



# Dark Horse Sailing Club Constitution

Providing social sailing, racing and sail training, in a variety of cruising areas.

## 1. Name:

The name of the club is "Dark Horse Sailing Club"- ("the Club")

## 2. Objects:

The club's objects are:

- 2.1 to enable all fully paid up members, their immediate families and / or guests to participate in the sport of sailing and cruising under sail or power in safe, well maintained boats;
- 2.2 to promote and facilitate the sport of sailing and to provide social and other facilities for members and their guests and generally afford to them all the usual privileges and advantages of a club;
- 2.3 to encourage the study of seamanship, pilotage and navigation and to encourage the completion of Royal Yachting Association training courses suitable for all levels of experience;
- 2.4 to purchase, take on lease or in exchange, hire or otherwise acquire or take any interest in or rights over any real or personal property and any rights or privileges which the Club may think necessary or convenient for the promotion of its objectives;
- 2.5 to raise money by subscriptions, levies, sailing fees, dues and other charges and to grant any rights and privileges to members;
- 2.6 to set aside funds for special purposes or as reserves against future expenditure;
- 2.7 to enter into contracts to provide services to or on behalf of the other bodies;
- 2.8 to invest the monies of the Club, not immediately required for its purpose, in or upon such investments, security or property as may be thought fit
- 2.9 to raise or borrow for the purpose of the Club any sum or sums of money as it may think fit;
- 2.10 to administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its Officers and its members;
- 2.11 to support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or Company which may be for the benefit of the Club;
- 2.12 to amalgamate with or support any other club or undertaking whose objects may (in the opinion of the Committee) be advantageously combined with the Club.

## 3. Membership and Voting Rights

3.1 The Club must keep a register of members.

3.2 Members will be classified as follows:

- 3.2.1 **Ordinary Member** – Any member of the public shall be eligible to apply for membership and who, at date of admission, is over the age of eighteen, and shall, if admitted, be entitled to have one vote.

- 3.2.2 **Joint Member** - The spouse, partner or the brother, sister, son or daughter of an Ordinary Member shall be eligible to apply for membership and being a person who, at the date of admission, is over the age of eighteen, shall be entitled to have one vote.
- 3.2.3 **Honorary Members** – The Committee may, at its discretion, elect Honorary Members of the Club who shall pay no entrance fee or annual subscription.
- 3.2.4 **Provisional Member** –The Committee may require membership applicants to hold a Provisional Membership for a period of time before being approved as an Ordinary Member, and shall have no vote.
- 3.2.5 **Associate Member** - A full member of an associate club, which has previously been approved by the DHSC committee. An associate member shall have no vote and will pay a daily event premium, as set by the DHSC committee.

#### **4. Admission of Members**

- 4.01 Every candidate for admission as an Ordinary Member or Joint Member must complete an application form in the form prescribed by the Committee from time to time.
- 4.02 Every candidate for Ordinary Membership will, at the Committee's sole discretion, be accepted as a Provisional Member for a period of time and/or attendance at a number of events, as determined by the Committee.
- 4.03 The committee will review each Provisional Membership at the conclusion of the prescribed time and/or attendance and will decide whether or not to offer an Ordinary Membership.
- 4.04 The Committee may cancel, without notice being given, the membership of any member whose annual subscription and other fees are more than three months in arrears provided that the Committee may, at its discretion, re-instate such member upon payment of arrears.

#### **5. Subscriptions and Fees**

- 5.01 Annual and other subscriptions, joining fees, levies, sailing and tuition fees payable by members of the Club are to be such as the Committee from time to time prescribes.
- 5.02 Every application for Membership must be accompanied by a direct debit authority to cover the appropriate subscription from the date of application to the following 31st January and in the event that any such application is rejected by the Committee any remittance must be returned to the applicant. Any member elected after 30th June shall pay only half of the annual subscription for that year.
- 5.03 Arrears – No member shall be entitled to exercise their vote or any other rights or privileges of membership until their subscription for that year and any arrears have been paid.

#### **6. Notice Of Resignation**

Any member wishing to resign their membership of the Club must give notice in writing or by email, of their intention to do so, addressed to the Committee before the 31st January in any year, failing which, the member must pay the subscription for the next year.

## **7. Expulsion of Members**

The Committee may expel any member:

- 7.1.1 who shall have acted wilfully in contravention of the rules or byelaws of the Club, or
- 7.1.2 who is found after due process of the Committee to have negligently endangered the safety of the crew members and / or their vessel; or
- 7.1.3 who by their action has brought the Club into disrepute; or
- 7.1.4 who otherwise in the opinion of the Committee shall have been guilty of such conduct as to render it undesirable in the interests of the Club that they should continue as a member, provided that before expelling a member the Committee shall call upon them for an explanation of conduct and shall give them an opportunity for defence of conduct or resigning membership.

## **8. Annual General Meeting**

- 8.1 The Club must hold a meeting each year as its annual general meeting in addition to any other meetings in that year, and must specify the meeting as the annual general meeting in the notices calling it.
- 8.2 Not more than 20 months may elapse between the date of one annual general meeting of the Club and the next.
- 8.3 The annual general meeting must be held at such time and place as the Committee directs.
- 8.4 Any amendments to this Constitution must be approved at an annual general meeting by a majority of members who are entitled to vote.

## **9. Extraordinary General Meetings**

- 9.1 All general meetings other than annual general meetings must be called extraordinary general meetings.
- 9.2 The Committee may, whenever it thinks fit, and must, on a requisition made in writing to the Secretary of the Club by at least 15 Ordinary Members, having at the date of deposit of the requisition a right to vote at general meetings, convene an extraordinary general meeting.
- 9.3 Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitioners.
- 9.4 On receipt of the requisition the Committee must immediately proceed to convene an extraordinary general meeting.
- 9.5 If the Committee does not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitioners, or any of them representing more than one half of the total voting rights of all of them, may convene such a meeting.
- 9.6 An AGM and a meeting called for the passing of a special resolution must be called by at least 21 clear days' notice. A meeting of the Club may be called at shorter notice if it is so agreed:

- 9.6.1 In the case of an AGM, by all members entitled to attend and vote at that meeting; and
- 9.6.2 In the case of any other meeting, by members holding at least 95% of the total voting rights at that meeting of all the members.

## **10. Notice of the meetings**

- 10.1 The notice must specify the place, date, and time of the meeting, and the general nature of all the items to be transacted; and must, in the case of an AGM, specify the meeting as an AGM. The text of all special, extraordinary and elective resolutions to be proposed at the meeting must be set out in the notice.
- 10.2 Notice must be given to the members of the Club, but if anyone entitled to receive notice does not receive it, this does not invalidate the proceedings of the meeting if the failure to notify was accidental.

## **11. Quorum for Meetings**

- 11.1 No business may be transacted at any meeting unless a quorum is present.
- 11.2 Save as otherwise provided in this Constitution; 3 members personally present is a quorum.
- 11.3 If within half an hour from the time appointed for the meeting a quorum of members is not present, or, if during a meeting such quorum ceases to be present:
  - 11.3.1 If the meeting was convened on the requisition of the members, it must be dissolved;
  - 11.3.2 In any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place that the Committee may determine and, if at the adjourned meeting, a quorum of members is not present with half an hour of the time appointed for the meeting, the members present may form a quorum.

## **12. General Committee**

- 12.1 The Commodore of the Club, and failing him / her, a member of the Committee nominated by the Commodore for that purpose, will preside as Chairman at every general meeting of the Club.
- 12.2 If there is no such Chairman, or if at any meeting he / she is not present within 15 minutes of the time holding the meeting, or if he / she is unwilling to act, the Vice Commodore of the Club shall take the chair. If neither is present, the Committee members present may elect one of their number to be chairman of the meeting.
- 12.3 If there is no member of the Committee present then the members may elect any one of their members to be Chairman of the meeting.

## **13. Passing of Resolutions**

- 13.1 At any general meeting:
  - 13.1.1 a declaration by the Chairman must be made, that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority; and

13.1.2 an entry to that effect must be made in the minutes of the proceedings of the Club, as conclusive evidence of the fact without proof of the number.

13.2. If a poll is demanded in the above manner. It must be taken in the manner as the Chairman directs and the result of that poll is deemed to be the resolution of the meeting at which the poll was demanded.

#### **14. Voting Rights**

14.1 Subjects to the provisions of this Constitution members of the Club may attend in person at general meetings and may vote at such meetings.

14.2 No member of the Club entitled to vote may vote at any meeting unless all the money then due from them to the Club has been paid.

14.3 Every member of the Club entitled to vote has one vote, except that, in case of equality of votes, the Chairman has casting vote.

#### **15. Officers of the Club**

The election of Officers of the Club and the Committee members must take place in the following manner:

15.1 The election of officers shall take place at annual general meeting or at an extraordinary general meeting called for that purpose.

15.2 The Committee shall consist of not less than 4 and not more than 8 Members who, between them, shall appoint a Commodore and Vice-Commodore of the Club together with an Honorary Treasurer and an Honorary Secretary.

15.3 A list of candidates standing for election shall be posted on the Club's website not less than 14 days prior to the annual general meeting of the Club.

15.4 At any time during the year the Committee may co-opt any Member to the Committee; who, at the next annual general meeting will offer themselves for election if it is their intention to continue in the position.

15.5 At every annual general meeting of the Club, at least two members of the Committee must retire from office but may offer themselves for re- election.

#### **16. Removal of Elected Committee Member**

The office of Committee members is vacated if:

16.1 his / her membership of the Club is terminated in accordance with clause 7;

16.2 they absent themselves for a period of 6 months without leave of absence from the Commodore;

16.3 they give the Commodore one calendar month's notice in writing that they resign from office;

16.4 they are removed by unanimous resolution of the other Committee Members;

16.5 they are removed by ordinary resolution at a general meeting of the Club.

## **17. Accounts**

- 17.1 The committee must ensure that proper books of account are kept in respect of all money received and expended by the Club and the matters in respect of which the receipts and expenditure takes place and the assets and liabilities of the Club.
- 17.2 The books of account must always be open to the inspection of the Committee.

## **18. Presentation of the Accounts**

- 18.1 Once in every year the Treasurer must lay before the Club in general meeting an account of income and expenditure for the period since the preceeding account.
- 18.2 A balance sheet must be made out in every year and laid before the Club in general meeting, made up not more than six months before such meeting.
- 18.3 The accounts must be checked every year by an independant inspector of the Committee's choosing. The Commodore however may, at their discretion and at any time, order a full audit of the Club's accounts by a body or person of the Committee's choosing.

## **19. Distinguishing Flags**

- 19.1 The burgee of the Club shall be a triangular pennant divided horizontally into two parts of equal depth, with blue uppermost over a green base, with a fully rampant black horse superimposed in the centre.
- 19.2 The Commodore's Broad Pennant shall be a rectangular swallow-tailed flag bearing the colours and device of the Club.
- 19.3 The Vice Commodore's Broad Pennant shall be a rectangular swallow-tailed flag bearing the colours and device of the Club with the additon of a single black ball in the top left canton.
- 19.4 The Ensign of the Club shall be the Red Ensign of Her Majesty's Fleet.
- 19.5 An Ordinary, Joint or Honorary member of the Club may fly the burgee of the Club on any boat of which he / she is in effective control.

## **20. Communication**

- 20.1 Communication by email to the address indicated on the club's website, is acceptable. Emails on club business and sent to personal email addresses will not be considered to be official communications.

## **21. Dissolution of the Club**

- 21.1 The Club may be wound up by the passing of a Special Resolution which to be valid shall require a majority of the total voting rights of members of the Club to be cast in favour of the resolution.
- 21.2 On dissolution of the club and after payment of all expenses, disbursements, reimbursements and taxes; all residual funds are to be donated to the Royal National Lifeboat Institution, registered charity number 209603 and based at West Quay Road, Poole, BH15 1HZ.