

# **Whitehaven Sailing and Boating Association.**

## **Constitution.**

**1. Introduction.** The association shall be known as Whitehaven Sailing and Boating Association, (Hereinafter referred to as WSBA or The Association).

### **2. Purposes.**

The purposes of the Association are to:

2.1. Encourage the safe sailing, navigating and handling of yachts and boats.

2.2. Organise club yacht racing.

2.3. Organise sailing/cruising, training and social activities for its members.

2.4. Promote the exchange of information, experience and views between its members in relation to these purposes.

2.5 The Association is a non-profit making organisation. All profits and surpluses shall be used to maintain or improve the services provided to its members. No profit or surplus shall be distributed except as covered under clause 9 (Winding up of the Association).

### **3. Membership**

(The term 'Member' refers to all categories of membership of the Association. and it is not a pre-requisite for members to own boats)

3.1. Single Members shall pay a "Single Membership Renewal" fee. New single members shall pay a "New Single Membership" fee.

3.2. Joint Members (couples and their children who are under the age of 18 years on January 1<sup>st</sup> of the membership year) shall pay a “Joint Memberships Renewal” fee. New Joint members shall pay a “New Joint Memberships” fee.

3.3. Details of current subscription fees for Single & Joint members are published on the WSBA website.

3.4. All boat owners must complete and sign a Pre-Season Racing Disclaimer in order to be eligible to compete in any competition racing organised by the Association.

3.5. Subscriptions become due on 1st January each year and if unpaid by 31st March the Member(s) will be deemed to have resigned from the Association, but they will remain eligible to re-join the Association later that year by paying the normal Renewal Fee.

3.6. New members joining after 1st October shall be liable for one subscription only until the end of the following year.

3.7. Any breach of the Association rules or any conduct which, in the opinion of the Committee, is either unworthy of a member or otherwise injurious to the interests of the Association, shall render a member liable to disciplinary action by the Committee, which may include suspension for a specified period of time or expulsion. Before taking such disciplinary action against 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 apply any sanction shall be carried by a simple majority vote by those members of the Committee present and voting on the Resolution. Appeal against suspension/expulsion may be made to the members in a General Meeting. Upon

suspension/expulsion the member/former member shall not be entitled to have any part of the annual membership fee refunded and must return any Association trophies or property held forthwith.

## **4. Officers**

4.1.1. The following are the Officers of the Association:

4.1.1.1 Commodore

4.1.1.2 Vice Commodore

4.1.1.3 Honorary Secretary

4.1.1.4 Honorary Treasurer

4.1.1.5 Honorary Sailing Secretary

4.1.1.6 Honorary Cruising Secretary

4.1.1.7 Membership Secretary

4.1.2. All Officers and other Committee members are elected annually by the membership at the AGM, a Proposer and Secunder being required for each nomination, both of whom must be paid up Members. In the event of more than one nomination for a position, this will be put to the vote at the AGM.

4.1.3. The Commodore and Vice Commodore may only serve for a maximum of three consecutive years in the same post and a total of six consecutive years of the two posts together.

### **4.2. Duties of Honorary Secretary**

The Honorary Secretary shall:

4.2.1. Conduct the correspondence of the Association.

4.2.2. Maintain the custody of all Association documents.

4.2.3. Keep minutes of all meetings of the Association, the Committee and Sub-committees which shall be confirmed and signed by the appropriate Chairman upon agreement of the Association, the Committee or Sub-committee.

4.2.4 A full role description shall be agreed by the Committee.

#### 4.3. Duties of Honorary Treasurer

The Honorary Treasurer shall:

4.3.1. Cause such Books of Account to be kept as necessary to give a true and fair view of the state of finances of the Association.

4.3.2. Prepare as at 31 December in each year an Annual Balance Sheet and an Income and Expenditure Account drawn up to that date and cause such Accounts to be independently examined and shall thereafter cause the same to be available to the members of the Association at least fourteen days before the date of the Annual General Meeting.

4.3.3. Draw up and maintain a list of rules in respect of management of the Association accounts. These rules and any subsequent amendments shall be approved by the Committee.

4.3.4 A full role description shall be agreed by the Committee.

#### 4.4. Duties of Membership Secretary

The Membership Secretary shall:

4.4.1. Ensure that a confidential register is kept of member's particulars.

4.4.2. Ensure that new memberships and renewals are processed.

4.4.3. Ensure that the Association complies with any data protection legislation.

A full role description shall be agreed by the Committee

### **5. Committee**

5.1.1. The Association is administered by the Committee which comprises the Officers and up to five members of the Association. At least half of the Committee will be boat owners.

5.1.2. The Committee is entitled to co-opt replacement members onto the Committee during the year and co-opted Committee members will enjoy full voting rights at Committee meetings. This is necessary because of possible resignations or ill-health of Committee members. The co-opting of committee members shall not cause the number of committee members to exceed the number elected at the general meeting when the election of that committee took place.

5.1.3. The Chairperson at a Committee meeting is the Commodore, or in his/her absence the Vice-Commodore or an Officer of the Association.

5.1.4. The Committee shall meet at least four times a year.

5.1.5. A quorum for a committee meeting is four elected members, two of whom must be Officers.

5.1.6. Any Officer or Committee member who misses three consecutive Committee meetings without good reason shall be deemed to have retired from the Committee and will be duly informed and replaced.

## **5.2 Appointment of Sub-committees**

5.2.1. The General Committee may appoint such Sub-committees as it may deem necessary. Such Sub-committees shall consist of such members of the General Committee, or the Association, as the General Committee may think fit. The chairperson of any subcommittee shall be a member of the General Committee and shall be responsible for reporting the findings of the subcommittee to a meeting of the General Committee.

## **6 Annual General Meetings**

6.1.1. An AGM shall be called each year, usually in January but by the end of February at the latest.

Twenty eight days written notice shall be given by the Honourable Secretary of such meetings.

6.1.2. The minimum number of voting members to form a quorum at an Annual General meeting of the Association shall be 15.

6.2.1. The meeting is to:

6.2.1.1. Approve the Minutes of the previous AGM, prepared by the Hon. Secretary.

6.2.1.2. Vote on any Committee Resolutions and for the Commodore's Report.

6.1.1.3. Approve the audited Accounts, prepared by the Hon. Treasurer. Advise the rate of subscriptions for the following year and gain approval if changed from the current year.

6.2.1.4. Elect Officers and Committee members for the year ahead.

6.2.1.5. Approve the nomination of the Honorary Auditor.

6.2.1.6. Consider and vote on any other Resolutions.

6.2.1.7. Only paid up Members over the age of 18 years are entitled to vote at the AGM. Joint members shall have one vote each.

6.1.2.8. General meetings may be held at a live venue or over an approved internet platform or a hybrid of the two ,if deemed to be practicable.

## **7.1 Extraordinary General Meetings**

7.1.1 The Committee may, at any time, upon giving twenty

eight days' notice in writing to all members, call a General Meeting of the Association for any special business, the nature of which shall be stated in the notice convening the meeting and the discussions at such meetings shall be confined to the business stated.

7.1.2 The Committee shall similarly call a General Meeting upon the written request being received by the Honorary Secretary, signed by at least twenty five members who are not Committee members. The business to be discussed shall be confined to that stated in the notice convening the meeting.

7.2.1 The minimum number of voting members to form a quorum at an Extraordinary General meeting of the Association shall be 10.

7.3.1. Only paid up Members over the age of 18 years are entitled to vote at Extraordinary General Meetings. Joint members shall have one vote each.

## **8. Communications**

8.1 The primary means of issuing notices and information to the membership shall be by electronic means. Paper-based communications shall only be provided for those members specifically requesting it through the Honorary Secretary.

8.2 Members shall be required to provide an email address on joining and be responsible for informing the Membership Secretary of any changes.

## **9. Winding Up**

9.1 The Association may only be dissolved by a General Meeting of the Association. A majority vote of at least two thirds of members present and eligible to vote is required for the Association to be dissolved.

9.2. In the event of Whitehaven Sailing and Boating Association being dissolved, any surplus funds and property, after debts and liabilities are paid, are to be donated to the Royal National Lifeboat Institution. Officers of the Association shall not be held responsible, jointly or severally, for any debts outstanding at such winding up or dissolution.

## **10. Amending the Constitution.**

This Constitution may only be amended by members at a General Meeting of the Association. Any resolution to create, repeal or amend any part of the Constitution of the Association shall require a majority of two thirds of those entitled to vote and are present. The Committee are responsible for its effective application.

Whitehaven,  
January 2023