balance after any deduction is held on bank deposit against the eventuality of a claim by the owner.

15.6 The Committee members, or any person delegated by the Committee to act as an agent for the MSC or its members, shall enter into contracts only as far as expressly authorised by the members. No one, without the express authority of the membership from an AGM or EGM shall commit to any expenditure of the MSC funds above a limit of the current financial year's income to date. Such authority must either be in writing, by postal ballot of all current members, or as a proposal passed and properly minuted at an AGM or EGM. At least two thirds of those present must support such a motion. A quorate as in 9.3 applies. In pursuance of the authority vested in the Committee by the members of the MSC, members of the Committee are entitled to be indemnified by the members of the MSC against any liabilities properly incurred by them or by any one of them on behalf of and for the sole benefit of the MSC.

15.7 Having obtained the required authority for the expenditure which exceeds the normal limit set in 15.6 and before entering into any contractual obligation on behalf of the MSC membership the Committee must also obtain written consent from the Trustees for the necessary work to be carried out upon the MSC premises, wherever this is in accordance with the provisions of Section 8.2.3 of the Equity Trust.

16. SITE TRUSTS

16.1 The MSC, whilst it continues to exist, holds all rights to the riverside site under the terms of the purchase in 1990. The deeds are to be held in trust for this purpose by the Equity Trust and lodged at BARCLAYS BANK, 10 High Street, Marlow, Buckinghamshire. Full details of both the Loan Trust and the Equity Trust

concerning the purchase of the site are to be held by the Treasurer of the MSC and are available for inspection by members. Members who took up Equity Participation Certificates at the time of the purchase are required to ensure that any change of address is registered immediately with the Club's Trustee of the Equity Trust.

17. CONSTITUTION REVIEW

The Committee must review the articles of the Constitution at regular intervals, normally at least every five years.

Marlow Sailing Club - Approved at Annual General Meeting, 14 November 2009