



## **CONSTITUTION**

### **ARTICLE ONE: Name and Objects**

#### **1.1 Club Name**

The name of the club is "Swords Sailing and Boating Club". The name of the club or the abbreviation "SSBC" may be used.

#### **1.2 Objectives**

The objects of the club shall be the encouragement and promotion of sailing and boating activities at Swords and elsewhere, and the promotion of other sports and functions for the benefit of sailing and boating in general, and the club in particular.

#### **1.3**

This Constitution, agreed at a General Meeting of Club members on 12th June 2022 supersedes all previous versions and amendments.

### **ARTICLE TWO: Definitions**

#### **2.1 Annual Fee**

The annual fee due to the club, for the use of its facilities and the storage of any craft and trailers that are kept on the club grounds.

#### **2.2 Annual General Meeting**

The Annual General Meeting of the club shall be held each year between the 1st of October and the 31st of December at such time and place as the Committee shall appoint. Any other General Meeting shall be called a Special General Meeting.

#### **2.3 Rules**

The Rules and regulations contained in this constitution, club Policies and Rulebook. The Constitution has precedence in regard to both the club Policies and Rulebook.

#### **2.4 Policies**

A set of Policies and procedures to aid governance and management of the club and adherence to relevant legislation.



## **2.5 Rulebook**

The Rulebook contains Rules by which SSBC operates and is in addition to any Rules contained in the constitution and Policies of the club.

## **ARTICLE THREE: Membership**

### **3.1 Ordinary Members**

An Individual Over eighteen (18) years of age who has voting rights.

### **3.2 Family Members**

Couples, partners and parent(s) who shall each rank as Ordinary Members, and their children who have not reached eighteen (18) years of age at the start of the current Membership year, or who are full time students or apprentices up to age of twenty four (24).

### **3.3 Juniors**

Juniors are the children of Family Members.

### **3.4 Social Member**

A clubhouse only Membership for those that do not pursue water based sailing activities.

### **3.5 Honorary Members**

An honorary member will be an Ordinary Member without the requirement to pay fees. The club Committee shall have the power to elect Honorary Members for a period decided by the Committee.

### **3.6 Temporary Members**

Temporary Members consist of the following:

- Guests of any Member whilst they are on club property or are participating in water-based activities;
- Visiting sailors and their guests who are competing in Open Events at the club;
- Any individual attending and using club facilities, including the running of courses by a third party organisation(s).

### **3.7 Agreement to be Bound by the Constitution**

All Members (including Temporary Members) of the club are subject to and agree to be bound by the constitution.



### **3.8 Application for Membership**

Application for Membership shall be on the appropriate application form with the name of the person that recommends/proposes their Membership noted. Full payment of applicable fees must be made with the application. The applicant's name shall be emailed to the current Membership, with a notice period of 30 days for members to reply before the application is approved and minuted by the Committee.

### **3.9 Election of All New Members**

The election of all new Members shall be by resolution of the Committee with a majority of at least 4 to 1 in favour.

### **3.10 Access to club documentation**

All Members shall have access to online copies of the constitution, Policies and Rules of the club.

## **ARTICLE FOUR: Fees and Levies**

### **4.1 Fees**

Fees are due to the club, on an annual basis, for the use of its facilities and the storage of any craft and trailers that are kept on the club grounds. The fees for the following categories shall be fixed for the coming year at each Annual General Meeting.

- Entrance Fee;
- Ordinary Membership;
- Family Membership;
- Social Membership.

### **4.2 Levies**

The Committee shall have the power to impose such levy or levies upon the Members as are passed by a resolution of the Ordinary Members at a general meeting.

### **4.3 Membership Period and Fee Payment**

The Membership period shall run from 1st March until the last day of February in the following calendar year. Fees shall be due on the 1st day of January prior to the commencement of the Membership period. Fees for the current year are payable no later than the last day of February. Fees for new Members shall be payable with their application, and shall remain valid until the last day of February in the following year. Fees paid by New Members joining after the 1st September in any given year shall include their Membership for the next full year.



#### **4.4 Membership Participation**

Only paid up Members can participate in any club activities.

#### **4.5 Membership Arrears**

Membership of the club shall cease if a member is in arrears on the last day of February, unless they joined after the 1st September in the previous year, in which case their Membership will cease the following year on the last day of February.

Application for re-election must be accompanied by any arrears, and re-election will be at the discretion of the Committee. The Committee may waive this rule regarding application for re-election, on receipt of the arrears and a satisfactory explanation of the delay. This rule shall not operate to relieve a member of any liability in the event of the club's insolvency.

#### **4.6 Refunds**

Refunds of fees, subscriptions, or levies shall be at the discretion of the Committee, except as otherwise provided in these Rules.

#### **4.7 Omissions**

Where, at an Annual General Meeting, the Members neglect or omit to fix fees for a11 or any of the categories of Membership, the previous year's rates of fees shall apply for the coming year.

### **ARTICLE FIVE: Termination of Membership**

#### **5.1 Resignation**

Members may resign from Membership of the club at any time, provided written notice is given to the Hon. Secretary. The resignation shall be effective on the last day of the calendar month after notice is received. Resignation shall not relieve a member from any liability prior to the effective date of such resignation, in the event of the club's insolvency.

#### **5.2 Code of conduct and disciplinary process**

Breaches of the code of conduct for Members shall be dealt with by the club under the club's disciplinary procedure.



### **5.3 Suspension - Committee power**

The Committee shall have the power to suspend a member from taking part in club activities and/or using club facilities for a period not exceeding one month on each occasion, where it is found that the said member is in breach of the Rules of the club, and/or whose conduct has, or is likely to bring the club into disrepute.

### **5.4 Notification**

In all cases of proposed suspension or expulsion, the member shall be given seven days' notice in writing (Club email acceptable) of the meeting at which the matter shall be considered. The member and any witnesses that the member or the Committee may call, shall be entitled to be heard before any Committee ballot is taken on the matter.

### **5.5 Suspension not exceeding one month**

Suspension for a period not exceeding one month shall be effective after the adoption of a resolution of the Committee, by ballot, where a two-thirds majority of Committee Members present, is in favour of suspension.

### **5.6 Expulsion or Suspension**

Expulsion from Membership, or suspension for a period exceeding one month, shall be effective after the adoption of a resolution of the Committee, by ballot, where a two-thirds majority of Committee Members present, is in favour of expulsion or suspension.

### **5.7 Liability**

Any disciplinary sanction imposed, shall not relieve a member of any liability during the period of such sanction, in the event of the club's insolvency. An expelled member shall cease to have any claim on the club or its property or funds, as she/he would have by right of Membership. No refund of fees shall be made in the case of any disciplinary sanction. Expulsion will not relieve a member of any liability prior to the effective date of such expulsion in the event of the club's insolvency.

## **ARTICLE SIX: Management**

### **6.1 Management**

The affairs of the club shall be managed by the club Committee, elected for not less than one year by the general body of Members, as provided for by this constitution, and subject to annual re-election, as provided for by this Constitution.



## **6.2 Committee**

The Committee shall consist of the following Honorary Officers:

Commodore, Vice Commodore, Secretary, Treasurer, Sailing Secretary, Junior Affairs Officer, and up to five Ordinary Members.

## **6.3 Meetings**

The Committee shall meet at least once a month for the despatch of business, adjourn, or otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business of the Committee shall be five Members.

## **6.4 Chairman**

The Commodore or in his/her absence the Vice Commodore shall act as chairman at all meetings of the Committee. In their absence, the Members of the Committee present, shall elect one of their number as Chairman by a simple majority.

## **6.5 Notice of Meetings**

The chairman shall summon all meetings of the Committee to carry out Committee business.

## **6.6 Voting**

Except as otherwise provided for in this constitution, resolutions of the Committee shall be decided by simple majority. In the event of an equality of votes for and against a resolution, the chairman shall have a second or casting vote.

## **6.7 Conflict of interest, declaration for Members**

All Members of the Committee, Sub Committees and Ordinary Members are obliged to advise the Chairman of any circumstances where there may be a potential conflict of interest or personal gain arising from their participation on a Committee or at a General Meeting.

A conflict of interest will be determined by a two thirds majority of the Committee Members, and will be noted in the minutes of the meeting. Where conflict exists the Member cannot take part in any Committee discussion or decisions.

Failure to advise the Chairman of any potential conflict may lead to subsequent disciplinary proceedings.



## **6.8 Minutes**

The Committee shall cause to be recorded, written minutes for all General and Committee meetings, to include the attendance and details of all resolutions and proceedings at each meeting. Summary reports of all sub-Committee meetings shall be given at all Committee meetings and duly recorded.

## **6.9 Retention of Minutes**

The Minutes shall normally be in the custody of the Honorary Secretary. and shall be made available for inspection within seven days on receipt of a written request from an Ordinary Member of the club who is not suspended, in arrears of payment or expelled.

## **6.10 Sailing Sub-Committee**

The Sailing Sub-Committee, if and when convened, shall manage and control sailing and boating activities of the club subject to any direction given by the Committee, and shall be responsible to the Committee. The Sailing Sub-Committee shall have all the powers and duties of a Race Committee as set out in the International Racing Rules Irish Yachting Association Rules.

## **6.11 Sailing Sub-Committee Members**

The Sailing Sub-Committee shall consist of Vice-Commodore, Sailing Secretary, Junior Affairs Officer, and at least one Ordinary Member appointed by the Committee, and may have in addition one representative of each class of boat and/or activity defined by the Committee from time to time. The quorum for the transaction of business shall be two Members of this Sub-Committee.

## **6.12 Other Sub-Committees**

Other sub-Committees may be appointed from time to time by resolution of the Committee, defining terms of reference, duration. and constitution, subject to a minimum of three Members one of whom is a member of the Committee. All sub-Committees existing prior to an Annual General Meeting shall remain in office until the first meeting of the new Committee.

## **ARTICLE SEVEN: General Meetings**

**7.1** The Annual General Meeting of the club shall be held each year between the 1st of October and the 31st of December at such time and place as the Committee shall appoint. Any other General Meeting shall be called a Special General Meeting.



**7.2** The Annual General Meeting shall be summoned by the Hon. Sec. on the instructions of the Committee. A Special General Meeting may be summoned by the Hon. Sec. on either the instructions of the Committee or receipt of a requisition to that effect, stating the objective of such a meeting, signed by at least ten Ordinary Members, who are not suspended, in arrears of payment or expelled.

**7.3** Notice of a General Meeting shall be given to all Ordinary Members at least fourteen days in advance of the meeting. The time, date, place and subject matter shall be included in the notice. Accidental omission or non-receipt of notice shall not invalidate the proceedings at the meeting.

**7.4** The Annual General Meeting shall deal with the following:

- (a) The minutes of the last Annual General Meeting;
- (b) The reports of the Committee and Officers for the year;
- (c) Receiving the accounts, balance sheet, and Auditor's report thereon for the year ending;
- (d) Election of Officers, Committee, and Auditor(s);
- (e) Resolutions;
- (f) Fixing of Fees for the coming year;
- (g) Any Other Business.

**7.5** At all General Meetings the Commodore, or in his/her absence the Vice-Commodore shall act as Chairman. In their absence an Ordinary Member elected by a simple majority of the eligible Members present and voting, shall act as Chairman.

**7.6** No business shall be transacted at a General Meeting unless a quorum of twenty five percent of the Ordinary Members entitled to vote is present.

**7.7** If within half-an-hour after the time appointed for holding the General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In other cases it shall stand adjourned to the same day in the next week and at the same time and place. If this is not possible, arrangements shall be made to redirect Members to a new venue. If at the adjourned meeting a quorum is still not present within half-an-hour of the appointed time, the Members present shall form a quorum.





**7.8** The Chairman may, with the consent of a majority of the Members present who are entitled to vote at a General Meeting, at which a full quorum is present, adjourn the meeting, but no business shall be transacted at any other meeting, other than the business left unfinished at the meeting at which the adjournment took place. No notice shall be given except in the case of an adjournment of thirty days or more, when the Rules for notice of a General Meeting shall apply.

**7.9** At any General Meeting of the club, a resolution or proposal shall be deemed to be carried by a majority of those Members present, entitled to vote, and voting, except as otherwise provided for in this constitution.

**7.10** At any General Meeting of the club, a resolution or proposal shall be decided on a show of hands except as otherwise provided for with the constitution. A ballot may be demanded by the Chairman, or at least three eligible Members before the show of hands takes place. A demand for a ballot may be withdrawn.

**7.11** In the event of a ballot the Chairman may appoint such scrutineers, who are not suspended, in arrears of payment or expelled as is deemed necessary for the proper conduct of a ballot, and will direct the manner in which the ballot shall take place.

**7.12** The Chairman shall declare the result of the vote taken and the recording of his/her declaration in the minutes of the meeting shall be conclusive evidence of the result without proof of the number or proportion of votes for and against.

**7.13** Each Ordinary Member present shall have one vote on each resolution and proposal.

**7.14** In the event of a tie on any matter the Chairman shall have a second or casting vote.

**7.15** Objections to the eligibility of any voter may be raised only at the General Meeting, or adjourned General Meeting at which the vote is being tendered. The Chairman's decision on any such objection shall be final and conclusive, provided it is in accordance with the constitution.

**7.16** A proposal to adjourn a meeting shall be voted on immediately. A vote on any other business shall be taken at such time as the Chairman elects.



## **ARTICLE EIGHT: Election of the Committee**

**8.1** A register of Members shall be drawn up and maintained by the Committee.

**8.2** Every Ordinary or Honorary Member, who is entered in the register is eligible for election or appointment to the Committee or any Honorary Office of the club.

**8.3** The Hon. Officers and Committee shall retire at each Annual General Meeting. Outgoing Members are eligible for re-election if nominated as provided for in the constitution, and if otherwise eligible, except that the Office of Commodore shall not be held consecutively for more than three years by one member.

**8.4** The names of Members who have consented to stand for election to Hon. Office or to the Committee, together with the names of proposer and seconder who shall both be eligible Members, shall be given in writing to the Hon. Sec. at least seven days before the date of the Annual General Meeting. In the event of insufficient nominations being received, the Chairman of the Annual General Meeting shall invite nominations of consenting Members during the meeting, such nominations being proposed and seconded by eligible Members present.

**8.5** Election to all positions on the Committee shall be by ballot of the Ordinary Members present and entitled to vote at the Annual General Meeting. Election of Hon. Officers shall be by simple majority with the Chairman's casting vote deciding any tie. Election to ordinary Membership of the Committee shall be by means of a single ballot, in which the candidates receiving the highest number of votes shall be elected. In the event of a tie in such a manner that all the Committee positions are not filled, a further ballot shall take place with only the tied candidates as nominees. If necessary, further ballots shall be held until all positions are filled. In the event of an impasse the Chairman's casting vote shall decide the issue.

**8.6** Hon. Officers and Committee declared elected by the Chairman, shall hold office until the following Annual General Meeting unless a member resigns by giving fourteen days notice to the Hon. Sec., or a member fails to attend three consecutive scheduled meetings of the Committee without showing reasonable cause, in which event at the discretion of the Committee notice of resignation shall be deemed to have been given.

**8.7** In the event of resignation from the Committee during its term of office, the Committee may co-opt any member eligible under these Rules to fill the vacant position.



In the event of the resignation of the Commodore, the Committee shall elect a new Commodore from its Members at the time of resignation.

**8.8** Any member of the Committee may be removed from office by resolution carried by at least two-thirds majority at a Special General Meeting called for that purpose. If so removed, a replacement officer or Committee member shall be elected at the same Special General Meeting under these Rules as they apply.

## **ARTICLE NINE: Powers of the Committee**

**9.1** Except as otherwise provided in this constitution, the Committee shall have full authority to receive all income and pay all expenses incurred in the promoting, registering, and running of the club, and shall exercise all such powers of the club as are consistent with this constitution. The Committee shall carry out such directions as are given by valid resolution carried at a General Meeting, provided that no such direction shall invalidate any prior act of the Committee, which would have been valid in that direction had not been given.

**9.2** All cheques, promissory notes, drafts, bills of exchange, and 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.

**9.3** The Committee may exercise all the powers of the club to borrow money, and to mortgage or charge the undertakings and property, or any part thereof, and to issue debentures, debenture stocks, or other securities, whether outright or as security for any debt, liability or obligation of the club, provided that the total amount borrowed does not at anytime exceed two hundred times the current Annual Fee of an Ordinary

Member. Borrowings in excess of this amount may be made by the Committee provided that such action is pursuant to a valid resolution carried at a General Meeting and that Trustee approval as required by this constitution is given.

Such resolution shall specify the purpose of the transactions, the amount of money estimated to be involved, the terms on which such monies will be received, borrowed or expended, the security upon which any borrowings will be raised, and the time scale for the transactions. Details of the resolution shall be delivered to the Trustees at least twenty-eight days prior to the General Meeting.



**9.4** A majority of Trustees may veto a resolution carried under Rule 9.3, above, if in their opinion the execution of such resolution is likely to lead to a dissolution of the club, club insolvency, or to bring the club into disrepute. The Trustees may also seek sufficient additional indemnity from the Members against any borrowing or undertaking specified in the resolution, and they shall determine the amount, form, and conditions such indemnity shall take. In the event that this indemnity is not given in full, or that a veto is invoked, the resolution shall be voided on foot of a written statement from the Trustees to the Committee. Notice of veto, or of demand for additional indemnity under this rule, shall be delivered by the Trustees to the Committee at least seven days prior to the General Meeting at which the resolution is to be put.

**9.5** All acts-done by any meeting of the Committee or of a Sub-Committee or by any person acting as a Committee member with the approval of the Committee, 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 valid as if every such person had been duly appointed and was qualified to be a Committee member.

**9.6** The Committee shall have power to make, amend, and repeal such Rules and regulations as they may deem necessary or convenient for the proper conduct and management of the club. These Rules include any additional Rules as detailed in the club's Rulebook. The Rulebook can be added to and amended by the Committee for the management of the club as they see fit from time to time. They can be further ratified at the club's Annual General Meetings if so required. In particular, but without prejudice to the generality of the foregoing, may by such Rules or regulations regulate:

- a. The use of the club's premises
- b. The time of opening of any club-house belonging to the club, or any part thereof;
- c. The terms as to payment or otherwise of admission of Members to participate in the benefit of any of the privileges of the club, and the use by Members of any of the 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 in relation to one another and any club employee;
- g. The setting aside of any part or parts of the club premises for any purpose;
- h. The agenda at General Meetings or any meeting of the Committee.



**9.7** The Committee shall inform all club Members of changes or additions to the club's constitution, Policies and Rules.

## **ARTICLE TEN: Accounts and Audit**

**10.1** The Committee shall have control and management of the club's finances, and shall cause to be kept true accounts of all sums of money received and expended by the Club, and the matters in respect of which the receipt and expenditure takes place, and all sales and purchases of goods by the club, and all assets and liabilities of the club.

**10.2** The Hon. Treasurer shall normally have custody of the books of account and shall have the duty of ensuring that such are properly kept and up-to-date. Proper accounts shall be deemed to be kept if such books and accounts are kept as necessary to give a true and fair view of the state of the Club's affairs and to explain its transactions.

**10.3** 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 pursuant to a valid resolution passed at a General Meeting.

**10.4** The financial year of the club shall be from the 1st of October to the 30th September.

**10.5** The Hon. Treasurer shall submit to the Annual General Meeting, Income and expenditure accounts, balance sheets and reports for the preceding year, and the accuracy thereof shall be certified by an Honorary or professional auditor who shall be elected at the prior Annual General Meeting.

**10.6** The Hon. Treasurer shall cause a copy of the Annual Accounts and Auditor's Report thereon, to be circulated to the Trustees at least seven days before an Annual General Meeting.

## **ARTICLE ELEVEN: Ownership, Liability and Indemnity**

**11.1** The property of the club shall be vested in at least three Trustees, who shall be appointed by a resolution carried at a General Meeting, and who shall hold office until death or resignation, or if removed by a resolution carried by sixty-six per cent of the Members present and entitled to vote at a General Meeting.



**11.2** In the event of the club becoming insolvent and unable to pay the Trustees the whole or any part of a sum or sums of money for which they may have been found liable in their capacity as Trustees of the club, the Trustees and each Trustee shall have the right to sue and recover from each member an equitable proportion of any such sum or sums. The Members upon whom this liability shall devolve, shall be those who were Ordinary Members on the date of the holding of the Annual General Meeting immediately prior to the date on which the club became insolvent, and those who became Ordinary Members since that meeting.

**11.3** Every Honorary Officer, (as defined in clause 6.2), of the club shall be indemnified by the club against, and it shall be the duty of the Committee to pay, all losses, costs, and expenses which any Honorary Officer may incur or become liable for, by reason of any contracts entered into, or any act or thing done by him/her as such Honorary Officer, or in anyway in the proper discharge of his/her duties as such Honorary Officer. The amount for which such indemnity is proved, shall immediately attach as a lien on the property of the club, and shall have priority of payment as between the Members and all other claims.

## **ARTICLE TWELVE: Miscellaneous Rule**

**12.1** The constitution shall not be repealed or amended nor shall new additions be enacted except at a General Meeting, where due notice has been given of such alteration. A majority of two-thirds of the Members present, entitled to vote and voting, shall be necessary to carry any resolution seeking amendment to this constitution.

**12.2** The titling, grouping, and numbering of this constitution shall have no significance other than the convenience and identification.

**12.3** It is hereby proposed and agreed that the lease of the club site at Yellow Walls, Malahide, dated 25th November 1981 between the Minister for Transport and Power and the Trustees of Swords Sailing and Boating Club named therein be adopted.



Swords Sailing & Boating Club  
Estuary Road  
Malahide  
Co. Dublin  
K36 P285

### **ARTICLE THIRTEEN: Trustees**

**13.1** It is hereby proposed and agreed that the Trustees hereinafter named be confirmed in office.

Donal Brennan, 49 Sonesta, Malahide Co. Dublin. K36 XW65.  
Peter Smyth, 95 Grace Park Meadows, Dublin D09 H6N6.  
Dermot Spain, 29 Sonesta, Malahide Co. Dublin K36 K735  
Norbert Duffy, 55 St. Columba's Rise, Swords. Co. Dublin K67 YOE7.

**13.2** It is hereby proposed and agreed that the named trustees are afforded Honorary club Membership.



## Document Version Control & History:

	Name	Position	Date
Drafted by: <b>Constitution Sub-Committee</b>	Patrick Wodhams	Commodore	May 2022
	Karl Leavy	Hon. Sec.	
	Jim Duggan	Pen Master	
	Donal Dwyer	Committee Member	
Reviewed & Approved by: <b>Committee</b>	Siobhan Broaders	Vice Commodore	May 2022
	Keith Leonard	Treasurer	
	Robert Mckay	Sailing Secretary	
	Darragh Dunne	Junior Officer	
	Jackie Malone	Committee Member	
	Dermot McHugh	Bosun	
Reviewed & Approved by: <b>Trustees</b>	Donal Brennan	Trustee	May 2022
	Dermot Spain	Trustee	
	Peter Smyth	Trustee	
	Norbert Duffy	Trustee	

Revision	Date	Reviewed by	Modification or Description