



## THE THAMES VINTAGE BOAT CLUB CONSTITUTION

### 1. The Name

The name of the Club shall be THE THAMES VINTAGE BOAT CLUB (hereinafter referred to as “the Club” in these rules).

### 2. THE OBJECTIVES OF THE CLUB ARE:

- 2.1 To encourage the restoration, preservation and operation in commission of traditionally constructed boats.
- 2.2 To encourage and facilitate the exchange of information between owners of such craft by the production of a regular news letter.
- 2.3 To collate such information as necessary for the compilation of a register of traditionally constructed craft and to maintain such an historical record.
- 2.4 To further widen the participation and interest of people in all aspects of traditional boating to the depth and degree that they may require.

### 3. MEMBERSHIP CLASSES

- 3.1 The club shall consist of Full Members, Associate Members, Affiliate Members, and Honorary Members. Honorary and Affiliate Members are exempt from paying annual subscriptions.
- 3.2 FULL MEMBERSHIP shall be open to owners of eligible craft (see 4.1 & 4.2 below). Full Members shall be entitled to all concessions and privileges. Each Full Member shall be entitled to vote in Club meetings. Only one vote may be cast per membership number.
- 3.3 ASSOCIATE MEMBERSHIP shall be open to anyone not owning an eligible craft who agrees to uphold the objectives of the Club. Associate Members shall be entitled to all concessions and privileges as may be decided by the Committee but shall not be eligible to vote.
- 3.4 AFFILIATE MEMBERSHIP may be given to the membership of such other clubs, companies, associations or societies that the committee deem to be suitable. Affiliate Members shall be given such privileges as may be decided by the committee but shall not be eligible to vote. A letter or email will be sent annually asking the Affiliate Member to confirm that they wish to remain an Affiliate Member of the Club. In the absence of a reply by the date of the AGM, the membership will be considered lapsed.
- 3.5 HONORARY MEMBERSHIP shall be recommended to the Club in General Meeting, at the discretion of the committee, for conferral upon persons who have given

outstanding or meritorious service to the Club or to the aims and objectives held by the Club. The General Meeting of the Club to which the recommendation is presented shall have the right to only confirm or deny the appointment. Honorary Members shall have the status of Full Members and be eligible to vote. They shall not be required to pay the Annual Membership subscription. A letter or email will be sent annually asking the Honorary Member to confirm that they wish to remain an Honorary Member of the Club. In the absence of a reply by the date of the AGM, the membership will be considered lapsed.

3.6 LIFE MEMBERSHIP shall be open to owners of eligible craft (see 4.1 & 4.2 below). Life Members shall have the status of Full Members and be entitled to all concessions and privileges. Each Life Member shall be entitled to vote in Club meetings. Only one vote may be cast per membership number. They shall not be required to pay the Annual Membership subscription.

3.7 An enamelled metal plaque will be issued for the craft to the member which will display a unique number identifying the boat on the club database (see appendix). The plaque should be displayed on the boat to which it is issued and should remain on the boat in the event that it is sold. The plaque will remain the property of the Club and if possible must be returned to the Honorary Secretary in the event that the boat is scrapped, becomes a total loss or if a future owner does not wish to display it.

In the event that such a plaque is found offered for sale on any auction website or other medium, the Club will immediately notify the administrators of the website that the plaque is the property of the Club and the vendor is therefore not entitled to sell it.

In the event that a Full Member has more than one boat, plaques for additional boats will be charged for and will also remain the property of the Club.

#### 4. ELIGIBLE CRAFT

4.1 Owners with vintage, traditionally built boats shall be eligible for Full membership.

4.2 Craft will be considered for membership of the TVBC if they are constructed of the following materials:

1. Timber planks
2. Marine plywood
3. Iron
4. Steel

AND by the following methods:

1. Carvel planking
2. Clinker planking
3. Double diagonal planking
4. Cold or Hot moulded construction
5. Rivetted Iron
6. Rivetted Steel

All craft of whatever material or construction method must be vetted before acceptance by the committee.

- 4.3 Owners of boats other than those described in 4.2 who express an interest in joining may apply and be considered at the discretion of the committee.

## 5. FEES AND SUBSCRIPTIONS

- 5.1 Fees and subscriptions shall be as recommended by the committee from time to time and ratified by the membership in General Meeting.
- 5.2 Fees shall consist of an Enrolment Fee and an Annual Membership subscription which shall be paid on acceptance into membership except for Life Members who, on acceptance as a member, will pay a one off sum set from time to time by the Committee.
- 5.3 The Enrolment Fee shall be a once only payment to the Club payable upon application (or reapplication – see 5.7) for membership in all membership classes save that of Honorary Member and shall be non returnable.
- 5.4 The Annual Membership subscription shall be for the calendar year.
- 5.5 The renewal date for the Annual Membership subscription is January 15<sup>th</sup> each year.
- 5.6 Members accepted after September 30<sup>th</sup> shall pay the current year's Enrolment Fee and Annual Membership subscription and shall be deemed to have also paid the following year's Annual Membership subscription.
- 5.7 Members who have not paid their subscription on or before the Annual General Meeting will be deemed to have lapsed their membership. If they wish to renew after that date, they will be required to pay the Enrolment Fee as well as the Annual Membership subscription.

## 6. OFFICERS

- 6.1 Officers of the Club shall be Full Members and shall consist of:
- 6.2 a PRESIDENT, who shall as and when deemed proper by the committee be elected at an Annual General Meeting. He/she shall serve until he/she desires to retire or until his/her tenure shall be determined by the Club in a General Meeting which shall only be convened if one quarter of the Full Members sign a petition to the committee requesting a meeting. The President shall be an eminent person recommended to the membership by the committee as being most suited to supporting and furthering the objectives of the Club. The President is an Honorary Member and is eligible to vote.

### *The President*

- *Shall be entitled to attend committee meetings.*
- *Shall work to further the aims of the club.*
- *Shall endeavour by all possible means to further the objectives of the TVBC.*

AND

- 6.3 A COMMODORE, who shall be elected at an Annual General Meeting, and who shall serve for a period of up to three years without the need for re-election at an Annual General Meeting. At the end of three years of office the Commodore shall retire but may stand again for re-election to REAR COMMODORE or VICE COMMODORE after one year if a vacancy exists in either of these two positions.

The Commodore shall be a senior Full Member of the Club who has served on the Committee for not less than three years and has been recommended to the membership by the Committee as being most suited to supporting and furthering the objectives of the Club.

The Commodore shall:

- *Represent the TVBC at all official functions.*
- *Chair committee meetings.*
- *Set the agenda for committee meetings in consultation with the Hon. Secretary.*
- *Lead the club when cruising in company.*
- *Endeavour by all possible means to further the aims of the TVBC.*

- 6.4 A VICE COMMODORE, who shall be elected at an Annual General Meeting, and who shall serve for a period of up to three years without the need for re-election at an Annual General Meeting or until the COMMODORE resigns and who shall then be eligible for election to the office of COMMODORE.

The VICE COMMODORE shall be a Full Member of the Club who has served on the Committee for not less than two years and has been recommended to the membership by the committee as being considered to be the potential next future COMMODORE and best suited to promote the objectives of the Club and give practical encouragement and aid to its events and activities.

The Vice Commodore shall:

- *Assist the Commodore in ensuring the smooth running of the TVBC in its daily affairs.*
- *Stand in as the Chairman of the committee meeting in the absence of the Commodore.*
- *Take up a position towards the middle of the convoy when cruising in company.*
- *Liaise with the Rear Commodore and Hon Secretary in the planning of cruising and non-cruising events.*
- *Endeavour by all possible means to further the aims of the TVBC.*

AND

- 6.5 A REAR COMMODORE, who shall be recommended by the Committee for election from amongst the Full Members of the Club at the Annual General Meeting and shall serve for a period of up to three years or until the VICE COMMODORE resigns and who shall be eligible for election to the office of VICE COMMODORE. The REAR COMMODORE shall be a Full Member of not less than two years standing, who has served on the Committee for not less than one year and is considered to be the potential next future VICE COMMODORE and best suited to promote the objectives of the Club and give practical encouragement and aid to its events and activities.

The Rear Commodore shall:

- *Be responsible for ensuring that the TVBC has a full and varied programme of events, both cruising and non-cruising.*
- *Stand in as the Chairman of the committee meeting in the absence of both Commodore and Vice Commodore.*
- *Liaise with the Vice Commodore and Hon Secretary in the planning of cruising and non-cruising events.*
- *Take up the rear of the convoy on club cruises and act as Shepherd, ensuring that any craft experiencing a problem is cared for.*
- *Endeavour by all possible means to further the objectives of the TVBC.*

- 6.6 an HONORARY SECRETARY, who shall be elected at the Annual General Meeting to serve for a period of up to three years without the need for re-election at an Annual General Meeting. At the end of three years of office, the Honorary Secretary shall retire but may stand again for re-election.

The Honorary Secretary shall:

- *Deal with TVBC correspondence.*
- *Keep club documents as required.*
- *Take the Minutes of all committee meetings (which shall be confirmed and signed by the Chairman).*
- *Keep a record of such information as may be required by members.*
- *Set the agenda for committee meetings in consultation with the Commodore.*
- *Liaise with the Boater Editor and Webmaster to ensure that social and cruising events are advertised.*
- *Advise the Membership of forthcoming events and activities via email and post.*
- *Liaise with the Vice Commodore and Rear Commodore in the planning of cruising and non-cruising events.*
- *Organise the Annual General Meeting and General Meetings.*

- 6.7 a MEMBERSHIP SECRETARY who shall be elected at the Annual General Meeting to serve for a period of up to three years without the need for re-election at an Annual General Meeting. At the end of three years of office, the Membership Secretary shall retire but may stand again for re-election.

The Membership Secretary shall:

- *Keep a record of members' names and addresses*
- *Keep a register of craft.*
- *Process new member applications including: sending received funds to the Treasurer, sending welcome packs and plaques to new members, and entering the details of new members and new boats onto the database.*

AND

- 6.8 an HONORARY TREASURER, who shall be elected at the Annual General Meeting to serve for a period of up to three years without the need for re-election at an Annual General Meeting. At the end of three years of office the Honorary Treasurer shall retire but may stand again for re-election.

The Treasurer shall:

- *Keep such books of account as necessary to give a true and fair view of the finances of the Club.*  
*Keep such returns as required by law in relation to accounts to be rendered in due time.*
- *Produce an annual balance sheet as of December 31<sup>st</sup> each year to be audited by the properly appointed members of the Club Audit Sub-Committee, who will give such assurances as to the accuracy of the accounts as may be required.*
- *Advise the Club's current financial status at each committee meeting.*
- *Request and collect annual subscriptions from the members.*
- *Advise the Committee of members who have lapsed their membership.*

- 6.9 The three year tenures of one or more of the following: the Commodore, Vice Commodore, Rear Commodore, Honorary Secretary, Membership Secretary and Honorary Treasurer, shall be determined by the Club in a Special General Meeting. Such a meeting shall only be convened if one quarter of the Full Members sign a petition to the Committee requesting a General Meeting. At such a General Meeting, the Commodore, Vice Commodore, Rear Commodore, Honorary Secretary, Membership Secretary or Honorary Treasurer will be elected from those eligible Full Members who have received valid nominations.

- 6.10 Two officers must be nominated and voted by the Committee to act as Trustees in full access of the Website together with the Webmaster.

AND

a COMMITTEE OF MANAGEMENT as hereunder defined,

## 7. THE COMMITTEE OF MANAGEMENT

- 7.1 The Committee of Management shall consist of **nine** Full Members. The Webmaster and Editor of 'The Boater' shall be two of these nine Full Members.

The President, the Commodore, the Vice Commodore, the Rear Commodore, Honorary Secretary, Membership Secretary and Treasurer of the Club shall sit as ex officio members of the Committee.

The Committee will therefore consist of a maximum of sixteen members.

- 7.2 The **nine** Full Members of the Committee shall be elected at the Annual General Meeting and will be put forward for re-election each Annual General Meeting until they desire to retire.
- 7.3 A quorum shall consist of three Officers and two Committee members for the purposes of a meeting.

7.4 A Committee member shall attend a minimum of fifty percent of the Committee meetings in any one year between the Annual General Meetings, failing which such Committee member shall resign from the Committee unless the remaining Committee members shall determine otherwise.

## 8 ELECTION OF OFFICERS AND COMMITTEE MEMBERS

8.1 Election shall be decided by ballot of Full Members at a General Meeting only in the following manner:-

8.2 Nominations shall be sought by the Hon Secretary for elections to Officer or Committee member of the Club. Nominations shall be made by a proposing Full Member and a seconding Full Member on a Nomination Form prepared by the Hon Secretary and sent duly completed by either email or post to the Hon Secretary not less than Twenty One days before the due date of the election.

8.3 A voting paper shall be emailed or sent by post to each Full Member not less than fourteen days before the Annual General Meeting.

8.4 The voting paper should be completed and returned to the Hon Secretary by email or post to be received by the Hon Secretary not less than Two days prior to the Annual General Meeting OR

8.5 Presented by the Full Member in person at the Annual General Meeting OR

8.6 Presented by the Full Member's appointed nominee at the Annual General Meeting, such nominee only to be another Full Member.

8.7 Voting shall be by casting a 'Yes' or 'No' vote for any candidates and election to the Committee shall be by a simple majority.

8.8 A candidate for Officer will only be eligible to take office if over 50%, or the nearest number to 50%, of the Full Members vote in favour of that candidate. If there is more than one candidate standing for election, there will be a secret ballot whereby the candidates leave the room and then voting will be by a show of hands. These votes will be added to the number of votes already returned by post/email (see 8.4 and 8.5 above).

## 9 COMMITTEE MEETINGS

9.1 The Committee shall meet immediately following an Annual General Meeting at which meeting business shall be limited to deciding the date and venue for the next meeting.

9.2 The Committee shall meet as and when necessary with a minimum of four meetings per year at such place and time as may be decided.

## 10 POWERS OF COMMITTEE

- 10.1 The Committee shall manage all Club affairs and cause the funds of the Club to be applied solely for the purposes of the Club's objectives.
- 10.2 The Committee shall make such Regulations and Byelaws as may be necessary and cause the same to be communicated to the membership at least fourteen days prior to implementation. All such Regulations and Byelaws shall remain in force until rescinded by the Committee or the membership in a General Meeting.
- 10.3 The Committee may appoint Sub-Committees as it may deem necessary for as long as necessary from the members of the Committee and may co-opt such Full Members or lay experts to serve on such sub-committees to assist in running the Club. Officers of the Club shall be ex officio members of all such sub-committees.
- 10.4 A member of the Committee, a sub-committee or Officer of the Club, in transacting business for the Club shall disclose to a third party he is so acting.
- 10.5 The Committee or any person or sub-committee delegated to act for the Club shall enter into contracts only so far as expressly authorised or authorised by the members by necessary implication. No-one shall without the express authority of the membership in a General Meeting pledge the credit of the membership.
- 10.6 Members of the Committee shall be indemnified by the Club against any liability incurred by them or any one of them on behalf of the Club provided such liability is incurred within the scope of the usual duties of the Committee members in accordance with the rules of the Club. The limit of such liability shall be equal to the total of one year's Membership subscription of the whole membership at the current rate, or less, if authorised in a General Meeting of the Club.
- 10.7 The Committee shall accept such members as it deems fit.
- 10.8 The Committee shall recommend to the Annual General Meeting such Honorary Members as it deems proper. Candidates for election to Honorary Member shall be balloted by the Committee. Two Committee members voting against shall exclude. The decision of the Committee shall be final.

## 11 ANNUAL GENERAL MEETING

- 11.1 The Annual General Meeting of the Club shall be held each year not later than the first Thursday in the month of April. The Honorary Secretary shall cause Notice of such Annual General Meeting to be brought to the attention of the membership not later than Twenty Eight days before it shall convene.
- 11.2 No business, except the passing of the Accounts and the Election of the Officers, Committee, Trustees and Committee of Auditors, appointment of tellers and 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 is delivered in writing by a Full Member to the Honorary Secretary at least Fourteen days before the date of the Annual General Meeting.



## 12 SPECIAL GENERAL MEETINGS

- 12.1 The Committee may at any time, upon giving Twenty One days' Notice, summon a Special General Meeting of the Club for any special business, the nature of which shall be stated in the summons convening the meeting, and the discussion at any such Special General Meeting shall be confined to the business stated in the Notice sent to members.
- 12.2 The Committee shall similarly summon, upon giving Twenty One days' Notice, a Special General Meeting upon receipt of a written request addressed to the Honorary Secretary and signed by at least 10% of the Full Members. The discussion at such meeting shall be confined to the business stated in the Notice to members.  
N.B as per para 6.9, a petition signed by 25% of Full Members is required to convene a meeting to discuss the three year tenure of one of other of the COMMODORE, VICE COMMODORE, REAR COMMODORE, HONORARY SECRETARY, MEMBERSHIP SECRETARY or HONORARY TREASURER.

## 13 CHAIR AND VOTING

- 13.1 At every Special or Annual General Meeting of the Club, the President or the Commodore, or the most senior Flag Officer in order of precedence shall preside or, in their joint absence, a Chairperson shall be elected to preside at the meeting from among the attending Full Members.
- 13.2 10% of the Full Members of the Club present together shall form a Quorum at the Annual General Meeting or a Special General Meeting of the Club. If, at the expiry of half an hour after the appointed time for the start of the Annual or Special General Meeting of the Club, a 10% Quorum shall not have been achieved, then the Full Members present being **not less** than Twenty in number may declare themselves a Quorum for that Annual or Special General Meeting. However, should there be at the expiry of half an hour after the appointed time for the start of the Annual or Special General Meeting less than Twenty Full Members present, then that meeting shall be declared immediately closed without the transaction of any business and a second meeting will be convened. If they agree to do so, members of the existing Committee will continue to represent the Membership up to and until the re-arranged Annual General Meeting.
- 13.3 Only Full Members may vote at any Annual or Special General Meeting of the Club. Other members may attend but are not entitled to vote.
- 13.4 Voting, except for the election of Officers or Committee, which shall be as aforesaid, shall be by a show of hands and the numbers of Ayes, Noes and Abstentions shall be recorded.
- 13.5 In the case of an equality of votes the Chairperson shall have a second or casting vote, on any matter other than the Election of Members of the Committee.
- 13.6 Upon any resolution being properly put to an Annual or Special General Meeting of the Club relating to the creation, repeal or amendment of any Rule, Byelaw or Regulation

of the Club such Rule, Byelaw or Regulation shall not be created, repealed or amended except by a majority vote of at least two thirds of those present and entitled to vote.

## 14 TRUSTEES

14.1 Members of the Thames Vintage Boat Club Committee are the Trustees.

14.2 All property of the Club, including Intellectual rights to Words, Names, Domain names using the terms 'Thames Vintage Boat Club' or 'TVBC' shall be held in the name of the Thames Vintage Boat Club by two nominated Trustees for the time being and the Webmaster, in their own names so far as is necessary and practicable, on trust for the use and benefit of the Club. The nominated Trustees must be Officers of the Club (see paragraph 6 above). On the death, resignation or removal from office of a Trustee, the Committee shall nominate a new trustee in his place and shall, as soon as possible thereafter, take all lawful and practicable steps to procure the vesting of all Club property into the names of the Trustees as constituted after such nomination. For the purpose of giving effect to any such nomination, the Honorary Secretary for the time being is hereby nominated as the person to appoint new Trustees to the Club within the meaning of section 36 of the Trustees Act 1925 and he shall by deed duly appoint the person or persons so nominated by the Committee.

14.2.1 All the intellectual property, including, but not restricted to, images, video and code of the Website shall become the sole property of the Club and will be freely available to authorised club personnel for additions and modifications in the future. The Webmaster will advise the committee as to the best supplier to host the website and will arrange for the service to be provided. He/she will advise the Two Trustees nominated in 14.2 of the user name and password of the Server hosting the website so that in the event that the Webmaster is unable or retires from carrying out his duties, the business of the club can continue uninterrupted.

14.3 The Trustees shall in all respects act, in regard to any property of the Club held by them, in accordance with the directions of the Committee, and shall have power to sell, mortgage or pledge any Club property so held for the purpose of raising or borrowing money for the benefit of the Club in compliance with the Committee's directions (which shall be duly recorded in the Minutes of the proceedings of the Committee) but no purchaser, lessee or mortgagee shall be concerned to enquire whether any such direction has been given.

14.4 The Trustees shall be effectually indemnified by the Committee out of the assets of the Club from and against any liability, costs, expenses and payments whatsoever which may be properly incurred or made by them in exercise of their duties or in relation to any property of the Club vested in them, or in relation directly or indirectly to the performance of the function of a Trustee of the Club. The limit of such liability shall be equal to the total of one year's Membership subscription of the whole membership at the current rate, or less, if authorised in a General Meeting of the Club.

## 15 DISSOLUTION OF THE CLUB

- 15.1 The Club may be dissolved and wound up by the taking of a ballot producing a simple majority in favour of dissolution by an email or postal vote of the Full Members and a Special General Meeting at which it shall be shown that a minimum of 51% of the then Full Membership shall have cast their votes either at the meeting or by email or post to an independent teller or by a combination of both.
- 15.2 If, upon the winding up or dissolution of the Club, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Club. Such institution or institutions to be determined by the members of the Club by Resolution passed at a Special General Meeting at or before the time of the dissolution and if so far as effect cannot be given to such provision then some charitable organisation, to be determined by the Trustees if then appointed or the Committee serving at that time.

### Appendix

Further to paragraph 3.6 above:

Each craft is issued with an enamel plaque denoting the period when it was built and the region where it was built. The enamel plaques are as follows:

Brown Thames Veteran Built pre 1939

TVET includes any craft built on the tidal and non tidal Thames, from a line drawn across the estuary from Garrison Point to Shoeburyness

Black Non Thames Veteran built pre 1939

NVET includes any craft built anywhere other than on the tidal or non tidal Thames

Green Thames Vintage built post 1939

TVIN includes any craft built on the tidal and non tidal Thames, from a line drawn across the estuary from Garrison Point to Shoeburyness

White Non Thames Vintage built post 1939

NVIN includes any craft built anywhere other than on the tidal or non tidal Thames