

# United Kingdom Wayfarer Association 2018 Constitution

(Issued 23-04-18)

## SECTION 1 – NAME AND OBJECTS

1. The name of the class association shall be the 'United Kingdom Wayfarer Association'.
2. The objects for which the United Kingdom Wayfarer Association is formed are to promote and facilitate the interests of the Wayfarer Class and to represent the interests of owners of Wayfarer Class boats as follows:-
  - a. To keep members informed of developments concerning the Wayfarer Class and any proposals concerning Class Rules.
  - b. To organise Rallies and Championships and to co-ordinate the programme for other cruises and races for the Wayfarer Class.
  - c. To encourage National and International cruising and racing in the United Kingdom and Republic of Ireland for the Wayfarer Class.
  - d. To negotiate with the 'Wayfarer International Class' on any matters relating to the Class Measurement Rules.
  - e. To promulgate information on technical development within the Wayfarer Class.
  - f. To promote the maintenance of the one-design character of the Wayfarer Class.

The United Kingdom Wayfarer Association, its officers, staff, committee and members shall not be responsible for any death, injury, loss or damage howsoever caused.

## SECTION 2 – TERMS AND DEFINITIONS

3. The following expressions shall have the associated meanings:-
  - a. The "UKWA" shall mean the United Kingdom Wayfarer Association.
  - b. "WIC" shall mean the Wayfarer International Committee.
  - c. "The Committee" shall mean the Committee of the UKWA, consisting of elected committee members and members as regional members.
  - d. "The UKWA Rules" shall mean these rules governing the conduct of the UKWA.
  - e. "The UKWA Register" shall mean the register of owners of Wayfarer Class boats with their addresses, number of boat, to be kept as hereafter provided.
  - f. "The Wayfarer Class" shall mean the class of sailing boat originally designed by Ian Proctor and known under the name Wayfarer and made in accordance with the relevant drawings, specifications and stipulations of the Copyright holder when built.
  - g. "The Class Rules" shall mean the rules relating to specification, construction and measurement controls of the Wayfarer Class as defined in the ISAF Equipment Rules of Sailing and governing the building of each Wayfarer Class boat and its rating as a recognised boat with the class for class racing purposes.
  - h. "The Sail Number" shall mean the Sail Number allocated to the boat.
  - i. "The National Class Secretary" shall mean the duly appointed Secretary of the UKWA.

- j. "Measurement Certificate" shall mean a certificate as defined in the ISAF Equipment Rules of Sailing to be issued, ratified and endorsed as hereinafter provided and recoding those items recommended by the ISAF but including:-
  - i. The Sail Number and current ownership of a Wayfarer Class boat.
  - ii. The fact that such Wayfarer Class boat originally complied with the Class Rules in completion of construction, together with such particulars as may be required by the Class Rules.
- k. "Fleet" shall mean six or more registered Wayfarer Class boats not under the organisation of an already existing Wayfarer Class fleet, normally located sufficiently near to each other to permit regular racing between them.
- l. "Owner" and "Joint Owner" shall mean any person or persons, corporation or association entered on a certificate as owner or joint owner of a Wayfarer Class boat.

## SECTION 3 – OFFICERS

4. The Officers of the UKWA shall be Members of the UKWA and shall consist of Chairman, a Vice-Chairman, a Secretary and an Honorary Treasurer. The Chairman, Vice-Chairman and Honorary Treasurer shall be elected at the Annual General Meeting in each year and shall hold office for one year, retiring at the termination of the Annual General Meeting in each year. All Officers of the UKWA shall be eligible for re-election.

A Sub-Committee of the Management Committee consisting of the Chairman, Vice-Chairman and Honorary Treasurer shall appoint the Secretary. The Sub-Committee shall determine the applicable Secretarial and Magazine Editor Fees, which shall be reviewed by the Treasurer on a regular basis.

### Duties of Secretaries etc.

5. The Secretary shall:-
  - a. Keep the UKWA Register;
  - b. Keep a register of UKWA members' names and addresses;
  - c. Conduct the correspondence of the UKWA;
  - d. Keep custody of UKWA documents as required, for the applicable periods;
  - e. Keep full minutes of all meetings of the UKWA, the Committee as defined in Section 5 which shall be confirmed and signed by the appropriate Chairman upon the agreement of the UKWA or the Committee at the next following meeting of the UKWA or the Committee, as appropriate;
  - f. N/A;
  - g. Communicate the decisions of the Committee to the UKWA and when directed by the Committee, non-members of the UKWA.
  - h. Maintain any such certificates or registrations, and complete any such non-financial returns, as may be required by law.
6. The Honorary Treasurer shall:-

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- a. Cause such books of account to be kept as are necessary to give a true and fair view of the state of finances of the UKWA.
- b. Cause all returns as may be required by law in relation to such accounts to be rendered at the due time.
- c. Make such payments on behalf of the UKWA as the Committee shall direct.
- d. Prepare an annual financial statement each year and cause financial statement to be audited or inspected at least once financially and shall thereafter cause the same to be sent to all members of the UKWA at least twenty one days before the date of the Annual General Meeting.
- e. Present the annual financial statement to the UKWA at its Annual General Meeting.
- f. Administer such insurance policy or policies as may be needed fully to protect the interests of the UKWA, its officers and its members.

7. N/A

### SECTION 4 – MEMBERSHIP

8. There shall be the following categories of membership with power to vote at all meetings of the UKWA as indicated hereunder.

**A FULL MEMBER** – any owner of a Wayfarer Class boat or, in the case of joint owners, or members of a family, to any one of them or, in the case of a corporation or association, to a nominated representative thereof, who shall have one vote.

**AN ASSOCIATE MEMBER** – any individual or clubs interested in the Wayfarer Class, who shall be entitled to attend and speak at any general meeting of the UKWA but who shall not have a vote.

**AN HONORARY MEMBER** – any person having an interest in the UKWA in the United Kingdom or Republic of Ireland who is proposed by a Full Member and seconded by at least one member of the Committee and is elected by the UKWA at any general meeting of the UKWA, who shall be entitled to attend and speak at any general meeting of the UKWA but who shall not have a vote.

All Full Members of the UKWA shall ipso facto be an equivalent member of the WIC.

9. The rate of annual Subscription Fee for each category of membership of the UKWA shall be proposed by the Committee to the members at the Annual General Meeting in each year. Any proposed changes shall be approved by a majority of those present and entitled to vote and shall become operative on the first day of April in the following year.
10. All members shall pay their first annual Subscription Fee upon election to the UKWA and thereafter on the first day of April each year. Provided that a member elected after the first of October in any year shall not be required to pay any Subscription Fee in respect of the year of election, but shall pay, on election, the annual Subscription Fee in respect of the year following election. Also provided that a

member elected following the purchase of a new boat shall pay, on election, the annual Subscription Fee in respect of the year following their purchase.

11. **Every member shall furnish the Secretary with up-to-date postal and electronic addresses which shall be recorded in the register of members of the UKWA and any notice sent to such an address shall be deemed to have been duly delivered.**

### Election and retirement of members

12. An application for membership shall be in the form from time to time prescribed by the Committee, and shall include the name, address, and, in the case of Honorary Members, the signatures of the Proposer and Seconder.
13. The election of all classes of members is vested in the Committee and shall be a simple majority vote of those of the Committee. The Secretary shall inform each candidate in writing of the candidate's election or non-election. He / She shall furnish an elected candidate with a copy of the UKWA Rules and make a request for such payment as are necessary.
14. Upon election, a candidate shall pay, within one calendar month, such Subscription Fee as shall be required. In default of such payment, the election shall be void unless sufficient cause for delay shall be shown.
15. N/A
16. A member desirous of retiring from membership shall give notice in writing to the Secretary before the last day of January and shall not then be liable to pay the subscription for the following year.
17. The Committee may cancel, without notice being given, the membership of any member whose annual subscription and other annual fees are more than three months in arrears provided that the Committee may, at its discretion, re-instate such member upon payment of arrears. No member whose annual payment is in arrears may enter any UKWA event or regatta or vote any meeting.

### Conduct of Members

18. Every member, upon election and thereafter, is deemed to have notice of, and impliedly undertakes to comply with, the UKWA Rules. Any refusal or neglect to do so, or any conduct, which in the opinion of the Committee is either unworthy of a member or otherwise injurious to the interests of the UKWA, shall render a member liable to expulsion by the Committee.

**PROVIDED THAT**, before expelling a member, the Committee shall call upon such member for a written explanation of the member's conduct and shall give the member full opportunity of making explanation to the Committee, or of resigning.

A Resolution to expel a member shall be carried by a simple majority vote by those members of the Committee present and voting on the Resolution.

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Appeal against expulsion may be made to the members in general meeting.

19. A member shall not knowingly remove, injure, destroy, or damage any property of the UKWA and shall make restitution for the same if called upon to do so by the Committee or by the Secretary upon instructions of the Committee.
20. Membership of the UKWA and acceptance of these rules by the member will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Acts.

### SECTION 5 – MANAGEMENT COMMITTEE

21. The affairs of the UKWA shall be managed by the Committee. The Committee shall consist of the Officers, ex officio, and not less than 4 nor more than 10 Members (who have attained the age of eighteen years) elected at the Annual General Meeting each year to hold office until the termination of the next following Annual General Meeting.

In addition, each region (as defined below) containing at least three fleets shall be entitled to appoint 1 Member to the Committee at the Annual General Meeting each year to hold office until the termination of the next Annual General Meeting.

The regions shall be: Scotland; Ireland.

22. At the Annual General Meeting each year three of the elected or region-appointed Members shall retire in order of election or seniority. In the case of equal seniority the order of the retirement shall, failing agreement between the members concerned, be determined by lot. Members retiring under the rule shall be immediately eligible for re-election to the Committee.
23. Candidates for election to the Committee (not being Officers of the UKWA) shall be those members of the retiring Committee eligible to offer themselves for re-election and such other Members whose nominations (duly proposed and seconded in writing by Members of the UKWA) with their consent shall have been received by the Secretary at least 45 days before the date of the Annual General Meeting in each year. Such nominations, together with the names of the Proposer and Secunder shall be sent to the members of the UKWA at least 21 days prior to the date of the Annual General Meeting.
24. If the number of candidates for election is greater than the number of vacancies to be filled there shall be a ballot.
25. If the number of candidates for election is equal to or less than the number of vacancies to be filled than all candidates shall be deemed to be elected if two thirds of those present at the Annual General Meeting, and entitled to vote, vote in favour of such election.

26. In the event of the ballot failing to determine the members of the Committee because of an equality of votes the candidate or candidates to be elected from those having an equal number of votes shall be determined by lot.
27. If, for any reason, a casual vacancy shall occur, the Committee may co-opt a Member to fill such a vacancy until the next following Annual General Meeting.
28. The Committee shall meet at least every 3 months making such arrangements as the conduct, place of assembly and holding of such meetings as it may wish. The Chairman or in his absence a chairman elected by those present shall preside.
29. Voting (except in the case of a resolution relating to the expulsion of a member) shall be by show of hands. In the case of equality of votes the Chairman shall have a second and casting vote.
30. 5 members present, either in person or via conference call, shall form a quorum at a meeting of the Committee.

### Powers of the Committee

31. The Committee shall manage the affairs of the UKWA according to the UKWA Rules and shall cause the funds of the UKWA to be applied solely to the objects of the UKWA or for a benevolent or charitable purpose nominated by the UKWA in General Meeting.
32. The Committee may appoint such sub-committees as it may deem necessary and may delegate such of its powers as it may think fit upon such terms and conditions as shall be deemed expedient and / or required by the law. Such sub-committees shall consist of such members of the Committee or of the UKWA as the Committees may think fit. Officers of the UKWA shall be ex officio members of all such sub-committees.
33. A member of the Committee, or a sub-committee or any officer of the UKWA, shall disclose to third parties he is so acting.
34. The Committee, or any person or sub-committee delegated by the Committee to act as agent for the UKWA or its members, shall enter into contract only as far as expressly authorised, or authorised by implication, by the members. No one shall, without the express authority of the membership in general meeting, pledge the credit of the membership.
35. In pursuance of the authority vested in the Committee by members of the UKWA, members of the Committee are entitled to be indemnified by the members of the UKWA against any liabilities properly incurred by them or any one of them on behalf of the UKWA wherever the contract is of a duly authorised nature or could be assumed to be of a duly authorised nature and entered into on behalf of the UKWA.

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The limit of any individual member's indemnity in this respect shall be a sum equal to one year's subscription at the then current rate of that category of membership unless the Committee has been authorised to exceed such limit by a general meeting of the UKWA.

### SECTION 6 – MEETINGS OF THE UKWA

36. **An Annual General Meeting of the UKWA shall be held each year on a date to be fixed by the Committee. The Secretary shall at least 21 days before the date of such meeting send electronically to each member and publish on the UKWA web site notice hereof and of the business to be brought forward thereat.**
37. No business, except the passing of the Accounts and the election of the Officers and Committee, any business that the Committee may order to be inserted in the notice convening the meeting shall be discussed at such meeting unless notice thereof be given in writing by a member entitled to vote to the Secretary at least 45 days before the Annual General Meeting.
38. The Committee may at any time, upon giving 21 days notice in writing, call a Special General Meeting of the UKWA for any special business, the nature of which shall be stated in the summons convening the meeting, and the discussion at such meeting shall be confined to the business stated in the notice sent to members.
39. The Committee shall call a Special General Meeting upon a written request addressed to the Secretary by at least 10 members. The Committee shall give 21 days notice in writing of any such Special General Meeting. The discussion at such meeting shall be confined to the business stated in the notice sent to members.
40. At every General Meeting of the UKWA the Chairman (or, in their absence, a chairman elected by those present) shall preside.
41. 15 members entitled to vote and personally present shall form a quorum at any such General Meeting of the UKWA.
42. Only Full Members shall vote at any such General Meeting of the UKWA. Members of a family may all attend and speak. Associate Members and Honorary Members may attend and speak but are not entitled to vote.
43. Voting, except upon the election of the officers and members of the Committee shall be a show of hands. Those Full Members unable to attend in person, upon the election of the officers and members of the Committee, may cast postal votes.
44. In the case of an equality of votes the Chairman shall have a second casting vote, on any matter other than the election of members of the Committee.
45. On any resolution properly put to a meeting of the UKWA relating to the creation, repeal or amendment of any Rule of the UKWA such Rule shall not be created, repealed or amended, except by a majority vote of at least two-thirds of those present and entitled to vote.

46. On any resolution properly put to a meeting of the UKWA relating to the creation, repeal, or amendment of any Class Rule, such resolution shall not be adopted except by a majority vote of at least two-thirds of those present and entitled to vote.

### SECTION 7 – DISSOLUTION OF THE UKWA

47. If, upon the winding up or dissolution of the UKWA, there remains after the satisfaction of all its debts and liabilities and property whatsoever, the same shall not be paid to or distributed amongst the members of the UKWA. The Committee shall dispose of the net assets remaining to one or more of the following:
  - a. To another organisation with similar sports purposes which is a charity and/or
  - b. To the sport's national governing body.

### SECTION 8 – CHAMPIONSHIP RACING

48. The UKWA shall arrange for and control Wayfarer Class Championships and shall issue to clubs and organizations the UKWA recommendations for the conduct of such open meetings. Ties for UKWA Championship Perpetual Trophies will be broken in accordance with the ISAF Racing Rules of Sailing current at the time.

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