CONSTITUTION

**BACKGROUND**

1. The Army & Navy Club Sailing Association (ANCSA) was formed in 2023 to draw together members of the Army & Navy Club who had an interest in Sailing. Administrative constraints require a ceiling of 35 members. All members of the ANSCA must be members of the Army & Navy Club, Pall Mall, London except for specific exclusion set out in paragraph 10 below. The ANSCA is affiliated to the Army & Navy Club.
2. Reference to the masculine refers equally to all genders throughout.

**OBJECTIVES**

1. The objective of the ANSCA is to provide members with a variety of sailing and sailing related social events at reasonable cost. Charges are raised to secure the use of externally provided yachts on a pro rata basis, spread between all those sailing on that trip and an annual membership subscription is levied. The ANSCA is a non-profit making, mutual trading organisation; all revenue is used to meet the costs of accessing sailing craft, administrative overheads, agreed honorarium and agreed gratuities.

**MEMBERSHIP**

1. Any member of the Army & Navy Club is eligible for membership. Membership will be granted to any eligible person completing an application form and paying the annual subscription. There is only one class of membership.

**RESIGNATION OF MEMBERS**

1. Members who leave the Army & Navy Club automatically cease to be members of the ANSCA.
2. Members who fail to pay their annual subscription by the due date will cease to members of the ANSCA.
3. Members of the ANSCA whose conduct is inappropriate or who decline to abide by any of the Rules may be expelled or suspended by a resolution passed at a meeting of the General Committee. Their subscription will not be refunded and payments for sailing may be forfeited. When sailing, the word of the designated skipper is final. Members shall have the right to appeal in person to the General Committee with regard to any decision affecting them, provided that notice of such appeal is submitted to the Secretary, in writing, within fourteen days of notification of the decision.
4. A member may at any time withdraw from the ANSCA by giving two weeks written notice to the Secretary whereupon no part of the subscription or charter fees paid in advance shall become repayable.

**MANAGEMENT**

1. The Society is managed by an elected General Committee comprising the Chairman and three elected advisory members, together with a Secretary and Treasurer. The appointment of Secretary and Treasurer may be vested in one person in which case the appointment will be known as Honorary Secretary. The Chairman and General Committee members are elected for tenures of office of three years but, with the approval of the General Committee, this may be for a lesser period. Re-election will be made at a General Meeting if approved by a meeting of the full General Committee.
2. The members of the General Committee will normally be members of the ANSCA and the Army & Navy Club. In exceptional circumstances and with the unanimous approval of the other members of the General Committee, the Honorary Secretary and/or the Honorary Treasurer need not be members of the Army & Navy Club. In this event the officer(s) will still be entitled to the privileges set out in paragraph 21 below as endorsed by the Annual General Meeting (AGM). They will be required to pay the Association annual subscription and will be full members of the ANSCA.

**GENERAL COMMITTEE**

1. The duties of the General Committee are:
	1. To control the affairs of the ANSCA for the benefit of the members. The principle activity being to review sailing demand, availability and prices and to secure craft for sailing.
	2. To keep accurate accounts of the finances of the ANSCA through the Treasurer. These should be available for inspection by the members on their reasonable request. They should be audited before the AGM. A current bank account is to be maintained and any cash surplus to immediate needs may be held in a bank deposit account. There are to be two signatories to the accounts usually the Treasurer and the Chairman. Payments may be authorised by one signatory. Exceptional payments are to be authorised by the Chairman before being processed.
	3. To co-opt members to fill vacancies or to add to its number, and such nominations will be confirmed at the next General Meeting. Co-opted General Committee members will not be empowered to vote unless their appointment is approved by a General Meeting. Past Chairmen will be invited to act as informal Vice Chairmen and advisers, to be called upon at the discretion of the Chairman.
	4. To make decisions on the basis a simple majority vote, in the case of equal votes, the Chairman will be entitled to an additional casting vote.

**ANNUAL GENERAL MEETING**

1. The AGM of the ANSCA will be held not later than the end of January each year**.** The Secretary will circulate notice of the AGM to all members of the ANSCA not less than 21 days before the date of the meeting and members must give 14 days’ notice of any business to be raised at the meeting. An Agenda for the meeting will be circulated no less than 7 days before the meeting by the Secretary.
2. The business of the AGM shall be to:
	1. Confirm the accuracy of the Minutes of the previous AGM and any other General Meeting held since the last AGM.
	2. Receive a financial statement showing the Income and Expenditure for the year and the Balance Sheet.
	3. Elect the Officers of the ANSCA and Advisory members of the General Committee if required.
	4. Review the subscription rate.
	5. Review the gratuities and honorarium.
	6. Report on the Season’s sailing and other activities.
	7. Transact any other business.
3. The Secretary will:
	1. Record the minutes of all general meetings, including all the actions to be taken and follow up matters as appropriate.
	2. Send a copy of the Minutes of all General Meetings to all members. In addition, he will send a copy of the Minutes of the AGM to the Chief Executive of the Army & Navy Club.
4. The Treasurer will provide all members attending the AGM with a Financial Report.
5. The Chair will be taken by the Chairman or in his absence by a deputy appointed by the General Committee or by members present at the meeting. Five members will form a quorum at a General Meeting.
6. Decisions made at a General meeting shall be by a simple majority vote of those members attending the meeting. In the event of equal votes the Chairman will have an additional casting vote.

**SAILING**

1. The Honorary Secretary sends out a programme of the available sailing together with a brief guide in February each year. Members then bid for a berth(s) from the available trips. Because there may be insufficient berths to meet all members’ requirements, the General Committee allocates the sailing in the fairest way it can. Allocation is completed by the end of February and members are notified of their allocation by the middle of March.

**FINANCE**

1. The Association is managed as a non-profit making, mutually beneficial organisation. The assets of the ANSCA belong to all its members. However, see paragraph 27 for the disposal of assets in the event of the dissolution of the ANSCA. Accounts will be set out on an income and expense account basis and a balance sheet, and income and expenditure sheet will be prepared annually.
2. There is an annual subscription, the level of which is set by the General Committee and endorsed by a majority vote of the members at the AGM annually. This is to pay for annual membership of other designated associations, to gain access to yachts. Taxable honoraria may be paid to Officers in recognition of the work they undertake, and taxable gratuities may be paid to suitably qualified non-members who have enabled sailing. Sailing through the group is charged for on a per day/berth basis and prices reflect the charges that the Association must pay to the sailing craft’s owners.

**LIABILITY**

1. Members sail at their own risk and are advised to ensure that they have adequate insurance in addition the insurance cover by the sailing craft owning associations. The ANSCA has insurance to cover Civil Liability and Employers’ liability for up to four Officers.

**BOOKING**

1. Following the initial allocation to trips there can be no refund for days which a berth has been allocated unless a replacement member can be found to take over the berth.

**GUESTS**

1. Sailing is primarily for members only. However, guests may be permitted if berths are untaken or when it is necessary to secure specific skills or qualifications to enable a trip. Guests need not be members of the Army & Navy Club. The member is responsible for ensuring that the rules of the ANSCA and of the yacht are adhered to by their guests.

**DISSOLUTION**

1. If at any general Meeting of the Association, a resolution is passed calling for the dissolution of the Association, the Secretary shall immediately convene an Extraordinary General Meeting to be held not more than one month thereafter to discuss and vote on the resolution. If at the Extraordinary General Meeting the resolution is carried by at least two thirds of the members at the meeting, the General Committee shall proceed to realise the assets of the Association and discharge all debts and liabilities by the date agreed at the Extraordinary General Meeting. Any remaining assets shall be distributed between current paid-up members.

**TERMS OF REFERENCE OF OFFICERS**

1. The terms of reference (TOR) of the Officers of the Association are set out in the enclosed Annexes.

March 2023

Annexes:

1. TOR Chairman
2. TOR Honorary Secretary
3. TOR Honorary Treasurer
4. TOR Committee Advisory Members

Annex A to

ANCSA Constitution

**TERMS OF REFERENCE**

**ANCSA CHAIRMAN**

**APPOINTMENT**

1. The Chairman is an Officer of the ANCSA. The appointment of Chairman of the ANCSA will be for an initial period of three years but, with the approval of the General Committee, may be for a lesser period in exceptional circumstances. The Chairman may be appointed for more than two consecutive terms. The General Committee will propose the appointment of a Chairman to the Annual General Meeting (AGM) for their approval by a majority vote.

**OVERALL DUTIES**

1. The Chairman will direct the affairs of the ANCSA, through constant liaison with and coordination of the General Committee Members. He will be responsible for policy governing the financial welfare, standards, public relations and reputation of the ANCSA. He will invite General Committee members to take on particular responsibilities as deemed necessary at the time. He will chair the AGM and any formal General Committee meetings needed during the year.
2. He will be the principal point of contact with the Chief Executive of the Army & Navy Club.

**SAILING**

The Chairman is responsible for setting the standards for sailing and for approving the access to appropriate sailing craft with the agreement of the General Committee.

**Annex B to**

ANCSA Constitution

**TERMS OF REFERENCE**

**ANCSA HONORARY SECRETARY**

**APPOINTMENT**

1. The Secretary is an Officer of the ANCSA. The appointment of Secretary will be for an initial period of three years but, with the approval of the General Committee, may be for a lesser period in exceptional circumstances. The Secretary may be re-appointed for further terms. The General Committee will propose the appointment of a Secretary to the Annual General Meeting (AGM) for their approval by a majority vote.
2. The duties of Secretary can be merged with those of the Treasurer in which case one appointment, that of Honorary Secretary, is all that will be required**.**

**MEMBERSHIP**

1. The Secretary is the owner of ANCSA’s membership database. He will keep it up to date and will, on a periodic basis, send it to the Chairman and Treasurer. The database is to be managed in accordance with the ANCSA’s General Data Protection Policy.
2. The Secretary is responsible for recruiting members to the ANCSA and for liaising with the Army & Navy Club over the publication of recruiting material. In addition he will:
	1. Send out the joining material to prospective new members including the Invitation to Join Form.
	2. Notify the Treasurer of new members and forward the initial subscription to the Treasurer.

**CORRESPONDENCE**

1. The Secretary is responsible for carrying out the routine correspondence of the ANCSA including:
	1. In consultation with the Chairman, the production of agendas and otherwise organise venues and other arrangements for ANCSA meetings.
	2. The taking and production of minutes for General Committee and General Meetings including the AGM.
	3. The production of the sailing reports for inclusion in the Army & Navy Club’s newsletters.

**OTHER ASSOCIATIONS**

1. The Secretary will take note of other sailing organisations and monitor their relevance to ANCSA, referring requirements to the Chairman.
2. He will arrange the Civil Liability and Employers’ liability insurance annually.

**Annex C to**

**ANCSA Constitution**

**TERMS OF REFERENCE**

**ANCSA HONORARY TREASURER**

**APPOINTMENT**

1. The Honorary Treasurer is an Officer of ANCSA. The General Committee will propose the appointment of a Treasurer to the Annual General Meeting (AGM) for their approval by a majority vote. The appointment will be for an initial period of three years but, with the approval of the General Committee, may be for a lesser period in exceptional circumstances. The Treasurer may be re-appointed for further terms. The Treasurer, having completed their term of office should then work in tandem with the appointed successor in the run up to the AGM during the handover year.

**ACCOUNTING DUTIES**

1. The Treasurer will maintain up to date accounts reflecting the financial state of the ANCSA. He will monitor cash flow to ensure that funds are available to meet liabilities whilst ensuring surplus funds are held on deposit. As a minimum the following ledgers are to be maintained:
	1. Daily cash and bank transactions
	2. Members subscriptions
	3. Charters
	4. Payments
	5. Receipts
	6. Expenses register showing breakdown of type of expenses.

**BALANCE SHEET**

1. An annual Balance Sheet together with an Income and Expenditure sheet is to be presented to the General Committee with copies available for Members if they request them. A financial report is to be presented at the AGM which compares the current year’s finances with the previous year. The bank and cash balances are to be verified by one other Officer of the Association.
2. A copy of the Balance Sheet together with the Income and Expenditure sheet is to be sent to the Chief Executive of the Army & Navy Club at least five days before the AGM.

**EXPENSES**

1. The Treasurer will ensure all claims for expenses are fair and are supported by receipts. Any disputes will be referred to the Chairman. Records showing the nature of the expense are to be maintained. All refunds of the Treasurer’s expenses are to be approved by the Chairman.

**RESERVES**

1. The AGM is to set the parameters for a reserve fund on the advice of the Treasurer as part of his report. The aim of the fund is to break even annually except for the need to maintain a small surplus of not more than £1,000 to cover other organisation’s annual membership costs.

**Annex D to**

**ANCSA Constitution**

**TERMS OF REFERENCE**

**ANCSA GENERAL COMMITTEE ADVISORY MEMBERS**

**APPOINTMENT**

1. The Advisory Members of the General Committee will be proposed by the Chairman in conjunction with the other Officers of the ANSCA. Their appointment will be proposed at the next Annual General Meeting (AGM) for Members’ approval by simple majority vote. There will normal be three Advisory Members although more may be appointed as the situation demands.

**DUTIES**

1. The duty of the Advisory Members is to advise the Chairman. This advice will include but will not be confined to:
	1. The selection of sailing craft and membership of external sailing organisation to access these.
	2. The number of proposed cruises and other events.
	3. Deputising for the Chairman in his absence.
	4. Dealing with member issues.
	5. Selection of Officers of the Association.
	6. Reviewing the finances at agreed periods.