

# Constitution of Boscastle & Crackington Gig Club

AMENDMENT RECORD

15/02/05	V1.0	Initial Constitution for signing by founding members
1/03/05	V2.0	Revision following first AGM: <ul style="list-style-type: none"><li>o Deletion of R4</li><li>o Addition of N6</li></ul>
8/02/07	V3	Revision following AGM 2006 <ul style="list-style-type: none"><li>o Addition to clause 3</li><li>o Addition to clause E</li><li>o Amendment to clause V</li><li>o Deletion of clause W</li></ul>
24/04/07	V4	Revision following AGM 2007 <ul style="list-style-type: none"><li>o Addition to clause E3</li><li>o Addition to clause E7</li></ul>

## Constitution

adopted on the 15th day of February 2005.

### A Name.

The name of the club is Boscastle & Crackington Gig Club (“the Club”)

### B Administration.

Subject to the matters set out below the Club and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution (“the Executive Committee”).

### C Purpose.

The Club’s purpose (“the Purpose”) is:

- (i) To promote the amateur sport of Cornish Pilot Gig Rowing in the area of Boscastle and Crackington Haven and the surrounding area (“the Area”) and community participation in the same;
- (ii) To provide facilities and equipment required for the amateur sport of Cornish Pilot Gig Rowing;
- (iii) To advance the physical education of young people not undergoing formal education by enabling participation in the amateur sport of Cornish Pilot Gig Rowing in the Area;
- (iv) To foster, support and maintain the traditions of Cornish Pilot Gig rowing and Cornish Pilot Gigs.

### D Powers.

In furtherance of the Purpose but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to buy, take on lease or in exchange any property necessary for the achievement of the Purpose and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Club;
- (iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Club with repayment of the money so borrowed;
- (v) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Purpose and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (vi) power to co-operate with other clubs, charities, voluntary bodies and statutory authorities operating in furtherance of the Purpose or of similar purposes and to exchange information and advice with them;

- (vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the Purpose;
- (viii) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (ix) power to do all such other lawful things as are necessary for the achievement of the Purpose.

#### E Membership.

- 1) Membership of the Club shall be open to:
  - (i) individuals who are interested in furthering the work of the Club and or the sport of Cornish Pilot Gig Rowing regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other belief and who have paid any annual subscription laid down from time to time by the Executive Committee; and
  - (ii) any body corporate or unincorporated association that is interested in furthering the Club's work and has paid any annual subscription laid down from time to time by the Executive Committee (any such body being called in this constitution a "Member Organisation").
- 2) Membership of the Club may be limited according to available facilities as and when required without prior notice if agreed by a majority of the Executive Committee on a non-discriminatory basis.
- 3) The Club shall have the following classes of membership for individuals with the indicated voting and rowing rights on a non-discriminatory and fair basis:
  - (i) Full Member shall be 18 years old or over and shall pay an annual subscription. A Full Member shall have full voting and rowing rights;
  - (ii) Junior Member shall be under the age of 18 years and shall pay an annual subscription. A Junior Member shall have full rowing rights but shall not be entitled to vote;
  - (iii) Supporter Member shall be over the age of 18 years and shall pay an annual subscription. A Supporter Member shall have full voting rights but shall not be entitled to row;
  - (iv) Life Member shall be over the age of 18 years and shall pay one-off subscription. A Life Member shall have full rowing and voting rights;
  - (v) Honorary Life Member shall be over the age of 18 years and shall have full voting and rowing rights. This membership class is awarded by the Executive Committee following the agreement of the Annual General Meeting and no subscription is payable;
  - (vi) Temporary Rowing Member has a period of membership determined by the payment of a Rowing Fee, the level of which is determined annually by the Executive Committee. Temporary Rowing Members are entitled to row but have no voting rights.
  - (vii) Family membership shall provide a membership class for up to two people who are 18 years old or over (Adults) and who are married or recognised as being in a partnership, and a maximum of three under 18 year olds who are the children of , or are in the care of either or both adults. Each adult shall be treated as a full member and each child as a junior member. For avoidance of doubt, no member shall be able to cast more than one vote.

- (viii) Any and all subscriptions must be paid in full within 21 days of renewal date or accompany any new member application form. Dishonoured cheques will invalidate membership immediately.
- 4) The Club will keep subscriptions at levels that will not pose a significant obstacle to people participating.
- 5) Each Member Organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Club; and may appoint an alternate to replace its appointed representative at any meeting of the Club if the appointed representative is unable to attend.
- 6) Each Member Organisation shall notify the name of the representative appointed by it and of any alternate to the Secretary. If the representative or alternate resigns from or otherwise leaves the Member Organisation, he or she shall forthwith cease to be the representative of the Member Organisation.
- 7) Termination of membership of any individual or Member organisation is recognised as a last resort by the Club, and as such the Club shall have a formal disciplinary and grievance procedure which must be followed prior to consideration of termination or suspension of membership. A proposal for termination or suspension of membership shall only be considered by the Executive Committee following the outcome of the Termination and Grievance Procedure and in the case of suspension for a period of up to 6 months shall require a simple majority of the Executive Committee and in the case of termination or suspension longer than 6 months shall require a two thirds majority of the whole Executive Committee excluding co-opted members. The Disciplinary and Grievance Procedure, and any amendments to it, shall be approved by the Annual General Meeting. The Disciplinary and Grievance Procedure and any amendments must enshrine the following principals to ensure a fair hearing for all parties:
- (i) That the individual or member organisation have the right to a reasonable period of prior notification of any meeting or action proposed under this clause of the Clubs Termination and Grievance Procedure, and that the notification shall detail the substantive complaint. Complaints shall be submitted in writing to the Executive Committee and only written complaints may be subjected to the Disciplinary and Grievance procedure.
- (ii) That the individual or member organisation WILL have the right to a FORMAL DISCIPLINARY process with formal disciplinary meetings at which the matter is discussed and BEFORE WHICH NO DECISIONS OR ACTIONS MAY BE TAKEN OR IMPLEMENTED. THEY ALSO have the right to be attended by a representative who may speak on their behalf or in support of them.
- (iii) That the Procedure shall allow for a series of formal written warnings prior to suspension or termination
- (iv) That the Procedure shall enable the Club to take immediate action only in the most serious of instances, involving serious transgression of Health & Safety or Child Protection policy, when the individual or member organisation has brought the Club into serious disrepute, and/or when physical violence is involved
- 8) The membership year shall run from March 1<sup>st</sup> each year.

F Honorary Officers.

At the annual general meeting of the Club the members shall elect from amongst themselves a Chairman, a Vice-Chairman, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting. A non-executive President shall also be elected.

G Executive Committee.

- 1) The Executive Committee shall consist of not less than 5 members nor more than 10 members being:
  - (i) the Honorary Officers specified in the preceding clause;
  - (ii) not less than 1 and not more than 5 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
- 2) The Executive Committee may in addition appoint not more than 3 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- 3) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- 4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

H Determination of Membership of Executive Committee.

A member of the Executive Committee shall cease to hold office if he or she:

- 1) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 2) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- 3) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

I Executive Committee Members not to be personally interested.

No member of the Executive Committee shall acquire any interest in property belonging to the Club (otherwise than as a trustee for the Club) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

J Meetings and proceedings of the Executive Committee.

- 1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- 2) The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the Vice-Chairman shall act as chairman and if the Chairman and Vice-Chairman are absent the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- 3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- 4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- 5) The Secretary or other person nominated shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee. These should be a full record of proceedings and specifically shall record proposals made, the outcome of votes, tasks or future actions, who has been tasked or actioned, and the deadline for any task or action to be completed.
- 6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 7) The Executive Committee may appoint one or more sub-committees consisting of one or more members of the Executive Committee and one or more members of the Club for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee. The Executive Committee shall specify in advance the scope of the sub-committees activity and powers and the extent to which it can commit the funds of the Club. The Executive Committee may dissolve any sub-committee at any time or change its mandate and operating terms.

K Receipts and expenditure.

- 1) The funds of the Club, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Club at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- 2) The funds belonging to the Club shall be applied only in furthering the Purpose.

#### L Property.

- 1) The property and funds of the Club cannot be used for the direct or indirect private benefit of members other than as reasonably allowed by the Constitution or rules and all surplus income or profits shall be reinvested in the club.
- 2) The Club may provide sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, away-event expenses, post-event refreshments and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002.
- 3) The Club may also in connection with the sports purposes of the Club:
  - (i) sell and supply food, drink and related sports clothing and equipment;
  - (ii) employ members (though not for rowing) and remunerate them for providing goods or services, on fair terms set by the Executive Committee without the person concerned being present;
  - (iii) pay for reasonable hospitality for visiting crews and guests;
  - (iv) indemnify the Executive Committee and members acting properly in the course of the running of the Club against any liability incurred in the proper running of the Club (but only to the extent of its assets).
- 4) The Executive Committee will have due regard to the law on disability discrimination and child protection.

#### M Accounts.

The Executive Committee shall comply with all required obligations with regard to:

- 1) the keeping of accounting records for the Club.
- 2) the preparation of annual statements of account for the Club.
- 3) the auditing or independent examination of the statements of account of the Club.

#### N Annual General Meeting.

- 1) There shall be an annual general meeting of the Club that shall be held in the month of February in each year or as soon as practicable thereafter.
- 2) Every annual general meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Club in writing and by notice on any club notice board or website. All the members of the Club shall be entitled to attend and vote at the meeting.
- 3) Before any other business is transacted at an annual general meeting the persons present shall appoint a Chairman of the meeting.
- 4) The Executive Committee shall present to each annual general meeting the report and accounts of the Club for the preceding year.
- 5) Nominations for election to the Executive Committee must be made by members of the Club in writing and must be in the hands of the Secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.
- 6) Proposals for resolutions to be put to the Annual General Meeting must be proposed and seconded by members of the Club in writing and must be in the hands of the Secretary of the Executive Committee at

least 14 days before the Annual General Meeting. For the avoidance of doubt this does not include alterations to the Constitution which are dealt with in Clause R.

#### O Special General Meetings.

The Executive Committee may call a special general meeting of the Club at any time. If at least ten members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

#### P Procedure at General Meetings.

- 1) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Club and specifically shall record proposals made, the outcome of votes, tasks or future actions, who has been tasked or actioned, and the deadline for any task or action to be completed.
- 2) There shall be a quorum when at least one tenth of the number of members of the Club for the time being or ten members of the Club, whichever is the greater, are present at any general meeting.

#### Q Notices.

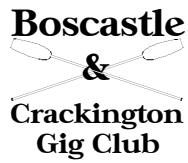
Any notice required to be served on any member of the Club shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

#### R Alterations to the Constitution.

- 1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 2) No amendment may be made to clause A (the name of Club clause), clause C (the Purpose clause), clause I (Executive Committee members not to be personally interested clause), clause S (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- 3) No amendment may be made which would have the effect of making the Club cease to be a Club at law.

#### S Dissolution.

- 1) The members may vote to wind up the Club if not less than three quarters of those present and voting support that proposal at a properly convened general meeting.
- 2) The Executive Committee will then be responsible for the orderly winding up of the Club's affairs.
- 3) After settling all liabilities of the Club, the Executive Committee shall dispose of the net assets remaining to one or more of the following:
  - (i) to another Club with similar sports purposes which is a registered charity and/or
  - (ii) to another Club with similar sports purposes which is a registered CASC and/or
  - (iii) to the Club's governing body for use by them for related community sports.



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T Governing Law.

This constitution is governed exclusively by the law of England and Wales

U Priority.

Where there is any conflict between any of the above Constitution clauses ("key Rules") and any other rule or rules the key Rule(s) will take priority. Interpretation of the Constitution clauses must be consistent with the statutory requirements for CASCs (which means Community Amateur Sports Clubs as first provided for by the Finance Act 2002.)

V Affiliation

The Club shall be affiliated to the Cornish Pilot Gig Association.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.