

# Draft Constitution

October 2009 – Not approved by AGM yet!!

## Section 1 - Name and Objects

The name of the club shall be 'Northern Exposure Rescue ' (hereinafter referred to as "the club").

The object on which the club is formed is to promote and facilitate a safe environment for all those involved in sailing and similar sports near water.

## Section 2 – Club Officers

The officers of the club shall be members of the club and shall consist of a Commodore, a Vice-Commodore, a Secretary and a Treasurer. (Hereinafter referred to in these rules as the "Management Committee") Officers shall be elected at the Annual General Meeting in each year and shall hold office for one year, retiring at the termination of the Annual General Meeting in each year. All Officers of the Club shall be eligible for re-election.

## Section 3 - Duties of Club Officers etc

The Commodore shall:-

- Represent the club to the best of their ability at all times.
- Ensure the financial stability of the club.
- Ensure the affairs of the club run in accordance with this constitution.
- Develop a long term plan for the club taking account of the financial situation, needs of the members and the demands that events request of the club.

The Vice Commodore shall:-

- Represent the club to best of their ability at all times.
- Ensure the financial stability of the club in conjunction with the Commodore.
- Ensure the affairs of the club run in accordance with this constitution in conjunction with the Commodore.
- Develop a plan to provide suitable training opportunities for members that enables the club to safely meet its objectives.

The Secretary shall:-

- Keep a register of club members' names and addresses;
- Conduct the correspondence of the club;

- Keep custody of all club documents;
- Keep full minutes of all meetings of the club, and any sub-committee which shall be confirmed and signed as a true record by the appropriate chair person.
- Administer such insurance policy or policies as may be needed fully to protect the interests of the club, its Officers and its members;
- Maintain contact with the club's legal advisor to ensure that the club's affairs are managed in accordance with current law.
- Maintain any such certificates or registrations as may be required by law.

The Treasurer shall:-

- 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.
- Cause all returns as may be required by law in relation to such accounts to be rendered at the due time.
- Prepare an annual balance sheet at the end of the financial year and cause such Balance Sheet (and accounts as necessary) to be audited at least once annually and will be available at least fourteen days before the date of the Annual General Meeting.

The Honorary Auditors shall:-

- Be appointed at the Annual General Meeting in each year;
- The Auditors shall audit the accounts of the club when called upon to do so and shall give such certificate of assurance as to the accuracy of the said accounts as shall be required by law or by the committee;
- 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 4 – Membership**

There shall be the following categories of membership;

- **AN ADULT MEMBER** – Any person aged 18 or over, who has an interest or involvement in Marine Rescue/Event Management/Photography.
- **A JUNIOR MEMBER** – Any person aged below 18, who has an interest or involvement in Marine Rescue/Event Management/Photography

The membership year will run from the first of April to the thirty first of March.

All members shall pay the entrance fee (if any) and their first annual subscription upon election to the club and thereafter on the first day of the membership year. Members who join halfway through a membership year shall still be liable to pay the full subscription fee.

Every member shall furnish the Secretary with an up-to-date address which shall be recorded in database and any notice sent to such address as shall be deemed to have been duly delivered.

## **Section 5 - Membership**

An application for membership shall be in the form prescribed by the Management Committee, and shall include the name, address, and occupation of the candidate.

Upon receipt of an application for membership, the Secretary shall forward the application to the Management Committee for discussion at the meeting of the Management Committee at which such application for membership shall be considered. The election of all classes of members is vested in the Management Committee and shall be a simple majority vote of those of the Management Committee. The Secretary shall inform each candidate of the candidate's election or non-election. He/she shall furnish an elected candidate with a copy of the constitution of the club, copies of any bylaws and make request for such payments as are necessary.

Upon election, a candidate shall pay, within one calendar month, such entrance and other fees as shall be requested. In default of such payment, the election shall be void unless sufficient cause for delay be shown.

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 February 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 Management Committee shall require.

A member desirous of retiring from membership shall give notice in writing to the Secretary before the last day of March and shall not then be liable to pay the subscription for the following year.

The Management Committee may cancel, without notice given, the membership of any member whose annual subscription and other annual fees are more than three months in arrears provided that the Management Committee may, at its discretion, re-instate such member upon payment of arrears. No member whose annual payment are in arrears may enter any club event or regatta nor vote at any meeting.

## **Section 6 - Conduct of Members**

Every member is deemed to have notice of, and impliedly undertakes to comply with, this club constitution, the bylaws and/or regulations of the club or the direction of any member of the Management Committee. Any refusal or neglect to do so, 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 expulsion by the Management Committee.

**PROVIDED THAT**, before expelling 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 explanation to the Management 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.

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.

A member shall settle any debt before leaving the club.

Complaints of any nature relating to the management of the club shall be addressed in writing to the Secretary. Under no circumstances shall a member of the Management Committee or any other servant of the club, be personally reprimanded by another member.

### **Section 7 - Limitation of Northern Exposure Rescue liability**

All members are bound by the following rule:-

Members of the club, their guests or visitors may use the club equipment, and any other facilities of the club, entirely at their own risk and impliedly accept:

(a) That the club will not accept any liability for any damage to or loss of property belonging to members, or their guests to the club.

(b) The club will not accept any liability of any personal injury arising out of the use of the club facilities, club equipment, either sustained by members or their guests or caused by the said members or guests whether or not such damage or injury could have been attributed to or was occasioned by the neglect, default or negligence of any of the Club Officers, Management Committee, members or other servants of the club.

Individuals who become members of the club shall be deemed to have consented to the holding of relevant personal data as necessary, in accordance with the Data Protection Act 1984 and also to the taking and distribution of videos and photographs featuring them in perpetuity.

Similarly attendance of any Northern Exposure Rescue event by a members guest or visitor of a member will be deemed to acceptance of these points. In addition attendance will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Act 1984 and also to the taking and distribution of videos and photographs featuring them.

## **Section 8 - Management Committee**

The Management Committee shall consist of the Officers of the Club, and any ex officio officers elected at the Annual General Meeting each year to hold office until the termination of the next following Annual General Meeting.

Candidates for election to the Management Committee 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 members of the Club) with their consent shall have been received by the Secretary at least ten days before the date of the Annual General Meeting in each year.

If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot.

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.

In the event of the ballot failing to determine the members of the Management 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.

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

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

The Management Committee shall meet as often as necessary making such arrangements as 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. In the case of an equality of votes at such meetings the Commodore or in his absence a chairman elected by those present, shall have a second or casting vote, on any matter discussed.

Voting (except in the case of a resolution relating to the expulsion of a member) shall be by show of hands. In the Management Committee case of equality of votes the Commodore or chairman (as the case may be) shall have a second and casting vote.

## **Section 9 - Powers of the committee**

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 objects of the club or for a benevolent or charitable purpose nominated by General Meeting.

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 on the club website for fourteen days before the date of implementation. Such Byelaws and Regulations shall remain in force until approved or set aside by a vote of a General Meeting of the club.

The Management Committee may appoint such 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 club as the Management Committee may think fit. Officers of the club shall be ex officio members of all such sub-committees.

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. If at any point any of the above find themselves in a conflicting position with another organisation they may also represent, then the interests of Northern Exposure Rescue must take precedence.

The Management Committee, or any person or sub-committee delegated by the Committee to act as agent for the club or its members, shall enter into contract only as far as expressly authorised, or authorised by implication, by the members. No one shall, without the express authority of the membership in General Meeting, pledge the credit of the membership.

In pursuance of the authority vested in the Management Committee by members of the club, members of the Management Committee are entitled to be indemnified by the members of the club against any liabilities properly incurred by them or any one of them on behalf of the club wherever the contract is of a duly authorised nature or could be assumed to be of a duly authorised nature and entered into on behalf of the club.

The limit of any individual member's indemnity in this respect shall be a sum equal to three year's subscription at the then current rate of that category of membership unless the committee has been authorised to exceed such limit by a General Meeting of the club.

The Management 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, at any time, exceed five per cent of the total number of members nor shall the number of Honorary Members 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 10 - Purchase and supply of goods**

No person shall take a commission, percentage or other such payment in connection with the purchase of excisable goods for the club. Any profit deriving from the sale of such goods shall (after deduction of the costs of providing such goods for the benefit of the club) be applied to the provision of additional amenities or the purchase of property to be held in trust for the benefit of the club.

Proper accounts of all purchases and receipts shall be kept and presented at the Annual General Meeting in each year and such information as the Secretary or Honorary Auditors may require shall be furnished to enable any statutory return or statement and the payment of excise or other duty or tax to be made.

### **Section 11 - Trustees**

There shall be at least two Trustees of the club who shall be appointed from time to time as necessary by the Management Committee of the club. 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.

### **Section 12 - Meetings of the club**

An **Annual General Meeting** of the club shall be held each year on a date to be fixed by the Management Committee. The Secretary shall at least fourteen days before the

date of such meeting or of any Annual General Meeting as hereinafter mentioned post or deliver to each member notice hereof and of the business to be brought forward thereat.

No business, except the passing of the accounts and the election of the Officers to the Committee, Trustees 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 ten days before the date of the Annual General Meeting.

The Management Committee may at any time, upon giving ten days notice in writing, call a **Emergency 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.

The Management Committee shall similarly call an **Extraordinary General Meeting** upon a written request addressed to the Secretary by at least 1/5<sup>th</sup> members. The discussion at such meeting shall be confined to the business stated in the notice sent to members.

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

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

Only paid up adult members shall vote at any meeting of the club.

Voting, except upon the election of members of the Management Committee, shall be by show of hands.

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

On any resolution properly put to a meeting of the club relating to the creation, repeal or amendment of any Rule, 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 13 - Dissolution of the Club**

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 constitutions having objects similar to the objects of the club, such institution or institutions to be determined by the members of the club by Resolution 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 14 – Legal**

Northern Exposure Rescue will conduct its affairs in accordance with the laws of England and Wales at all times.