

SUTTON MARINERS
“THE CONSTITUTION”

1st January 1989
Amended 22nd October 1998
Amended 26th October 2000
Amended 24th October 2002
Amended 30th October 2008
Amended 13th October 2011
Amended 23rd October 2014
Amended 29th October 2015
Amended 27th October 2016
Amended 16th February 2017
Amended 25th October 2018

Section 1 - Name and Objects

Name of the Club

1. The name of the Club shall be “Sutton Mariners Sailing Club” (hereinafter referred to in these rules as “the club”).

Objects of the Club

2. The objects for which the club is formed, are to promote and facilitate the sport of yachting, both sail and power, to provide for the study of seamanship and to provide social and other facilities for members, as may be from time to time determined.

The club is a non-profit making organisation. All surpluses will be used to maintain or improve the Club’s facilities. No surplus will be distributed except as covered under Section 7 rule 65-Dissolution of the Club.

Section 2 - Officers

Officers of the Club

3. The Officers of the club shall be Full or Country Members of the club and shall consist of a Commodore, a Vice-Commodore, a Rear-Commodore, an Honorary Secretary and an Honorary 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 next following Annual General Meeting.

Election of Officers

4. The election of Officers is vested in the Full, Country and Honorary Members of the club.

Candidates for election

5. All Officers of the club shall be eligible for re-election. Candidates for election shall be Full or Country Members, whose nominations (duly proposed and seconded in writing by Full or Country Members of the club) with their consent, shall have been received by the Honorary Secretary at least twenty eight days before the date of the Annual General Meeting in each year. Such nominations, together with the names of the Proposer and Seconder, shall be posted in the club premises at least fourteen days prior to the date of the Annual General Meeting.

Election procedure

6. Rules 36, 37 and 38 relating to Members of the Committee apply in so far as they are appropriate, equally to the Election of Officers.

Duties of Honorary Secretary etc.

Duties of Honorary Secretary

7. 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 and the Committee, which shall be confirmed and signed by the Chairman, upon the agreement of the club, or the Committee at the next following meeting of the club, or the 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 Adviser, to ensure that the club's affairs are managed in accordance with current law.

Duties of Honorary Treasurer

8. The Honorary 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 the 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 30th September in each year and cause such Balance Sheet (and accounts as necessary) to be audited at least once annually and shall thereafter cause the same to be exhibited in the club premises and distributed electronically to each member at least fourteen days before the date of the Annual General Meeting.

Duties of Honorary Auditors

9. The Honorary Auditors shall:-

(a) Be appointed at the Annual General Meeting in each year and shall be two preferably appropriately qualified members of the club.

(b) 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 either 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 of Membership

10. 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 membership are as defined in the latest edition of the Bye-laws of the club.

A FULL MEMBER – being a person who, at the date of election, is over the age of eighteen, shall have one vote.

A COUNTRY MEMBER – being a person who, at the date of election, is over the age of eighteen and whose main residence lies outside a circle of fifteen nautical miles radius from the club premises, shall have one vote.

AN HONORARY MEMBER – who shall be nominated and elected in the manner described in Rule 50, shall have one vote.

Membership Entrance & Subscription Fee

11. The rate of Entrance and Subscription fee for Full and Country members, shall be proposed by the 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 November. The current rate of Entrance and Subscription fee shall be prominently displayed in the club premises.

12. All members shall pay the Entrance fee (if any) and their first annual subscription upon election to the club and thereafter at the first meeting of the club in November each year:

provided that a member elected after the first day of April in any year, shall pay half the annual subscription applicable for that year and that a member elected after the first day of September in any year, shall not be required to pay any subscription in respect of the year of election, but shall pay on election, the Entrance fee and the annual subscription, in respect of the year following election.

Members' duty to provide an up-to-date address.

13. Every member shall furnish the Honorary Secretary with an up-to-date address, and where possible an up to date email address, which shall be recorded in the Register of Members and any notice sent to such addresses shall be deemed to have been duly delivered.

Election and Retirement of Full and Country Members

Candidates for Election

14. Every candidate for membership (except Honorary Members) shall be proposed and seconded by a Full or Country Member of the club, both of whom must be personally acquainted with the candidate.

Application for membership

15. 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 signatures of the Proposer and Seconder.

Election of Members

16. Upon receipt of an application for membership, the Honorary Secretary shall enter such application in a Register of Candidates and shall cause the application form to be prominently displayed in the club premises for at least fourteen days before the meeting of the Committee at which such application for membership shall be considered. The election of Full and Country 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. 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 Rules and Bye-laws of the club and make request for such payments as are necessary.

Payment of Fees upon Election

17. Upon election, a candidate shall pay within one calendar month, such Entrance and Subscription 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

18. 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 fee, provided that notice in writing is given to the Honorary Secretary before the last day of September in

the previous year. A member wishing to be reinstated during the year in question, shall pay such portion of the annual subscription as the Committee shall require.

Retirement of a member

19. A member desirous of retiring from membership, shall give notice in writing to the Honorary Secretary before the last day of September and shall not then be liable to pay the subscription for the following year. Upon re-application by a past member, the Committee may, at its discretion, excuse the payment of an Entrance fee.

Arrears of Subscription

20. The Committee may cancel, without notice given, the membership of any member whose annual subscription fee is more than two months in arrears, provided that the Committee may, at its discretion, reinstate such member upon payment of arrears. No member whose annual payments are in arrears may enter any club event, nor vote at any meeting.

Transfer from Full to Country Membership

20a. A Full Member whose main residence moves outside a circle of fifteen nautical miles radius from the club premises shall not be entitled to any refund of subscription fee. A Full Member who wishes to change status from Full to Country Member must inform the Honorary Secretary in writing, with details of the new address, before the last day in September in the previous year.

Transfer from Country Membership to Full Membership

20b. A Country Member whose main residence moves to within a circle of fifteen nautical miles radius from the club premises is not obliged to pay the Full Member's subscription until the first meeting of the club in the following November.

Conduct of Members

Undertaking by members to comply with rules

21. Every member, upon election and thereafter, is deemed to have notice of, and impliedly undertakes to comply with, the Club Rules and the current Bye-laws and Regulations of the club. Any refusal or neglect to do so, or any conduct which, in the opinion of the Committee, is either unworthy of a member, or otherwise injurious to the interests of the club, shall render a member liable to expulsion 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 Management Committee present and voting on the Resolution.

Guests in the club

22. Members shall enter the names of all guests in the Visitors Book. Not more than three guests may be introduced in any one day and the same guest may not be introduced more than four times in any calendar year.

Club Property

23. 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.

Exhibiting of notices

24. A member shall not cause any communication in whatever form, to be exhibited on club notice boards, or premises, without permission of the Honorary Secretary.

Settlement of Accounts

25. A member shall settle any indebtedness for refreshment, or otherwise, before leaving the club premises, or in accordance with any Bye-law relating to the settlement of such indebtedness.

Suggestions

26. All suggestions shall be entered in the Suggestion Book and signed by the Member.

Complaints

27. Complaints of any nature relating to the management of the club premises, shall be addressed in writing to the Honorary Secretary.

Members of other RYA clubs

28. A member of any club recognised by 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.

Power to expel those admitted under rule 28 hereof

29. 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 rule 28.

Limitation of Club Liability

Limitation of club liability

30. 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:

(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 and 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.

Data Protection Act

31. 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 and Procedure

Constitution of Committee

32. The Management Committee (herein referred to as “the Committee”), shall consist of the Officers, ex officio, and four Full or Country Members of the club, elected at the Annual General Meeting each year, to hold office until the termination of the next following Annual General Meeting.

Power of members of the club

33. The election of members of the Committee is vested in the Full, Country and Honorary Members of the club.

Retirement of members of the Committee

34. At the Annual General Meeting each year, one of the members of the Committee shall retire in order of election or seniority. In the case of equal seniority, the order of retirement shall, failing agreement between the members concerned, be determined by lot. Members retiring under this rule shall not be eligible for re-election to the Committee until the Annual General Meeting next following the meeting at which they retire.

Candidates for election to Committee

35. Candidates for election to the Committee (not being Officers of the Club), shall be those members of the retiring Committee, eligible to offer themselves for re-election and such other Full and Country Members whose nominations (duly proposed and seconded in writing by Full or Country Members of the club), with their consent, shall have been received by the Honorary Secretary at least twenty eight days before the date of the Annual General Meeting in each year. Such nominations, together with the names of the Proposer and Seconder, shall be posted in the club premises at least fourteen days prior to the date of the Annual General Meeting.

Election of Committee by ballot

36. 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

37. 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.

Equality of Votes

38. 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

39. If, for any reason, a casual vacancy shall occur, the Committee may co-opt a Full or Country Member to fill such a vacancy until the next following Annual General Meeting.

Retiring Commodore ex officio

40. A retiring Commodore shall serve as an ex officio member of the Committee in the year immediately following his retirement.

Committee Meetings

41. The Committee shall meet at least every two months, making such arrangements as to the conduct, place of assembly and holding of such meetings, as it may wish. The Commodore, or in his absence a Chairman elected by those present shall preside.

42. Voting (except in the case of a resolution relating to the expulsion of a member) shall be by show of hands. In the case of equality of votes, the Commodore, or Chairman (as the case may be) shall have a second i.e. casting vote.

Quorum

43. Five members personally present shall form a quorum at a meeting of the Committee.

Powers of the Committee

Management of club by Committee

44. 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 nominated by General Meeting.

Powers to make Bye-laws and Regulations

45. The Committee shall make such Bye-laws 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 Bye-laws and Regulations shall remain in force until approved, or set aside by a vote at a General Meeting of the club.

Appointment of sub-committees

46. The Committee may appoint such subcommittees 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 subcommittees shall consist of such members of the Committee, or of the club, as the Committee may think fit. Officers of the club shall be ex officio members of all such subcommittees.

Disclosure of interest to third parties

47. A member of the Committee, of a subcommittee or any Officer of the club, in transacting business for the club, shall disclose to third parties that he is so acting.

Limitation of Members' liability

48. The Committee, or any person, or subcommittee, delegated by the Committee to act as agent for the club, or its members, shall enter into contracts only so 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

49. 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 an individual member's indemnity in this respect shall be a sum equal to one year's subscription at the then current rate for that category of membership, unless the Committee has been authorised to exceed such limit by a General Meeting of the club.

Nomination of Honorary Members by Committee

50. The Committee may nominate for election at an Annual General Meeting, such Honorary Members as the Committee may think fit. The total of such Honorary Members shall not, however, exceed at any one time six in number.

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 two thirds of those present, and entitled to vote, vote in favour of election.

Section 5 – Trustees

Number of Trustees and terms of reference

51. There shall be at least three Trustees of the club, who shall be appointed from time to time as necessary by the Committee of the club, from among Full, Country, or Honorary Members, who are willing to be so appointed. A Trustee shall hold office during his lifetime, 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 meeting of the committee by a majority comprising two-thirds of the members present and entitled to vote.

Property of club vested in Trustees

52. All property of the club, including land and investments, shall be held by the Trustees for the time being in their own names so far as is necessary and practicable, on trust, for the use and benefit of the club. On the death, resignation, or removal from office of a Trustee, the Committee shall 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

53. 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 club funds

54. 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 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.

Section 6 – Meetings of the club

Annual General Meeting

55. An Annual General Meeting of the club shall held each year in the month of October, 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 by electronic or other means to each member, notice thereof and of the business to be brought forward thereat.

Business at Annual General Meeting

56. No business, except the passing of the accounts and the election of the Officers, Committee and Honorary Auditors and any business that the Committee may order to be inserted in the notice convening the meeting, shall be discussed at such meeting, unless notice thereof be given in writing by a member entitled to vote to the Honorary Secretary, at least forty two days before the date of the Annual General Meeting.

Special General Meeting

57. The Committee may at any time, upon giving twenty one days notice in writing, call a General Meeting of the club for any special business, the nature of which shall be stated in the summons convening the meeting and the discussion at such meeting shall be confined to the business stated in the notice sent to members.

General Meeting upon request of members

58. The Committee shall similarly call a General Meeting upon a written request addressed to the Honorary Secretary by at least five members. The discussion at such meeting shall be confined to the business stated in the notice sent to members.

Chairman at Meetings

59. At every meeting of the club, the Commodore, or in his absence, a Chairman elected by those present, shall preside.

Quorum at Meetings

60. Eleven members entitled to vote and personally present, shall form a quorum at any meeting of the club.

Entitlement to vote at meetings

61. Only Full, Country and Honorary members shall vote at any meeting of the club.

Voting at Meetings

62. Voting, except upon the election of Officers and members of the Committee shall be by show of hands.

Equality of votes

63. In the case of an equality of votes, the Chairman shall have a second i.e. casting vote, on any matter other than the election of Officers and members of the Committee.

Voting on Rule Change

64. On any resolution properly put to a meeting of the club, relating to the creation, repeal, or amendment of any Rule, Bye-law or Regulation of the club, such Rule, Bye-law, 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

65. If, upon the winding up or dissolution of the club, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed amongst the members of the club, but shall be given, or transferred to some other institution, or institutions having objects similar to the objects of the club, such institution, or institutions to be determined by the members of the club by Resolutions passed at a General Meeting at, or before the time of the dissolution and if and so far as, effect cannot be given to such provision, then to some charitable object.

Section 8 – Bye-laws

Rights and privileges of members

66. The present rights and privileges of each category of membership shall be as follows:-

A FULL MEMBER shall have the full use of all the club facilities.

A COUNTRY MEMBER shall have the full use of all the club facilities.

AN HONORARY MEMBER shall have the full use of all the club facilities.

Rights and privileges of those admitted under rule 28

67. A person authorised to use the premises of the club under rule 28 shall have the full use of the club facilities, but: -

- (a) shall have no right to introduce visitors to the club or facilities thereof.
- (b) shall have no right to take any part in the management of the club.
- (c) is deemed to have notice of and impliedly undertakes to comply with the club rules, current Bye-laws and regulations, as if he or she were a member of the club and so far as the said Rules, Bye-laws and regulations may be deemed to apply to such persons.
- (d) shall be liable to be expelled from the club premises, or to be prohibited from using club facilities if, in the opinion of the Honorary Secretary, he or she shall not have reasonably complied with the above conditions.

Control of dogs

68. No dogs may be brought into club premises.

Club databases

69. Members shall have no right to use of the club databases for anything except club business.

Arrangements with third parties.

70. Members shall not make formal arrangements on behalf of the club with third parties, or use club funds, without prior agreement of the Management Committee.

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