



SAILING & CRUISING ASSOCIATION
A d o p t e d C o n s t i t u t i o n

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Agreed for consultation by the Committee in November 2003 and incorporates consultation responses agreed by Committee on 22 January 2004 and adopted following 100% ballot support in March 2004.

Section 1 - Name and Objects

1. The name of the Club shall be 'The Sailing and Cruising Association' (hereinafter referred to in this Constitution as the Club).
2. The objects of the Club are to promote and facilitate the sport of yachting and power-boating amongst lesbians and gay men, their families, friends and others and also to provide social events for members as may be from time to time determined and to promote diversity within the wider boating community. The Club shall be constituted as a members Club under the laws of England and Wales.

Section 2 – Officers

Officers of the Club

3. All Officers of the Club shall be honorary Officers, hereinafter referred to as Officers.

The Officers of the Club shall be Full or Joint members of the Club and shall consist of a Commodore, two Vice-Commodores (one for the East Coast and one for the South Coast), a Club Secretary, a Membership Secretary and a Treasurer. Officers shall be elected at the Annual General Meeting in each year and shall hold office for one year, retiring at the termination of the Annual General Meeting in each year. All Officers of the Club shall be eligible for re-election, but shall serve for no more than four consecutive years as an Officer without a break of at least one year.

Duties of Officers and Auditors

4. The Secretaries shall:-

Duties of Membership Secretary

- (a) Keep a register of Club members' names and addresses;
- (b) Conduct the correspondence in respect of membership issues on behalf of the Club.

Duties of Club Secretary

- (c) Keep custody of all Club documents apart from membership correspondence; and paper or electronic publications
- (d) Keep full minutes of all meetings of the Club, the Committee and sub-committee which shall be confirmed and signed by the appropriate Chairman upon the agreement of the Club, the Committee or sub-committee at the next following meeting of the Club, the Committee or sub-committee;
- (e) Administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its Officers and its members;
- (f) Maintain contact with the Club's Legal Advisor to ensure that the Club's affairs are managed in accordance with current law;
- (g) Maintain any such certificates or registrations, and complete any such non-financial returns, as may be required by law.

5. The Treasurer shall:-

Duties of Treasurer

- (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 in relation to such accounts to be rendered at the due time.
- (c) Prepare an Annual Balance Sheet as at 30 November in each year and an Annual Income and Expenditure Statement for the year then ended and cause such Balance Sheet and Income and Expenditure Statement to be audited at least once annually and shall thereafter cause the same to be published at least fourteen

days before the date of the Annual General Meeting.

- (d) Operate the Club's bank account in accordance with Rules defined from time to time by the Committee.

6. The Auditor shall:-

- (a) Be appointed at the Annual General Meeting in each year and shall be an appropriately qualified member of the Club. Where no such member is available or willing to perform the duties of Auditor, the Committee is empowered to retain the services of an appropriately qualified professional and pay his/her remuneration from the funds of the Club.

Duties of Auditor

- (b) The Auditor shall 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 said accounts as shall be required by law or by the Committee;

- (c) If the Auditor is unwilling or unable to act, he or she shall inform the Committee who shall appoint a substitute to hold office until the termination of the next Annual General Meeting.

Section 3 – Membership

Categories and votes of Membership

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

FULL MEMBER - being a person who pays the Full Members subscription and will have one vote.

JOINT MEMBERS – being two persons living at the same mailing address who pay the joint membership subscription shall have one vote between them.

HONORARY MEMBER – who has been appointed by the Committee and pays no subscription, will have no vote.

Membership Entrance & Subscription Fee

8. The rate of subscription fee for each category of membership shall be set by the Committee. The current rate of subscription fee shall be published.

- (a) All members shall pay their first annual subscription upon application for membership to the Club and thereafter no later than 1 December in each year. A Member joining after 31 July shall pay one subscription which will include the following year.

Members' duty to provide an up to date address

9. Every member shall furnish the Membership Secretary with an up-to-date address, and any notice sent to such address as shall be deemed to have been duly delivered. It is every member's duty to ensure that any changes to a member's address shall be promptly notified to the Membership Secretary.

Election and retirement of members

Application for membership

10. An application for membership shall be in the form from time to time prescribed by the Committee, and shall include the name and address of the applicant.

11. The Membership Secretary, on behalf of the Committee will review all applications for new membership or renewal and advise the prospective / renewing member of their deliberation after reference to the Committee if necessary.

- (a) The Committee may decline an application for membership. No reason need be given to any applicant should the Committee refuse his/her application for membership or renewal.

- (b) Each membership application shall be considered in light of the stated objects of the Club, as stated at 2 above

(c) No membership application shall be declined by the Membership Secretary or the committee on the grounds of the applicant's known or suspected race, nationality, sex, religious or philosophical or political affiliation or affinity, age (except in the case of a known minor, in which case a parent's or guardian's approval shall be sought), health, disability, economic status, or occupation.

12. Upon receipt of an application for membership accompanied by the appropriate fee, the Membership Secretary shall enter such application in a Register of Members once the application has been approved on behalf of the Committee. The Membership Secretary shall furnish a new member with a copy of the Constitution and any Rules of the Club.

Retirement of a member 13. A member desirous of retiring from membership shall give notice in writing to the Membership Secretary. Subscriptions shall be non-refundable.

Arrears of Subscription 14. The Committee may cancel, without notice given, the membership of any member whose annual subscription and/or other payments due is in arrears provided that the Committee may, at its discretion, re-instate such member upon payment of arrears. No member whose annual payment is in arrears may enter any Club event or regatta or vote at any meeting.

Conduct of Members

Under-taking by members to comply with rules 15. Every member is deemed to have notice of and implicitly undertakes to comply with, the Constitution and the current Rules 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 from the Club and shall be notified as such by the Committee.

Expulsion of members 16. 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 paper ballot of those members of the Management Committee (see below) present and voting on the Resolution. Subscriptions shall be non-refundable.

Settlement of Accounts 17. A member shall settle any indebtedness for events or otherwise before the end of such event, or in accordance with any Rules relating to the settlement of such indebtedness.

Suggestions 18. All suggestions shall be entered in the Suggestion Page on the Club website or posted to the Secretary.

Complaints 19. Complaints of any nature shall be addressed in writing to the Secretary who shall then present the complaint to the next meeting of the Committee. The Secretary will then respond to the complainant in writing to convey the Committee's decision.

Data Protection Act 1998

Data Protection Act 1998 20. Membership of the Club and acceptance of this Constitution by the member will be deemed to constitute consent to the holding of relevant personal data for the purposes of Data Protection legislation. Personal details of retired members will be not held for a period exceeding 2 years

Section 4 - Management Committee

Constitution of Committee 21. The Management Committee (herein referred to as 'the Committee') shall consist of the Officers, ex officio, and such other Full or Joint members of the Club to make a maximum of twelve. These members shall be elected at the Annual General Meeting each year to hold office until the termination of the next following Annual General Meeting.

Retirement of members of the Committee	22.	At the Annual General Meeting each year one of the Full or Joint members shall retire in order of election or seniority. In the case of equal seniority the order of retirement shall, failing agreement between the members concerned, be determined by lot. Members retiring under the rule shall not be eligible for re-election to the Committee until the Annual General Meeting next following the meeting at which they retire.
Candidates for election to Committee	23.	Candidates for election to the Committee (not being Officers of the Club) shall be those members of the retiring Committee eligible to offer themselves for re-election and such other Full or Joint members whose nominations (duly proposed and seconded in writing by Full or Joint members of the Club) with their consent shall have been received by the Secretary at least twenty eight days before the date of the Annual General Meeting in each year. Such nominations, together with the names of the Proposer and Seconder shall be published at least fourteen days prior to the date of the Annual General Meeting.
Election of committee by ballot	24.	If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot.
No contest for election	25.	If the number of candidates for election is equal to or less than the number of vacancies to be filled then all candidates shall be deemed to be elected if two thirds of those present at the Annual General Meeting, and entitled to vote, vote in favour of such election by a show of hands.
	26.	In the event of the ballot failing to determine the members of the Committee 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.
Casual vacancy	27.	If, for any reason, a casual vacancy shall occur, the Committee may co-opt a Full or Joint member to fill such a vacancy until the next following Annual General Meeting.
Retiring Commodore ex officio	28	A retiring Commodore may serve as an ex officio member of the Committee in the year immediately following his / her retirement.
Committee Meetings	29.	The Committee shall meet at least every four months making such arrangements as to the conduct, place of assembly and holding of such meetings as it may wish. The Commodore or in his / her absence a Chairman elected by those present shall preside.
Voting at committee	30	Voting (except in the case of a resolution relating to the expulsion of a member) shall be by show of hands. In the event of equality of votes, the Commodore or Chairman (as the case may be) shall have a second and casting vote.
Quorum	31.	Five members personally present shall form a quorum at a meeting of the Committee.
		Powers of the Committee
Management of Club by Committee	32.	The Committee shall manage the affairs of the Club according to the Constitution 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.
Powers to make Rules	33.	The Committee shall make such Rules as it shall from time to time think fit and shall cause the same to be published for fourteen days before the date of implementation. Such Rules shall remain in force until approved or set aside by a vote of a General Meeting of the Club.
Appointment of sub-committees	34.	The Committee may appoint such sub-committees as it may deem necessary and may delegate such of its powers as it may think fit upon such terms and conditions as shall be deemed expedient and/or required by the law. Such sub-committees shall consist of such members of the Committee or of the Club as the Committee may think fit. Officers of the Club shall be ex officio members of all such sub-committees.

Disclosure of interest to third parties	35.	A member of the Committee, of a sub-committee or any officer of the Club, in transacting business for the Club, shall disclose to third parties that he is so acting.
Powers of agency & authority	36	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 contract only as far as expressly authorised, or authorised by implication, by the members. No one shall, without the express authority of the membership in General Meeting, pledge the credit or assets of the membership.
Members Indemnification of the committee and limit of liability.	37.	In pursuance of the authority vested in the Committee by members of the Club, members of the Committee 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 any individual or joint member's indemnity in this respect shall be a sum equal to one pound sterling unless the Committee has been authorised to exceed such limit by a General Meeting of the Club
Nomination of Honorary Members by Committee	38.	The Committee may 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, at any time, exceed five per cent of the total number of members nor shall the number of Honorary Members exceed at any one time six in number.

Section 5 - Meetings of the Club

Annual General Meeting	39.	An Annual General Meeting of the Club shall be held each year within five months of the financial year end on a date to be fixed by the Committee. The Secretary shall at least twenty one days before the date of such meeting or of any General Meeting as hereinafter mentioned post or deliver to each member notice thereof and of the business to be brought forward thereat.
Business at Annual General Meeting	40.	No business, except the passing of the Accounts and the election of the Officers, Committee and Auditors, and any business that the Committee may order to be inserted in the notice convening the meeting shall be discussed at such meeting unless notice thereof be given in writing by a member entitled to vote to the Secretary at least fourteen days before the date of the Annual General Meeting.
Special General Meeting	41.	The Committee may at any time, upon giving twenty one days notice in writing, call a General Meeting of the Club for any special business, the nature of which shall be stated in the summons convening the meeting, and the discussion at such meeting shall be confined to the business stated in the notice sent to members.
General Meeting upon request of members	42.	The Committee shall similarly call a General Meeting upon a written request addressed to the Secretary by at least ten members. The discussion at such meeting shall be confined to the business stated in the notice sent to members.
Chairman at Meetings	43.	At every meeting of the Club the Commodore or, in his/her absence, a Chairman elected by those present shall preside.
Quorum at Meetings	44.	Fifteen members entitled to vote and personally present shall form a quorum at any General Meeting of the Club.
Entitlement to vote at Meetings	45.	Only fully paid up Full and Joint members shall vote at any General Meeting of the Club.
Voting at Meetings	46.	Voting, except upon the election of members of the Committee where the number of candidates exceed the number of vacancies, shall be by show of hands. Where it is not possible to determine the outcome by the show of hands the Chairman of the meeting may, at his/her discretion then call for a secret written ballot to determine the outcome of the vote.
Equality of Votes	47.	In the case of an equality of votes the Chairman shall have a second or casting vote, on any matter other than the election of members of the Committee.

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Change to the
Constitution

48. Changes to this Constitution will be decided by postal and/or e-mail ballot and announced at a General Meeting when they will become operative. Any proposals will be made available to the membership inviting comment or amendment. Suggested amendments must be seconded by another Member. The comments and amendments received will be considered by the Committee and definitive proposals produced which along with a summary of responses will be made available to the membership with voting details including methods of voting and deadlines for voting. Changes to the Constitution will require the support of no less than 60% of those voting.

Section 6 - Dissolution of the Club

Dissolution of the Club

49. 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 but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, such institution or institutions 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 if and so far as, effect cannot be given to such provision then to the Royal National Lifeboat Institution.