



SALTERN S  
• SAILING CLUB •

SALTERNS SAILING CLUB

CONSTITUTION

AS ADOPTED AT THE ANNUAL GENERAL MEETING OF THE CLUB ON 2 DECEMBER 2018  
BYELAWS UPDATED 30 NOVEMBER 2019 AND 7 DECEMBER 2020

# SALTERNS SAILING CLUB

*"A club run by children for children"*

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THIS CONSTITUTION HAS BEEN BASED ON THE RYA MODEL DOCUMENTATION FOR AN UNINCORPORATED CLUB DATED FEBRUARY 2016, BUT ADAPTED TO MEET THE SPECIFIC REQUIREMENTS OF THE SALTERN SAILING CLUB.

# SECTION 1 - NAME AND PURPOSES

- 1.1 The name of the Club shall be 'Salterns Sailing Club' (hereinafter referred to in these rules as "the Club").
- 1.2 The purposes for which the Club is formed are to encourage and organise sailing, and such social and other facilities for Members as may be from time to time determined, for children under 16 years of age, and to give them experience in the organisation and administration of a sailing club.
- 1.3 The burgee of the Club will be a rampant serpent in gold on a French blue background.

## SECTION 2 – OFFICERS OF THE CLUB

2.1 The Officers of the Club shall consist of the following positions, each to be held by one individual (and with each individual holding only one position) unless otherwise stated:

### *Junior Flag Officers*

- Commodore, or (two) Joint Commodores
- Up to two Vice-Commodores
- Up to two Rear-Commodores

### *Senior Flag Officers*

- President
- Boats and Buildings Officer
- House Officer
- Junior Liaison Officer
- Sailing Officer
- Treasurer
- Secretary
- Membership Secretary

2.2 Each of the Commodore (or each of the Joint Commodores, in either case hereinafter referred to as “Commodore”), the Vice Commodores and the Rear Commodores must be a Full Member of the Club, having, on the 31 August prior to the date of election, attained an age of not less than thirteen and not more than fifteen, must have served on the Junior Committee for at least two years in the case of the Commodore and one year in the case of the Vice Commodores and Rear Commodores, and whose nominations with their consent shall have been received by the Secretary at least fourteen days before the date of the Annual General Meeting in each year. The nominations may be made by the Management Committee or proposed and seconded in writing by a Full Member, a Child Member or an Adult Member of the Club, except that the nominations for the position of a Joint Commodore may be made only by the Management Committee, and then only in circumstances considered by the Management Committee to be exceptional.

2.3 The remaining Officers of the Club shall each be an Adult Member of the Club whose nominations have been duly proposed and seconded in writing by an eligible Full Member, Child Member or Adult Member of the Club and with their consent shall have been received by the Secretary at least fourteen days before the date of the Annual General Meeting in each year and who, in the case of the President, has served on the Management Committee for at least one year. Neither the President nor the Sailing Officer shall be within the same Family Member as the Commodore, and the Junior Liaison Officer shall not be within the same Family Member as the Commodore or a Vice Commodore. A member who has previously been elected as President and served at least two years in office shall not be eligible for election as an Officer.

- 2.4 The nominations for Officers, together with (where relevant) the name of the Proposer and the name of the Seconder (who shall not be from within the same Family Member as the Proposer) shall be posted to the Club premises or otherwise published to the membership at least seven days prior to the date of the Annual General Meeting.
- 2.5 The Officers shall be elected at the Annual General Meeting in each year and shall, subject to rule 2.6, hold office for one year, retiring at the termination of the Annual General Meeting in each year or on subsequent appointment as another Officer. The Officers of the Club shall be eligible for re-election, subject to a normal maximum consecutive term of office in a specific role of three years in the case of Senior Flag Officers, two years in the case of the President and the Vice Commodores, or one year in the case of other Junior Flag Officers, provided that the normal maximum term of office will be limited so as to end at the time when 6 years' service on the Management Committee has been completed.
- 2.6 Officers may be removed from office by resolution at a Special Meeting of the Club by a majority vote of at least two-thirds of those present and entitled to vote, and the vacancy filled until the termination of the next Annual General Meeting by election at a Special Meeting of the Club (to be held within 3 months of such removal) and adopting the same arrangements for election as for the Annual General Meeting.

*Duties of Commodore*

- 2.7 The Commodore will be the senior Member of the Club and will liaise with the Full Members and Child Members, Officers and Committees of the Club.

*Duties of Vice-Commodores*

- 2.8 The Vice-Commodores shall be the second most senior Members of the Club and shall act for the Commodore when not present, having the same duties and responsibilities as the Commodore.

*Duties of Rear Commodores*

- 2.9 The Rear Commodores shall carry out such tasks as are determined by the Junior Committee each year.

*Duties of President*

- 2.10 The President is the Flag Officer responsible for all Club activities, Club discipline and morale. He or she shall chair the Management Committee.

*Duties of Boats and Buildings Officer*

- 2.11 The Boats and Buildings Officer shall be responsible for the outside areas of the Club, including the buildings, the boat park and the Club boats. He or she shall allocate spaces in the boat park. He or she may be assisted by a Bosun.

#### *Duties of House Officer*

- 2.12 The House Officer shall be responsible for the inside areas of the Club, including the interior areas of the Club house, its equipment and victuals, and for ensuring that the social and other non-sailing activities are well managed.

#### *Duties of Junior Liaison Officer*

- 2.13 The Junior Liaison Officer shall attend the meetings of the Junior Committee, assist and support the Junior Flag Officers in managing those meetings and support the Junior Flag Officers at meetings of the Management Committee. The Junior Liaison Officer shall have no vote at meetings of the Junior Committee.

#### *Duties of Sailing Officer*

- 2.14 The Sailing Officer shall provide support for the Junior Committee in developing and implementing their proposals in relation to Club sailing sessions and in coordinating the other sailing activities at the Club.

#### *Duties of Treasurer*

- 2.15 The Treasurer shall:-
- a. Administer such insurance policy or policies as may be needed to protect the interests of the Club, its Officers, the Trustees, its employees and Members and to seek approval to any proposed change in the terms of such insurance from the Management Committee and the Trustees; *[Explanatory note: "Members" in this Rule includes the RYA Chief Instructor, the RYA Principal, and the Club Welfare Officers through their appointment as Honorary Members as a result of their role – see Byelaw 9.]*
  - b. 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.
  - c. Cause all returns as may be required by law in relation to such accounts to be rendered at the due time.
  - d. Maintain procedures for ensuring appropriate approval by the Management Committee for contract terms and expenditure.
  - e. Prepare an Annual Balance Sheet as at the end of the Club's financial accounting period 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 or otherwise presented to Members at least fourteen days before the date of the Annual General Meeting.
  - f. Present the Annual Balance Sheet to the Club at its Annual General Meeting.
  - g. Keep custody of all Club financial records whilst in office, to transfer custody of those documents to the newly elected treasurer at the end of their term of office and to ensure Trustees, Officers and, where applicable, Members, have appropriate access to documents relevant to them according to their role.

### *Duties of Secretary*

#### 2.16 The Secretary shall:-

- a. Conduct the correspondence of the Club.
- b. Keep custody of all Club documents whilst in office, to transfer custody of those documents to the newly elected secretary at the end of their term of office and to ensure Trustees, Officers and, where applicable, Members have appropriate access to documents relevant to them according to their role.
- c. Keep full minutes of all meetings of the Club and the Management Committee, which shall be confirmed and signed by the appropriate chairperson upon the agreement of the Club, or Management Committee, at the next following meeting of the Club, or Management Committee, in such manner as the Management Committee determine.
- d. Maintain contact with the Club's Legal Advisor to ensure that the Club's affairs are managed in accordance with current law.
- e. Be responsible for liaising with the Trustees and to ensure compliance with rule 4.16.
- f. Maintain any such certificates or registrations, and complete any such non-financial returns, as may be required by law.
- g. Maintain documentation of any policies determined by the Management Committee, including documents setting out a framework for effective management of the events regularly held by the Club from time to time.
- h. Seek the approval of the Management Committee to any amendment to policies required in order to ensure continued compliance with the undertakings and obligations of the Trustees.
- i. Communicate appropriately with the Club's neighbours.

### *Duties of Membership Secretary*

2.17 The Membership Secretary shall keep a register of Club Members' names, addresses and other relevant contact details, administer the annual renewal of membership and admission of new members processes, and ensure appropriate arrangements to protect the security of any data held in respect of the Club's membership.

### *Duties of Reviewers*

#### 2.18 The Reviewers shall:-

- a. Be appointed at the Annual General Meeting in each year and shall either be two appropriately experienced/qualified Members of the Club other than the Treasurer or Management Committee members or a professionally qualified auditors;
- b. The Reviewers shall review 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 Management Committee;
- c. If either unwilling or unable to act, inform the Management 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*

- 3.1 There shall be the following categories of membership with the power to vote at all meetings of the Club as indicated hereunder.
- a. A FAMILY MEMBER - which expression shall include one or two co-habiting adults and all children within their guardianship who, on the 31 August prior to the date of the most recently concluded Annual General Meeting, had attained an age of not more than fifteen years, and all other legal guardians of those children. A Family Member may contain the following sub-categories of member:
    - i. A FULL MEMBER, being each person within the FAMILY MEMBER who, on the 31 August prior to the date of the most recently concluded Annual General Meeting of the Club, has attained an age of not less than seven years and not more than fifteen years. A FULL MEMBER shall have one vote, except at the Annual General Meeting after the conclusion of which they will cease to be eligible for membership of the Club at which they shall have no vote.
    - ii. A CHILD MEMBER, being each person within the FAMILY MEMBER who, on the 31 August prior to the date of the most recently concluded Annual General Meeting of the Club, has attained an age of not more than six years. A CHILD MEMBER shall have no vote.
    - iii. AN ADULT MEMBER being each person within the FAMILY MEMBER who is not a TRUSTEE MEMBER and who has attained an age of eighteen. ADULT MEMBERS shall have one vote per FAMILY MEMBER, in addition to the voting entitlements of FULL MEMBERS, exercisable by any one ADULT MEMBER (as nominated on each annual renewal of membership or as otherwise determined by the Management Committee).
  - b. AN HONORARY MEMBER - who shall be nominated and elected in the manner described in Rule 4.28 and 4.29 or otherwise appointed under the terms of this constitution and who shall have no vote.
  - c. A TRUSTEE - who shall be a Trustee appointed in accordance with Rule 5.1 and who shall, with immediate effect following appointment (including from the relevant time in the meeting of appointment), have no vote at meetings of the Club.
  - d. A TEMPORARY MEMBER - who shall have no vote.
  - e. AN ASSOCIATE MEMBER – being a person belonging to an affiliated club and who shall have no vote.

*Note that the intention of this and other related rules is that a child's membership category is determined by academic year, with FULL MEMBERS commencing FULL membership, and being able to vote, from the start of the Annual General Meeting in the December of school year 4 and ending membership (after their year 11 summer season) at the end of the Annual General Meeting held in the academic year after that in which they turn 16, ie that in lower sixth year, but having no vote at that final Annual General Meeting.*



### *Eligibility for Membership*

- 3.2 Membership of the Club shall be open to any young person and each sibling who, on the 31 August prior to the date of the most recent Annual General Meeting of the Club, has attained an age of not more than fifteen years, and their legal guardians, who are interested in the sport of sailing on application regardless of gender, disability, social or economic background, ethnicity, nationality, gender identity, sexuality, religion or belief. Membership may however be limited according to available facilities on a non-discriminatory basis. Membership may continue until the conclusion of the Annual General Meeting following the first 31 August at which they will have attained the age of sixteen.
- 3.3 Membership subscriptions will be kept at levels that will not pose a significant obstacle to people participating, subject to them being sufficient for the proper running of the Club.
- 3.4 The Management Committee may refuse membership or, subject to Rule 3.17, remove it, only for good cause such as conduct or character likely to bring the Club or sport into disrepute. Appeal against refusal of membership may be made in writing to the Trustees within 14 days of the date on which the Committee's decision was communicated to the prospective Member. The decision of the Trustees is final and shall be communicated to the prospective Member in writing.

### *Membership Entrance and Subscription Fees and other fees*

- 3.5 The rate of Entrance and Subscription fee for each category of membership shall be proposed by the Management 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, or as otherwise approved by the Members at that Annual General Meeting. The current rate of Entrance and Subscription fee shall be prominently displayed in the Club premises or on the Club's website.
- 3.6 Members shall make the following annual payments:-
- a. All members shall pay the Entrance fee (if any) and their first annual subscription upon election to the Club and thereafter annually on the first day of January in each year (or such other date within the same calendar year as determined by the Management Committee).
  - b. At the request of a Family Member, and subject to the consent of the Sailing Officer, an annual boat permit fee of such a sum as the Management Committee shall from time to time prescribe which shall entitle a member to sail his or her own boat on the water controlled by the Club and/or a space in the Club's boat park.

### *Members' duty to provide an up to date address*

- 3.7 Every Member shall furnish the Secretary with an up-to-date address, contact telephone number, an email address and relevant data protection consents which shall be recorded in a Register of Members and any notice sent to either such address shall be deemed to have been duly delivered.

#### *Application for membership*

- 3.8 An application for membership shall be in the form from time to time prescribed by the Management Committee.
- 3.9 The election of all classes of Members is vested in the Management Committee and shall be by a simple majority vote of those Members present and voting at the relevant meeting of the Management Committee.
- 3.10 The Membership Secretary shall inform each applicant in writing of the applicant's election or non-election. He or she shall furnish an elected applicant with a copy of the Rules and Byelaws of the Club and make request for such payments as are necessary.

#### *Payment of Fees upon Election*

- 3.11 Upon election, an applicant 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's temporary absence of member*

- 3.12 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 in writing is given to the 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.

#### *Retirement of a member*

- 3.13 A Member desirous of retiring from membership shall give notice in writing to the Secretary before the last day of November (or such other date within the following three months as determined by the Management Committee) and shall not then be liable to pay the subscription for the following year. Upon re-application by a past member the Management Committee may, at its discretion, waive any Entrance Fee.
- 3.14 A Member who retires in accordance with this Rule shall not be entitled to have any part of the annual membership fee or any other fees refunded.

#### *Arrears of Subscription*

- 3.15 The Management Committee may cancel, without notice being given, the membership of any Member whose annual subscription and other annual fees are more than two 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 enter any Club event or regatta or vote at any meeting.

### *Conduct of Members*

- 3.16 Every Member, upon election and thereafter, is deemed to have notice of, and undertakes to comply with, the Club Rules and any Byelaws and Regulations of the Club.

### *Disciplinary action against Members*

- 3.17 Any breach of Rule 3.16 or any conduct which, in the opinion of the Management Committee, is either unworthy of a Member or otherwise injurious to the interests of the Club, shall render a Member liable to disciplinary action by the Management Committee, which may include suspension for a specified period of time or expulsion. This power shall be exercised by the Management Committee (or any sub-committee to whom the Management Committee has delegated this power) in accordance with a Disciplinary Policy which has been approved by the Members at a meeting of the Club for the handling of internal Club disputes. Such policy shall reflect the provisions of the Safeguarding and Child Protection Policy, shall require those exercising the power and the Member concerned to be treated with respect and without bias, and shall satisfy the rules of natural justice.
- 3.18 Before taking such disciplinary action against a Member, the Management Committee shall call upon such Member for a written explanation of the member's conduct and shall give the Member full opportunity of making an explanation to the Management Committee, or of resigning.
- 3.19 A Resolution to apply any sanction shall be carried by a two thirds majority vote by those members of the Management Committee present and voting on the Resolution.
- 3.20 The Member may appeal against any sanction in writing to the Trustees within 14 days of the date on which the Management Committee's decision was communicated to the Member. The decision of the Trustees is final and shall be communicated to the Member in writing within 7 days of the Trustees' decision at which point that decision will take effect.
- 3.21 Upon suspension or expulsion the Member or 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.
- 3.22 Upon expulsion of a Member, the Management Committee may dispose of the former Member's boat and/or trailer in accordance with Rule 8.3.

### *Temporary Members*

- 3.23 Temporary members are those admitted as such in accordance with the Club's Constitution, Regulations and Byelaws.

#### *Guests in the Club*

- 3.24 Members shall enter the names of all guests in the Visitor's Book. Not more than one family of guests may be introduced by a Family Member on any one day and the same guest may not be introduced more than three (or such other number as may be determined from time to time by the Management Committee) times in any calendar year, even if they came as guests of different Members. Guests who wish to use a Club boat must become Temporary Members and pay immediately the applicable temporary membership fee. The Club reserves the right to limit the number of guests using the Club at organised Club events published on the calendar.

#### *Damage to Club property*

- 3.25 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 Management Committee or by the Secretary upon the instructions of the Management Committee.

#### *Exhibiting of notices*

- 3.26 A Member shall not cause any communication in whatever form to be exhibited on Club notice boards or premises without permission of the Secretary.

#### *Settlement of Accounts*

- 3.27 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.

#### *Suggestions*

- 3.28 All suggestions shall be addressed in writing to the Secretary.

#### *Complaints*

- 3.29 Complaints of any nature relating to the management of the Club and its premises shall be addressed in writing to the Secretary. Under no circumstances shall a servant of the Club be personally reprimanded by a Member.

#### *Competitors in Club races*

- 3.30 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 race in which they are competing.

#### *Power to expel those admitted under Rule 3.30 hereof*

- 3.31 A member of the Management Committee may expel, temporarily or permanently, any guest, or any person who has the right to the use of the Club premises only under Rule 3.30.

#### *Duties of Family Members*

- 3.32 Each Family Member shall be called upon to act as Duty Family on at least one Saturday or Sunday afternoon during the season. Family Members not carrying out their duty will be asked to explain their reasons for not doing so to the Management Committee who may, after due consideration of those reasons, suspend the Family Member, including Full Members, Child Members and Adult Members for the rest of the season or part of a season.

#### *Limitation of Club liability*

- 3.33 All references to the Club in this Rule shall mean each and every individual Member of the Club from time to time.

Members are bound by the following Rule which shall also be exhibited in a prominent place within the Club premises:-

Members of the Club 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.
- b. neither the Club, nor the Members, any Officer, any Trustee, employee or servant of the Club, shall be liable to any Member or visitor for any loss of or damage to any property occurring nor for any injury sustained by any Member or visitor from whatever cause on in or about the Club property save that a person deliberately inflicting such loss or damage upon another may be liable to that other. Any property, craft or gear whether at moorings, being handled, stored, repaired or maintained on or at Club premises are at owner's risk. A notice to the above effect shall at all times be displayed in a prominent position in the Clubhouse. Nothing in this Rule shall exclude the liability of the Club, its Members, its Officers, its Trustees, employees or servants to a greater extent than is permissible by law.
- c. that the parent or guardian as appropriate remains responsible at all times for the safety and well-being of their child or children under their guardianship whilst on Club premises or taking part in Club activities.

#### *Data Protection*

- 3.34 Members must accept the Club's Privacy Statement as published on the Club's Website and, as detailed in that Statement, provide their permission for the Club to hold, process and, where appropriate, publish certain elements of their personal information which are identified within that Statement. Members will have the right to request that certain elements of their personal information should not be published, e.g. home address, but this would be managed on a case-by-case basis at the discretion of the Membership Secretary.

# SECTION 4 - MANAGEMENT COMMITTEE

*Note: The order in which this section of the Constitution is constructed is in no way intended to diminish the importance of the provisions of Rule 4.18, and the purposes of the Club set out in Rule 1.2, in particular to establish the Junior Committee as a means to provide the experience to children under 16 in the organisation and administration of a sailing club.*

## CONSTITUTION OF THE MANAGEMENT COMMITTEE, ITS ELECTION AND ITS OPERATION

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### *Constitution of the Management Committee*

- 4.1 The Management Committee shall consist of the Commodore, the Vice Commodores and Senior Officers ex officio and three Adult Members elected at the Annual General Meeting each year (the "General Management Committee Members") to hold office, subject to Rule 4.4, until the termination of the next following Annual General Meeting or on appointment as a Flag Officer.
- 4.2 The Trustees are entitled to serve as ex officio members of the Management Committee but shall have no vote and will not be in attendance whilst the Management Committee discusses potential disciplinary action against a Member.

### *Retirement and removal of members of the Management Committee*

- 4.3 At the Annual General Meeting each year, the General Management Committee Members shall retire and the longest standing retiring General Management Committee Member shall not be eligible for re-election to the Management Committee as a General Management Committee Member (but shall remain eligible for election as an Officer) until the Annual General Meeting next following the meeting at which they retire.
- 4.4 General Management Committee Members may be removed from office by resolution at a Special Meeting of the Club by a majority vote of at least two-thirds of those present and entitled to vote, and the vacancy filled until the termination of the next Annual General Meeting by election at a Special Meeting of the Club (to be held within 3 months of such removal) and adopting the same arrangements for election as for the Annual General Meeting.

### *Candidates for election to the Management Committee*

- 4.5 Candidates for election to the Management Committee (not being Officers of the Club) shall be those members of the retiring Management Committee eligible to offer themselves for re-election and such other Adult Members whose nominations (duly proposed and seconded in writing by Full, Child or Adult Members of the Club) with their consent shall have been received by the Secretary at least fourteen days before the date of the Annual General Meeting in each year and, in either case, have not already been appointed as a Flag Officer at the Annual General Meeting and who have not previously held a Senior Flag Officer role. Such nominations, together with the names of the separate Proposer and Secunder shall be

posted to the Club premises or otherwise published to the membership at least seven days prior to the date of the Annual General Meeting.

#### *Election of Committee by ballot*

- 4.6 If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot at the Annual General Meeting.
- 4.7 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, unless the candidates agree otherwise, be determined by lot.

#### *No contest for election*

- 4.8 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 a simple majority of those present at the Annual General Meeting, and entitled to vote, vote in favour of such election.

#### *Casual vacancy*

- 4.9 If, for any reason, a casual vacancy shall occur, the Management Committee may co-opt an Adult Member to fill such a vacancy until the next following Annual General Meeting.

#### *Management Committee Meetings*

- 4.10 The Management Committee shall meet regularly making such arrangements as the conduct, place of assembly and holding of such meetings as it may wish. The President, or in his or her absence a chair elected by those present, shall preside.

#### *Voting at Management Committee*

- 4.11 Voting (except in the case of a resolution relating to disciplinary action in relation to a Member) shall be by show of hands. In the case of equality of votes the chair shall have a second and casting vote.
- 4.12 Each elected member of the Management Committee shall have one vote except that Junior Flag Officers shall, unless the Senior Flag Officers determine otherwise, have no vote and shall not be in attendance whilst the Management Committee considers a breach of conduct or disciplinary action in relation to a Member. Co-opted members shall not be entitled to vote at meetings of the Management Committee.

#### *Quorum*

- 4.13 Five members personally present who are entitled to vote at the meeting shall form a quorum at a properly constituted meeting of the Management Committee.

## POWERS OF THE MANAGEMENT COMMITTEE

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### *Management of Club by Committee*

- 4.14 The Management 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 purposes of the Club or for a benevolent or charitable purpose nominated by a General Meeting.
- 4.15 In particular the Management Committee 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 any excess of income over expenditure is re-invested in the Club.
- 4.16 The Management Committee shall carry out its duties consistently with the Trustees' fiduciary duties and contractual obligations.

### *Byelaws and Regulations*

- 4.17 The Management 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, or otherwise be presented to Members, for fourteen days before the date of implementation. Such Byelaws and Regulations shall remain in force until approved or set aside by a vote at a General Meeting of the Club. The Management Committee shall review regularly the Byelaws and Regulations.

### *Establishment of Junior Committee*

- 4.18 The Management Committee shall establish a Junior Committee and shall 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, subject to the constitution of the Junior Committee and the nature and extent of the powers delegated to the Junior Committee being consistent with giving children under the age of 16 experience in the organisation and administration of a sailing club.

### *Appointment of sub-Committees*

- 4.19 The Committee may appoint such other 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 Management Committee or of the Club as the Management Committee may think fit. Officers of the Club shall be ex officio members of all such sub-Committees.

### *Safeguarding and Child Protection*

- 4.20 The Management Committee shall prepare, and keep up to date, a Safeguarding and Child Protection Policy, and shall cause the same to be exhibited in the Club premises, or otherwise published to Members, for fourteen days before the date of implementation of any changes to that policy. Such Safeguarding and Child Protection Policy shall remain in force until approved or set aside by a vote at a General Meeting of the Club.



#### *Health and Safety and Environmental Protection*

- 4.21 The Management Committee shall be responsible for maintaining adequate Health and Safety and Environmental Protection policies in respect of the Club's activities and shall put in place procedures to ensure all proper supervision over Club Members and their guests.

#### *Disclosure of interest to third parties*

- 4.22 A member of the Management 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 Committee's authority*

- 4.23 The Management Committee, or any person or sub-Committee delegated by the Management Committee to act as agent for the Club or its Members, shall enter into contracts only as far as expressly authorised, or authorised by implication, by the Members. No one shall, without the express authority of the membership in a General Meeting, borrow money or incur debts on behalf of the Club or its membership or otherwise pledge the credit of the membership.

#### *Members' indemnification of the Management Committee*

- 4.24 In pursuance of the authority vested in the Management Committee by Members of the Club, members of the Management Committee, or any person or sub-Committee delegated by the Management Committee to act as agent for the Club or its Members, shall be indemnified by the Members of the Club out of the assets of the Club from and against any liability, costs, expenses or payments whatsoever which may be properly incurred or made by them or any one of them in the exercise of their duties 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, or in relation to any legal proceedings, or which otherwise relate directly or indirectly to the performance of the Club's Management Committee.
- 4.25 Should the assets of the Club be insufficient to satisfy such liability, costs, expenses or payments the Management Committee shall be entitled to a personal indemnity from the individual Members of the Club.
- 4.26 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 Management Committee has been authorised to exceed such limit by a General Meeting of the Club.

#### *Contractual Liability*

- 4.27 The Management Committee shall endeavour to ensure that the following clause is incorporated in every contract, lease, licence or other agreement entered into by the Management Committee and/or Trustees of the Club, as appropriate.

“The liability of the [Management Committee/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.”

*Nomination of Honorary Members by the Management Committee*

- 4.28 The Management Committee may nominate for election at an Annual General Meeting such Honorary Members, and the period of such Honorary Membership, as the Management 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 ten at any time, except where otherwise approved (with a two-thirds majority) at a General Meeting of the Club .
- 4.29 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 a simple majority of those present, and entitled to vote, vote in favour of election.

# SECTION 5 – TRUSTEES

## *Number of and terms of reference*

- 5.1 There shall be three Trustees of the Club who shall be appointed from time to time as necessary by the Members at a meeting of the Club from among current or former Full, Child or Adult Members who are over the age of 18 and who are willing to be so appointed and who have been nominated for appointment by the Management Committee (save that a casual vacancy may be filled by an appointment by the Management Committee of a similarly eligible person for the period until the next Annual General Meeting when that Trustee shall retire and become eligible for reappointment under this Rule). A Trustee so appointed shall immediately resign from any other role entitling them to serve on the Management Committee.
- 5.2 A Trustee shall hold office for a term of three years, or, if sooner, until he or she shall resign by notice in writing given to the Management Committee or until a resolution removing him or her from office shall be passed at a General Meeting of the Club by a simple majority of the Members present and entitled to vote. A Trustee who has held office previously is eligible for reappointment at the end of each three year term.
- 5.3 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. The Management Committee shall as soon as possible after appointment take all lawful and practicable steps to procure the vesting of all Club property into the names of the Trustees as constituted after such appointment. For the purpose of giving effect to any such appointment, the 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 or she shall by Deed duly appoint the person or persons so appointed at the General Meeting of the Club.

## *Powers of Trustees*

- 5.4 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 Management 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 Management Committee's directions (which shall have been duly recorded in the Minutes of the proceedings of the Management Committee) but no purchaser, lessee or mortgagee shall be concerned to enquire whether any such direction has been given.
- 5.5 The Trustees shall be required to consider the appeals of any Member or prospective Member against which the Management Committee or the membership have resolved to apply sanctions in accordance with the provisions of Rule 2.6, Rule 3.4 and Rules 3.17 to 3.22. The Trustee may adjudicate on the matter themselves or appoint a panel of not less

than 3 Adult Members to consider the appeal. This adjudication shall be made in accordance with the Disciplinary Policy referred to in Rule 3.17.

- 5.6 The Trustees shall have the power to require the Management Committee to call a Special General meeting in accordance with Rule 6.5.
- 5.7 Any decision made by the Trustees in accordance with Rules 5.5 and 5.6 shall be by a simple majority vote of the Trustees.

*Indemnity of Trustees from Club*

- 5.8 In pursuance of the authority vested in the Trustees by the Members of the Club, the Trustees shall be indemnified by the Members of the Club out of the assets of the Club from and against any liability, costs, expenses or payments whatsoever which may be properly incurred or made by them or any one of 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 the performance of the functions of a Trustee of the Club.
- 5.9 Should the assets of the Club be insufficient to satisfy such liability, costs, expenses or payments the Trustees shall be entitled to a personal indemnity from the individual Members 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 Trustees have been authorised to exceed such limit by a General Meeting of the Club.

# SECTION 6 - MEETINGS OF THE CLUB

## *Annual General Meeting*

- 6.1 An Annual General Meeting of the Club shall be held each year, normally in the month of December, on a date to be fixed by the Committee.
- 6.2 The Secretary shall at least fourteen days before the date of such meeting post, email or deliver to each Member, and prominently display in the Club premises, notice hereof and of the business to be brought forward thereat.

## *Business at Annual General Meeting*

- 6.3 No business, except the passing of the Accounts and the election of the Officers, General Management Committee Members, Trustees and Reviewers, and any business that the Management 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 by the 31 October immediately preceding the date of the Annual General Meeting.

## *Special General Meeting*

- 6.4 The Management Committee may at any time, upon giving twenty one days' notice in writing, call a Special 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.

## *Special General Meeting upon request of Members or Trustees*

- 6.5 The Management Committee shall call a Special General Meeting upon a written request addressed to the Secretary by at least ten Family Members, or as required by the Trustees under Rule 5.6. The Management Committee shall, within fourteen days of such a request, give twenty one days' notice in writing of any such Special General Meeting. The discussion at such meeting shall be confined to the business relating to the request (or requirement as appropriate) and which is stated in the notice sent to Members.

## *Chair at Meetings*

- 6.6 At every meeting of the Club, the President or, if he or she is absent, a Chair elected by those present, shall preside.

## *Quorum at Meetings*

- 6.7 Fifteen Members entitled to vote and personally present shall form a quorum at any meeting of the Club.

*Entitlement to vote at Meetings*

- 6.8 Only Full and Adult Members shall vote at any meeting of the Club. Other Members may attend but are not entitled to vote.

*Voting at Meetings*

- 6.9 Voting shall be by show of hands except upon the contested election, or removal, of Flag Officers or members of the Committee, in which case it shall be by ballot.

*Equality of Votes*

- 6.10 In the case of an equality of votes the Chair shall have a second or casting vote, on any matter other than the election of members of the Management Committee.

*Voting on Rule Change*

- 6.11 On any resolution properly put to a meeting of the Club relating to the creation, repeal or amendment of any Rule of this Constitution, or any 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.

# SECTION 7 - DISSOLUTION OF THE CLUB

## *Dissolution of the Club*

- 7.1 If, upon the winding up or dissolution of the Club, there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be paid to or distributed amongst the Members of the Club in a manner to be determined by the Members of the Club by resolution passed at an Annual General Meeting or Special General Meeting at or before the time of the dissolution.

# SECTION 8 - MISCELLANEOUS

## *Opening of Club premises*

- 8.1 The Club premises shall be open to Members at such times as the Management Committee shall direct.

## *Affiliate Groups*

- 8.2 The Management Committee may admit and remove affiliate groups from time to time. An affiliate group shall pay the Club such fees as the affiliate group and the Management Committee agree. An Affiliate Member is a member of the affiliate group. An Affiliate Member shall have such use of the Club facilities as the Management Committee may from time to time and for such period decide except that such:
- a. affiliates shall have no voting rights in relation to the Club.
  - b. affiliates will be subject to such terms that the Management Committee shall decide.
  - c. affiliation must be consistent with the purpose described in rule 1.2.

## *Abandoned Boats and/or Trailers*

- 8.3 If, at any time, any fees payable to the Club by any Member or former Member (whether by way of arrears of subscription or facilities fees, dinghy park fees or otherwise) shall be one month or more in arrears and/or a boat and/or trailer the property of a Member or former Member remains upon the Club premises one month or more after the club has given the Member or former Member notice to remove the vessel then the Member or former Member shall remove the boat and/or trailer from the Club immediately. If the Member or former Member fails to remove the boat and/or trailer then the Management Committee may:-
- a. Move the boat and/or trailer to any part of the Club premises without being liable for any loss or damage to the vessel howsoever caused.
  - b. Give three months' notice in writing by registered post or email to the member or former member at his last known address as shown in the Club Register and thereafter sell the boat and/or trailer and deduct any monies due to the Club from the net proceeds of sale before accounting for the balance (if any) to the Member or former Member.
  - c. Alternatively, if the boat and/or trailer is unsaleable, after giving notice in writing as aforesaid, dispose of the boat and/or trailer in any manner the Management Committee may think fit and deem the cost of doing and any arrears as aforesaid to be a debt owing to the Club by the Member or former Member.
  - d. The Club reserves the right to charge storage for the boat and/or trailer until such time as the owner collects the boat and/or trailer or until notice has been served under Rule b. above.

PROVIDED ALWAYS THAT:-

Proper evidence is available to show that all reasonable steps have been taken to trace a Member or former Member and that, when and if the boat and/or trailer is sold, if the Club



is unable to account to the Member or former Member for the balance of the proceeds of sale pursuant to Rule (b) above then the balance of the proceeds of sale shall be placed upon bank deposit account and retained against the eventuality of a claim by the owner (whether he be the said Member or former Member or otherwise) for a period of six years.

*Lien*

- 8.4 In addition to Rule 8.3 the Club shall at all times have a lien over Members' or former Members' boats and/or trailers parked on the Club's premises in respect of all monies due to the Club, whether in respect of arrears of facilities fees or subscriptions or otherwise and shall be entitled to retain possession of the boat and/or trailer until such time as all monies due to the Club have been paid in full.

*Acknowledgement*

- 8.5 The Members acknowledge that these Rules constitute a legally binding contract to regulate the relationship of the Members with each other and the Club.

# BYELAWS – AS AT 7 DECEMBER 2020

*This section of the document records the Byelaws adopted by the Club as at 7 December 2020. They do not form part of the formal Constitution, but are recorded in the same document for ease of reference. These Byelaws were last approved at the meeting of the Club on 2 December 2018, except for Byelaw 26, which was added at the General Meeting of the Club on 30 November 2019, and Byelaws 33 and 34, which (along with small changes to Byelaws 15 and 35) were approved by the Management Committee at its 12 October 2020 meeting and subsequently approved at the start of the General Meeting of the Club on 7 December 2020. Subsequent Byelaws were renumbered accordingly.*

## *The Junior Committee*

- Byelaw 1      The Junior Committee shall comprise of:
- a.      Commodore (or Joint Commodores)
  - b.      Up to two Vice-Commodores
  - c.      Up to two Rear-Commodores
  - d.      A number (as determined by the Management Committee but subject to a minimum of 5 and a maximum of 15) of Members, each of whom (except where otherwise determined by the Management Committee) having attained twelve years of age but not yet attained sixteen years of age at the 31 August prior to the last (or current) Annual General Meeting. These Junior Committee Members, one of which will be designated as Junior Bosun, will be elected by the other Members as for General Management Committee Members.
- Byelaw 2      The duties of the Junior Committee are to put such proposals to the Management Committee each year in relation to the organisation and administration of such sailing and social events as it considers it is able and willing to carry out and, subject to the approval of the Management Committee (such approval not to be unreasonably withheld) to implement those proposals.
- Byelaw 3      The Junior Committee will be chaired by the Commodore or, in his or her absence, a Vice Commodore or, in their absence, a Chair elected by those present shall preside.
- Byelaw 4      The Junior Liaison Officer and the Sailing Officer (or if either cannot attend then an Adult Member nominated by a Club Welfare Officer in their place) shall attend all meetings of the Junior Committee but will have no vote. Other members of the Management Committee may attend meetings of the Junior Committee only at the invitation of the Commodore or the Junior Committee.

## *Assistance to the Management Committee*

- Byelaw 5      The Management Committee will appoint two Club Welfare Officers each of whom shall be neither a member of the Management Committee nor a Trustee. The Role

of the Club Welfare Officers includes ensuring that the Management Committee maintain an up to date Safeguarding and Child Protection policy, that relevant staff and/or volunteers are aware of and adhere to that policy, and to be the first point of contact for any concerns, seeking advice and support from the relevant agencies as necessary.

*RYA Principal and Chief Instructor*

**Byelaw 6** The Management Committee shall appoint in writing a person to undertake the role of RYA Principal as defined by the RYA from time to time. The appointment, and the terms of the appointment, will be subject to the approval of the Trustees.

**Explanatory note:** As at the date of adoption of this Byelaw, the role of the RYA Principal is described as follows:

*The Principal of a Recognised Training Centre (RTC) must be aged 18 or over and have sufficient authority within the organisation to manage the activities.*

*The Principal does not need to be a qualified instructor, but in such situations a Chief Instructor must be appointed for each discipline. One Chief Instructor can cover multiple disciplines if appropriately qualified.*

*By submitting a signed Application for Recognition, the Principal undertakes to maintain standards of RYA recognition. In particular the following should be noted that the Principal:*

- *is required to give a personal undertaking to ensure compliance by the RTC with the Recognition Guidance Notes and the relevant vessel checklists, training scheme logbooks and handbooks.*
- *holds overall responsibility for compliance with these Recognition Guidance Notes.*
- *along with the organisation they represent, must be fully aware of their responsibilities under any statutory or common law duty of care owed to trainees.*
- *has sought professional advice to assure themselves that they hold adequate insurance cover and comply with the RYA's public liability insurance requirements.*
- *is expected to ensure all activities at the centre are conducted within the spirit of recognition and the Code of Conduct, using suitably qualified or experienced staff.*
- *confirms continued compliance by signing the annual inspection report.*

**Byelaw 7** The Management Committee shall appoint in writing a person to undertake the role of Chief Instructor as defined by the RYA from time to time. The appointment, and the terms of the appointment, will be subject to the approval of the Trustees.

**Explanatory note:** As at the date of adoption of this Byelaw, the role of the Chief Instructor is described as follows:

*Chief Instructor of an RTC should be aged 18 or over and have sufficient authority within the centre to manage the disciplines for which they are appointed.*

*The Chief Instructor undertakes to maintain standards of RYA recognition. In particular the Chief Instructor:*

- *has day-to-day responsibility for the standards of training, equipment maintenance and wellbeing of the students and instructors.*
- *has responsibility for staff training, selection, mentoring and compliance with the Code of Conduct.*

- *must ensure that instructors are suitably experienced and competent for the particular role they are being asked to fulfil.*
- *must be readily available to deal with issues relating to course delivery, particularly issues arising from instructors and students.*
- *must be sufficiently engaged with the day-to-day operation of the centre to enable adequate oversight of all processes relating to course booking and delivery.*
- *can only hold this position at one RTC*

*It is expected that Chief Instructors will reside in reasonable proximity of the centre.*

**Byelaw 8**      The roles of RYA Principal and Chief Instructor may be carried out by the same person.

*Additional Honorary Members, and indemnities*

**Byelaw 9**      Notwithstanding Rule 4.28 and Rule 4.29, the Club Welfare Officers, the RYA Principal and RYA Chief Instructor will, by approval of this Byelaw at a meeting of the Club, be elected Honorary Members for the period they hold office and will not count towards the maximum number of Honorary Members referred to in Rule 4.28. For the avoidance of doubt, the Club Welfare Officers, the RYA Principal and RYA Chief Instructor are included in the persons referred to as indemnified by the Members of the Club in Rule 4.24.

*Temporary membership for non – Members*

**Byelaw 10**      A non-Member who assists during an organised Club event is admitted as a Temporary Member for the duration of the event. A non-Member who is a grandparent or sibling of a Full Member or Child Member, and who assists that Full Member or Child Member whilst using the Club, is admitted as a Temporary Member for the period of the provision of that assistance.

*Duties of the Sailing Officer*

**Byelaw 11**      The Sailing Officer shall

- be responsible for coordinating the appointment by the Management Committee of the RYA Principal and Chief Instructor,
- be responsible for promoting the training of suitably qualified instructors,
- must ensure a method statement for running the Club's sailing activities has been prepared and is maintained, and obtain approval for this statement by the Management Committee and the Trustees annually,
- ensure the Club adheres to a code of practice that complies with RYA best practice and that has been approved by the Management Committee and the Trustees annually, and
- be responsible for deciding whether to provide consent under Rule 3.6(b).

*Rights and privileges of Members*

**Byelaw 12**      The rights and privileges of each category of membership shall be as follows:-

- a. No Member may use the Club premises, or any of the facilities of the Club until forty-eight hours have elapsed from the date of posting of notice of election.
- b. A FULL MEMBER and a CHILD MEMBER shall have the full use of all the Club facilities.
- c. An ADULT MEMBER shall have the full use of all Club facilities.
- d. An HONORARY MEMBER shall have the full use of all Club facilities.
- e. A TRUSTEE MEMBER shall have the full use of all Club facilities.
- f. An ASSOCIATE MEMBER shall have the use of all the Club facilities permitted by the Management Committee only during events organised by the affiliated organisation to which they belong.
- g. A TEMPORARY MEMBER shall have the full use of Club facilities but:-
  - i. Shall have no right to enter Club races or regattas unless specifically authorised by the Secretary or Management Committee.
  - ii. Shall have no right to introduce guests to the Club or the facilities thereof
  - iii. Shall have no right to take any part in the management of the Club.
  - iv. Is deemed to have notice of and impliedly undertakes to comply with the Club Rules and any Byelaws or Regulations as if he or she were a member of the Club and so far as the said Rules, Byelaws and Regulations may be deemed to apply to such Temporary Member.
  - v. Shall be liable to be expelled from the Club premises or to be prohibited from using the Club facilities if, in the opinion of the Secretary, he or she shall not have reasonably complied with the above conditions.
  - vi. Candidates for membership shall have no privileges whatsoever in relation to the use of the Club or premises.

Byelaw 13 Members must confirm annually, on renewal of their subscription, that they will comply with any Code of Conduct that has been approved by Members at an Annual General Meeting.

*General rules*

Byelaw 14 With the exception of guide dogs, no dogs may be brought in to or around the Clubhouse, including on to the wooden pontoons. Members may be asked not to bring their dogs down to the Salterns if they cause a nuisance.

Byelaw 15 No one, whether adult or child, is allowed on to or in the water without wearing a suitable, and properly fitted, Personal Flotation Device conforming to ISO 12402 or equivalent.

Byelaw 16 At Club sailing sessions, Members must observe the instructions of the Duty Officer.

Byelaw 17 Boats should not be sailed in such a way that exposes the boat or crew to an unacceptable risk of injury or damage.

Byelaw 18 Collisions between boats must be avoided.

- Byelaw 19 The terms and conditions of the lease shall be upheld by all Members at all times. Consistent with this, the following rules apply:
- a. Members (and Adult Members in particular) may use the Club only to the extent required so as to be consistent with the purposes of the Club.
  - b. Except in circumstances specifically authorised by the Trustees, no more than twenty-five boats are allowed on the water at any one time.
  - c. There shall be no sailing between 7 December in each year and the following 15 March, or such longer period (which contains this period) as the Management Committee may determine.
  - d. No plants, bushes or hedges shall be cut down or injured.
  - e. No soil, clay or sand is to be taken from the site.
  - f. Collecting, capturing or causing harm to any flora, fauna or living thing is forbidden. Crabbing is deemed permissible as long as:
    - i. no hooks are used, and
    - ii. the crabs are returned to the water as soon as possible.
  - g. Eggs and nests of game and wild fowl must be preserved and game and wild fowl must not be disturbed.
  - h. No power or motor driven boat must be used on the pond.
  - i. The neighbours and neighbouring area must not be disturbed or annoyed.
  - j. Landing on the islands is prohibited unless with the express permission of the duty committee member.
  - k. Cars belonging to Members or their guests may only be parked in areas designated for such parking so as not to cause an obstruction to other cars or to the approaches to the Club premises, especially the lane leading to the Salterns Cottage which requires access at all times.
- Byelaw 20 There shall be no sailing after dusk without the express permission of the Management Committee.
- Byelaw 21 No one is allowed to walk on the roofs of the boat shelters.
- Byelaw 22 All parts of Members' boats and trailers/trollies kept and/or sailed at the Club must be marked with the boat's name and/or number.
- Byelaw 23 Boats must not be tied to the veranda supports.
- Byelaw 24 Boats must be washed down after use to remove salt water and mud.
- Byelaw 25 No swimming is allowed in the Salterns except when under formal instruction or (to the extent required) to recover from a capsized boat.
- Byelaw 26 No smoking or vaping is permitted in the clubhouse or on the Club's premises.

### *Governance matters*

- Byelaw 27 The Secretary shall advise all members before the end of October each year of the Flag Officers and General Management Committee Members that must (or are expected to) retire and not stand for re-election at the forthcoming Annual General Meeting.
- Byelaw 28 Prior to co-opting Members under Rule 4.9, the Secretary shall advise all Members of the casual vacancy to ascertain whether there are suitable volunteer candidates for that role.
- Byelaw 29 The agenda for a General Meeting of the Club, along with the minutes of the previous General meeting shall be circulated to Members at least 7 days prior to the General Meeting.
- Byelaw 30 All Committee Meetings shall have an agenda and minutes of the previous meeting circulated by email to each Committee member and Trustee at least 48 hours before the date of the relevant meeting.
- Byelaw 31 Any attendee at a Management Committee meeting who is a son, daughter, sister, brother, parent or guardian or other close relative of a person being discussed under a particular agenda item is expected to excuse themselves from the meeting whilst that discussion takes place.
- Byelaw 32 The Management Committee may appoint one member of the Management Committee to act as a Vice-President, acting (except in the circumstances covered by Rule 6.6) as a deputy for the President, as required.
- Byelaw 33 The procedures set out in paragraph 2.15 (d) shall include provision for the maintenance of a segregated account (“the Old Salts account”), to be funded by any joining fee payable from time to time and from which expenditure shall require the approval at a General Meeting of the Club.
- Byelaw 34 Where, in the opinion of the Management Committee, circumstances prevent holding a physical meeting, such meeting may take place by means of video conference or similar, with the procedures adapted as appropriate, having regard to the procedures set out in the Club’s constitution and Byelaws.

### *Gold Pennant*

- Byelaw 35 The Management Committee may award a Gold Pennant to any member or former member of the Salterns Sailing Club who, in its opinion, has shown themselves to be an outstanding member of the Club.

# COMMITTEE STRUCTURE – AS AT 2 DECEMBER 2018

*This section of the document records a summary of the structure of the Committees immediately following the date of the adoption of the Constitution. It does not form part of the formal Constitution, but is recorded in the same document for ease of reference.*

## *Management Committee*

The Management Committee is elected by the Membership and is responsible for running the Club. Reflecting the nature of the Club, the Constitution makes provision for certain Flag Officers to be elected from Adult Members and Full Members above a certain age.

	<b>Management Committee</b> (established under the Constitution)
<b>Junior Flag Officers</b> <b>(elected)</b>	<ul style="list-style-type: none"> <li>• Commodore (or two Joint Commodores, where applicable)</li> <li>• Up to two Vice-Commodores</li> </ul>
<b>Senior Flag Officers and General Management Committee Members</b> <b>(elected)</b>	<ul style="list-style-type: none"> <li>• President</li> <li>• Boats and Buildings Officer</li> <li>• House Officer</li> <li>• Junior Liaison Officer</li> <li>• Sailing Officer</li> <li>• Treasurer</li> <li>• Secretary</li> <li>• Membership Secretary</li> <li>• Three General Management Committee Members</li> </ul>

## *Junior Committee*

The Management Committee is required by the Constitution to establish a Junior Committee. The Constitution provides for flexibility in the structure and the purposes of the Committee.



	<b>Junior Committee</b> (required by the Constitution to be established by the Management Committee using the powers given to them under the Constitution)
<b>Junior Flag Officers</b> (elected)	<ul style="list-style-type: none"> <li>• Commodore (or two Joint Commodores, where applicable)</li> <li>• Up to two Vice-Commodores</li> <li>• Up to two Rear-Commodores</li> </ul>
<b>Other Junior roles</b> (elected)	<ul style="list-style-type: none"> <li>• Junior Committee Members (the number to be determined by the Management Committee, but normally between 5 and 15), to include a Junior Bosun.</li> </ul>

#### *Supporting Officers*

In addition, the Management Committee appoints the following Supporting Officers to assist them in their duties, and the persons holding these roles will be invited to the Management Committee meetings as required.

<b>Safeguarding and Child Protection roles</b>	<ul style="list-style-type: none"> <li>• Two Club Welfare Officers (normally one of each sex)</li> </ul>
<b>Other</b>	<ul style="list-style-type: none"> <li>• Communications Officer</li> <li>• Bosun</li> <li>• Associate Club Liaison Officer</li> <li>• Fund Raiser</li> <li>• Bronze Fleet Coordinator</li> <li>• RYA Principal</li> <li>• Chief Instructor</li> <li>• Moppy Camp Coordinators</li> </ul>

#### *Trustees*

The Constitution makes provision for 3 Trustees to be appointed by the Members. Their role is to act as the legal entity that holds the assets of the Club, dealing with those assets according to the direction of the Management Committee. In recognition of the undertakings they have made on behalf of the Club, they are entitled to attend Management Committee meetings to provide guidance and continuity for the purpose of maintaining the original objectives of the Club and ensuring that the Management Committee carries out its duties consistently with the Trustee's fiduciary and other obligations. They also consider (or may appoint a panel to consider) appeals from Members facing disciplinary action from the Management Committee and Club Members.

<b>Trustees (appointed by the Members)</b>	<ul style="list-style-type: none"> <li>• 3 Trustees</li> </ul>
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