

CONSTITUTION AND RULES OF GREYSTONES SAILING CLUB (as amended by SGM 1st September 2016, previously December 2010)

1. NAME

The name of the Club is the Greystones Sailing Club (hereafter referred to as "The Club").

2. BURGEE

The Burgee shall be shown as here:



3. OBJECTS

The objects of the Club shall be principally to foster and encourage sailing and associated aquatic activities subject to main committee approval.

4. MEMBERSHIP

The Club shall consist of ordinary members, honorary members, junior members, life members, country members, family members, pavilion members, temporary members and student members.

Ordinary membership is open to persons aged eighteen years or older on the first of January of the current year. Each Ordinary Member enjoys the full rights and privileges of the club and is entitled to vote at General Meetings

Junior members, country members, pavilion members and student members shall enjoy all the facilities of the Club save the right to vote at meetings.

Junior membership is open to persons who are under the age of eighteen years on the 1st day of January of each year or under such other age as the Club shall from time to time at General Meeting fix the maximum age for such membership.

Family membership may be granted to a person who is eligible for ordinary membership to include his or her spouse, if any, and children. The Parent or Parents shall have the rights and privileges of ordinary members and the children shall have the rights and privileges of junior members.

A life membership may be granted to persons who are eligible for ordinary membership and who pay subscription for life in such an amount as may be fixed by the Club in General Meeting from time to time. Life members shall have the rights and privileges of ordinary members.

Temporary membership may be granted to visitors attending a course or sailing event at the Club, for the duration of that course or event. Temporary

members shall enjoy the rights and privileges of an ordinary member save the right to vote.

Honorary membership may be granted to such persons who have in the opinion of the Club in General Meeting rendered exceptional services to the Club and enjoy the rights and privileges of ordinary membership.

Pavilion membership may be granted to a non-sailing person who is eligible for ordinary membership and shall enjoy all the facilities of the Club save the right to vote at meetings.

No visitor to the Club shall be supplied with excisable liquor in the Club premises unless on the invitation and in the company of a member, and that member shall, upon admission of such visitor to the Club premises, or immediately upon his supplied with such liquor, enter his own name and the name and address of the visitor in a book which will be kept for the purpose and which will show the date of each visit,

Country membership shall be granted to persons who have no permanent residence within 50 miles of the Club premises provided such membership is applied for in a manner prescribed by the Executive Committee.

Student membership shall be granted to persons who are full-time students and aged between 18 and 24 years, provided such membership is applied for in a manner prescribed by the Executive Committee.

5. ADMISSION OF MEMBERS

The election of ordinary members, junior members, country members, pavilion members and student members shall be under the control of the Executive Committee. Every applicant for membership shall:

- a. apply for such membership in a manner prescribed by the Executive
- b. be proposed and seconded for membership by ordinary members of the Club in writing, stating age, occupation and address and their undertaking to abide by the Constitution and Rules of the Club
- c. deposit the appropriate subscription for one year
- d. deposit the appropriate entry fee

The applicant shall be investigated by the Executive Committee and, if approved, the name of the applicant shall be entered in the Book of Candidates and a copy of such entry posted in a conspicuous place in the Club for not less than one week before the election. An interval of not less than two weeks shall elapse between nomination and election of a member. Admission to membership shall be by ballot of the Executive Committee. At an Election at least four must vote. One adverse vote in four shall exclude a candidate from Election.

6. RESIGNATION

Any member intending to resign from the Club shall, before the date of the Annual General Meeting, signify his intention in writing to the Club. Members not signifying such intentions shall be liable for the year's subscriptions.

7. EXPULSION OF MEMBERS

If the conduct of any member is, or has been, in the opinion of the Executive Committee, or any 15 members or one-quarter of the total number of ordinary members of the Club, whichever is the lesser, who shall certify the same to the Executive Committee in writing, injurious to the character or interest of the Club, or is, or has been such as to render him or them unfit to continue to be a member or members of the Club, he or they may be expelled from the Club under a Resolution passed at a Special General Meeting of the Club.

It shall be the duty of the Executive Committee to convene such Special General Meeting for the exclusive purpose of considering and determining upon the expulsion of such member or members. Not less than one month's notice shall be given for such Special General Meeting. The member or members in question shall have the right to state a case to the Executive Committee prior to the Special General Meeting and/or to the Special General Meeting.

The voting at such Special General Meeting shall be taken by secret ballot.

The Chairman of such Special General Meeting shall appoint scrutineers of the ballot.

If two-thirds or more of the members present and voting on such ballot shall vote in favour of the resolution that such member or members be expelled, he or they shall thereupon cease to be a member of the Club and such resolution shall be final and conclusive.

8. SUBSCRIPTIONS

The subscription for all members shall be decided by the Executive Committee and shall be effective provided no General Meeting shall have been called and altered such decision within six weeks of being notified to members.

The subscription shall be payable on the 1st February in each year but any member elected on or after August 30th in any year and having paid his subscription for that year shall not be required to pay a subscription for the following year.

The Executive Committee may remit the subscription of any member temporarily residing outside of Ireland.

Honorary and Temporary members shall not be required to pay any subscription.

9. NON-PAYMENT OF SUBSCRIPTION

The Executive Committee may cancel the membership of any member whose subscription is unpaid for a period of three months after it falls due.

Anyone whose membership is cancelled for non-payment of subscription may rejoin on payment of a fine of one year's subscription, provided however, the Executive Committee may at its discretion dispense with the payment of such fine.

The rights and privileges of membership of any ordinary, family, junior, country, pavilion or student member whose subscription is unpaid shall be suspended until the subscription for the current year and arrears (if any) has been paid.

10. INCOME and PROPERTY

The income and property of the Club shall be applied solely towards the promotion of its main objects as set out in Clause 3 above. No portion of the Club's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club. No Officer shall be appointed to any office of the Club paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Club. However, nothing shall prevent any payment in good faith by the Club of:

- a. reasonable and proper remuneration to any member of the Club (not being an officer) for any services rendered to the Club;
- b. interest at a rate not exceeding 5% per annum on money lent by Officers or other members of the Club to the Club;
- c. reasonable and proper rent for premises demised and let by any member of the Club (including any Officer) to the Club;
- d. reasonable out-of-pocket expenses incurred by any Officer in connection with their attendance to any matter affecting the Club;
- e. fees, remuneration or other benefit in money or money's worth to any Company of which an Officer may be a member holding not more than one hundredth part of the issued capital of such Company.

11. EXECUTIVE COMMITTEE

The Executive Committee including the Officers shall consist of eight ordinary members of the Club of whom not less than five are permanent residents of the rating area of Wicklow County Council.

The Officers of the Club shall be as follows:

- a. Commodore
- b. Vice-Commodore
- c. Honorary Secretary
- d. Honorary Treasurer

Nominations for the Executive Committee shall be proposed and seconded by ordinary members of the Club and shall indicate consent of the nominee and shall be made to the Secretary in writing seven days prior to the

commencement of the Annual General Meeting, providing however, that members of the outgoing Executive Committee who are eligible for re-election shall be deemed duly nominated, if they seek re-election.

The Executive Committee shall hold office for one year and shall retire at the Annual General Meeting in each year but shall be eligible for re-election.

The office of the Commodore cannot be held by the same person for more than two consecutive years and cannot be held again for a period of three years.

The Executive Committee may appoint sub-committees who must refer their decisions to the Executive Committee before they come into force. Such sub-committees shall retire annually.

Correct accounts and books showing the financial affairs and receipts and disbursements of the Club and Minutes of the proceedings of the Club shall be kept and produced at every General Meeting when called for.

The Executive Committee shall meet in the Clubhouse at least once a month on a day appointed by the Executive Committee.

No member of the Executive Committee and no manager, steward, servant or employee of the Club shall have any financial interest in the sale of excisable liquor in the Club or in the profits arising from such sale.

12. ANNUAL GENERAL MEETING

The Annual General Meeting shall be held prior to the 31st December of each year on a date to be decided by the Executive Committee and notice thereof shall be sent to each member of the Club 14 days before the Annual General Meeting.

The Club shall at each Annual General Meeting, or any adjournment thereof, transact the following business

- a. receive the accounts and balance sheet from the year ending 30th September and the auditors report thereon
- b. appoint an auditor to audit and report on the accounts of the Club
- c. elect the Executive Committee and Officers of the Club. Where an election has been held, the election of some Officers may be deferred to an Executive Committee meeting within 21 days, excluding the Offices of Commodore and Vice Commodore which must be elected at the Annual General Meeting.
- d. do such business as may properly come before the meeting

13. SPECIAL GENERAL MEETING

The Honorary Secretary shall at the request of the Executive Committee or on receipt of a requisition signed by not less than 15 members or one quarter of the total number of ordinary members of the Club, whichever is the lesser, summon a special general meeting of the Club. Such meeting shall be held within one calendar month from the date of the decision of the Executive Committee to hold the same or the receipt of the requisition by the Executive Committee. 14 days notice of any such Special General Meeting shall be given to the members of the Club and the notice convening the meeting shall specify the date, place and object of the meeting. At any such Special General Meeting, no business other than that set out in the Notice shall be dealt with.

14. VOTING AT GENERAL MEETING

Each member, who has the rights and privileges associated with ordinary membership, attending a general meeting shall be entitled to one vote. Every question at every general meeting, other than the election of Officers or expulsion of a member, shall be decided by a show of hands and a declaration by the Chairman that a resolution has been carried, or not carried, by a particular majority and an entry to that effect in the minute book of the Club shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the case of an equality of votes at any general meeting the Chairman shall be entitled to a second or casting vote, the Chairman shall determine the same and such determination shall be final and conclusive.

15. QUORUMS

15 ordinary members shall form a quorum at an annual or Special General Meeting. Four members shall form a quorum at an executive committee meeting.

16. TRUSTEES

There shall be 3 Trustees in whom all the property of the Club, both present and future, will vest. The Trustees will hold office during their lifetime unless they retire or any are removed from office as herein provided.

Any vacancy among the Trustees shall be filled by the election of a new Trustee at the Annual General Meeting next following the creation of a vacancy or at a special general meeting called for that purpose. Nominations of Trustees, proposed and seconded by ordinary members of the Club, must be lodged with the honorary secretary at least 3 days prior to the Annual General or Special Meeting to deal with the election of Trustees. Pending the filling of a vacancy at the Annual General or Special Meeting, the executive committee shall have power to appoint a Trustee or Trustees who will hold office until the next Annual General or Special Meeting.

Where a Trustee resigns from or ceases to be a member of the Club, he will be presumed to have retired from the position of Trustee and a vacancy will occur.

The Trustee shall hold all property of the Club in trust for and on behalf of the members and they shall deal with such property as directed by the executive committee. If any Trustee shall neglect or fail to deal with such property as directed by the executive committee, the executive committee, by a resolution passed by at least two-thirds of those present and voting, shall have power to remove such Trustee from Office and declare a vacancy.

The Trustees shall be indemnified by the members of the Club in respect of any such dealings with property of the Club and against any loss or liability arising there from.

17. INTOXICATING LIQUOR

No excisable liquor shall be sold nor supplied for consumption outside the premises of the Club except to members of the Club between the hours of 8 o'clock in the morning and 10 o'clock at night.

Liquor shall only be supplied for consumption on the Club premises to any person or be consumed on the Club premises by any person in accordance with the licensing laws at the time.

No excisable liquor shall be sold or supplied to any persons under 18 years of age.

No person under the age of 18 years shall be admitted as a member of the Club unless the Club is one primarily devoted to some athletic purpose

The executive committee is empowered to amend any rule of the Club or make such new rules as may be necessary to comply with the Registration of Clubs Acts 1904 - 1995 or any amending Act.

18. RULES

NO alteration of or addition to these rules shall be made except at the Annual General Meeting or at a Special Meeting expressly convened for that purpose and, of which proposed alteration or addition, at least 14 days notice has been given by the Honorary Secretary to each member. A majority of two-thirds or more of those present and voting shall be required to carry any resolution authorising any such alteration or addition.

No addition, alteration or amendment shall be made to or in the provisions of this Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

The only item of the Constitution that cannot be changed being article 11a.

19. USE OF THE CLUB

The Club shall be open for the reception of members at 9 o'clock each morning and shall be closed at 12 o'clock midnight after which no member shall be admitted nor shall any member be allowed to remain on the Club premises after that hour. The executive committee shall however be at liberty on such special occasions, as they deem proper to extend the hours as may to them seen fit.

Members must pay for any expense incurred by them in the Club at the time it is incurred.

Members shall not personally reprimand or give orders to the staff as to their duties and these functions may be carried out only by the executive committee or its authorised representative or representatives.

No paper, notice or placard, written or printed shall be exhibited, put in the Club or displayed in any way to the members of the Club without the sanction of a member of the executive committee.

20. POWERS AND DUTIES OF THE COMMITTEE

The Committee shall have authority to pay all expenses incurred in promoting and registering the Club and exercise all such powers of the Club as are not by these Rules required to be exercised by the Club in general meeting, subject nevertheless, to these Rules and such other directions being not inconsistent with the aforesaid provisions as may be given by the Club in general meeting but no direction given by the Club in general meeting shall invalidate any prior act of the Committee which would have been valid if that direction had not been given.

All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments and all receipts for monies paid to the Club shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Committee shall, by Resolution, determine.

The Committee may, pursuant to a special Resolution passed in accordance with Rule 13, "voting at general meeting", exercise all the powers of the Club to borrow money subject to limits set by General Meetings from time to time, and to mortgage or charge its undertakings and property or any part thereof and to issue debenture, debenture stock, or other securities, whether outright or as security, for any debt, liability or obligation of the Club.

All acts done by any meeting of the Committee or of a subcommittee or by any person acting as a Committee Member shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Committee member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee member.

The Committee shall have power to make, amend and repeal such bye-laws and regulations as they may deem necessary or convenient for the proper conduct and management of the Club, and in particular, but without prejudice to the generality of the foregoing, may by such bye-laws or regulations regulate:

- (a) the use of the Club's premises
- (b) the time of opening of the clubhouse
- (c) the terms as to payment or otherwise of admission to members to participate in the benefit of any of the privileges of the Club and the use by or supplies to members of any property of the Club
- (d) the admission of visitors to the premises and the benefits of the Club
- (e) the rules to be observed by members or visitors to the Club
- (f) the conduct of members on relation to one another and to the Club employees
- (g) the setting aside of any part or parts of the club premises for particular purposes
- (h) the agenda at general meetings and meeting of the Committee of the Club.

The Committee shall bring to the notice of the members all bye-laws and regulations and all amendments and repeals to these as they become effective.

The Committee formed in accordance with these Rules shall cause minutes to be made books provided for the purpose of:

- a) names of members of the Committee present at such meetings of the Committee.
- b) all resolutions and proceedings at all such meetings.

The committee shall effect insurance covers as directed by the Annual General Meeting and if it is not possible to effect such covers the committee shall convene an Extraordinary General Meeting.

The committee may delegate any of their powers to sub-committees consisting of such member or members of the Committee or Club as they think fit. Any sub-committee so formed shall, in the exercise of the power so delegated, conform to any regulations that may be imposed on it by the Committee or by the direction of the Annual General Meeting.

The committee shall appoint a Chairman of each sub-committee. If the Chairman of a Sub-Committee is not present at a sub-committee meeting, the members of the sub-committee present at such meeting shall elect a chairman from their number by simple majority.

A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and when there is an equality of votes the Chairman shall have the second or casting vote. The quorum necessary for the transaction of the business of each sub-committee is to be fixed by the Committee.

21. ACCOUNTS

The Committee shall cause proper books of accounts to be kept relating to:

- (a) all sums of money received and expended by the Club, and the matters in respect of which the receipt and expenditure takes place.
- (b) all sales and purchases of goods by the Club, and
- (c) all assets and liabilities of the Club.

Proper books shall be deemed to be kept if there are kept such books or accounts as are necessary to give a true and fair account of the state of the Club's affairs and to explain its transactions.

The Books of Accounts shall be kept by the Honorary Treasurer at such place as the Committee thinks fit and shall at all reasonable times be open to the inspection of the Committee Members.

Authorisation to inspect all or part of the Accounts and books of the Club shall be at the discretion of the Committee or of the Club in General Meeting.

Committee shall cause to be prepared annually and to be laid before the Annual General Meeting of the Club, Income and Expenditure Accounts, Balance Sheets and Reports for financial year - i.e. year just completed.

Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

22. WINDING UP OF THE CLUB

If upon the winding up or dissolution of the Club, there remains after the satisfaction of all debts and liabilities any property whatsoever, it will not be paid to, or distributed among the members of the Club. Instead such property should be given or transferred to some other institution or institutions that have similar main objects, as described in paragraph 3 above, to that of the Club.

The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 10 hereof.

Members of the Club shall select the institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object.

Amended at the Annual General Meeting on September 1st 2016

..... David Nixon
(Commodore)

..... Daragh Cafferky
(Vice Commodore)

..... Fiachra Etchingham
(Hon. Treasurer)

..... Daphne Hoolahan
(Hon. Secretary)