



**CONSTITUTION**  
Of  
**Highland & Moray Sailing**  
(adopted on 27 May 2010)

CONTENTS	
SECTION 1	name, mission, objects, powers,
SECTION 2	general structure, officer bearers, duties
SECTION 3	management , meetings, notification, voting, elections
SECTION 4	accounts
SECTION 5	changes to constitution
SECTION 6	dissolution

## SECTION 1

### Name

1. The name of the association<sup>1</sup> is Highland & Moray Sailing referred to as 'HMS'.

### Mission Statement

2. The mission of HMS is to develop<sup>2</sup> sailing<sup>3</sup> for all in the Highland Council and Moray Council areas<sup>4</sup>

### Key Objectives

3. To promote interest and participation in sailing.
4. To promote sailing as an equal opportunities sport available to all.
5. To encourage the population of the area to take up sailing.
6. To adopt a coordinated approach for the development of sailing with sailing clubs and organizations within the area.
7. To assist sailing clubs, organizations and individuals in the area by arranging courses for personal performance improvement and in coach education.

---

<sup>1</sup> HMS has the status of a constituted unincorporated association

<sup>2</sup> Royal Yachting Association Scotland (RYAS) recognizes HMS as *the* Sailing Development Group for Highland and Moray

<sup>3</sup> In the context of this constitution, 'sailing' refers to all aspects of boating for which the RYA is the National Body

<sup>4</sup> Referred to as 'the area'. The definition of the area *does not* constrain HMS from working with organizations outwith the area in pursuit of its mission

8. To promote and support regattas and open events in the area as considered desirable by the hosts.
9. To provide a focal point for clubs, organizations and individuals to obtain and exchange information regarding sailing in the area by providing a free-to-use website.
10. To assist youth organizations gain access to sailing facilities within the area.
11. To facilitate communication between HMS associates and the Royal Yachting Association (RYA).

### **Powers**

12. In pursuance of the key objectives above HMS has the powers to:
  - a. Apply for, collect and hold in such bank accounts as may be opened by the Office Bearers, funds to be used for the benefit of HMS.
  - b. To effect insurance of all kinds (which may include officers' liability insurance).

## **SECTION 2**

### **General Structure**

13. The structure of HMS is based around a congress<sup>5</sup> consisting of:
  - a. Office Bearers.
  - b. Special Delegates responsible for the development of sport representing the RYA and local government within the area.
  - c. Delegates from clubs and organizations within the area affiliated to the RYA or recorded by the RYA as Recognized Training Centres (RTC)
  - d. Delegates from clubs and organizations within the area involved in sailing but not affiliated to the RYA or recorded by the RYA as RTCs.
  - e. Delegates from clubs or organizations, or individuals, from without the area which nevertheless support the mission and objectives of HMS.
  - f. Associates who provide specialized support such as website management

### **Office Bearers**

14. The Office Bearers of HMS shall be:
  - a. A Chairman,
  - b. A Vice Chairman,
  - c. A Secretary
  - d. A Treasurer
15. **Duties of the Secretary.** The Secretary shall:
  - a. Maintain a list of the names of HMS Office Bearers, Special Delegates, Delegates and Associates together with their preferred email address for contact.
  - b. Conduct the correspondence of the association.
  - c. Produce and distribute minutes of meetings which will be put forward for adoption at the following meeting.
  - d. Notify the congress of meetings in accordance with Section 3.

---

<sup>5</sup> Congress in the sense of a formal meeting or series of meetings between delegates

16. **Duties of the Treasurer.** The Treasurer shall:
- a. Keep the necessary accounts to give a true and fair view of the state of HMS finances.
  - b. Prepare an annual balance sheet at the end of the financial year and submit it and the record of accounts for independent examination.
  - c. Administer any insurance policy needed to protect the interests of HMS.

### **SECTION 3**

#### **HMS Management and Meetings**

17. At any meeting of HMS in the absence of the Chairman, the Vice Chairman shall be the Chairman for that particular meeting.
18. The minimum number of attendees (quorum) for any meeting of HMS to be valid will be 10 delegates of whom 2 shall be Office Bearers and 6 others entitled to vote.
19. Minutes of meetings, HMS plans and this Constitution will be published on the HMS website and distributed to delegates electronically.
20. The financial year of HMS will end on 31<sup>st</sup> March each year. An Annual General Meeting (AGM) of HMS will be held within two months of the end of the financial year. At this meeting, the Treasurer shall submit the statement of the financial affairs of HMS for the preceding year and, when required, Office Bearers will be elected.

#### **Notification of Meetings**

21. Meetings of HMS will be categorized as a Routine Meeting, or a Special General Meeting (SGM) or an AGM. In each case the Secretary will issue a Calling Notice<sup>6</sup> giving the date, time and place for the meeting. In the case of Routine meetings or AGMs, the Calling Notice will invite delegates to raise matters by a fixed date to be considered at the meeting. For all categories of meeting the Secretary will issue an Agenda and any relevant papers in advance of the meeting and in accordance with the schedule below.
22. **Schedule for a Routine Meeting.** The Calling Notice for a Routine Meeting will be issued at least 28 clear days<sup>7</sup> in advance of the meeting. Delegates will be given until 10 days before the meeting to raise matters with the Secretary for consideration. The Agenda will be issued 7 days in advance of the meeting. An 'Any Other Competent Business' item will be included on the Agenda.
23. **Schedule for a SGM.** A SGM can be called at the request of any Office Bearer or at the request, received in writing<sup>8</sup>, of 3 or more delegates. The combined Calling Notice and Agenda for the SGM will be issued at least 21 clear days in advance of the meeting and business will be confined to that stated in the Agenda.
24. **Schedule for an AGM.** The Calling Notice for an AGM will be issued at least 42 clear days in advance of the meeting. Delegates will be given until 21 days before the meeting to raise matters with the Secretary for consideration including nominations for Office Bearers. The Agenda will be issued 14 days in advance of the meeting and business will be confined to that stated in the Agenda.

#### **Voting other than Elections**

---

<sup>6</sup> The standard method of correspondence for HMS will be email.

<sup>7</sup> The reference to 'clear days' means that in calculating the period of notice, the day the notice is posted and also the day of the meeting is excluded.

<sup>8</sup> 'In writing' throughout this document includes email

25. Office Bearers and one delegate from each club or organization within the area and affiliated to the RYA or recorded by the RYA as a RTC will be entitled to one vote at an AGM or SGM except the Chairman will have the casting vote in addition to his ordinary vote. There will be no proxy votes but votes in writing are acceptable. Voting will be by a show of hands and the reading by the Secretary of any votes in writing.

### **Election of Office Bearers**

26. Officer Bearers shall be elected at an AGM. The normal term of office shall be 2 years, with re-election annually thereafter. Only one representative from each club or organization within the area and affiliated to the RYA or recorded by the RYA as a RTC may be nominated or confirmed as an Office Bearer. In the event that the number and type of nominations is less than or matches the vacancies, the nominees will be deemed to have been elected without a formal ballot. In the event that the number of nominees exceeds the vacancies election will be by ballot<sup>9</sup> with Office Bearers and one delegate from each club or organization within the area and affiliated to the RYA or recorded by the RYA as a RTC entitled to one vote in the ballot (no casting votes). There will be no proxy votes but sealed votes in writing are acceptable. In the event of a tie, the election will be decided by lot<sup>10</sup>. In the event of a sudden vacancy among the Office Bearers, a delegate may be co-opted to fill the vacancy until the following AGM.

## **SECTION 4**

### **Bank Accounts and Funds**

27. Any bank accounts of HMS, which shall be managed by the Treasurer, shall be opened in name of 3 Office Bearers of HMS in office at the date of such opening and transferred to their successors in office. Transactions, including internet transactions, on such accounts shall only be carried out under the signature or by the written and recorded authorization, including e-mails, of any 2 of these Office Bearers.

## **SECTION 5**

### **Changes to the Constitution**

28. Changes to this constitution can only be made at an AGM, or SGM of HMS. Proposed changes must be lodged at least 21 days prior to an AGM in writing with the Secretary who shall issue the proposals with the Agenda. Such proposals must have a proposer and a seconder entitled to vote as defined in paragraph 25. Alterations to the constitution shall require a two-thirds majority vote of those present or voting

## **SECTION 6**

### **Dissolution**

29. HMS may only be wound up following on a resolution, requiring the dissolution of HMS, being past by a majority of two-thirds of those present and entitled to vote at an EGM of HMS called by the Secretary, giving due notice to the members of such meeting of the purpose of the meeting, namely, to consider and vote on such a resolution. In the event of such a resolution being past then the Office Bearers shall forthwith wind up the affairs of HMS. All financial liabilities to funders, sponsors and creditors outstanding at the date of winding up shall be repaid and any remaining funds shall be passed to RYA Scotland for use by them for related community sailing activities.

---

<sup>9</sup> Ballot in this context is by secret vote

<sup>10</sup> Lot in this context is a method of deciding something by random selection