

# WELSH HARP SAILING ASSOCIATION CONSTITUTION

November 2014

## 1. Name and Status

The name of the Association is the Welsh Harp Sailing Association. (hereinafter referred to as the Association) and is currently registered as a Community Amateur Sports Club (CASC). The Association will endeavour to ensure it continues to satisfy the criteria for registration as a CASC.

## 2. Flag

The flag of the Association is a burgee bearing a red harp on a horizontally halved ground of white over green.

## 3. Objects

The Association exists to promote and encourage the sport of sailing and racing under RYA rules on the Welsh Harp (Brent Reservoir) for all persons able to benefit therefrom regardless of age, sex, race, creed or ability.

To these ends the Association shall:

- a) Acquire, protect, preserve and administer the sailing rights on the Welsh Harp
- b) Provide suitable facilities for its members from its resources.
- c) Act on behalf of the Constituent Bodies and other users of the water in all matters affecting the use of the Welsh Harp and the land occupied by the Association and Constituent Bodies.
- d) Organise a programme of racing on the Welsh Harp under the Racing Rules of Sailing (RRS), published by the International Sailing Federation (ISAF).

## 4. Banking

The Association's Bank shall be as determined by the Executive Council. All outgoing cheques shall be crossed and, up to a value of £500, may be signed by any one of the Treasurer, the Chairman, the Vice Chairman and the Secretary. Cheques over £500 should be signed by any two signatories to the account. The treasurer is authorised to operate the Association bank account via internet/online banking without monetary limit.

## 5. Financial Accounting

The accounting period shall be April 1<sup>st</sup> to March 31<sup>st</sup>. The Treasurer will prepare annual accounts which shall be independently examined/audited and presented to the Annual Meeting of the Association in accordance with 11(b) below.

## 6. Membership

- a) The Association shall consist of clubs and other organisations that have been accepted as members by a two-thirds majority vote at a Council Meeting and such other bodies as may from time to time be similarly accepted by the Council.
- b) i) A Constituent Body may cease to be a member by giving 6 months' notice of its intention to do so and paying all sums and charges due by it to the Association.
- c) ii) The Association may terminate the membership of a Constituent Body by giving it 6 months' notice following a Council meeting where this termination will have been approved by a two-thirds majority of the Constituent Bodies having one vote each.
- d) All members of the Constituent Bodies are Individual Members of the Association. Constituent Bodies undertake to be open to all without discrimination and to secure their members' adherence to the WHSA rules and bye-laws.

- e) Persons other than members of the Constituent Bodies may be elected to honorary membership of the Association by the Council

## **7. Data Protection Act.**

Individual Membership of the Association will be deemed to constitute consent to the holding of personal relevant data for the purposes of the Data Protection Act 1998

## **8. Management**

The governing body of the Association shall be the Council, consisting of the Association's Officers and representatives of the Constituent Bodies as set out at 10 below.

- a) Between meetings of the Council the work of the Association shall be carried out by an Executive as set out at 12 below.

## **9. Association not to be used for business.**

No Constituent Body or Individual Member shall conduct any business on the Association land and premises. No Constituent Body or Individual Member shall make use of the Association name or Association facilities for the purpose of advertising publicly or privately any activity not connected with the objects of the Association except with the permission of the Executive.

## **10. Representation**

- a) Each Constituent Body shall be entitled to send representatives, who shall be members of that Constituent Body, to meetings of the Council. Only one of those representatives shall be entitled to cast that Constituent Body's votes.
- b) Voting at Council meetings shall be confined to Constituent Bodies of the WHSA. The Chairman of the meeting shall have a casting vote.
- c) A Constituent Body shall be allocated votes equal to the percentage its Annual Charge bears to the Total Annual Charge (the sum of the Annual Charges paid by all the Constituent Bodies) for the immediately preceding year with a maximum of 40%. Any excess shall be transferred to the other Constituent Bodies in proportion to their votes.
- d) The votes shall be used by the nominated representative whenever a vote is taken at a meeting of the Council. Votes may be split for and against a motion at the discretion of the representative.
- e) Each Constituent Body shall be entitled to send one representative who shall be a member of that Constituent Body to meetings of the Executive, the Harbour and Sailing sub-committees.
- f) Voting at Council Meetings shall be by open disclosure of percentage votes cast unless:
- i) It is on a motion for the expulsion of a Constituent Body or
  - ii) It is requested by two Constituent Bodies when it shall be by secret ballot.

## **11. Council**

- a) The Council shall meet in April or May and at least on one other occasion during each year. It may also meet at such other times the Executive may deem necessary, and if requested by any Constituent Body under 11e, at such time and place as the Executive may appoint of which not less than 21 days' written notice shall have been sent by the Secretary to each of the Constituent Bodies at their nominated addresses. Matters to appear on the agenda of any Council Meeting must be delivered to the Secretary not later than 14 days prior to the advertised date of the meeting. The Chairman may, at his/her discretion, accept other matters for discussion at any meeting.
- b) The Council Meeting in April or May shall be the Annual Meeting of the Association and

shall receive reports from each of the Officers on the previous year's work and the statement of accounts duly audited. The Council shall then proceed to the election of Officers (see 12) and one other person to act as auditor and to transact any other business normal to the Annual Meeting, including discussions of plans and policy for the following year. Any Council Meeting may fix the Annual Fees for the year commencing on 1 April of the following financial year.

- c) Representatives from at least three Constituent Bodies shall be present to form a quorum. If no quorum is present within fifteen minutes of the advertised time the meeting shall be adjourned for not less than 14 and not more than 35 days.
- d) In the case of an Annual Meeting or if the affairs of the Association are being wound up then after an adjournment under 11c the Constituent Bodies present shall form a quorum.
- e) Any Constituent Body may requisition a meeting of the Council at any time by giving notice in writing to the secretary who shall arrange for the meeting to be held within 24 days. Notwithstanding the foregoing only one meeting of the Council may be held in any one calendar month.
- f) Any Individual Member of the Association may attend and speak at meetings of the Council.

## **12 a) Executive**

- i) Management of the Association by the Executive.

The Executive shall manage the affairs of the Association according to the Rules and Bye-Laws and shall cause the funds of the Association to be applied solely to the objects of the Association or for a benevolent or charitable purpose nominated by a Council Meeting. The Executive shall consist of the officers of the Association and one representative from each of the Constituent Bodies. At meetings of the Executive the quorum shall be six, including at least three officers and representatives from at least two Constituent Bodies.

- ii) Appointment of sub-committees.

The Executive may appoint such sub-committees, including a Harbour and a Sailing sub-committee, as it may deem necessary and may delegate such of its powers as it may think fit upon such terms and conditions as shall seem expedient and/or required by the law. Such sub-committees shall consist of such Individual Members as the Executive may think fit. The Chairman, the Secretary and the Treasurer shall be ex-officio members of all such sub-committees.

- iii) The Executive shall make such bye-laws as it shall from time to time think fit and shall cause the same to be notified to all constituent bodies at least 14 days before the date of implementation. Responsibility for ensuring that such bye-laws are notified to all members shall rest with the constituent bodies. Such bye-laws shall remain in force until repealed by the Executive or set aside by a vote at a Council meeting.

- iv) Disclosure of interest to third parties.

A member of the Executive or of a sub-committee or any Officer of the Association, in transacting business for the Association, shall disclose to third parties that he/she is so acting.

- v) Limitation of authority.

The Executive, or any person or sub-committee delegated by the Executive to act as agent for the Association or its Constituent Bodies, shall enter into contracts only so far as expressly authorised, or authorised by implication, by the Constituent Bodies. No Individual Member or other person shall, without the express authority of the Constituent Bodies in Council Meeting, pledge the credit of the Association.

- vi) Constituent Bodies' Indemnification of Executive.

In pursuance of the authority vested in the Executive by the Constituent Bodies, members of the Executive are entitled to be indemnified by the Constituent Bodies against any liabilities, costs, expenses and payments whatsoever properly incurred by them or any of them on behalf of the Association (including ex Constituent Bodies who were Constituent

Bodies when the relevant liability, cost, expense or payment arose) 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 Association.

## **12 b) Officers**

- i) The Officers of the Association shall be a Chairman, Vice Chairman, Secretary, Treasurer, Harbour Master, Assistant Harbour Master and Sailing Master. All Officers shall be honorary and shall be Individual Members of the Association, but not more than four shall come from the same principal Constituent Body (the one through which their fee is paid). Officers shall not represent their Constituent Bodies at Association Meetings whilst so serving.
- ii) At an Annual Meeting the Council may elect a President and/or up to four Vice Presidents, who shall be entitled to attend and speak at meetings of the Council and the Executive but not to vote. Their term of office shall last for five years and may be renewed. The Association may terminate the term of office of the President or any of the Vice Presidents following a Council meeting where such termination has been approved by a two-thirds majority of the constituent bodies having one vote each.
- iii) The term of office of the Chairman, Treasurer and Harbour Master shall end at the Annual Meetings held in even numbered calendar years and they shall be eligible for re-election. The term of office of the Vice Chairman, Secretary, Assistant Harbour Master and Sailing Master shall end at the Annual Meetings held in odd numbered calendar years and they shall be eligible for re-election.
- iv) The Executive may co-opt an Individual Member of the Association to fill a vacancy, subject to ratification at the next meeting of the Council.
- v) The Chairman shall take the Chair at all meetings of the Council and Executive at which he/she is present. He/she shall be responsible for the execution of the general policy of the Association.
- vi) The Vice Chairman shall act for the Chairman in his/her absence and perform such other duties as the Executive may determine from time to time.
- vii) The Secretary shall keep full and correct minutes of the meetings of the Council and Executive and shall be responsible for the general administrative work of the Association.
- viii) The Treasurer shall keep the accounts of the Association, which shall be made up annually to 31<sup>st</sup> March, audited and submitted to the following Annual Meeting of the Association. He/she shall be responsible for the management of the Association's finances.
- ix) The Harbour Master shall act as chairman of the Harbour sub-committee. He/she shall be responsible for implementing the developments of the site at the Welsh Harp and for organising the maintenance of the Association's property. He/she shall have power to enter any of the buildings on the site at any reasonable time by arrangement with an official of the Constituent Body concerned for the purpose of inspection. He/she shall allocate berths in accordance with the boat licences issued through the Constituent Bodies in conjunction with the Treasurer. He/she shall maintain a register of berths.
- x) The Assistant Harbour Master shall assist the harbour Master in his/her duties.
- xi) The Sailing Master shall act as chairman of the Sailing sub-committee. He/she shall be responsible for the organisation of the Association's racing and other sailing activities. In conjunction with the Harbour Master he/she shall be responsible for the provision and maintenance of all equipment used for racing. He/she shall issue an annual sailing programme. He/she shall prepare and make available Sailing Instructions and notice of races.

## **13. Finance**

- (a) The operation of the Association shall be financed by:
  - i) Fees raised for boat and sailboard licences conferring sailing rights and, for boats and boards, berthing rights, subject to available capacity.

- ii) A fee for each full, junior or social member of a Constituent Body. Where a member belongs to more than one Constituent Body, the sum shall be levied only upon such member's principal Constituent Body.
- iii) The total of the fees on (i) and (ii) above (or in the case of the Sea Cadets (MSSC) and other organisations that pay a rent to the Association the total of the fees in (i) above plus the rent/other fees as determined under the terms of any agreement between the organisation and the Association) shall be referred to as the Total Annual Charge. Annual Charges become due and payable on 1<sup>st</sup> April.
- iv) Raising or borrowing money, and securing the payment of money by the issue of or upon debentures terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property and assets of the Association, both present and future, and generally in such other manner and on such terms as may seem expedient for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed; and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Association of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- v) Authorisation to create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Association, or any other purpose to advance the main object(s) of the Association.
- vi) Any proposal to raise or borrow money in accordance with iv) and v) above will require a resolution of the Council authorising a specific proposal stating the purpose and nature of the borrowing (and any assets pledged in that connection).

(b) The operation of the Association shall be undertaken on a sound financial basis but shall be non-profit making and any surplus income or gains will be reinvested in the Association. The Association shall not make any distribution of club assets, in cash or in kind to members or third parties. (This does not preclude the Association making donations to charities or to any other associations or clubs that are registered as community amateur sports clubs.

#### **14 Fees**

The Fees referred to at 13(i) and (ii) above will be set each year by a Council Meeting. The level of the fees for the year commencing 1 April of the following financial fees may be proposed by the Executive Committee for ratification by the Council.

Junior fees under 13(ii) above will be set at a level equal to 54% of the approved annual fee for an adult member of a constituent body, with the fee being rounded to the nearest whole pound.

#### **15. Craft.**

No craft may be brought onto the Association's premises or be used on the Welsh Harp unless it has been licensed or otherwise authorised by the Executive, with the exception of approved craft and boats entered for open and invitation meetings. In the event that the number of licences requested exceeds the number of available berths the number of licences made available to the members of any Constituent Body shall be determined by a simple majority in Council.

#### **16. Trustees and Terms of Reference.**

- a) Number of Trustees and terms of reference.

There shall be at least three Trustees of the Association who shall be appointed from time to time as necessary by the Executive from among the Full, Family, Senior or Honorary members of the Constituent Bodies who are willing to be so appointed. The Trustees shall be ex-officio members of the Executive. A Trustee shall be eligible for election as an Officer of the Association or as a member of any of its sub-committees. A Trustee shall hold office during his/her lifetime or until he/she shall resign by notice in writing given to the Executive, or until a resolution removing him/her

from office shall be passed at a meeting of the Executive by a majority comprising two thirds of the members present and entitled to vote.

b) Property of Association vested in Trustees.

All property of the Association, 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 benefit and use of the Association. On the death, resignation or removal from office of a Trustee, the Executive shall appoint a new Trustee in his/her place, and shall as soon as possible thereafter take all lawful and practicable steps to procure the vesting of all Association property into the names of the Trustees as constituted after such nomination. 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 Association within the meaning of Section 36 of the Trustee Act 1925 and he/she shall by deed duly appoint the person or persons so nominated by the Executive.

c) Powers of Trustees

The Trustees shall in all respects act, in regard to any property of the Association held by them, in accordance with the directions of the Executive, and shall have power to sell, lease, mortgage or pledge any Association property so held for the purpose of raising or borrowing money for the benefit of the Association in compliance with the Executive's directions (which shall be duly recorded in the minutes of the proceedings of the Executive) but no purchaser, lessee or mortgagee shall be concerned to enquire whether any such direction has been given.

d) Indemnity of Trustees

The Trustees shall be effectually indemnified by the Executive out of the assets of the Association from and against any liability, costs, expenses and payments whatsoever which may be properly incurred and made by them in the exercise of their duties or in relation to any property of the Association 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 Association provided that should the assets of the Association be insufficient the Constituent Bodies, including any ex Constituent Bodies who were Constituent Bodies when the relevant liability cost or expense arose shall indemnify the Trustees.

### **17. Limitation of Association Liability.**

Individual Members, their guests and visitors are bound by the following rule which shall also be exhibited in a prominent place within the Association premises:

Individual Members of the Association, their guests or visitors may use the Association premises and other facilities of the Association entirely at their own risk and impliedly accept that:

- a) The Association will not accept any liability for damage to or loss of property belonging to Individual Members, their guests or visitors to the Association.
- b) The Association will not accept any liability for personal injury arising out of the use of the Association premises and any other facilities of the Association either sustained by Individual Members, their guests or visitors or caused by the said Individual 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 Executive or servants of the Association.

### **18. Responsibility for the Association's debts and liabilities.**

The Constituent Bodies shall share responsibility for the Association debts and liabilities in proportion to their assessed financial contribution in the current accounting period. In the event of dissolution the surplus assets of the Association shall be distributed to the Constituent Bodies according to their financial contribution assessed and paid in the current accounting period.

### **19. Relations with other bodies.**

The Association shall be an affiliated member of the Royal Yachting Association

The Association may affiliate to such bodies as the Executive may from time to time determine.

### **20. Alteration of the Constitution**

- a) The Council may alter the constitution, a two-thirds majority of the votes to be cast being required.
- b) Any Constituent Body or the Executive may propose an amendment to the constitution. Formal notice of the proposed change shall be handed to the Secretary in accordance with the requirements of 11a or 11c together with the full text of the amendment. This information together with the name of the proposing body shall be included in the notice convening the meeting at which the proposed amendment is to be considered.

### **21. Use of Land and Premises on the Association site.**

- a) The use to which any of the land and premises under the control of the Association is put shall be decided by the Council alone.
- b) Land and premises can only be used for sailing and associated activities.
- c) Applications for land and premises made by the Constituent Bodies, and any land falling vacant shall be reported to the Council at the following meeting.
- d) A Constituent Body may be compelled to vacate the land and premises it occupies only for gross misconduct or gross breach of the Constitution or Byelaws of the WHSA, in which case a two thirds majority vote (at a council meeting) to that effect of the other Constituent Bodies shall be necessary, each Constituent Body having one vote.

### **22. Resolution of disputes by the Executive.**

Any matter of dispute concerning these rules or the management of the Association not provided for by these Rules and Bye-laws shall be referred to the Executive whose decision shall be final.

### **23. Dissolution of the Association**

If, upon the winding up of or dissolution of the Association, 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 but shall be given to another CASC or charity with similar aims to those of the association.

**24. Headings** The headings of these Rules are for ease of reference only and should not be taken into account in their interpretation.