

CONSTITUTION & RULES
of
THE DRASCOMBE ASSOCIATION

CONSTITUTION

1. Name and Objects

- 1.1 The name of the association shall be 'The Drascombe Association'.
- 1.2 The objects for which the Association is formed are as follows:
 - 1.2.1 To promote the Association and facilitate the interests of the members and represent the interests of owners of Drascombe boats and those boats inspired by, and/or made in accordance with the designs and specifications of John Watkinson;
 - 1.2.2 To Co-ordinate the programme of Rallies organised by members for the Drascombe Association;
 - 1.2.3 To make available and facilitate the sharing of information on technical and other aspects of the boats as in 1.2.1. within the Association;
 - 1.2.4 To encourage and facilitate the exchange of experiences amongst the membership.

2. Terms and Definitions

The following expressions shall have the associated meanings:

- 2.1. "The Committee" shall mean the Committee of the Drascombe Association, consisting of the Officers, elected and appointed committee members and any co-opted members.
- 2.2. "The Association Rules" shall mean the rules governing the conduct of the Association.
- 2.3. "The Association Register" shall mean the register listing each member, their address, chosen area and, if an owner, the name of their boat, to be kept as hereafter provided.
- 2.4. "Boat" shall mean Drascombe boats and those boats as in 1.2.1. Members' boats which do not fall into this category shall be described in the register as: "Not a Drascombe" (NAD)
- 2.5. "Owner" and "Joint Owner" shall mean any person or persons entered on the Register as owner or joint owner of a boat as described under 2.4.
- 2.6. "Area" shall be the designated geographic area as may be agreed from time to time by the Committee.

3. Membership

There shall be the following categories of membership:

- 3.1. FULL MEMBER, whose subscriptions are up to date; being:
 - 3.1.1. Any owner or joint owner of a boat as described in 2.4. or,
 - 3.1.2. Anyone with a declared interest in the aims and objectives of the Association.
- 3.2. HONORARY MEMBER, which shall be the gift of the Association; any person who is proposed and seconded by Full Members and whose nomination is accepted by the committee may be put forward to the general Membership at the AGM for election as an Honorary Member. Honorary Members shall be entitled to attend and speak at any general meeting of the Association but shall have no vote.
- 3.3. TEMPORARY MEMBER; being:
 - 3.3.1. Any non-member accompanying a member aboard a member's boat shall be deemed a temporary member of the Association for the duration of any event run under the auspices of the Association.
 - 3.3.2. Any person who has applied and paid the appropriate fees for membership until Full membership is confirmed.
- 3.4. Each Full Member will be allocated to an area as determined by their geographical address held on the Register. A member may indicate a preference for registration to a sailing area different from their geographical address.

4. Management

The affairs of the Association shall be managed by the Committee.

- 4.1. The Committee shall consist of:
 - 4.1.1. Officers as defined (see 5);
 - 4.1.2. Up to 4 and not less than 2 Full Members nominated and seconded by the membership and elected at the Annual General Meeting each year to hold office until the termination of the next following Annual General Meeting; and
 - 4.1.3. Up to 7 Area representatives to be elected by their areas to serve. (see 2.6.)
 - 4.1.4. The Committee shall have the power to co-opt additional members as deemed necessary.
 - 4.1.5. The Committee may appoint Post Holders to support and report through the Officers as required. Post Holders will not, by virtue of this appointment, be committee members, but may be budget holders and may be asked to attend those parts of any Committee meeting where the matters for which they are responsible are discussed, or to submit a report.
- 4.2. All Committee members shall hold office for up to one year, retiring at the termination of the next Annual General Meeting. All Officers of the Association shall be eligible for re-election/appointment. However, following three consecutive terms in office, the Chairman shall not normally be eligible for nomination / election to that post.
- 4.3. The Association year shall commence on the 1st January.

5. Officers

- 5.1. The Officers of the Association shall be Full Members of the Association and shall consist of Chairman, Vice-Chairman, Secretary, Treasurer and Communications Officer.
- 5.2. The Chairman shall be elected by the Annual General Meeting in each year.
- 5.3. The Secretary, Treasurer and Communications Officer shall be appointed by the Annual General Meeting in each year.
- 5.4. The Vice Chairman shall be elected by the Committee, from among itself at their first meeting following the AGM.

6. Duties of Secretary, Treasurer, Communications Officer and Auditor/ Examiner.

- 6.1. The **Secretary** shall:
 - 6.1.1. Cause the Association Register of members' names, addresses and Boats to be kept;
 - 6.1.2. Cause Association Records to be maintained and keep custody of all Association documents;
 - 6.1.3. Keep full minutes of all General and Committee meetings of the Association;
 - 6.1.4. Administer such insurance policy, or policies, as directed by the Committee, for the protection of the interests of the Association, its Officers and its members;
 - 6.1.5. Communicate the decisions of the Committee to the Association as required, and communicate with others as directed by the Committee;
 - 6.1.6. Maintain any such certificates or registrations and complete any such non-financial returns as may be required by law.
- 6.2. The **Treasurer** shall:
 - 6.2.1. 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 Association;
 - 6.2.2. Cause all returns as may be required by law in relation to such accounts to be rendered at the due time;
 - 6.2.3. Cause such payments to be made on behalf of the Association as the Committee shall direct;
 - 6.2.4. Prepare an annual financial statement and cause such financial statement to be audited/examined at least twenty eight days before the date of the Annual General Meeting;
 - 6.2.5. Present the annual financial statement to the Association at its Annual General Meeting.
- 6.3. The **Communications Officer** shall:

- 6.3.1. Be responsible for promoting the aims of the Association in all its forms including but not exclusively through:
 - 6.3.1.1. The Association Magazine in association with the Editor;
 - 6.3.1.2. The Website in association with the Webmaster;
- 6.3.2. Report to the Committee on recommended changes to forms of communication and other similar matters;
- 6.3.3. Be responsible for maintaining and enhancing the public image of the Association.
- 6.4. The **Auditor/Independent Examiner** who by this appointment is not an Officer of the Association and shall be appointed annually at the AGM, shall:
 - 6.4.1. Inspect the accounts of the Association 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 subsequently the appointee is either unwilling or unable to act, so inform the Committee, who shall then appoint a substitute to hold office until the termination of the next Annual General Meeting.

RULES

7. Limitation of Association Liability

- 7.1. Members, their guests and visitors are bound by the following Rules and take part in any Association event, whether afloat or ashore, entirely at their own risk and accept:
- 7.2. The Association will not accept any liability for any damage to or loss of property belonging to members, their guests or visitors during Association events.
- 7.3. The Association will not accept any liability for personal injury arising out of the use of any other facilities either sustained by members, their guests or visitors or caused by the said 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, Committee or servants of the Association.
- 7.4. The Association will not accept any liability for advice or opinions of Association Members given or expressed in Association publications.

8. Election and retirement of members

- 8.1. Application for membership shall be in the form from time to time prescribed by the Committee, and shall include the name and address of the applicant and, in the case of Honorary Members, the signatures of the Proposer and the Seconder.
- 8.2. All applications for membership will be subject to acceptance by the Committee. If, for any reason, an application is refused, any fees already paid will be returned.
- 8.3. Every member shall furnish the Secretary with an up-to-date address which shall be recorded in the register of members of the Association and any notice sent to such address shall be deemed to have been duly delivered.
- 8.4. A member desirous of retiring from membership shall give notice in writing to the Secretary before the last day of November and shall not then be liable to pay the subscription for the following year. Upon re-application by a past member, the Committee may, at its discretion, excuse payment of any Entrance Fee.
- 8.5. The Committee may cancel, without notice being given, the membership of any member whose annual subscription and other annual fees are more than three months in arrears provided that the Committee may, at its discretion, re-instate such member upon payment of arrears.

9. Conduct of Members

- 9.1. When participating in a rally or other sailing event organised &/or run by the Association, Members will be required to agree to the specific terms and conditions set out in the notice/joining instructions of such event, which instructions may vary from time to time and event to event.
- 9.2. Every member is deemed to have notice of, and undertakes to comply with, all Association Rules including those rules that govern the use of the Drascombe website, as published from time to time on that website.
- 9.3. Any refusal or neglect to do so, or any conduct which, in the opinion of the Committee, is either unworthy of a member or otherwise injurious to the interests of the Association, shall render a member liable to expulsion by the Committee. PROVIDED THAT, before expelling a member, the 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 Committee, or of

resigning.

- 9.4. A Resolution to expel a member shall be carried by a simple majority vote of the whole Committee voting on the Resolution by any means: email, postal ballot, or as may be agreed by the Committee.
- 9.5. Appeal against expulsion may be made to the members in General Meeting.

10. Subscriptions

- 10.1. New Members other than Honorary Members shall pay an entry fee (if any) and annual subscription upon applying to be a Member of the Association. Renewal subscriptions are due on the 1st of January each year. Members not renewing by this date may be required to re-apply for membership and pay any appropriate fees. Members joining on or after 1st September will continue as members until 31st December the following year.
- 10.2. The rate of any Entrance Fee and annual Subscription Fee for membership of the Association shall be proposed by the Committee to the members at the Annual General Meeting in each year. Any proposed changes shall be approved by a majority of those present and entitled to vote and shall become operative on the first day of January in the year following.
- 10.3. Membership of the Association and acceptance of these rules by the member will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Acts.

11. Appointments and elections

- 11.1. Candidates for election to the Committee (not being Officers of the Association) shall be those elected members of the retiring Committee eligible, and who offer themselves for re-election, and such other Full Members, whose consent to nomination is received by the Secretary and is duly proposed and seconded in writing by Full Members of the Association.
- 11.2. Nominations shall have been received by the Secretary at least twenty eight days before the date of the Annual General Meeting in each year. Such nominations together with the names of the Proposer and Seconder shall be sent to the members of the Association at least fourteen days prior to the date of the Annual General Meeting.
- 11.3. If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot at the AGM.
- 11.4. 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.
- 11.5. In the event of the ballot failing to determine the members of the 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.
- 11.6. If, for any reason, a vacancy shall occur, the Committee may co-opt a Full Member to fill such a vacancy until the next following Annual General Meeting. Such a co-opted member shall have a vote.

12. Conduct of the Committee

Management of the Association, Appointment of sub-committees, Disclosure of interest to third parties, Limitation of Members' Liability.

- 12.1. The Committee shall manage the affairs of the Association according to the Association Constitution and Rules 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 the Association in General Meeting.
- 12.2. The 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 Committee or of the Association as the Committee may think fit. Officers of the Association shall be ex officio members of all such sub-committees.
- 12.3. The Committee shall meet as required but at least twice during the year making such arrangements as to the conduct, place of assembly and holding of such meetings as it may wish. The Chairman, or vice chairman or in their absence a chairman elected by those present shall in that order preside.
- 12.4. The Committee may authorise the Officers to act on their behalf on a day to day basis.
- 12.5. Voting, except in the case of a resolution relating to the expulsion of a member, shall be by show of hands. In the case of equality of votes the Chairman shall have a second and casting vote.
- 12.6. Committee Quorum: 50% of the entire Association Committee shall form a quorum at a meeting of the Committee.

- 12.7. A member of the Committee, or a sub-committee or any officer of the Association, or any person authorised by the Committee, in transacting business for the Association, shall disclose to third parties that he is so acting.
- 12.8. The Committee, or any person or sub-committee delegated by the Committee to act as agent for the Association or its members, shall enter into a 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.
- 12.9. In pursuance of the authority vested in the Committee by members of the Association, members of the Committee are entitled to be indemnified by the members of the Association against any liabilities properly incurred by them or any one of them on behalf of the Association 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.
- 12.10. The limit of liability for each Association member shall be a sum equal to one year's subscription at the then current rate of membership unless the Committee has been authorised to exceed such limit by a general meeting of the Association.

13. Meetings of the Association

Annual General Meeting, General Meetings, Special &/or Extraordinary General Meetings, Quorum at those Meetings.

- 13.1. An Annual General Meeting of the Association shall be held each year in the month of March on a date and at a place to be fixed by the Committee. The Secretary shall give at least fourteen days notice in writing of such meeting and of the business to be brought forward.
- 13.2. No business, except the passing of the Accounts and the appointment/election of the Officers, Committee and Auditors/ Examiner, 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 Secretary at least 28 days before the date of the Annual General Meeting.
- 13.3. The Committee may at any time, upon giving twenty one days notice in writing, call a Special General Meeting of the Association 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.
- 13.4. The Committee shall call a Special General Meeting upon a written request addressed to the Secretary by at least 20 Full members. The Committee shall give twenty one days notice in writing of any such Special General Meeting. The discussion at such meeting shall be confined to the business stated in the notice sent to members.
- 13.5. At every meeting of the Association the Chairman/vice Chairman (or, in their absence, a chairman elected by those present) shall preside.
- 13.6. At any General meeting of the Association a quorum shall consist of 20 Full Members entitled to vote and personally present at that meeting.
- 13.7. Only Full Members shall vote at any meeting of the Association. Other members may attend and speak, but are not entitled to vote.
- 13.8. Except in the event of a contested election of members to the Committee, all voting shall be by show of hands.
- 13.9. In the case of an equality of votes the Chairman shall have a second or casting vote, on any matter other than the election of members of the Committee.
- 13.10. Amendments to the Constitution and Rules:
 - 13.10.1. Amendments to the Constitution and Rules can be made at a General Meeting, of which due notice of such amendments has been given to all members, provided that two thirds or more of those members attending and voting at such a meeting vote in favour of the amendment.
 - 13.10.2. A motion to alter the text of a proposed amendment to the Constitution or Rules can be accepted from the floor. The wording of an amendment may change the meaning of a motion, but it must not contradict it.

14. Dissolution of the Association

- 14.1. A resolution to dissolve or wind up the Association shall only be proposed at a Special General Meeting and shall be carried by a simple majority of those present and entitled to vote. If upon the dissolution and winding up, and following the satisfaction of all its debts and liabilities, the association retains any property and/or funds whatsoever, the same shall not be paid to or distributed amongst the members of the Association. The Treasurer shall be required by that Special General meeting to disperse the net assets remaining to one or more of the following: to another organisation with similar objectives/purposes or in the absence of such an organisation, to the RNLI.

TRANSITIONAL RULES.

To be read in conjunction with the rules of the Association dated 13/03/2010.

1. **SUBSCRIPTIONS.** Until such time as fresh payment mandates are required subsequent to an increase in January 1st subscription rates, members who joined the Association prior to 1 April 2010 will be deemed to have paid the current years subscription if a standing order is in place at that date, to remit their subscription to the Association by 15th March, annually and such payment/s are made.
2. **AREA REPRESENTATIVES** for the year 2010 – 2011. Each Area may nominate one person to represent their views as a member of the Drascombe Association committee. Such person's term of office will expire at the end of the AGM of 2011. In the event that no nomination is received for an Area, any meeting or ballot arranged for the purpose of electing a representative during the period 2010 to 2011, may request the committee to accept such nomination and co-option onto the committee until the AGM in 2011.