

KILLINGTON SAILING ASSOCIATION

CONSTITUTION 2020

1. NAME

The name of the association is the KILLINGTON SAILING ASSOCIATION (KSA), also referred to in this Constitution as 'the Association'.

2. PURPOSES

- i) The primary purpose of the Association is to encourage and facilitate un-powered watersports on Killington Reservoir, while protecting the character of the Reservoir. Due regard shall be had to the primary purpose of the Reservoir, which is to supply water to the Lancaster Canal.
- ii) KSA has a long established special focus on providing facilities for, and supporting, voluntary, charitable and educational groups, particularly those working with young people and/or people with disabilities / disadvantages.

3. PRINCIPLES

KSA is run entirely by Volunteers and has a long tradition of self-reliance and mutual support by members. All members take full responsibility for their own actions and safety at all times. The Association can accept no liability for any loss or injury suffered by any member on the Association's premises, howsoever caused.

4. MEMBERSHIP

i) Applications

Membership is open to anyone interested in unpowered water sports, regardless of sex, disability, ethnicity, nationality, sexual orientation, religion or other beliefs, who shall have attained the age of 18 years* and who has signed a KSA application form including:

- a) up-to date Personal and Contact details (both postal and electronic) as required.
[Communications sent to such addresses shall be deemed to have been duly delivered. The Association shall not be liable for any loss to a member arising from the failure of the member to provide accurate details or failure to advise the Membership Secretary of changes to these details.]
- b) consent to the Constitution and Rules of the Association.
- c) payment of the appropriate subscription, and confirmation of appropriate insurance for their proposed activities.

Refusal of Applications and Appeals Procedure

The Membership Secretary may recommend to the Committee of the Association that an application should be refused on grounds of the unsuitability of the Association's facilities to accommodate the applicant, or conduct by the applicant likely to bring the Association or the sport into disrepute. The Committee (under the guidance of the Chair) shall decide the matter within one month of the matter being put to the Committee through the Secretary.

If an application for membership is refused by the Committee, the decision and reasons will be communicated in writing to the applicant by the Secretary. The applicant may appeal to a Special General Meeting (SGM) of the Association against a refusal of membership. A SGM must be called within 3 weeks of the request and all members of the Association shall be invited to attend, giving members at least 21 days notice (see Section 8. General Meetings). The refused applicant shall be able to state his/her case in writing and/or verbally before the members, and an officer of the Association will state the basis on which the Application was refused. A majority of those present shall decide the matter. A quorum in such cases shall be 10 members present.

ii) Categories of Membership

a) **Full Membership (Individual / Family)**

For this purpose, a Family is defined as one or two co-habiting adults and all children within their guardianship under the age of 18 years in January of the current year. Full members have access to all the Association's facilities.

Each Full member (whether an Individual or a Family) has a single vote in the affairs of the Association. Any adult who is a Full Member (whether as an Individual or part of a Family) may be elected to the Committee and may serve as an officer of the Association.

*Note: Youth Members: An individual under the age of 18 may apply for Youth Membership (on terms set from time to time by the Committee) only if a responsible adult signs the appropriate application form and takes responsibility for the competence, insurance and safety of the Youth member at all times while on the Association's premises. Youth Members do not have a vote in the affairs of the Association.

b) Group Membership

This category of membership is designed to provide low cost access to the facilities of the

Association for Groups fulfilling the Purposes of the Association. All persons operating under the direct organisation, management and supervision of the Group in question have access to all the Association's facilities. However these persons do not have rights of access to any of the Association's facilities in an individual capacity or as informal groups. Group members using the Association's facilities are subject to the Rules of the Association.

A Group member has a single vote in the affairs of the Association (although the opinion of a Group, as expressed by a duly appointed representative, is likely to be influential in the light of the Purposes of the Association).

A representative of a Group may be elected to the Committee and may serve as an Officer.

c) Associate Membership

Two types of organisation may apply for Associate Membership.

i) Any non-powered watersports club with its own constitution, which wishes to avail itself of the facilities at Killington Reservoir for purposes approved by the Association (e.g. training and youth activities).

ii) Any organisation which offers outdoor activities to paying participants on a commercial basis and which wishes to use the Reservoir as a base for non-powered water-based activities approved by the Association.

Any person taking part in an activity devised, organised, and managed by the Committee of the Associate Member, and approved by KSA, shall have access to all the facilities of the Association. However those persons do not have rights of access to any of the Association's facilities in an individual capacity or as informal groups. Associate members' use of the Association's facilities is subject to the Rules of the Association.

Each Associate Member has a single vote in the affairs of the Association unless the Chairman of the Association (at his/her sole discretion) declares a Conflict of Interest in which case the Associate member has no vote on the issue under discussion.

A representative of an Associate member may be elected to the Committee but may not serve as an Officer of the Association.

d) Honorary membership

By special resolution at an AGM, the Association may confer Honorary Membership on persons who have rendered notable service to the Association. Honorary membership shall confer use of the Association's facilities without charge, but shall not confer any rights relating to the governance of the Association.

e) Temporary memberships

The Committee of the Association may also, at its complete discretion, admit Individuals, Families, Groups or Associate Members to Temporary Membership in the appropriate category, for the purpose of participating in specified events.

The terms (purposes, dates, participants, management, fees, insurance, etc.) of such Temporary membership shall be communicated to the Temporary Member and agreed in writing prior to access to the Association's facilities.

Temporary members have no vote in the affairs of the Association.

iii) Cessation of Membership

a) Any member who wishes to cease membership of the Association shall advise the Membership Secretary in writing and remove any craft from the Association's premises by the date of leaving. The Member shall have no right to repayment of any fees paid.

b) Any member who fails to complete and return the annual renewal form to the Membership Secretary with the appropriate fee by the due date (normally 1st March) shall be temporarily suspended from membership. If following further reminders sent to the Member's last notified postal &/or email address, the relevant forms and fees are not received by 1st May that year, (and no explanation acceptable to the Committee is received), the member shall be considered to have left the Association. Any craft owned by the member remaining on the Association's premises shall be classed as Abandoned. In the event that the member subsequently expresses a wish to rejoin the Association, the member will be treated as a new applicant and an Entrance Fee will be payable.

c) Abandoned Craft

Provided no fees have been paid for a craft to cover the relevant period, and proper evidence is available to show that all reasonable steps have been taken to trace the [former] member, a craft may be formally classed as Abandoned by the Committee. In these circumstances the Committee may:

- Move the boat /trailer to any part of the Association's premises without being liable for any loss or damage to the craft howsoever caused.
- If the craft is saleable, give 3 months notice in writing by registered post to the (former) member at the last known postal address provided by that member (or in the absence of a postal address, the last known email address), and thereafter sell the boat / trailer and use the proceeds to defray the Association's costs, (including any storage fees incurred), pay any overdue fees to the Association, and seek to return the balance to the former member. If after 1 full year from the cessation of membership, no contact has been received from the former member enabling the Association to return the proceeds, they will be absorbed into the Association's general assets.
- If the craft is not saleable, after giving 3 months notice in writing to the (former) member in the manner set out above, dispose of the boat/trailer in any manner the Committee thinks fit.

5. OFFICERS

i) Context

Eligibility - The Officers shall be Full Members of the Association or duly appointed representatives of a Group Member of the Association.

Term - The Officers shall be appointed by the membership of the Association at the Annual General Meeting and shall hold office for a period of 3 years, retiring in rotation. Officers are eligible to stand for re-election. The sequence in which officers retire shall initially be determined by agreement. (In the absence of agreement, the sequence of retirement shall be determined by lots drawn under the supervision of the current Chairman.)

Remuneration - All Officers are unpaid. However in recognition of their service to the Association, the Membership element of the annual fee shall be remitted for the Officers and such other servants of the Association as the Committee may from time to time decide.

Committee - The Officers shall be ex-officio members of the Committee of the Association.

ii) 4 Key Roles:

a) The Chairman

The role of the Chairman is to lead the Association and to ensure the efficient functioning of the Association in accordance with the wishes of the general Membership.

The Chairman is responsible for:

- i. ensuring that the composition of the Committee is appropriate and capable of managing the affairs of the Association.
- ii. for organising and leading the deliberations of the Committee, within the Purposes and resources of the Association.
- iii. for ensuring the decisions of the Committee are efficiently implemented.
- iv. for representing the Association in its dealings with authorities and organisations outside the Association or for delegating such representation to another Officer.
- v. such other specific duties as are agreed by the Committee of the Association and accepted by the Chairman.

b) The Secretary

The role of the Secretary is to serve as the Administrative hub of the Association and to keep a record of all significant decisions of the Association and its dealings with authorities and other organisations outside the Association.

The Secretary is more specifically responsible for

- i. keeping custody of all significant (especially legal) documents
- ii. conducting the Correspondence of the Association
- iii. keeping minutes of all meetings of the Committee (or sub-committee), such Minutes to have been approved by the committee or sub-committee at their next meeting and signed by the Chairman of that committee as a true record.
- iv. such other duties as are agreed by the Committee of the Association and accepted by the Secretary.

c) The Membership Secretary

The role of the Membership Secretary is to maintain an up-to-date Membership Register of the Association and to administer all activities relating thereto. The Membership Secretary is more specifically responsible for:

- i. creating and maintaining an up to date register of members' names and addresses including electronic (email) addresses. It is the absolute responsibility of all members to inform the Membership Secretary of any changes in these details and the Association shall not have any liability for any loss or disadvantage suffered by a member as a result of a member's failure to do so.
- ii. communicating with all existing members of the Association (and others having expressed an interest in joining the Association) at the beginning of each calendar year, inviting them to complete an application form to join or renew their membership of the Association, on specified terms.
- iii. monitoring the receipt of membership payments from members, confirming their membership as appropriate, and arranging induction briefings and other information for new members.
- iv. As set out in Section 4.i), if the Membership Secretary believes there are good grounds for refusing an application for membership he/she shall inform the Chair and Secretary and bring the matter before a Committee meeting for decision within one month. In case of Refusal of membership, the applicant shall have rights of appeal as also set out in Section 4.i).
- v. communicating with the membership of the Association on other matters, at the specific request of the Chairman or Secretary.
- vi. such other duties as are agreed by the Committee of the Association and accepted by the Membership Secretary.

d) The Treasurer

The role of the Treasurer is to manage all aspects of the Association's finances.

The Treasurer is specifically responsible for

- i. maintaining suitable banking facilities for the Association.
- ii. dealing with the Association's landlords and paying agreed rents.
- iii. maintaining suitable insurance for all aspects of the Association's activities.
- iv. receiving, approving and paying all invoices for goods and services purchased by the Association or its authorised officers with the approval of the Committee.
- v. recommending subscription levels for membership to the Committee, and monitoring the income of the Association from subscriptions.
- vi. as requested by the Committee, submitting grant applications to assist the Association in fulfilling its Purposes.
- vii. ensuring that on-line records of the Association's financial affairs shall at all times be accessible by the Chairman and at least one other Officer (other than the Treasurer).
- viii. Preparing year-end accounts for presentation at the AGM and arranging audit approval of these accounts by an agreed individual if requested by the Committee.

e) Other Roles

The AGM of the Association may create other positions to meet the needs of the Association. These roles may be filled by a member who is already an Officer. Holders of such roles (who are not already Officers) may, subject to at least 3 vacancies remaining to be filled by vote of the members at the AGM, be ex officio members of the Committee. (At the date of this Constitution the Association has created 2 such roles: A **Facilities Manager** responsible for the Premises and Dinghy Park. A **Craft and Events Manager** responsible for the management of the Association's craft and the organisation of water-sports events.)

6. TRUSTEES

i) Appointment

The Association shall from time to time appoint three Trustees from among the membership.

ii) Term

A trustee shall hold office for a maximum period of 20 years or until he/she shall resign by notice in writing to the Committee or be removed from office by a vote comprising a majority of all the members of the Committee.

iii) Role

The role of the Trustees is to hold property rights for the Association for the use and benefit of the Association. The Trustees shall act at all times in accordance with the directions of the Committee.

iv) Indemnity

The Trustees shall be indemnified by the Association out of the assets of the Association against any liability or costs which may be properly incurred by them in the exercise of their duties.

7. THE COMMITTEE

i) Constitution of Committee

The Committee shall consist of up to 9 Members including the Officers (4), and other designated roles ex officio (up to a maximum of 2, in order to leave at least 3 Committee positions to be elected directly by the members annually).

The Officers (4) are each appointed for a period of 3 years, retiring in rotation. All other members of the Committee (up to 5) shall serve for a period of 1 year and shall be elected at the AGM of the Association by the members. All Committee members may stand for re-election.

ii) Election of Committee

The Secretary shall advise all members of the Association 1 month before the AGM of the date of the meeting and the positions on the Committee falling vacant.

Applications shall be invited for all positions falling vacant, with particular emphasis on the desirability of Group members' representatives being on the Committee.

Applications for election should be submitted in writing at least 2 weeks prior to the AGM.

The names of candidates for election shall be advised to members at least 1 week prior to the AGM.

In the event that no written applications are received for a vacant position, the Chairman may appeal to those present at the AGM to put themselves forward for election.

If the number of candidates for a particular position is equal to or fewer than the number of such positions vacant, then all candidates shall be deemed elected unless any member present at the AGM objects, in which case a vote shall be held on each candidate. Only those securing the support of a majority of those present, shall be elected.

If the number of candidates for a position is greater than the number of such positions vacant, there shall be a vote of those present to select the successful candidate(s). The candidate with the least votes shall drop out and another ballot held until the number of remaining candidates is equal to the number of vacancies.

In the event that there is an equality of votes for two candidates for a particular position the matter shall be determined by lots.

iii) Co-option

In the event that all positions on the Committee are not filled by duly elected members, the Committee may co-opt a willing member to fill the vacancy until the time of the next AGM.

iv) Meetings

Meetings of the Committee shall be called by the Chairman (or in the event of the Chairman's incapacity, any two officers) giving at least 7 days notice through the Secretary to all Committee members. The notice should include the date, venue, time and Agenda of the meeting and all appropriate briefing papers.

v) Quorum and Attendance

At a duly convened meeting of the Committee, five members present, including at least 2 of the Officers, shall constitute a quorum.

At the discretion of the Chairman, any member of the Association may attend any meeting of the Committee and participate in debate, but may not vote.

vi) Voting

A vote may be called by the Chairman on any matter being discussed by the Committee. Only the elected or co-opted members of the Committee shall have a vote. In the event of a tie, the Chairman shall have a casting vote.

vi) Powers of the Committee

The Committee shall be entirely responsible, through the Officers, for managing all the affairs of the Association in line with its Purposes and within its resources.

The Committee is specifically responsible for issuing **Rules for members** on all essential aspects of the Association's activities.

If the Committee considers it necessary for the benefit of the Association, any part of these Rules may be amended or suspended at any time. All members of the Association must be informed as soon as possible about any changes, and the reasons.

vii) Indemnification of Committee

Members of the Committee shall be indemnified by the members of the Association out of the assets of the Association against any liability or cost which may be properly incurred in the exercise of their authorised duties on behalf of the Association.

viii) Sub-Committees

The Committee shall at its discretion appoint subcommittees, to advise and inform the Committee and to implement policies determined by the Committee. The membership of any subcommittee shall be at the discretion of the Committee including members drawn from the Committee or the Association's membership, and outside expertise as necessary. Sub-committees shall report only to the Committee of the Association and shall not, without authority from the Committee as recorded by the Secretary in the Minutes, spend the Association's funds or commit the Association contractually.

8. GENERAL MEETINGS

i) Annual General Meeting

a) Timing

The AGM of the Association shall be held on the first Thursday in February each year. Formal notification will be sent to all members one month before the AGM. Motions for consideration for inclusion in the Agenda must be received by the Secretary and the Chair at least 2 weeks prior to the meeting. Formal notification of the Agenda will be sent out at least 1 week prior to the meeting

The venue shall be the Association's clubhouse unless otherwise notified.

b) Quorum

10 members of the Association present and including at least 2 Officers shall constitute a quorum at an AGM.

c) Purposes

- To receive reports on the activities of the Association and its financial affairs.
- To elect Officers and members of the Committee as required.
- To consider and decide any other matters (including proposals to change the rules of the Association) duly notified to the Committee and submitted for inclusion in the Agenda.
- No other motions may be decided at the AGM although the Chair may accept items for general discussion only, under Any Other Business.

d) Decision-making

All matters requiring decision on the agenda of the AGM shall normally be decided by a simple majority of those present, except in cases of changes to the Constitution which shall require a 2/3rds majority.

At the discretion of the Chairman, matters of exceptional importance may be decided by a ballot of the membership of the Association, sent to the registered address of each member within 7 days of the AGM, for return to the Secretary within a further 7 days.

ii) Special General Meeting

The Committee may at any time, upon giving 21 days notice in writing to the membership, call a Special General Meeting of the Association. Details of the business to be discussed shall be stated and this shall be the only business conducted at the meeting.

9. DISSOLUTION OF THE ASSOCIATION

If upon the winding up or dissolution of the Association there remain any assets after the satisfaction of all its liabilities, these shall not be distributed to the members of the Association. The Committee shall dispose of any remaining assets to one or more of the following:

- a local charity
- a club with similar purposes to the Association
- the sport's governing body for the benefit of community sports