

Constitution of The Victoria Shadow Association

1 NAME

The name of the Association shall be 'The Victoria Shadow Association'.

2 OBJECTIVES

The Objectives of the Association are:

- a to promote mutual friendship and interests of owners and crews of Victoria and Frances yachts and Shadow motor-cruisers and any similar craft built by Victoria Marine or their successors,
- b to hold meetings, including those required for the proper functioning of the Association, rallies, competitions and other events for members,
- c to encourage the exchange of relevant ideas and information between members,
- d to publicise activities of the Association by production of a website, newsletters and journals.

3 MEMBERSHIP AND VOTING RIGHTS

a Membership categories shall consist of:

- i Ordinary Member – who is, or has been, an owner or part-owner or is interested in Association class boats, and is the first-named on the membership application form and membership list,
- ii Additional Member – one (only) of the family or crew of the Ordinary Member, and is the second-named person on the application form and membership list,
- iii Honorary Member – a person elected following a resolution at a General Meeting, after consideration of the proposed person's service or assistance to the Association.

b Applications for membership shall be submitted via the Honorary Secretary to the Chairman in writing and shall give the name and address of the proposed Ordinary and Additional Member, basic details of the relevant boat and membership of any other yacht club to which the proposed member belongs. Applicants will become members on receipt of a copy of this Constitution and submission of a completed bank standing order mandate or payment of the first subscription.

c Every Member (Ordinary, Additional and Honorary) shall be entitled to one vote on attendance at a General Meeting. Ordinary and Honorary Members may vote by proxy if not attending the meeting. The nominated proxy must be notified to the Honorary Secretary in writing. In the event of a proposal for Dissolution of the Association, only Ordinary and Honorary Members may vote, in person or by proxy.

d Every Member shall keep the Honorary Secretary informed of any change of address or boat ownership.

e A Member whose activities in the opinion of the Committee are counter-productive to the Objectives of the Association is liable to expulsion by ordinary resolution at a General Meeting, subject to having been given 21 days notice of such intention and the opportunity of representation at such meeting.

4 SUBSCRIPTIONS

a The annual subscription of an Ordinary Member (which also covers the Additional Member) is set in a General Meeting. Subscriptions are payable on the 1st February in each year. New Members are not required to pay a subscription until the following 1st February provided that they submit a completed bank standing order mandate with their application. New Members choosing to pay by cheque or cash joining after the 1st August need pay only half that year's subscription.

b An Ordinary Member, whose subscription is not paid by the 1st June in any year, shall cease to be a Member unless determined otherwise by the Committee upon receiving a satisfactory explanation.

c An Honorary Member shall not be required to pay a subscription.

5 OFFICERS

The Officers of the Association shall be Members and consist of two Joint Chairmen - Chairman (Yachts) and Chairman (Motor Boats), Honorary Secretary, Honorary Treasurer, Journal Editor, Website Editor and up to four Regional Organisers.


6 THE COMMITTEE

a The Association shall be managed by a Committee. The Committee Members shall be the Officers of the Association and up to two other Members.

b The Committee shall manage the affairs of the Association in accordance with this Constitution and shall define the activities of its Members. The Committee shall use the assets of the Association only for the maintenance of the Association and the furtherance of its Objectives.

c No Committee Member shall be entitled to any remuneration other than reimbursement of properly incurred expenses for the Association.

d Notwithstanding clause 6 c the Association may if it thinks fit authorise the payment of annual honoraria to such member or members of the Committee and in such sum or sums, if any, as may be determined pursuant to a simple resolution of the Association in General Meeting and recorded in the accounts of the Association from time to time. For avoidance of doubt, any honoraria paid prior to the addition of this subclause that have been authorised in General Meeting and recorded in the approved accounts of the Association shall be treated as having been properly made.

- 7 **COMMITTEE MEETINGS**
Meetings of the Committee may be convened by any Committee Member by giving 21 days notice in writing (which may be by e-mail) to all Committee Members. Three Committee Members shall constitute a quorum.
- 8 **ELECTION OF OFFICERS AND COMMITTEE**
Officers and other Committee Members shall be elected by Members at a General Meeting. Nominations may be made in writing to the Honorary Secretary prior to the meeting, or verbally from the floor at the meeting. The prior consent of the proposed Member is required in either case. Committee Members shall be elected for a period of one year or until the next Annual General Meeting when they will retire, but may offer themselves for re-election.
- 9 **CASUAL VACANCIES**
The Committee may, at its discretion, appoint a Member to fill a vacancy for a Committee Member during the course of a year until the next Annual General Meeting.
- 10 **REGISTER AND RECORDS**
The Honorary Secretary shall keep a register of Members, Members' boats and minutes of General and Committee Meetings, in such detail and with such other records as the Committee may determine. The Honorary Treasurer shall keep such books of account as are required to produce accounts of the Association, together with such financial information as may be required from time to time by the Committee.
- 11 **ANNUAL GENERAL MEETING**
An Annual General Meeting shall be held at a date and venue decided by the Committee. The business of the meeting shall include the election of Officers, Committee, and the approval of the accounts.
- 12 **EXTRAORDINARY GENERAL MEETINGS**
At the request of any ten Members, the Chairman or Honorary Secretary shall convene an Extraordinary General meeting, stating the purpose for which it is required.
- 13 **GENERAL MEETINGS**
- a Notice of General Meetings shall be sent by e-mail or post to every Member at least 28 days before the meeting, stating the time, place and agenda.
 - b No agenda items may be included unless received by the Honorary Secretary at least 35 days prior to the meeting.
- 14 **CONDUCT OF GENERAL MEETINGS**
- a The Chair of General Meetings shall be taken by one of the Joint Chairmen or in his absence by another Officer present or in the absence of another Officer by a Member chosen by a majority of Members present.
 - b Resolutions shall be decided by a simple majority of votes cast as defined in Clause 3(c), except for a Resolution designated as Extraordinary by the Committee that shall be passed by a two-thirds majority of votes cast.
 - c In the case of equality of votes the Chairman of the Meeting shall have a casting vote and shall in any case declare the result of each vote.
- 15 **ASSOCIATION FUNDS AND ACCOUNTS**
- a The funds of the Association shall be kept by the Honorary Treasurer in such place and manner as determined by the Committee, who shall authorise expenditure in accordance with this Constitution and ensure that the total bank accounts remain in credit.
 - b The Association's annual accounts shall be made up by the Honorary Treasurer to the 31st July each year. A statement of income and expenditure and a balance sheet shall be sent to members with the notice of the Annual General Meeting.
 - c The Honorary Treasurer shall provide the Committee with such information as they feel necessary in order to recommend the Accounts to the membership as being a true reflection of the Association's finances.
- 16 **ASSOCIATION BURGEE**
The Association Burgee shall be triangular with a 'V' in blue nestling in a 'Y' in red on the white part of a white and blue background, where the join between the white and blue forms an 'S'.
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- 17 **AMENDMENT OF CONSTITUTION**
The Constitution may be amended by an Extraordinary Resolution at a General Meeting.
- 18 **DISSOLUTION**
An Extraordinary Resolution for the Dissolution of the Association must first be passed at a General Meeting and subsequently at an Extraordinary General Meeting held not less than 45 days later and for which 28 days written notice has been given to each Member. The Committee shall forthwith or at the date specified in the resolution, proceed to realise the assets of the Association and after the discharge of all liabilities, shall donate any surplus monies to the Royal National Lifeboat Institution.