

Constitution and Bye-Laws

1. (a) The name of The Club shall be Elton Sailing Club and Bury Angling Association. (Hereinafter referred to as “The Club”).

(b) The name of The Club may be abbreviated appropriately when referring to or dealing with the relevant sport to which the abbreviation refers.

2. The objective of The Club shall be to promote and facilitate community participation in the sports of sailing, angling and other water based activities. Also to provide social and other facilities for members as may be from time to time determined, to foster good fellowship and to protect the tranquillity and surroundings of Elton Reservoir for the benefit of future generations.

3. The Club shall consist of:-

(a) A President elected at the Annual General Meeting on recommendation of The Council.

(b) Vice-President elected at an Annual General Meeting on recommendation of The Council. (optional). The position(s) shall be honorary and shall carry no responsibilities or financial obligations. The holder(s) shall not be debarred from holding any office to which they may be elected and shall have one vote.

(c) Family Members, being a couple (who shall have one vote each) and any children under their guardianship (who shall be under eighteen years old on the 1st April each year or in full time education if under 21). Each Adult Family member shall be responsible for the conduct of children under their guardianship. Family Member’s children are welcome at The Club and need not be members if they do not intend to participate in sailing activities.

(d) Social Family Members, being a couple (who shall have one vote each) and children under their guardianship (who shall be under eighteen years old on the 1st April each year or in full time education if under 21). Social members shall be encouraged to take a full part in the activities of The Club other than sailing. Each Adult Family Social member shall be responsible for the conduct of children under their guardianship. Family Member’s children are welcome at The Club and need not be members if they do not intend to participate in sailing activities.

(e) Full Members who shall be aged twenty-one years or over and shall have one vote.

(f) Under Twenty-one Members who at the date of election shall be eighteen years to twenty years inclusive and shall have one vote.

(g) Junior Members who at the date of election shall be 14-17 years of age (inclusive), conditional on their parent or guardian being a member of The Club, and shall have no vote.

(h) Social Member who shall be aged eighteen years or over and shall have one vote. Social Members are encouraged to take a full part in the activities of The Club other than sailing.

(i) Honorary Members, who may be granted the status for a limited period at the discretion of Council who shall have one vote and shall incur no financial obligation other than berthing fees.

(k) Honorary Life Member to be elected at the discretion of Council who shall have one vote, and shall incur no financial obligation other than berthing fees.

(l) The Trustees of the late John Radcliffe, Esquire, and the Stewards for the time being of the Earls of Derby and Wilton shall be Honorary Members of The Club without payment of entrance fee or subscription.

(m) Group Membership shall be available to bodies recognised as meeting the objectives of The Club. The terms of such membership shall be negotiated by Council on an individual basis. Subscriptions will normally reflect current club subscriptions and there will be no voting rights.

4.(a) Membership of The Club shall be open to anyone interested in the sport of sailing or angling on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. (Membership may however be limited according to available facilities on a non-discriminatory basis.)

(b) Membership subscriptions will be kept at levels that will not pose a significant obstacle to people participating.

(c) Membership may be refused or removed only for good cause such as conduct or character likely to bring The Club or sport into disrepute. Appeal against refusal or removal of membership may be made to the members at a General Meeting.

(d) Any breach of club bye-laws or any conduct which, in the opinion of Council, is either unworthy of a member or otherwise injurious to the interests of The Club, shall render a member liable to disciplinary action by Council, which may include suspension for a specified period of time or expulsion.

(e) Before taking such disciplinary action against a member, Council shall call upon the member for a written explanation of the member's conduct and shall give the member full opportunity of making explanation to Council or of resigning.

(f) A resolution to apply any sanction shall be carried by a simple majority vote by those members of Council present and voting on the resolution.

(Appeal against suspension/expulsion may be made to the members in General Meeting.)

(g) Upon suspension/expulsion the member/former member shall not be entitled to have any part of the annual membership fee refunded and must return any club or external body's trophy or trophies held forthwith.

(e) Membership will be granted to those applicants who complete the appropriate form (or it has been completed by a club official on their behalf), whether on-line or otherwise, who have paid the appropriate fee.

5. (a) Each member (other than Honorary Members) shall pay to the Hon. Treasurer the required subscription due on April 1st each year for yearly subscriptions or the 1st of the month for the monthly subscription.

(b) The annual and monthly subscriptions shall be determined by Council before March 1st each year.

(c) No member shall be entitled to exercise any rights or privileges of membership until the appropriate subscription be paid.

(d) Membership shall be revoked for any member whose subscription remains unpaid for more than three calendar months. Membership rights will be reinstated following receipt of full subscription owed. Members are not entitled to reduced membership under these circumstances.

(e) At the discretion of The Council, members joining after September 30th in any year may be admitted at a reduced subscription for the remainder of the current year.

(f) The financial year of The Club shall be from April 6th to April 5th.

6. The Officers of The Club shall be:-

Commodore

Vice-Commodore

Rear Commodore (Social)

Rear Commodore (Works)

Hon. Secretary

Hon. Joint Treasurers (2)

Hon. Sailing Secretary

Hon. Fishing Secretary

Hon. Social Committee Secretary

Hon. Works Committee Secretary

Hon. Membership Secretary

Hon. Off-Shore Secretary

Hon. Newsletter Editor

Hon. Publicity Officer

Officers of The Club may hold more than one position and shall be elected annually.

7. (a) The affairs of The Club shall be managed by a Council and shall consist of: The Officers and up to five other members to be elected annually.

(b) A minimum of Five Council members shall form a quorum.

(c) Council shall manage the affairs and interests of The Club in accordance with the constitution, and shall make any necessary bye-laws and policies they deem fit to achieve the aims of The Club. ***Council shall cause the funds of The Club to be applied solely for the purposes of The Club or for benevolent or charitable purposes as nominated by Council or General Meeting. In particular, Council shall ensure that the property and funds of The Club will not be used for the direct or indirect private benefit of members other than as reasonably allowed by the Rules and that all surplus income or profits are re-invested in The Club.***

(d) Council shall have the power to co-opt members to fill any vacancy arising on The Council or any Committee between Annual General Meetings. The Council may also co-opt any member with specialist qualification to meet a specific need or set up sub-committees to do so.

(e) All other Committees shall be subject to the direction of Council

(f) Members of Council or Committees shall declare a conflict of interest should it so arise and absent themselves from any discussion or vote where such conflict exists.

(g) Council shall meet once per month or at a date to be determined at the preceding regular meeting. Additional meetings may be called by the Commodore, Vice-Commodore, or Rear Commodores, or upon receipt by the Hon. Secretary of a request, in writing, signed by five Council members to call an additional meeting. At least three days' notice is to be given by the Hon. Secretary to each Council member of additional meetings.

(h) The Commodore, Vice-Commodore, Rear Commodores, Hon. Secretary and Hon. Joint Treasurers shall be members (ex officio) of all committees and sub-committees.

Duties of the Commodore

(a) The Commodore shall represent The Club at appropriate events/functions.

(b) Chair all General meetings and Council meetings of The Club or deputise a fellow Council member to chair in his/her absence.

(c) Call emergency meetings when necessary.

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 or local/national sports bodies in relation to such accounts to be rendered at the due time.

(c) Prepare an Annual Balance Sheet as at 5 April in each year and cause such Balance Sheet (and accounts as necessary) to be reviewed at least once annually and shall thereafter cause the same to be exhibited in The Club premises at least fourteen days before the date of the Annual General Meeting.

Present the Annual Balance Sheet and an account summary to The Club at its Annual General Meeting.

A reviewer, who is not a member of council but a member, shall review the accounts and/or Annual Balance Sheet of The Club when called upon to do so and shall give such certificate of assurance as to the accuracy of the said accounts as shall be required by law or by Council.

Duties of The Club Secretary;

- (a) The Club Secretary or Membership Secretary shall keep a register of members' names and addresses, whether electronically or other-wise.***
- (b) Shall conduct the correspondence of The Club.***
- (c) Keep custody of all club documents.***
- (d) Keep full minutes of all club meetings, Council meetings and sub-committee meetings.***

8. (a) The Sailing Committee shall be responsible to The Council for all sailing matters within The Club and shall consist of:-

Vice Commodore (Chair)

Hon. Sailing Secretary

Class Captains

Bosun (Safety Boats)

Bosun (Club dinghies)

Race Office (Manager)

Results Officer

Berthing Officer

Training Centre Principal (to be appointed by Council)

Four elected members

(b) A minimum of Five Sailing Committee members shall form a quorum.

9. (a) The Social Committee shall be responsible to The Council for all social matters in The Club and shall consist of:-

Rear Commodore (Chair)

Hon. Social Committee Secretary

Up to fourteen elected members

A minimum of Five Social Committee members shall form a quorum.

(b) The Works Committee shall be responsible to The Council for maintenance of The Club and its environs and shall consist of:-

Rear Commodore (Works)

Honorary Works Secretary

Co-opted members as determined by the Rear Commodore

10. (a) Nomination forms for election of members to fill the following annual vacancies shall be posted on the notice board by the Hon. Secretary, in writing, at least six weeks before the date of the Annual General Meeting.

Commodore
Vice-Commodore
Rear Commodore (Social)
Rear Commodore (Works)
Hon. Secretary
Hon. Joint Treasurers (2)
Hon. Sailing Secretary
Hon. Fishing Secretary
Hon. Social Committee Secretary
Hon. Works Committee Secretary
Hon. Membership Secretary
Hon. Off-Shore Secretary
Hon. Newsletter Editor
Hon. Publicity Officer
Five Council Members
Class Captains (Classes as proposed by Sailing Committee)
Bosun (Safety Boats)
Bosun (Club dinghies)
Race Office Manager
Results Officer
Berthing Officer
Training Centre Principal (to be appointed by Council)

Four Sailing Committee Members

Ten Social Committee Members

(c) Each nomination shall be entered by the nominee in writing and proposed and seconded by the signatures of two Club Members, and must be entered at least one hour prior to the Annual General Meeting.

(d) The election shall be conducted by a majority vote decision. If a nominee is un-opposed then an election for that position is unnecessary.

(e) Officers, Council and Committees shall assume office immediately after the Annual General Meeting.

11. (a) An Annual General Meeting (AGM) shall be held at any time during November or December each year, on a date to be fixed by The Council, and twenty-eight days' notice, in writing or by e-mail, shall be given to all members.

(b) Any member may, at an Annual General Meeting, move any amendment or addition to the Constitution, provided that twenty-one days' notice of this intention is given in writing to the Hon. Secretary.

(c) All proposed amendments or additions to the Constitution shall be displayed on The Club notice board for fourteen days before the date of the Annual General Meeting.

(d) No other business shall be conducted at the AGM except the presentation of the accounts, the elections, any amendments or additions to the Constitution as provided for above, and any

business that The Council may order to be inserted in the notice convening the meeting, unless notice is given to the Hon. Secretary at least twenty-one days before the date of the meeting.

(e) An Extraordinary General Meeting shall be called by the Hon. Secretary when so decided by The Council or within twenty-one days of receipt of a petition signed by twelve or more members by the Hon. Secretary. Fourteen days' notice of the time, date and the subject of the meeting shall be given in writing or e-mail to all members. Only the subjects selected by The Council, or contained in the petition, shall be discussed at that meeting.

(f) 15% of the voting membership shall form a quorum at any General Meeting

(g) If there is no quorum at an Annual General Meeting; the meeting shall be convened at a later date after due notice and the members present shall form a quorum.

(h) If there is no quorum at an Extraordinary General Meeting, the meeting shall be dissolved, and any arising decisions be taken by Council.

12. The Council may allow individuals or groups of persons, who are not members of The Club, to use The Club's water and facilities in recreational and non-recreational activities related to the promotion of The Clubs activities and interests.

13. The Council is empowered to raise loans as necessary and arrange security as required.

14 Limitation of Club Liability:

Members, their guests and visitors are bound by the following rules which shall also be exhibited in a prominent place within The Club premises:

Members of The Club, their guests and visitors may use The Club premises, and any other facilities of The Club, entirely at their own risk and implicitly 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 any personal injury arising out of use of The Club premises and any other facilities of The Club, either sustained by members, their guests or visitors or caused by 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, Council or servants of The Club.

15 Trustees

(a) Number of and terms of Trustees:

There shall be at least three Trustees of The Club who shall be appointed from time to time as necessary by The Council of The Club from among Full, Family or Honorary Members who are willing to be so appointed. A Trustee shall hold office during his/her lifetime or until he/she shall resign, by notice in writing given to The Council, or until a resolution removing him/her from office shall be passed at a meeting of The Council by a majority comprising two thirds of the members present and entitled to vote.

(b) Property of club invested in Trustees:

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, on trust for the use and benefit of The Club. On the death, resignation, or removal from office of a Trustee, The Council shall nominate a new Trustee in his/her place, and shall as soon as possible thereafter take all lawful and practicable steps to procure the vesting of all club property into the names of the Trustees as constituted after such nomination. For the purpose of giving effect to any such nomination, the Honorary Secretary for the time being is hereby nominated as the person to appoint new Trustees of The Club within the meaning of Section 36 of the

Trustees Act 1925 and he/she shall be Deed duly appoint the person so nominated by Council.

(c) Power of the Trustees:

The Trustees shall in all respects act, in regard to any property of The Club held by them, in accordance with directions of The Council; and shall have power to sell, lease, mortgage or pledge any club property so held for the purpose of raising or borrowing money for the benefit of The Club in compliance with The Council's direction (which shall be duly recorded in the Minutes of the proceedings of The Council) but no purchaser, or lessee or mortgagee shall be concerned to enquire whether any such direction be given.

(d) Indemnity of Trustees from club funds:

The Trustees shall be effectually indemnified by The Council 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 property of The Club vested in them, or in relation to any legal proceedings, or which otherwise relate directly or indirectly to their performance of the functions of a Trustee of The Club.

16 Member's Indemnification of Council:

In pursuance of the authority vested in The Council by members of The Club, members of The Council 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. The limit of an individual member'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 Council has been authorised to exceed such limit by a General Meeting of The Club.

17. Members over the age of eighteen may introduce friends into The Club as guests no more than six times per year.

(a) Any visitors participating in Open Events must complete an Open Meeting Sign Up form, and will then become temporary members of The Club upon receipt of entry. They must abide by club bye-laws for the duration of the event.

(b) Visitors to social events are to abide by club bye-laws during the duration of the event.

18. If at any time berth fees payable to The Club by any member or former member shall be three months or more in arrears then:

(a) The Council shall be entitled to move the boat to any other part of the premises without being liable for any loss or damage to the boat howsoever caused.

(b) The Council shall be entitled upon giving one month's notice in writing to the member, at the last known address shown in the register of members, to sell the boat and to deduct any monies due to The Club (whether by way of arrears of subscriptions of berth fees or otherwise) from the net proceeds of sale before accounting for any balance (if any) to the members or former member.

(c) Alternatively any boat, which in the opinion of The Council cannot be sold, may upon such notice as 18 (b), be disposed of in any manner The Council may see fit and the expenses recovered from the member or former member. Further, The Club shall, at all times, have a lien over members' or former members' boats parked on The Club's premises in respect of all monies due to The Club, whether in respect of arrears of berth fees or subscriptions or otherwise.

19. 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 for the purposes of the current Data Protection Act.

20. It is hereby agreed that The Club is a non-profit making venture established for the carrying out of sporting pursuits for its members and bona fide visitors. In the event that a surplus is made upon The Club's activities in any year then that surplus will be reinvested for the benefit of The Club. No member is at any time entitled to any portion of The Club or its funds or a surplus on activities.

21. 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. The Trustees shall dispose of the net assets remaining to one or more of the following:

(i) a charity and/or

(ii) to another Club with similar sports purposes which is a registered CASC and/or

(iii) to the sport's national governing body for use by it for related community sports.

Elton Sailing Club and Bury Angling Association

CONSTITUTION

Draft D 22/10/18 – amended to comply with members vote taken at EGM Sept 2nd 2018