



Isle of Man Charity 1333
www.sftd-iom.com

SAILING FOR THE DISABLED

CONSTITUTION

As approved at the Annual General Meeting 13 September 2023

The constitution of Sailing for the Disabled company a company incorporated in the Isle of Man number 1354289C and registered as a charity in the Isle of Man Number 1333 (the “Charity”)

This constitution only deals with matters not covered in the Articles of Association of the company Sailing for the Disabled and in the event of any conflict between the two documents Articles of Association always have precedence.

Board

1. The Board of Directors (the “Board”) of the company will comprise a Chairman, a Vice-Chairman, a Treasurer, and a Secretary. All members of the Board shall be members.
2. A Candidate for the role of Chairman, vice Chairman or Treasurer, must have been a Board member for at least one year in the previous five (5) years. In the event of no one offering themselves for the position, an exception would be made for a member with specific professional qualification for the post. These requirements can be waived by a vote in a general meeting for a candidate not meeting the requirements.
3. Any casual vacancy occurring on the Board may be filled by the Board co-opting another member who will remain in office until the next following Annual General Meeting.
4. The Board shall have the authority to appoint such sub-officers and sub-committees as it sees fit.
5. The Board shall meet at least once in each quarter of the year to transact such business as may be necessary.
6. The Treasurer shall balance the accounts monthly and shall make a financial report to each regular Board meeting.



Isle of Man Charity 1333
www.sftd-iom.com

Committees

7. The board will appoint three committees to deal with the day-to-day management of the Charity and delegated authority from the Board to deal with all matters within their remit

Sailing Committee – operational safety sailing, training and boat management

Fund Raising Committee – All aspects of funding the charity.

Engagement Committee – Membership, Membership administration, DBS checks, recruitment and retention, website, social media and communications.

8. The members of the committees will be appointed by the Board.
9. Every committee must have at least one Board member
10. Each Committee shall meet at least once in each quarter of the year to transact such business as may be necessary. The presence of a majority of members, which should include one Board member, will constitute a quorum for such meetings.
11. Any Committee Member unable to attend a meeting may appoint another Committee Member to vote for him or her on production of a proxy stating this and signed by the member not attending.
12. Each committee will maintain a record in the form of minutes of all business transacted at meetings of the Committee and, at the meeting immediately following, those minutes will be agreed by the members present and signed by the Chairman of the meeting.

Financial Transactions

13. Two members of the board shall authorise all financial transactions whether electronic or in paper form, this includes, but is not limited to banking transactions, cheques, and investment instructions.
14. The Boat Manager may hold a credit or debit card issued on behalf of the charity to make purchases related to the management of the boat. The board will assign financial limits to the card and monitor usage. This card may be cancelled by the Board at any time.



Isle of Man Charity 1333
www.sftd-iom.com

Membership

15. There will be four classes of membership:

15.1. Personal Membership:

15.2. 18 years & over

15.3. 12-17 years for persons with a disability or who is the sibling of a member with a disability.

15.4. Corporate

15.5. Community Group Membership

15.6. Day Membership

A Personal Member 18 or over is eligible to hold any office within the charity, subject to meeting the criteria to hold that office.

Corporate Membership is open to Companies who wish to support the Charity on an annual basis.

Day Membership shall be granted to individuals who are not Personal Members and who wish to sail with the charity on one of the following basis:

15.7. An individual associated with a Community Group;

15.8. An individual with a relationship with a Corporate Member;

15.9. Other persons who will be carried on the Charity's vessel in connection with recognised situations endorsed by the Board and consistent with the aims of the Charity e.g., prospective members who are considering joining the Charity.

16. The annual personal membership subscription shall be due and payable on the first day of April. The Board shall determine the amount due; this shall be notified at the Annual General Meeting. Should any personal member default beyond the first day of May each year from paying their subscription, their membership shall cease, and they shall have no further claim on the Charity's resources.

17. The membership fee and date of renewal for Community Groups and Corporate Members shall be set by the Board and run for twelve months.

18. Day membership shall be granted at the absolute discretion of the Crewmaster or Skipper, who will record the names of Day Member. The list of Day Members will be periodically reviewed by the Sailing Committee. There will be no membership fee raised for Day Membership.

19. All applications for new individual members shall be considered by the Board who will reserve the right to refuse membership.



Isle of Man Charity 1333
www.sftd-iom.com

Termination of Membership

20. Upon receipt of a written complaint, the Board reserves the right to suspend or exclude any member or organization who is deemed to have behaved in a manner liable to damage the reputation of the Charity, or to have persistently pursued action at odds with the aims or smooth running of the Charity.

The member or organisation concerned will receive from the Board a letter detailing the allegations made. The member or organization will then have 28 days in which to reply in writing, or by personal representation, to the Board.

The Board will consider the information presented and decide whether or not any action is deemed necessary and decide whether membership of the Charity shall be terminated or refused. The member or organization concerned, together with the complainant, will be notified of the Committee's decision in writing. The decision of the Executive Committee is final.

Code of Practice and Rules

21. The Charity shall establish a Code of Practice and Rules, which will govern all members (irrespective of class of membership) during activities organised for or on behalf of the Charity. Any change to the Code of Practice and Rules will be approved by the Board and will be notified via the website, by e-mail and where appropriate by post to members no less than one month prior to implementation. Members having objection to any proposed change may register their objection to the Board in writing prior to the implementation of the change.

Upon receipt of any objection, the Board will consider the objection and will decide whether to continue to implement proposed change.

Disputes may be settled by calling a General Meeting for the purpose. Any General Meeting so called will delay the implementation of the proposed change until the matter is decided by the General Meeting.

Process for amendment of the Constitution

22. The Constitution (this document) of the Charity can only be amended by the following procedure:
- 22.1. Any provision of this constitution may be amended provided that:
 - 22.2. The members must be given 14 clear days' notice of the meeting at which the proposed amendments are to be moved, together with the text of the proposed amendments.
 - 22.3. any resolution to amend this constitution is passed by a two thirds majority of the votes cast at a general meeting.
 - 22.4. There is no requirement to Notify the Charities Registry of Changes to this document.



Isle of Man Charity 1333
www.sftd-iom.com

Key information from the Memorandum and Articles of Association

This section summarises certain key information from the Memorandum and Articles of Association (the “M&AA”) reference should always be made the M&AA this appears here to assist members only.

The Charity has a licence granted by the Attorney General under section 18 of the Companies Act 1931 to dispense with the use of the word “Limited” when referring to itself.

Annual General Meetings and Extraordinary General Meetings shall be called by 21 days’ notice where there is a special resolution or a resolution to appoint a director.

Proxy voting is permitted at Annual General Meetings and Extraordinary General Meetings and a quorum at both shall be 20 members either in person or via proxy votes.

At the first annual general meeting all directors shall retire, and every subsequent annual general meeting on-third of the directors shall retire in rotation, if their number is not three or a multiple of three the number nearest to one-third shall retire.

Whilst not specified the M&AA the requirements specified the Charities Registration and Regulation Act 2009

- gross income exceeds £25,000 but does not exceed £250,000: audit or independent examination required.
- gross income exceeds £250,000: audit required.