

CLYDE YACHT CLUBS' ASSOCIATION

CONSTITUTION - 2011

1. **Name**

The name of "the Association" is THE CLYDE YACHT CLUBS' ASSOCIATION.

2. **Flag**

The Flag of the Association is five pale blue horizontal wave patterns on a dark blue background, with a white flying gannet superimposed in the centre. It may be flown by any Constituent Member Club, and by a present or past member of the Executive.

3. **Objects**

The objects of the Association are to act on behalf of Constituent Members in the promotion, administration and dissemination of information regarding water-based activities, including interaction with all relevant bodies, without interfering with the individual functions of member clubs. Specific activities in pursuit of these objects are the management of C-series sail numbers and CYCA handicaps.

4. **Membership**

- a The area within which the Objects of the Association shall be pursued is from Armadale, Isle of Skye in the north to Girvan in the south, and easterly from the West Coast of Scotland to a line running north/south through Stirling. All Clubs and Associations within the Area which are affiliated to the RYA, and Class Associations approved by the Executive, are eligible for membership of the Association, and on joining shall be known as Constituent Members.
- b Any Club or Association which has similar interests to those of any of the Constituent Members, but which is based outwith the Area, may, at the discretion of the Executive, be admitted as a Member of the Association. Such a body may also apply to join as an Associate Member. If so admitted, it shall be entitled to receive copies of all literature which is sent to Constituent Members and shall be entitled to send one delegate to Delegates Meetings as an observer. Such a delegate shall have no voting power, and shall only be permitted to take part in discussion at the invitation of the Chairman.
- c Application for Membership of the Association shall be made in writing to the Honorary Secretary, and shall be approved by majority vote of the Executive Committee.
- d Each Constituent Member accepted for membership shall be entitled to nominate a delegate or prescribed number of delegates to attend Delegates Meetings of the Association, and such delegates shall have powers to vote on all resolutions at such Meetings. One or more delegates from a Constituent Member may vote by proxy the prescribed delegate votes of the Constituent Member. Where a delegate represents a Class Association, he/she shall only have the powers to vote on matters related to the Class represented.
- e The number of delegates permitted to each Club or Association shall be determined by its subscription income, and shall be reviewed as necessary at an Annual Delegates Meeting. A Class Association shall only be permitted one delegate. A member of the Executive shall not be deemed to be a Club or Class Delegate for the purpose of determining a Constituent Member's representation.

5. **Annual Subscriptions**

Any Club or Association accepted for Constituent Membership shall pay an Annual Subscription in accordance with the scale in force, which shall be agreed by the Annual Delegates Meeting.

No Subscription shall be payable in respect of Class Associations.

Subscriptions are due by the first day of May in each year, and no Constituent Member shall be entitled to representation at a Delegates Meeting whilst its Annual Subscription is overdue.

A Constituent Member whose subscription is not paid by the last day of July in any year shall receive a final reminder in writing to that effect and, if the subscription remains unpaid on the last day of October that year, the Executive shall have the power to expel such Constituent Member from the

Association. Such a Member may be re-instated on application provided that all subscription arrears are paid.

6. **Administrative Body**

a The affairs of the Association shall be administered by an Executive Committee ('The Executive') which shall consist of a Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer (which two positions may be combined), Elected, Nominated and Co-opted Members. Other than Nominated Members, each shall be a member of at least one Constituent Club.

b **Officers** - The Officers of the Association shall be the Chairman and the Vice-Chairman. They shall be elected annually at the Annual Delegates Meeting, and shall be eligible for re-election.

The Chairman and Vice-Chairman shall hold their respective offices for not more than two consecutive years, and thereafter shall not be eligible for re-election to their respective office for a further period of two years. They shall however, be eligible for election to the Executive after a period of one year, or for co-option to the Executive at any time.

Should the Chairman and/or Vice Chairman retire before completing their respective terms of office, the Executive may co-opt a person to fill that vacancy, that person to hold office temporarily until the next Annual Delegates Meeting. Any person so appointed must then retire from that office, but shall be eligible for election for a further two consecutive annual terms of office.

The Chairman, whom failing, the Vice-Chairman, shall preside at all meetings of the Association and of the Executive. If neither is present, the Members present shall elect a Chairman for that meeting.

c **Honorary Secretary and Honorary Treasurer**

An Honorary Secretary and an Honorary Treasurer shall be nominated by the Executive for election at the Annual Delegates Meeting each year, to serve for a term of one year, and both shall be eligible for re-election each year. Such nominees shall be members of any Constituent Member of the Association.

The Honorary Secretary shall be the General Administrator of the Association, and it shall be the Honorary Secretary's responsibility to keep full and accurate records of all Delegates Meetings of the Association, the Executive, or any Sub-Committees it may form, and to distribute copies of the Minutes of Delegates Meetings to the Constituent Members.

It shall be the Honorary Treasurer's responsibility to ensure the effective conduct of the Association's financial affairs, and to keep a complete and accurate account of the Association's finances. He shall submit a budget for the current calendar year, together with a statement of the Association's finances for the calendar year last ended, for consideration and approval at the Annual Delegates Meeting. At Executive Meetings, the Honorary Treasurer shall present a statement of the current financial situation of the Association.

d **Elected Members**

There shall be not more than six Elected Members of the Executive who shall be proposed and seconded by two separate Constituent Members of the Association. These proposed Members, who shall be Members of Constituent Members, shall be subject to election at the Annual Delegates Meeting. Nominations for election shall be invited in writing from the Constituent Members by the Honorary Secretary not later than 31st January. Such nominations, together with the names of their proposers and seconders, shall be communicated to the Honorary Secretary in writing not later than 28th February, for consideration at the Annual Delegates Meeting the following month. The closing date for nominations may be postponed at the discretion of the Executive.

Elected Members shall not be entitled to serve on the Executive for more than three consecutive years, except that any such Member, if subsequently elected to office of Chairman, Vice-Chairman, Honorary Secretary or Honorary Treasurer, shall be entitled to fulfil the terms of office relating to that appointment.

On retiring from the Executive, an Elected Member shall not be eligible for re-election for a period of one year, but, at the discretion of the Executive, may be co-opted to serve on that body at any time.

Should the number of candidates proposed for election exceed the number of vacancies on the Executive a vote shall be taken, and those candidates securing the highest number of votes shall be elected.

Should an Elected Member retire before completing three years in service, the Executive may, at its discretion, co-opt someone to fill the vacancy, but only until the next Annual Delegates Meeting. Any person so co-opted must retire, but remains eligible for nomination as an Elected Member of the Executive, or for further co-option.

e **Nominated Members**

The Royal Navy, Clydeport Operations Limited, and any other body deemed advisable by the Executive, shall be invited to nominate a senior member or members to serve on the Executive. Any such nominees shall serve for one year, but shall be eligible for re-nomination. Any Nominated Member shall be entitled to take part in discussions and vote at Executive Meetings, but shall not be entitled to act as Chairman at such meetings.

f **Co-opted Members**

The Executive may co-opt Members either to fill vacancies on the Executive or for other specific purposes. Such co-options shall be reviewed by the Executive before each Annual Delegates Meeting. Co-opted Members shall be entitled to take part in discussions, and to vote at all Executive Meetings.

7. **Examination of Accounts**

Arrangements for thorough independent examination of the Accounts for the current year shall be proposed at the Annual Delegates Meeting. Should such arrangements not be concluded at the Annual Delegates Meeting, the Executive shall be required to resolve within two calendar months of that meeting. Should the role fall vacant, an appointment shall be made by the Executive.

8. **Management**

a **Limitation of Authority**

The Executive shall manage the affairs of the Association according to the Constitution, and shall apply the funds of the Association to the objects of the Association. The Executive shall enter into contracts only so far as they are expressly authorised, or authorised by implication, by this Constitution. The Executive shall not, without express authority of the Membership, pledge the credit of the Association beyond the 50% of the Association's average income for the last two calendar years.

b **Limitation of Liability**

Members of the Executive are entitled to be indemnified by the Constituent Members against any liabilities properly incurred by them on behalf of the Association whenever the contract is of a duly authorised nature. The limit of a Constituent Member's indemnity in this respect shall be a sum equal to one year's subscription at the then current rate, unless the Executive has been authorised otherwise by a Meeting called under Rule 11 of this Constitution.

c **Meetings of the Executive**

The Executive shall meet as necessary to conduct and manage the affairs of the Association. At such meetings, five members present, excluding Nominated Members, shall form a quorum. At least seven days clear notice calling a meeting shall be given to all members.

d **Sub-Committees**

The Executive may appoint Sub-Committees from amongst its members and shall designate one of its members to be Convener of a sub-committee, to carry out specific functions, and authorise any sub-committee to implement suggestions put to and approved by the Executive. Any sub-committee may, with the approval of the Executive, co-opt other members from Constituent Clubs or Associations to assist in specific functions. Such co-opted members shall be entitled to vote at sub-committee meetings, but shall not be entitled to attend or to vote at Executive Meetings unless specifically invited to do so by the Chairman.

The Chairman, Vice Chairman, and Honorary Secretary and Honorary Treasurer of the Executive shall be ex-officio members of all sub-committees, and shall be entitled to vote at meetings.

Records of all sub-committee meetings shall be made by the Conveners of the sub-committees and duly passed to the Honorary Secretary for distribution to, and approval by, the Executive, and for inclusion in the records of the Association.

9. **Voting at Committee Meetings**

Voting at Executive and Sub-Committee meetings shall be taken by a simple majority of votes, and voting on any resolution shall be by show of hands. The chairman shall have a deliberative vote and, in the case of equality, a casting vote.

10. **Representation on other Bodies**

The Executive shall be empowered to nominate Members to serve on other Bodies whose functions may in any way have effect on, or be related to, the functions of the Association.

11. **Delegates Meeting**

a **Annual Delegates Meeting**

An Annual Delegates Meeting shall be held each year in March, on a date and at a venue fixed by the Executive, notice of which shall be sent out to each Constituent Member by the Honorary Secretary at least fourteen days clear before the date set for the meeting, stating the business to be transacted thereat, enclosing a copy of the accounts for the calendar year last ended together with a budget for the current calendar year, and including the names of all persons proposed for election to the Executive Committee. No additional business other than this, and any business which the Executive may order to be inserted in the Notice, shall be voted on unless notice thereof be given to the Honorary Secretary, in writing, before the 15th February prior to the meeting, for inclusion in the Notice.

b **General Delegates Meeting**

The Executive may, on giving fourteen days clear notice, call a General Delegates Meeting at any time, for any specific business, the nature of which shall be stated in the notice convening the meeting, and the discussion at such a Meeting shall be confined to the business stated in the Notice.

The Executive shall also call a General Delegates Meeting, on written request to the Honorary Secretary of at least five Constituent Members, the nature of which shall be stated in the Notice convening the Meeting, and the discussion at such a Meeting shall be confined to the business stated in the Notice. Notice to Members of such a meeting shall be given at least fourteen and not more than thirty five days clear before the date set, and shall be issued by the Honorary Secretary within twenty one days of receipt of the request.

c **Quorum**

The quorum at all Delegates Meetings shall be a representation from at least five Constituent Members, and each Delegate attending and entitled to vote shall have one vote.

d **Voting at Delegates Meetings**

Voting at Delegates Meetings shall be by simple majority of votes, excepting on any resolution relating to the Constitution, and voting on any resolution shall be by a show of hands unless at least two Constituent Members represented at the Meeting request that a vote be taken by a ballot. Members of the Executive other than Co-opted and Nominated Members shall be entitled to vote at Delegates Meetings. The chairman shall have a deliberative vote and, in the case of equality, a casting vote.

12. **Yacht Measurement**

The Association shall not be responsible for the measurement of yachts, that being the responsibility of the Class Association or individual owners.

13. **Sail Numbers and Handicaps**

The Association is empowered by RYA Prescription to the ISAF Racing Rules of Sailing to issue C-series sail numbers. The allocation of such numbers shall be administered by the Honorary Secretary, applying such registration fees as are agreed by the Executive.

Handicaps shall be managed via the Handicap Sub-Committee, applying fees as agreed by the Executive. Administration of Handicaps shall be the responsibility of the Honorary Secretary on behalf of the Handicap Sub-Committee.

14. **Racing Administration**

The Executive shall be authorised to arrange and administer under the auspices of the Association such events as may from time to time be appropriate, having received constituent member approval at a Delegates Meeting.

15. **Premises**

The Executive shall be empowered to purchase, lease or hire accommodation on behalf of the Association, either for use as offices, meeting rooms or clubrooms, subject to the conditions laid down in Rule 8.

16. **Employees**

The Executive shall be empowered to employ such staff as may be deemed necessary to assist with the management of the affairs of the Association, subject to the conditions laid down in Rule 8.

17. **Trustees**

The property and funds of the Association shall be vested in the names of the Office-bearers and Elected Members of the Executive Committee, as Trustees for the Association, a majority of that number to be a quorum. The Trustees shall deal with the property and funds of the Association as directed by the Executive Committee acting in exercise of the powers conferred on them by the Constitution, or by any resolution by the Association.

18. **Withdrawal from Membership**

Any Constituent Member may withdraw from Membership of the Association by giving notice in writing to the Hon. Secretary before the first day of May in any year, but shall be liable for any subscription or levies which are overdue from the previous year.

A Delegates Meeting of the Association may, when two-thirds or more of those present and entitled vote in favour, order the removal of a Constituent Member from membership of the Association if that Constituent Member consistently disregards the rules and recommendations of the Association, always provided that notice of the intention to consider the removal of that Constituent Member is embodied in the Notice calling the Delegates Meeting.

19. **Alterations, Additions and Amendments**

a Notice of any alteration or addition to the Constitution, intended to be proposed by the Executive or by a Constituent Member, shall be given in writing to the Honorary Secretary at least twenty-eight days before the same is to be proposed at any Delegates Meeting, and full particulars of any such proposed alterations or additions shall be set out in the Notice calling the Meeting.

b All such proposed alterations or additions, and any amendments thereto which may be proposed and seconded shall be put to a vote at the Meeting, and provided that, on a show of hands, or if demanded, on a ballot, two thirds or more of those present and entitled to vote shall vote in favour of any proposed alterations or additions or amendments, then the same shall be deemed to be carried.