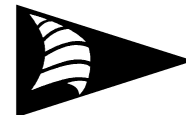


SPINNAKER CLUB

IVY LANE, BLASHFORD, RINGWOOD BH24 3LY

**RULES AND
CONSTITUTION OF
SPINNAKER CLUB**

**EFFECTIVE FROM
06 DECEMBER 2009**



NOTES

1. All references in this constitution to 'he' shall be taken to mean 'he or she'
2. The side-headings are provided for convenience and do not affect the meaning of any clause.

Section 1 - Name and Objects

1. The name of the Club shall be 'The Spinnaker Club' (hereinafter referred to as the Club).
2. The object on which the Club is formed is to promote and facilitate the sport of yachting and also to provide and maintain a Clubhouse, social and other facilities for members as may be from time to time determined.

The Club is a non-profit making, private member's organisation. All profits and surpluses will be used to maintain or improve the Club's facilities. No profit or surplus will be distributed.

3. The Club's constitution shall take precedent in any dispute with any other organisation to which the Club is affiliated with regard to the members interests.

This document supercedes all previous rules and constitutions

Section 2 – Officers

Section 3 defines the categories of membership

4. The Officers of the Club shall be Adult or Adult Family members of the Club aged 25 years or more on January 1st of the year subsequent to the General Meeting. They shall be a Commodore, a Vice-Commodore, a Rear-Commodore Sailing, a Rear-Commodore House, a Past Commodore, an Honorary 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 providing that the Commodore, Vice-Commodore, Rear-Commodore Sailing and Rear-Commodore House shall not hold individual office for more than three years consecutively.

Duties of Honorary Secretary, Treasurer and Honorary Auditor

Duties of Honorary Secretary

5. 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, the Committee, Sailing sub-committee and other sub-committees which shall be confirmed and signed by the appropriate Chairman upon the agreement of the Club, the Committee, Sailing sub-committee or other sub-committees, at the next following meeting of the Club, the Committee or Sailing 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.

See section 4 for constitution of committees

Duties of Treasurer

6. 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 in relation to such accounts to be rendered at the due time.

- (c) Prepare an Annual Balance Sheet as at September 30th in each year and cause such Balance Sheet and Income and Expenditure Account to be audited 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.

7 The Honorary Auditor shall:-

- Duties of Honorary Auditor
- (a) Be appointed at the Annual General Meeting in each year and shall be an appropriately qualified member of the Club;
- (b) The Honorary 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 he is 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

- Categories and votes of Membership
- 8 There shall be the following categories of membership with power to vote at all meetings of the Club as indicated hereunder. The rights and privileges of each category of members are as defined in the latest edition of the byelaws of the Club. Membership shall be open to all without discrimination.
- ADULT MEMBER** - being a person who, at the date of election, is aged eighteen or over, shall have one vote.
- FAMILY MEMBER** - which expression shall include a family unit comprising at least one parent, their spouse or partner (as may be) residing at the same address and all children under eighteen years of age. Each adult (herein referred to as Adult Family Member) shall have one vote.
- JUNIOR MEMBER** - being a person who, at the date of election, or on each successive January 1ST, is aged less than 18 years. Such member shall have no vote. If under the age of 16 years, a Junior Member application shall be sponsored by an Adult Member and the Junior shall be in the care of a responsible Adult Member at all times whilst on the Club premises.
- GROUP MEMBER** – being an association, society or group. The group shall have one vote exercisable by a nominated adult member of that group. A person who is a bona fide member of an association, society or group shall be known as an
- ASSOCIATE MEMBER** and have no vote unless nominated by the association, society or group to vote on behalf of that association, society or group. Such a vote shall be equal to one Adult member.
- HONORARY MEMBER** - any Club member nominated by the Committee at an AGM having such voting rights as if they were not honorary. Such Honorary members shall be nominated and elected subject to rule 43.
- VICE-PRESIDENTS** - any Club member nominated by the Committee at an AGM having such voting rights as if they were not honorary. Such Vice-Presidents shall be nominated and elected subject to rule 43.
- SOCIAL MEMBER** - an adult not wishing to sail - who shall have no vote. Such Social Members shall not be elected so as to bring the total number to more than 10% of the total of all member units.
- WINTER MEMBER** - an Adult or Junior member who wishes to join for a period defined by the sailing committee during the winter months; usually November through to the end of April. Winter members shall have no vote.
- TEMPORARY MEMBER**
Any member of any RYA affiliated club who is authorised by a Club officer for a temporary period not exceeding 14 consecutive days. A temporary member shall have no vote.
- TRAINING MEMBER**
Any person who, by reason of attending a training session or course conducted by an authorised RYA instructor. A training member shall have no vote.
- TASTER MEMBER**
Any person who is being introduced to sailing by reason of attending an organised training session. This shall be for the duration of a single session. A person may apply for a taster membership on no more than 3 occasions. A taster member shall have no vote.

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No member except a **TEMPORARY MEMBER** may use the Club premises, or any of the facilities of the Club until forty-eight hours have elapsed from the date of mailing of notice of election.

Candidates for membership shall have no privileges whatsoever in relation to the use of the Club or premises.

- Membership
Entrance &
Subscription Fee
- 9
- The rate of Entrance and Subscription fee for each category of Membership shall be proposed by the Committee to the members at the Annual General Meeting in each year. A concessionary rate may be proposed for adults aged 18 – 25 years and over the age of 60 years.
- 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. The current rate of Entrance and Subscription fee shall be prominently displayed in the Club premises. Members shall also make the following annual payment:-
- (a) An annual boat permit fee of such a sum as the Committee shall from time to time prescribe which shall entitle a member a space in the Club's boat park.
 - (b) The Club will subscribe to the RYA as a Fully Affiliated Club and the annual subscription shall form part of each members annual subscription to the Club.
 - (c) All members shall pay the Entrance fee and their first annual subscription upon election to the club and thereafter on the first day of January in each year the annual subscription as approved by the preceding General Meeting. Provided that a member elected after the first day of September in any year shall pay half the annual subscription applicable for that year.
 - (d) The Committee will endorse affiliation to other organisations where the benefit derived from such affiliation is, in the opinion of the Committee, approximately equal to the cost of that membership.

- Members'
duty to provide an
up to date address
- 10
- Every member shall furnish the Honorary 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.

Election and retirement of members

- Candidates for
election
- 11
- The application of every candidate for membership (except Honorary Members) shall be endorsed by an Officer or Committee member.
- Application for
membership
- 12
- An application for membership shall be in the form from time to time prescribed by the Committee, and shall include the name, address, and occupation of the candidate, and the signature of the endorsing Officer or Committee member.
- Election of
Members
- 13
- Upon receipt of an application for membership, the Honorary Secretary shall present the application to the Committee at the next available committee meeting. The election of all classes of members (except Honorary members and Vice-Presidents) is vested in the Committee and shall be a two thirds majority vote of those of the Committee at the meeting. The Honorary Secretary shall inform each candidate in writing of the candidate's election or non-election. He shall furnish an elected candidate with a copy of the Constitution and the Rules & Byelaws of the Club and make request for such payments as are necessary.
- Payment of Fees
upon Election
- 14
- Upon election, a candidate shall pay, within one calendar month, such Entrance and other fees as shall be requested. In default of such payment, the election shall be void unless sufficient cause for delay be shown.
- One year
temporary absence
of member
- 15
- 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/or other annual fees provided that notice in writing is given to the Honorary Secretary before the last day of November in the previous year. A member wishing to be re-instated during the year in question shall pay such portion of the annual subscription as the Committee shall require.

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Arrears of Subscription	16	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, re-instate such member upon payment of arrears. No member whose annual payment is in arrears may vote at any meeting. For the purposes of this clause 'arrears' means after the latest date on which the renewal fee is due.
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Conduct of Members

Under-taking by members to comply with rules	17	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 that, 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.
Expulsion of members		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 Committee present and voting on the Resolution.
Guests in the Club	18	Members shall enter the names of all guests in the Visitor's Book. Not more than three guests may be introduced in any one day and the same guest may not be introduced more than six times in any calendar year.
Damage to Club property	19	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.
Settlement of Accounts	20	A member shall settle any indebtedness for refreshment or otherwise before leaving the Club premises, or in accordance with any byelaw relating to the settlement of such indebtedness.
Complaints	21	Complaints of any nature relating to the management of the Club premises shall be addressed in writing to the Honorary Secretary. Under no circumstances shall a servant of the Club be personally reprimanded by a member.
Members of other RYA Clubs	22	A member of any Club affiliated to the Royal Yachting Association (a list whereof is published by the said Association) may be authorised to use the premises of the Club by any member of the Committee of the Club. Such authorisation shall specify between which dates (not being more than fourteen days apart) the said person may so use the premises as a Temporary member.
Competitors in Club races	23	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 24 hours before and after the races in which they are competing.
Power to expel those admitted under rules 22 & 23 hereof	24	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 only under Rules 22 and 23.

Limitation of Club liability

Limitation of Club liability	25	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:-
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(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, any other facilities of the Club 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 Officers, Committee or servants of the Club.

26 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 Data Protection Act 1998.

Section 4 – Management Committee

- Constitution of Committee 27 The Management Committee (herein referred to as 'the Committee') shall consist of the Officers, ex officio, and not more than seven additional Committee Members elected at the Annual General meeting each year to hold office until the termination at the next following Annual General Meeting. These seven committee members shall be Adult or Adult Family members or Associate members of the Club. The number of Associate Members elected to the Committee shall be not greater than two and must not be of the same Group Member.
- Candidates for election to Committee 28 Candidates for election to the Committee (not being Officers of Club) shall be those members of the retiring Committee eligible to offer themselves for re-election and any such other Adult or Adult Family member or Associate member who satisfy the requirements for nominations.
- Officers of the Club shall comprise only full adult or family adult members of the Club.
- Nominations to the Committee shall be with the consent of the nominee, proposed and seconded in writing by Adult or Adult Family members of the Club.
- If a nomination relates to an Associate member the nomination can only go forward if it is further counter-signed by, and on behalf of, the Group.
- All nominations shall have been received by the Honorary Secretary at least twenty one days before the date of the Annual General Meeting in each year. Such nominations, together with the names of the Proposer and Secunder shall be posted at the Club premises at least fourteen days prior to the date of the Annual General Meeting.
- Election of committee by ballot 29 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 30 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.
- 31 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 32 If, for any reason, a casual vacancy shall occur, the Committee may co-opt an Adult, Adult Family member or Associate Member (subject to Clause 27) to fill such a vacancy until the next following Annual general meeting. Any co-opted member wishing to stand for election at the AGM shall comply with the preceding requirements of the Management Committee.

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Committee Meetings	33	The Committee shall meet at least every ten weeks, making such arrangements as to the conduct, place of assembly and holding of such meetings as it may wish. The Commodore or in his absence a Chairman elected by those present shall preside.
Voting at committee	34	Voting (except in the case of a resolution relating to the expulsion of a member) shall be by show of hands. In the Committee, in the case of equality of votes, the Commodore or Chairman (as the case may be) shall have a second and casting vote.
Quorum	35	Five members personally present shall form a quorum at a meeting of the Committee.

Powers of the Committee

Management of Club by Committee	36	The Committee shall manage the affairs of the Club according to the 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, supporting sailors or sailing, nominated by General Meeting and agreed by a majority vote.
Powers to make Bylaws and Regulations	37	The Committee shall make such Bylaws 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 Bylaws and Regulations shall remain in force until approved or set aside by a vote of a General Meeting of the Club.
	37a	No Committee member or person delegated by the Committee shall enter into a contract on behalf of the Club, the total value of which exceeds £500, without the express authority of a simple majority of all Committee members.
Appointment of sub-committees	38	The Committee may appoint such sub-committees, which will ordinarily include a Sailing sub-committee, 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 Committees may think fit. Officers of the Club shall be ex officio members of all such sub-committees.
Disclosure of interest to third parties	39	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.
Limitation of Member's liability	40	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 of the membership.
Members indemnification of Committee	41	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 member's indemnity in this respect shall be a sum equal to one year's subscription at the then current rate of that category of membership unless the committee has been authorised to exceed such limit by a General Meeting of the Club.
Nomination of Honorary Members by Committee	42	The Committee may nominate for election at an Annual General Meeting such Honorary Members as the Committee may think fit.

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- Nomination of Vice-presidents by Committee
- The Committee may nominate for election at an Annual General Meeting such Vice-Presidents as the Committee may think fit. The total of such Vice-Presidents shall not, however, at any time, exceed five per cent of the total number of members nor shall the number of Vice-Presidents exceed at any one time six in number.
- 43 The election of Honorary Members and Vice-Presidents shall be put to the vote at the Annual General Meeting each year and such Honorary Members and Vice-Presidents shall be duly elected if two thirds of those present, and entitled to vote, vote in favour of election.

Purchase and supply of excisable goods

- Purchase & Supply of Excisable Goods
- 44 The purchase for the Club of excisable goods and the supply of the same upon Club premises shall be exclusively and solely under the control of the Committee, or of a special sub-committee appointed by the Committee.
- Intoxicating liquor may only be sold for consumption on the Club premises to persons over the age of eighteen who are entitled to the use of the Club premises in pursuance of the Rules, Bylaws and Regulations for the time being in force. No Junior Member under the age of eighteen may purchase or attempt to purchase intoxicating liquor within the Club premises nor may a Junior Member under the age of sixteen purchase or attempt to purchase tobacco or cigarettes within the Club premises.
- Hours of Sale of Excisable Goods
- 45 Subject to the requirements of the licensing authorities, the Committee shall cause the Club bar to be opened at convenient times (and such times shall be prominently exhibited in the Club premises) for the sale of excisable goods to persons who are entitled to the use of the premises of the Club in pursuance of these rules (except Junior Members as aforesaid); PROVIDED THAT visitors' names and addresses and the name of their Introducer shall have been entered in the Visitor's Book upon entry to Club premises. The Club shall be occupied and used for the purposes of the Club for at least half an hour after the supply of excisable goods has ceased.
- Profits from Sale of Excisable Goods
- 46 No person shall take a commission, percentage or other such payment in connection with the purchase of excisable goods for the Club. Any profit deriving from the sale of such goods shall (after deduction of the costs of providing such goods for the benefit of the Club) be applied to the provision of additional amenities or the purchase of property to be held in trust for the benefit of the Club.
- Accounts relating to excisable goods
- 47 Proper accounts of all purchases and receipts shall be kept and presented at the Annual General Meeting in each year and such information as the Honorary Secretary or Honorary Auditor may require shall be furnished to enable any statutory return or statement and the payment of excise or other duty or tax to be made.

Section 5 – Trustees

- Number of & terms of reference
- 48 There shall be at least four, but no more than six Trustees of the Club who shall be appointed from time to time as necessary by the Committee of the Club from among Adult, Adult Family, adult Honorary Members or adult Vice-Presidents who are willing to be so appointed. The Committee may invite a retiring Commodore to become a Trustee.
- A Trustee shall hold office for five years, or until he shall resign, by notice in writing given to the Committee, or until a resolution removing him from office shall be passed at a general meeting of the Club by a simple majority of the members present and entitled to vote. At the end of his term a Trustee shall be eligible for re-appointment. Trustees are entitled to attend all Club committee meetings but have no voting rights.

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Property of Club vested in Trustees	49	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 it is necessary and practicable, on trust for the use and benefit of the Club. Upon the death, resignation, or removal from office of a Trustee, the Committee may nominate a new Trustee in his 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 Trustee Act 1925 and he shall by Deed duly appoint the person or persons so nominated by the committee.
Powers of Trustees	50	The Trustees shall in all respects act, in regard to any property of the Club held by them, in accordance with the directions of the Committee 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 Committee's directions (which shall be duly recorded in the Minutes of the proceedings of the Committee) but no purchaser, lessee or mortgagee shall be concerned to enquire whether any such direction has been given.
Indemnity of Trustees from the Club	51	<p>The Trustees shall be effectually indemnified by the Committee 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 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 the performance of the functions of a Trustee of the Club.</p> <p>The following wording is to be incorporated in every contract, lease, licence or other agreement entered into by the Trustees of the Club: The liability of the Trustees for the performance of any contractual or other obligation undertaken by them on behalf of the Club shall be limited to the assets of the Club</p>
	51a	In the event that the Club Committee proposes a capital expenditure for an item or project, the whole sum for which exceeds £3,000, each Trustee shall be informed of the proposal in writing by the Hon. Secretary.
Meetings of Trustees	52	The Trustees shall meet together as necessary, but at least once in each calendar year. The Commodore, Honorary Secretary and Treasurer shall be invited to meetings when the Trustees consider their attendance desirable. A quorum shall consist of half the number of Trustees appointed plus one. Minutes will be taken and copies circulated to the Honorary Secretary for inclusion in the Club record.
Section 6 – Meetings of the Club		
Annual General Meeting	53	An Annual General Meeting of the Club shall be held each year in the month of November or December on a date to be fixed by the Committee. The Honorary Secretary shall at least fourteen days before the date of such meeting or of any General Meeting as hereinafter mentioned post or deliver to each member notice hereof and of the business to be brought forward thereat.
Business at Annual General Meeting	54	No business, except the passing of the Accounts and the election of the Officers, Committee, Trustees and Honorary Auditor, 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 Honorary Secretary at least twenty one days before the date of the Annual General Meeting.
Special General Meeting	55	The Committee may at any time, upon giving fourteen 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.

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General Meeting upon request of members	56	The Committee shall similarly call a General Meeting upon a written request addressed to the Honorary Secretary by at least 25 members OR 20% of the total membership, whichever is least. The discussion at such meeting shall be confined to the business stated in the notice sent to members.
Chairman at Meetings	57	At every meeting of the Club the Commodore or, in his absence, a Chairman elected by those present shall preside.
Quorum at Meetings	58	Twenty five members, or 20% of the Club membership whichever is least, entitled to vote and personally present shall form a quorum at any meeting of the Club.
Entitlement to vote at Meetings	59	Only Adult, Adult Family, Group representative, Vice-President and Honorary members shall vote at any meeting of the Club. Other members may attend but are not entitled to vote.
Voting at Meetings	60	Voting, except upon the election of members of the Committee, shall be by show of hands.
Equality of Votes	61	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.
Voting on Rule Change	62	On any resolution properly put to a meeting of the Club relating to the creation, repeal or amendment of any Rule, Bylaw or Regulation of the Club, such Rule, Bylaw 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.

Section 7 - Dissolution of the Club

Dissolution of the Club	63	If, upon winding up or dissolution of the club, there remains after the satisfaction of all its debts and liabilities any property assets whatsoever, the same shall not be paid to or distributed amongst the members of the club but shall be given to or transferred to either another registered Community Amateur Sports Club, the sports governing body for use in community related sport or a charity, which supports sailors or sailing, to be determined by the members of the club by special Resolution passed at General Meeting at or before the time of the dissolution.
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