

CONSTITUTION OF THE  
ARROW TROPHY YACHT RACING ASSOCIATION

1. **Name**

1.1 The name of the association is Arrow Trophy Yacht Racing Association ("the Association")

2. **Objects and Powers**

2.1 To promote, organise and administer an annual match racing event for Members of the Association (referred to as "the Challenge")

2.2 To promote, organise and administer any sailing event which in the unfettered opinion of the management committee of the Association is compatible with the principle of Corinthian competition in sailing between Members.

2.3 In furtherance of the said objects but not otherwise the Association may:

2.3.1 Procure to be written print publish issue and circulate such papers as shall further the said objects

2.3.2 Purchase take on lease or in exchange hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects

2.3.3 Accept gifts donations or other monies and borrow demand charge or raise money for the said objects and on such terms and on such security as the management committee shall think fit including the collection of any entry fee and/or annual subscription deemed appropriate by the management committee.

2.3.4 Do all other lawful things as are necessary for the attainment of the said objects

3. **Membership**

3.1 Membership of the Association shall be by invitation only to sailing clubs, associations or informal groups of sailors comprising exclusively former pupils of independent schools which support the aims of the Association. Every such sailing club, association or informal group which accepts an invitation to become a member of the Association is hereafter referred to as "a Member" whilst it remains a Member of the Association. Each member shall be entitled at any time in writing to nominate not more than one representative who shall be a former pupil of the relevant school to represent the Member and vote on its behalf at general meetings of the Association. The Management Committee (as hereinafter defined) and/or the Chairman shall be entitled to accept the most recent nomination as the current nomination. References to "Members" meeting and voting in this document shall be deemed to refer to Members' representatives meeting and voting where the context so permits. References to "Eligible Person" or "Eligible Persons" shall refer to a person or persons who would, if nominated, be eligible to act as the representative of a Member.

3.2 Each Member shall provide the Management Committee with an appropriate contact address ("Contact Address") for receipt of all communications and the

management committee shall be deemed to have effected good service of any communication to that Member by posting the same by pre-paid post to that address. The Association shall be entitled to assume without further enquiry that the Contact Address (if any) tabled in writing at a general meeting of the Association by a Member is the correct Contact Address for that Member henceforth until informed otherwise in writing or at a general meeting or Committee Meeting of the Association.

3.3 Termination of Membership shall occur in either of the following events:

3.3.1 By the Management Committee's acceptance of a written notice of resignation of a Member signed by at least three Eligible Persons; or

3.3.2 By the Management Committee providing written notice to a Member of that Member's expulsion from the Association

3.4 Where a Member who resigns or is expelled from the Association was represented on the Management Committee that Member's representative shall be deemed to have resigned therefrom forthwith

3.5

3.5.1 Membership of the Association does not ipso facto entitle that Member to participate in the Challenge in any one year;

3.5.2 The right to participate in the Challenge shall be determined in the following way:

(A) applications shall be invited on an annual basis to enter the Challenge from all Members within a date to be fixed (not to be less than 28 days from the despatch of the invitation)

(B) only those Members who have submitted duly completed application forms with any requisite fees within the prescribed time limit shall be considered as possible entrants in the Challenge for that year;

(C) subject to (B) above each Member who participated in the Challenge of the previous year shall automatically be accepted as an entrant for the Challenge of the current year in question;

(D) subject to the allocation under (C) above the remaining entrants shall be determined by a draw to be held by the Management Committee whose decision shall be final as to the identity of the participating Members for that year

(E) the maximum number of entrants to the Challenge in any one year shall be determined by the Management Committee in their absolute discretion but having due regard to the number of matched yachts available to race and to the time available for the Challenge to be fairly and successfully completed

4. **Meetings of the Association**

4.1 The first general meeting of the Association shall be held immediately following the Founders Meeting.

- 4.2 The annual general meeting of the Association shall be held once in every calendar year at such time (not being more than 15 months after the holding of the preceding annual general meeting or first general meeting) and at such place as the Management Committee shall determine on not less than 21 days written notice to each Member. At the first general meeting and at all subsequent annual general meetings the business shall include the election of members of the management committee; the consideration and approval of the annual reports and accounts of the Association; the approval of the annual subscription and the transaction of such other matters as may from time to time be necessary. At every third annual general meeting the business shall also include the election of officers.
- 4.3 The elected members of the Management Committee shall be elected by the votes cast by the nominated representatives of the Members from amongst the nominated representatives there present. The officers shall be appointed either by the Members of the Management Committee or, in the alternative, by the nominated representatives of the members of the Association there present at the appropriate Annual General Meeting of the Association in accordance with Article 6(below).
- 4.4 Unless otherwise specified in this constitution all matters arising at any meeting shall be decided by a simple majority of those Members representatives present and entitled to vote on that particular matter; no person shall exercise more than one vote and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. A Member shall only be entitled to vote by its representative present at that meeting in person.
- 4.5 The Chairman of the founders' meeting held for the specific purpose of accepting and adopting this constitution shall be accepted as Chairman of the first general meeting of the Association which shall be held immediately after termination of the founders meeting

5. **Management Committee**

- 5.1 The Association shall be managed by a Management Committee which shall be empowered to carry on the day to day business of the Association in the Association's name within the Association's objects and powers.
- 5.2 The Management Committee shall consist of not more than seven persons (including the officers of the Association who shall be ex officio members of the Management Committee) provided that no one Member shall have more than one representative thereon who is not a duly elected officer of the Association. A member of the Management Committee (not being an officer) shall be referred to as "a Committee Member" and shall serve until the end of the next Annual General Meeting provided he or she does not resign before that event:
- 5.2.1 The Management Committee shall have the power to co-opt Committee Members who must all be Eligible Persons but so that the total membership of the Management Committee shall not at any time exceed seven; and
- 5.2.2 The Management Committee shall have the power to fill vacancies arising out of the resignation of any Committee Member and where the Committee Member who resigns is neither a co-opted Member nor an officer of the

Association then the resigning Committee Member should propose a replacement representative whom the Management Committee shall accept provided that that proposed representative is an Eligible Person. Co-opted Committee Members shall not be entitled to vote unless their position as a Co-opted Member on the Management Committee was to replace a former elected Committee Member of the Management Committee

- 5.2.3 The Management Committee shall have the power to invite any Race Officer or future Race Officer to attend its meeting in an advisory and non-voting capacity
- 5.2.4 If an officer of the Association resigns the Management Committee shall elect a replacement officer from amongst the elected members of the Management Committee who shall serve until the end of the next annual general meeting of the Association
- 5.2.5 The Management Committee shall meet not less than twice every year and minutes shall be kept of such meetings which shall be available to the Members on request.
- 5.2.6 The quorum for a meeting of the Management Committee shall be three
- 5.2.7 All questions arising at any meeting of the Management Committee or of any sub-committee shall be decided by a simple majority of those present and entitled to vote. No proxy votes shall be permitted. In the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- 5.2.8 The Management Committee shall be entitled to delegate specified powers to one or more sub-committees of Committee Members
- 5.2.9 Committee Members shall receive not less than 21 days notice of a proposed meeting.
- 5.2.10 The first Committee Members shall be the following:

Chairman of the Association:	MR J.C. FOOT
Secretary/Treasurer of the Association:	DR R.H. REYNOLDS
Committee Member:	MR N LIGHTFBODY
Committee Member:	MR P COLLARD
Committee Member:	MR P HUNTER
Committee Member.	MR C JAGO
Committee Member:	MR R POWER

- 5.3 The Management Committee shall from time to time be responsible for the replacement of the trustees of the Arrow Trophy as and when necessary
- 5.4 The said trustees or either of them shall be entitled to attend, but not to vote at, meetings of the Management Committee.

6. **Officers**

- 6.1 At the first meeting and at every third annual general meeting thereafter the Association shall elect a Chairman, Secretary/Treasurer (which two last named positions may be held by one person) and not more than five Committee Members from those present at that meeting who are Eligible Persons. The elected Management Committee shall not exceed a total membership of seven but no one Member shall have more than one such Eligible Person on the Management Committee who is not an officer of the Association.
- 6.2 The Chairman and Secretary/Treasurer shall hold office from the end of the general meeting at which they were elected until the conclusion of the third annual general meeting of the Association next after their election
- 6.3
  - 6.3.1 Prior to the end of the three year term of appointment of the Chairman and Secretary/Treasurer for the time being in office the Management Committee shall nominate a new Member who must provide a Chairman and a Secretary/Treasurer who, in default of any alternative nomination and election of any other nominees for these appointments proposed by the Association in general meeting (pursuant to Article 6.3.2. below) will take office at the end of the third Annual General Meeting of the Association following the Annual General Meeting at which the then current Chairman and Secretary/Treasurer are due under these provisions to vacate their respective offices.
  - 6.3.2 By way of further clarification of Article 6.3.1. (above) the Management Committee nomination for both the Chairman and the Secretary/Treasurer shall be an alternative to any nomination or nominations proposed by the Association at the same Annual General Meeting. In the event that nominations are made both by the Management Committee and by the Association in General Meeting, there will be an election contest to be resolved in accordance with the procedures prescribed under Article 4.2 of this Constitution.
  - 6.3.3 Nominees for the offices of the Chairman and Secretary/Treasurer (whether proposed by the Management Committee or by the Association in General Meeting), shall be ex pupils from the same Member in respect of both appointments. Any nomination which does not comply with this provision will be invalid unless this provision is waived by the Association in General Meeting acting by a single majority of those present
- 6.4 If for any reason whatsoever neither the Management Committee nor the Association in General Meeting nominate a new Chairman and a new Secretary/Treasurer to take office pursuant to the terms of sub-Article (c) above, or an appointment made or elected is then refused, the Association will be wound up immediately following the third Annual General Meeting following the Annual General Meeting at which the nominations shall have failed to be made or the appointment refused

- 6.5 The Management Committee shall use all reasonable endeavours to ensure that no Member shall be nominated to provide a Chairman and Secretary/Treasurer for more than one period of three years in any period of 9 years
- 6.6 The elected Management Committee shall not exceed a total membership of seven (excluding ex officio members) but no one member shall have more than one such Eligible Person on the Management Committee who is not an Officer of the Association
- 6.7 No Committee Member or Officer of the Association shall be liable to the Association or any of its Members or any Eligible Person for any loss, damage or liability which may arise or be incurred by the Association or its Members or Eligible Person(s) in the execution of or in relation to the execution of the duties of his or her office

## 7. **Finance**

- 7.1 All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose other than on dissolution
- 7.2 The Treasurer shall keep accounts of the finances of the Association in accordance with proper accounting principles
- 7.3 The Management Committee shall be entitled to inspect or audit the accounts if it deems it necessary at the cost of the Association at any time
- 7.4 A statement of the accounts for the last financial year shall be submitted by the Management Committee to the annual general meeting as aforesaid
- 7.5 A bank account shall be opened. in the name of the Association with such bank as the Management Committee shall from time to time decide and the Management Committee shall authorise in writing the Treasurer/Secretary of the Association for the time being to sign cheques on behalf of the Association as sole signatory of the said bank account.
- 7.6 The level of annual subscription shall be recommended by the Management Committee and approved by the members in general meeting.

## 8. **Trust Property**

- 8.1 The title to all real or personal property which may be acquired by or on behalf of the Association shall be vested in not less than two or more than four Eligible Persons.

## 9. **Alterations to the Constitution**

- 9.1 Any proposed alteration to this Constitution shall be tabled by the Management Committee and shall require the assent of not less than 75% of the Members of the Association present and voting at an annual general meeting or general meeting especially called for that purpose by the Management Committee provided always that notice of such proposed alteration shall have been received by the Secretary in writing not less than 42 clear days before the meeting at which the alteration is to be proposed and notice of such a meeting summarising the terms of the alteration proposed shall be circulated to the Contact Address for every Member in writing at least 28 days before the meeting at which the alteration is to be brought forward.

## 10. Dissolution

- 10.1 If the management committee decide with the support of not than 75% of those present (without any proxies being permitted) at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association it shall call an extra-ordinary general meeting of the Association giving all Members not less than 28 days written notice. If such decision shall be confirmed by not less than 90% of the aggregate of those members present at such a meeting and those voting by proxy (not being present) the Management Committee shall (subject to any other restriction regulating such disposal) have the power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of all audited debts and liabilities shall be distributed to the Royal National Lifeboat Institution and the signature of the Secretary for the time being of the Royal National Lifeboat Institution shall be deemed sufficient evidence of due receipt of the said assets.

This Constitution was adopted as the Constitution of the Association at a meeting held at the Royal Society of General Practitioners of 14 Princes' Gate London SW7 IPU on the 9th day of March 1993.

### **FOUNDER MEMBERS**

John Foot	Sherborne
Paul Collard	Charterhouse
Richard Kunzer	Oundle
Simon Regan	Rugby
Herbert Thorn	Malvern
Nigel Browner	Stowe
Jason Baggaley	Canford
Peter Hunter	Winchester
Nick Lightbody	Gordonstoun
Andrew Collins	Radley
Christopher Jago	Downside
Richard Power	Eton
George Curtis	Wellington
Peter Jennings	Uppingham
Mark Lee	Marlborough
Nigel Barton	Harrow
John Barker	Sherborne