

Legend Owners Association



ARTICLES

OBJECTS AND ARTICLES

1. NAME

The name of this organisation shall be the Legend Owners Association, hereinafter known as the Association.

2. OBJECT

The primary object of this Association is to promote cruising and racing among Legend sailing yachts, to advance the tenets of good seamanship and sportsmanship, to collect and disseminate information relating to these ends, to conduct educational programmes relating thereto, and to promote or develop any other activities which may be of benefit to the membership in accordance with the Articles.

3. MEMBERSHIP, DUES AND VOTING

(a) There shall be three classes of membership: Ordinary, Associate, and Honorary.

Ordinary Membership shall be extended to owners and part owners of Legend sailing yachts and their immediate families and who have paid subscriptions.

Associate Membership may be extended to those persons and their immediate families who do not qualify for Ordinary Membership but who were previously Ordinary Members and who express a desire to continue a close relationship with the Association and who have paid subscriptions.

Honorary Membership shall be awarded to those special persons who are not eligible for Ordinary membership but who have rendered special services to the Association. Any ordinary member may nominate a candidate for Honorary membership.

(b) Subscriptions and Entrance fees for Ordinary and Associate Members shall be determined by the Executive Committee. There shall be no subscriptions for Honorary Membership.

(c) Associate Members are not eligible to hold elective office or vote, however, they shall enjoy all other privileges of membership, and may chair and serve on committees.

(d) Honorary Members are not eligible to hold elective office or to vote; however, they shall enjoy all other privileges of membership and may chair and serve on committees.

(e) In all matters requiring representation and voting, each Legend yacht shall be limited to a single vote.

(f) The authority to accept or reject applications for Ordinary and Associate Members shall be vested in the Executive Committee as will the right to revoke such membership for cause.

(g) Acceptance of nominations for Honorary Membership shall be placed before the membership at the Annual General Meeting and subject to that meetings approval.

4. EXECUTIVE OFFICERS AND DUTIES

The Association shall be governed by the following Officers who shall be elected by, as herein prescribed, from among the Ordinary Members. It shall be open to the members to elect only a Commodore, Treasurer and Secretary. Officers shall be elected for a term of one year. Terms of office for all Officers begin at the conclusion of the Annual General Meeting.

Commodore shall be the Chief Executive of the Association and shall preside at all meetings of the members of the Executive Committee. He/she shall have the authority to sign and execute in the name of the association any and all instruments authorised by the executive Committee or the membership, subject at all times to the provisions in paragraph 11 below. He/she shall have general management and direction of the business affairs of the Association and all powers ordinarily exercised by the Chief Executive of a company. He/she shall rule on procedures, appoint all standing and special committees, and shall be empowered to call meetings excepting only the Annual General Meeting. In the conduct of his/her office, the Commodore shall be responsible to the Executive committee and shall act at its direction. No member may serve more than two (2) consecutive terms as Commodore. A past Commodore may not be re-elected to the office until at least two (2) years have elapsed since his/her last term as Commodore.

Treasurer shall deposit all funds, keep financial accounts, make necessary payments and compile such financial and tax reports as may be required of the Association and to report as directed to the Executive Committee on the financial affairs of the Association. In addition the treasurer shall also prepare an annual financial report and Budget for approval at the Annual General Meeting.

Secretary shall keep the Minutes of meetings, maintain the records of the Association and shall perform such other duties as the Commodore and Executive Committee may direct. The Secretary shall also coordinate the production and distribution of the Association's Newsletter.

5. COMMITTEES

(a) **Executive Committee**

The powers of the Association shall be vested in, and administered by its Executive Committee. The Executive Committee shall consist of the Officers and the immediate past Commodore during the first year following his/her retirement as Commodore, and not more than six members of the Association elected at the Annual General Meeting and to hold office until the conclusion of the Annual General Meeting next ensuing and who shall then retire.

Candidates for election to the Executive Committee shall be members of the retiring Executive Committee who may offer themselves for re-election and such other members duly proposed and seconded. The Executive Committee may co-opt a member to serve as a member of the executive Committee to fill a casual vacancy occurring for whatever reason.

An affirmative vote of a majority of the members of the Committee shall decide all questions, and such vote shall be final. The immediate past Commodore shall not vote in the decisions of the Committee. The Committee shall interpret the Association rules, sanction or ban Association affairs, fill vacancies in office, direct the Commodore in the conduct of Association business and affairs, and determine Association policies. Meetings of the Executive Committee shall be called by the Commodore as he deems necessary, or upon the request of any two members of the Committee. At any meeting of the Executive Committee, the senior Officer of the Association present shall take the chair and shall have a casting vote.

(b) **General**

Ad hoc or Standing Committees may be established and abolished by the Executive Committee as they see fit. The Chair and members of the various committees, are to be appointed by the Commodore with the approval of the Executive Committee.

Committees will submit an annual report, in writing, to the Executive Committee two weeks prior to the Annual General Meeting or at such other times as may be requested by the Executive Committee.

6. MEETINGS

The Annual General Meeting shall be held within three months from the end of each financial year. Notice of the Meeting shall be sent to each member at least 30 days prior to the date of the Meeting.

Special meetings of the Association may be called by the Executive Committee, and shall be called upon the written request of 20% of the membership. The exact dates of the meetings shall be determined by the Executive Committee, sending to each member a notice convening the meeting at least 30 days prior to the date of the meeting and shall state in detail the subjects to be brought up for consideration.

7. ORDER OF BUSINESS.

The order of business at Association Annual General Meetings shall be Roll Call; Minutes of Last Meeting; Commodore's Report; Treasurer's Report; Committee Reports; Unfinished Business; New Business; and Elections

The order of business at other Special Association meetings shall be determined by the nature of the business but must include a Roll Call and the opportunity for the Commodore on behalf of the Executive Committee to address the business in hand. In cases of dispute the rules that apply to the running of meetings under the Companies Act shall apply.

8. QUORUM

A quorum for the Executive Committee shall consist of at least three constituted members one of which shall be the Commodore or his/her designate. A quorum for a meeting of members shall consist of ten percent of the members in good standing or their proxies, or 10 members in good standing or their proxies, whichever is the greater, and a quorum of the Executive Committee.

9. ALTERATIONS TO THE ARTICLES

These Articles cannot be suspended under any circumstances, but may be altered in the following manner:-

Amendments must be submitted in writing and signed by a minimum of two members, and must be received by the Secretary in time to be included in the Notice of the Annual General Meeting or for a duly called Special Meeting. The proposed amendment shall be approved and adopted upon the affirmative vote of two-thirds of the members in good standing in attendance or their proxies.

Additional Articles not inconsistent with the present Articles and Objects, may be adopted by a two-thirds majority of the Executive committee, subject to subsequent ratification by a simple majority of members in good standing or their proxies at the Annual General Meeting or at any duly called Special Meeting.

10. VOTING

Every member present and entitled to vote, subject to Article 3(e), together with any proxies, when a motion is under consideration, shall vote thereon. Voting shall be by a show of hands unless directed otherwise by the presiding officer or at the request of two members attending when the vote will be by secret ballot. Proxies must be in writing, signed and witnessed and filed with the Secretary three days in advance of the meeting. Motions shall be carried by a simple majority of those voting.

11. ELECTIONS

It shall be open to two members to propose and second a member to be elected as an Officer of the Association or as a General Member of the Executive Committee. In the event that there should be more than one member standing for election to a particular office, the member receiving the majority of votes shall be elected. In the event that there shall be more than four nominations for General Members of the Executive Committee, the candidates elected will be those with most votes.

12. FINANCE**(a) Subscriptions and Entrance Fees**

Membership dues shall be determined by the Executive Committee from time to time, provided that no increase be made later than the First day of December in any year, to be effective from the First day of January in the following year. The subscriptions of members joining after 1 September in any financial year shall be deemed to cover their membership until the end of the subsequent financial year.

Any increase of subscriptions or entrance fees may be made only on the affirmative vote of two-thirds of the members of the Executive Committee present and entitled to vote.

(b) Bank Accounts

The funds of the Association shall be deposited in accounts with duly established and responsible banks or other reputable financial institutions as the Executive Committee may from time to time determine. Payments from these accounts shall be made only cheques or other written authority signed by the Treasurer or the Commodore.

All monies received by the Association or collected through any activity of the Association are to be deposited in these said accounts and all invoices or other payments for goods or services contracted by the Association or through its activities are to be paid from the said accounts.

(c) Limits on Expenditure

The Executive committee shall make such appropriations from Association funds as are consistent with the Budget approved by the membership. The Executive Committee may make such additional expenditures they deem desirable except that no such appropriations or expenditures for any one purpose shall be made in excess of Five Hundred Pounds over the Budget during the one financial year, without the prior approval of the members.

13. APPEAL

A member shall have the right of appeal to the Association from a decision of the Executive committee, which may be overruled at the next meeting of members by a two-thirds majority of those present, in person, or by proxy.

14. DISCIPLINE

All members on joining the Association, thereby undertake to comply with these Articles; and any refusal or neglect to these, or any conduct deemed to be unworthy of, or inimical to, the standards of the Association shall render a member liable to suspension or expulsion by the Executive Committee following appropriate investigation and an opportunity for the said member to state his/her case. A decision to suspend or expel a member shall require the affirmative vote of three-quarters of the Executive Committee present at a meeting duly called to consider the case.

15. THE STANDARDS OF THE ASSOCIATION

Our association is very keen that all its members enjoy themselves in a harmonious social manner that allows all people attending to have fun, but at the same time be responsible and mindful of others in their actions. Events are often booked under the LOA name and as such members are asked to be mindful not to damage the Association's reputation. To that end skippers should ensure the following basic courtesies are complied with –

Skippers are responsible for the safety and well being of their crew, please see Limitations of Liability section below.

Whether at close anchor or in marinas, please ensure that your boat recognises the needs of those close by and does not cause nuisance or annoyance in any regard to others.

Please discourage the use of bad, offensive or abusive language – we are a family association that encourages children to attend and be an important part of our community.

Local rules and regulations of harbours, marinas or other local bodies are adhered too.

16. LIMITATIONS OF LIABILITY

16.1 “By attending any rally, event or activity organised by the LOA or its members, all skippers accept that it is a fundamental principle of maritime law that the skipper is responsible for the safety of their vessel and crew. Furthermore skippers acknowledge that it is up to them personally to assess whether any event or activity on the water is too difficult for them, and whether or not their personal safety or that of their crew could be endangered. Skippers acknowledge that the safety of their boat and her entire management including insurance is solely their responsibility, and they must be satisfied the boat and crew are adequate to face the conditions that may arise in the course of the event. Specific assessment may be necessary for potentially more hazardous activities such as cross channel trips and racing.”

Members of the Association and their guests and visitors attend and take part in Association organised events entirely at their own risk and implicitly agree to, and accept, the following limitation of liability.

16.2 Every member of the Legend Owners’ Association (“the Association”) acknowledges that, neither the Association nor its officers shall be liable to any person for death or personal injury or for the loss of or damage to any vessel, equipment or other property arising out of any activities which the member may undertake or in which the member may be involved as a member of the Association, whether organised by the Association or otherwise, and indemnifies the Association and its individual committee members or event organizers against all and any costs, claims, demands and liabilities in respect of same.

16.3 Without prejudice to the generality of paragraph 1 of this standard indemnity, every member:

- (a) warrants the suitability of his or her vessel for any race or cruise or such race in which he/she may participate and certifies that such vessel complies with the safety regulations locally in force;
- (b) understands that the safety of such vessel and her entire management shall be his or her sole responsibility and that it is his or her responsibility to ensure that the vessel is fully found, thoroughly seaworthy and manned by a crew sufficient in number, capability and experience who are physically fit to face bad weather;
- (c) undertakes to have arranged adequate insurance cover to include cover against third party liability whilst racing or cruising of not less than £2 million (two million pounds sterling)
- (d) warrants that he or she is satisfied as to the soundness of the hull, spars, rigging, sails and all other gear and understands that it is his or her responsibility to ensure that all safety equipment is properly maintained, stored and in date and the crew know where it is kept and how it is to be used;
- (e) understands that neither the establishment of these conditions, their use by race or Cruise organisers nor any inspection of the vessel by and on behalf of the Association in any way limits his or her absolute responsibility.

16.4 Every member confirms that he or she considers that the terms of this standard indemnity are entirely fair and reasonable.