

# **Aberaeron Yacht & Watersports Club**

## **Clwb Hwyllo a Chwaraeon Dŵr Aberaeron**



*President: Mr D. Lloyd Thomas*

### **CONSTITUTION AND BYLAWS**

(Post AGM October 2021)

#### **SECTION 1. NAME AND EMBLEM**

**1.1 Name and Emblem.** The name of the Club shall be the Aberaeron Yacht and Watersports Club. For the purposes of the Constitution and Bylaws, this name shall be abbreviated to the Club. The emblem of the Club shall be a shovel and crescent moon on a black pennant flag.

#### **SECTION 2. OBJECTIVES**

**2.1 Objectives.** The purpose for which the Club has been formed is to promote and facilitate the activities of Yachting and Boating. In support of the aforementioned objectives, the Club shall also provide fund-raising, social and other associated events to promote these activities.

#### **SECTION 3. FORMAT OF THE CLUB**

**3.1 Format.** The Club shall consist of Honorary Members and Ordinary Members from which a titular President, Trustees (as required by the Trustee Act 1925 Section 36) and an Executive Committee consisting of Officers, Honorary Members and Ordinary Members, will be elected to administer the functions of the Club on behalf of its Membership. There shall be provision within the Club to offer Affiliate Membership in certain circumstances.

#### **SECTION 4. PRESIDENT**

**4.1 General.** The President will be the titular head of the Club and may sit on the Executive Committee as an ex-officio member. The President shall not have a vote on the Executive Committee.

**4.2 Term of Office.** The President shall hold office during his or her lifetime, or until he or she shall resign, or until a resolution removing him or her from office shall be passed at an Annual or Extraordinary General Meeting of the Club.

**4.3 Election of President.** In the event of a vacancy, the Executive Committee shall nominate a candidate for election at an Annual or Extraordinary Meeting of the Club. Such nomination will be approved by the members in a majority vote or set aside.

#### **SECTION 5. TRUSTEES**

**5.1 General.** For the purpose of giving effect to the appointment of Trustees, the Honorary Secretary of the Executive Committee shall be the person to notify the Members of the new Trustees within the meaning of the Trustee Act 1925 Section 36. There shall, at all times, be a minimum of 5 Trustees of the Club.

**5.2 Term of Office.** The Trustees shall hold office during their lifetimes, or until they should resign or a resolution is passed at an Annual or Extraordinary General Meeting to remove them from office.

**5.3 Election of Trustees.** Where, by reason of death, resignation or removal from office, the number of Trustees falls below 5 in number, the Executive Committee shall appoint a person or persons as the new Trustee(s) to fill the vacancy. Such appointments shall be confirmed or set aside at the next General Meeting of the Club. On appointment of new Trustees, the Executive Committee shall, as soon as possible, take all lawful and practical measures to procure the vesting of all Club assets into the names of the Trustees as constituted after such appointments and such names shall be prominently displayed on the Club premises.

**5.4 Powers of Trustees.** The Trustees shall in all respects act, in regard to any property, including land and investments of the Club held by them, in accordance with the directions of the Executive Committee, and shall have the power to sell, lease, 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 Executive Committee's directions. No purchaser, lessee or mortgagee shall be concerned to inquire whether such direction has been given.

**5.5 Indemnity of Trustees.** The Trustees shall be effectually indemnified by the Executive 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 the exercise of their duties or in relation to any property of the Club vested in them, or in relation to any legal proceedings or which otherwise relate directly or indirectly to the performance of the functions of a Trustee of the Club.

## SECTION 6. HONORARY MEMBERS

**6.1 General.** An Honorary Member shall pay neither Entrance nor Membership Fees. He or she shall be entitled to all the privileges and benefits of Membership except the right to vote at any General Meeting of the Club on any question relating to the finances of the Club. The incumbent Harbourmaster shall be offered Honorary Membership for the duration of his time in office.

**6.2 Term of Membership.** Honorary Membership shall be lifelong unless a resolution to revoke this membership is passed by a majority vote at a General Meeting of the Club.

**6.3 Nomination.** Honorary Members are nominated by the Executive Committee for election at an Annual General Meeting and shall be duly elected if a majority of those present vote in favour. Ordinary Members may nominate candidates for election to Honorary Membership by submitting to the Executive Committee a duly completed form with a proposer and seconder. The number of Honorary Members shall not exceed 10 at any one time.

## SECTION 7. ORDINARY MEMBERS

**7.1 General.** Ordinary Members are those who have been elected into membership and shall be at least 18 years of age upon election. Each Ordinary Member is entitled to vote at any General Meeting of the Club.

**7.2 Term of Membership.** Upon payment of a joining fee and subsequent membership fees, the term of membership will be deemed to run from 1<sup>st</sup> January to 31<sup>st</sup> December. However, the first term of membership of a new member joining on or after 1<sup>st</sup> October will be deemed to run until the 31<sup>st</sup> December of the following year. Any member whose subscription has not been paid three months after the 1<sup>st</sup> January shall not be entitled to use any of the Club's facilities until the subscription has been paid. Any Member whose membership has lapsed by more than one year will be required to pay a further joining fee as well as the annual subscription before becoming eligible to use the Club's facilities.

Annual fees shall be as follows, and shall be reviewed on an annual basis:

Senior Citizen/Student	£25
Ordinary Member	£35
Junior (under 18)	£5
Temporary Membership	£2 per person per day
Joining fee	£10 per application

**7.3 Election to Membership.** Membership Application Forms are available at the Club (*please check Website for opening hours*). Membership Application Forms can also be downloaded from the Club's Website at [www.aberaeronyachtclub.co.uk](http://www.aberaeronyachtclub.co.uk). Categories of membership are as detailed in 7.2. Approval of application as detailed in 7.5.

Candidates for membership shall have no privileges whatsoever in relation to the use of Club premises and facilities.

**7.4 Display of Candidates' Particulars.** A register of Candidates shall be kept by the Club and shall at all times be open to inspection by Members of the Club. The particulars of all Candidates seeking election to the Club shall be displayed prominently in the Clubhouse for not less than 7 days preceding the day when the candidate comes up for election.

**7.5 Approval of Application.** Every proposal for Membership shall be submitted to the Executive Committee at its first meeting after the candidates' particulars have been duly posted. A candidate shall be elected by a majority vote of the members present at the meeting.

**7.6 Privileges.** No candidate for membership, other than a Temporary Member or a Member of an Affiliate Club may use the Club facilities until 48 hours has elapsed from the date of posting the notice of election. Candidates for membership have no privileges whatsoever in relation to the use of the Club premises and facilities.

## SECTION 8. TEMPORARY MEMBERS

**8.1 General.** Temporary Membership may be granted at the discretion of at least two members of the Executive Committee present when the application is made. Temporary Membership will be valid on a daily basis. A Temporary Member shall have no voting rights at a General Meeting of the Club.

## SECTION 9. AFFILIATED MEMBERS

9.1 **General.** Any individual Club or Organisation having an interest in waterborne activities may apply to the Honorary Secretary for Affiliate Membership. The Executive Committee, at its first meeting after the notice of the applicants' particulars have been posted, will decide by a majority vote of those members present at the meeting to elect the applicant to Affiliate Membership or otherwise. All Clubs and Organisations applying for Affiliate Membership must be self-administering and self-financing. The Affiliate Membership does not entitle the Affiliate Member, or any of its' individual members, to any voting rights at any General Meeting of the Club. Members of the Affiliate Club who are not Members of the Club may not use the Club premises and facilities nor enjoy any of the privileges accorded to members of the Club except when engaged in a recognised event organised by the Affiliate Club.

9.2 **Election to membership.** The particulars of the applicant for Affiliate Membership shall be posted on the Club premises at least 7 days before the next meeting of the Executive Committee. The applicant shall be elected by a majority vote of the committee members present.

## SECTION 10. ENTRY INTO MEMBERSHIP

10.1 **General.** The Membership Secretary shall send to each newly elected member, immediately upon his or her election, written notice of this, together with a copy of the Constitution and Bylaws.

## SECTION 11. MEMBERS' GUESTS

11.1 **Guests.** Members shall enter the names and addresses of all guests in the Visitors' Book. Not more than two guests may be introduced in any one day and the same guest may not be introduced more than four times in any calendar year.

## EXECUTIVE COMMITTEE

12.1 **General.** The Executive Committee shall administer the everyday affairs of the Club for and on behalf of its Members and shall cause the funds of the Club to be used to further the objectives of the Club. The Executive Committee shall convene every month, making such arrangements as to the conduct and holding of such meeting as it may wish. The Executive Committee shall appoint a Chairperson who shall preside over the meeting and accurate minutes shall be kept.

12.2 **Composition of the Executive Committee.** The Executive Committee shall consist of members elected from the roll of Honorary and Ordinary Members at an Annual General Meeting of the Club. The Committee shall comprise the following Officers: Commodore, Vice-Commodore (Sailing), Rear-Commodore (Social), Rear-Commodore (Facilities), Honorary Secretary, Honorary Treasurer, Membership/Publicity Secretary, Bar/Catering Member and Social Media & Marketing Officer. The immediate past Commodore shall be an ex-officio member of the Committee during the year immediately following his retirement and shall retain full voting rights. The President may also sit on the Executive Committee as an ex-officio member, but shall not have voting rights.

12.3 **Voting.** Except in the case of a resolution relating to the expulsion of a member, voting shall be by a show of hands or by ballot. In the case of an equality of votes, the chairman shall have casting vote.

12.4 **Quorum.** Four members shall form a Quorum at a meeting of the Executive Committee.

## SECTION 13. ELECTION TO EXECUTIVE COMMITTEE

13.1 **General.** Elections to the Executive Committee shall take place at an Annual General Meeting of the Club and those elected shall hold office until the termination of the next Annual General Meeting.

13.2 **Residential Qualifications.** All candidates for election to the Executive Committee must be Honorary or Ordinary Members of the Club and resident in the UK.

13.3 **Nomination.** Each Member of the retiring Executive Committee wishing to seek re-election and those Members wishing to be elected to the Executive Committee must submit their nominations, duly proposed and seconded by Honorary or Ordinary Members, on the prescribed form, to the Honorary Secretary at least 28 days before the date of the Annual General Meeting. Such nominations, together with the names of the proposer and seconder, must be posted on the Club premises at least 14 days before the date of the Annual General Meeting.

13.4 **Election by Ballot and Lots.** If the number of candidates for election shall exceed the number of vacancies to be filled, then the election shall be by ballot. If, after a ballot, there is still an equality of votes, then the election shall be decided by drawing lots. If the number of candidates for election is equal to or less than the number of vacancies to be filled, then all candidates shall be deemed to be elected if there is majority vote in favour of such a resolution.

## SECTION 14. CASUAL VACANCIES

14.1 **General.** If, for any reason, a vacancy shall occur on the Executive Committee, the Committee may co-opt an Honorary or Ordinary Member to fill such vacancy until the following Annual or Extraordinary Meeting of the Club.

## SECTION 15. ABSENCE FROM COMMITTEE

15.1 **Undue Absence.** Any member of the Executive Committee absenting him or herself, without satisfactory reason, from three consecutive meetings of the Executive Committee shall resign his or her position from the Committee thereby creating a casual vacancy.

## SECTION 16. POWERS OF THE EXECUTIVE COMMITTEE

16.1 **Provision of Bylaws.** The executive Committee may, from time to time, make, alter and repeal Bylaws regulating the use of the Club premises and facilities by Members, the admission of guests to the Club, the holding of Regattas and generally for the good conduct of the affairs of the Club and providing they are not inconsistent with the Constitution or any Statutory enactment, such Bylaws shall be binding on all members of the Club. Such Bylaws shall remain in force until approved or set aside by a vote at the next General Meeting of the Club.

**16.2 Register of Members.** The Executive Committee shall keep a register of Members including particulars of boats owned by Members. A Register of Candidates for Membership shall also be kept.

**16.3 Financial Accounting.** The Executive Committee shall cause such books of account to be kept as are necessary to give a true and fair view of the state of the finances of the Club and cause all returns as may be required by law in relation to such accounts to be rendered in due time. An Annual Accounts and Balance Sheet shall be prepared for the agreed accounting period and be available prior to the Annual General Meeting. All accounts due to the Inland Revenue, HM Customs and Excise and the Local Government Authority must be rendered in due time.

**16.4 Independent Auditors.** Independent Auditors shall be appointed each year at the Annual General Meeting and called upon by the Executive Committee to audit the accounts of the Club and give a Certificate of Assurance as to the accuracy of the said accounts.

**16.5 Compliance with the Law.** The Executive Committee shall ensure at all times that there is compliance with all relevant legislation concerning the operation of the Club's activities.

**16.6 Payment of Dues.** The Executive Committee shall ensure that all monies due to Authorities administering such legislation are duly paid and any documentation relating to such compliance is prominently displayed on the Club premises.

**16.7 Insurance Cover.** The Executive Committee shall ensure that Insurance policies as may be needed to fully protect the interests of the Club and its Members are fully maintained.

**16.8 Appointment of Sub-committees.** The Executive 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.

**16.9 Limitation of Delegation.** Any Member or sub-committee delegated by the Executive Committee to act as agents for the Club shall enter into contracts only as far as expressly authorised by the Executive Committee. No one shall, without the express authority of the Executive Committee, pledge the credit of the Club. Any member of the Executive Committee, or of any sub-committee, in transacting business for and on behalf of the Club, shall disclose to third parties that he or she is so acting.

**16.10 Indemnification of Executive Committee.** In pursuance of the authority vested in the Executive Committee by members of the Club, members of the Executive Committee are entitled to be indemnified by the members of the Club against any liabilities properly incurred by them or any one of them on behalf of the Club 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 Club.

## SECTION 17. ANNUAL GENERAL MEETING OF THE CLUB

17.1 **Notice of Meetings.** An Annual General Meeting of the Club shall be held every year on the Club premises at a time and date to be determined by the Executive Committee. The Honorary Secretary shall give 14 days' notice in writing to every Member and shall state in this notice the business to be discussed at such meetings. A balance sheet showing the Club's financial status shall be included in this notice whenever possible.

## SECTION 18. SPECIAL GENERAL MEETINGS OF THE CLUB

18.1 **Meetings called by the Executive Committee.** The Executive Committee may, at any time, upon giving 21 days notice in writing to every Member, call a Special General Meeting of the Club for any special business, the nature of which shall be stated in the notice of the Special Meeting, and the discussions at such meetings shall be confined to the business stated in the notice sent to members.

18.2 **Meetings called by Members.** The Executive Committee shall similarly call a Special Meeting of the Club upon a written request addressed to the Honorary Secretary and signed by at least 10 Ordinary or Honorary Members. The discussions at such meetings shall be confined to the business stated in the notice.

## SECTION 19. CONDUCT OF MEETINGS

19.1 **Matters to be raised at AGM.** Any Member wishing to introduce business not included in the normal agenda at an Annual General Meeting must give notice in writing to the Honorary Secretary by the thirty first day of the August preceding the date of the Annual General Meeting.

19.2 **Chairperson.** At every General Meeting of the Club, the Executive Committee shall appoint a Chairperson to preside over the Meeting and he or she shall carry a casting vote in ballots.

19.3 **Quorum.** At any General Meeting, 20 Ordinary Members are required to form a quorum.

19.4 **Ballot and Casting Vote.** Every question, except where there is prior provision for a ballot and on matters relating to changes in the Constitution and Bylaws, will be decided by majority vote. In the event of an equality of votes, the Chairperson shall have a casting vote.

19.5 **Votes on Changes to the Constitution.** On any resolution properly put to an Annual General Meeting relating to the creation, repeal or amendment of the Constitution and Bylaws, such changes shall only come into effect when passed by a majority vote of at least two thirds of those present and eligible to vote. Such resolution shall come into force at the termination of that meeting.

## SECTION 20. LIMITATION OF CLUB LIABILITY

20.1 **General.** All Members, guests and visitors to the Club are bound by the Constitution and Bylaws and may use the Club premises and facilities entirely at their own risk and impliedly accept the following conditions:

**20.2 Damage or Loss of Property.** The Club will not accept any liability for any damage to or loss of property belonging to Members, their guests or visitors.

**20.3 Personal Injury.** The Club will not accept liability for personal injury arising out of use of Club premises and facilities, either sustained or caused by Members, guests or visitors, whether or not such damage or injury could have been attributed to or was occasioned by the neglect, default or negligence of any of them, the Officers, Executive Committee or servants of the Club.

## SECTION 21. DISSOLUTION OF THE CLUB

**21.1 Dissolution.** If, upon winding up or dissolution of the Club, there remains, after the satisfactory settlement of all its debts and liabilities, any property whatsoever, the same 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 General Meeting at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable concern.

## SECTION 22 BYLAWS

**22.1 Rights and Privileges of Members.** Senior Citizens, Student members, Ordinary members, Junior members and Honorary members shall have full use of all the Club's facilities. Temporary members (which expression shall include members of another RYA recognised Club or organisation) shall have use of all Club facilities but:

- a. No right to enter Club races or Regattas unless specifically authorised by the Secretary or Committee.
- b. No right to introduce visitors to the Club or facilities thereof.
- c. No right to take part in the management of the Club.
- d. Is deemed to have notice of and impliedly undertakes to comply with the Club Rules, current Bylaws and Regulations as if he or she were a Member of the Club and so far as the said Rules, Bylaws and Regulations may be deemed to apply to such Temporary Member.
- e. Shall be liable to expulsion from the Club premises if, in the opinion of the Secretary, he or she shall not have reasonably complied with the above conditions.

**22.2 Junior Members and Children.** The Executive Committee and all members shall ensure that Junior members and Children under 18 years of age comply with the Licensing and Gaming Laws when using the Club premises.

**22.3 Control of Dogs.** No dogs may be brought into Club premises.

**22.4 Control of Car Parking.** Cars may only be parked in areas designated for such parking so as not to cause an obstruction to other cars or to the approaches to the Club premises.

**22.5 Opening of the Club Premises.** The Club shall be open to members at such times as the Executive Committee shall direct.



**22.6 Permitted Hours for the Sale of Intoxicating Liquor.** The bar will be open at such hours as may be decided by the Executive Committee subject to any restrictions imposed from time to time by the Licensing Justices.

**22.7 Members' Boats.** Boats may only be left on Club premises with permission of the Executive Committee and the Committee may move the vessel to another part of the Club premises and shall not be liable for any loss or damage to the vessel howsoever caused.

**22.8 Abandoned Boats.** The Executive Committee at any time may:

a. Give one month's notice in writing to the member or former member at his last known address as shown in the Club Register and thereafter sell the vessel and deduct any monies due to the club (whether by way of arrears of subscriptions or annual payments, moorings, dinghy park fees or otherwise) from the proceeds of their sale before accounting for the balance (if any) to the member or former member.

b. Alternatively, if the vessel is unsaleable, after giving notice in writing as aforesaid, dispose of the vessel in any manner the Committee may think fit and deem the cost of doing so and any arrears as aforesaid to be a debt owing to the Club by the member or former member.

PROVIDED ALWAYS THAT: proper evidence is available to show that all reasonable steps have been taken to trace a member or former member, and that when and if the vessel is sold, the proceeds of the sale, less any indebtedness by the member or former member of the Club, shall be placed upon bank deposit account and retained against the eventuality of a claim by the owner (whether he be the said member or former member or otherwise) for a period of six years.

**22.9 Club Boats and Ancillary Equipment.** The Club may at any time own a range of boats and ancillary equipment.

These boats and equipment shall be available to all Members for Safety and Training purposes in Club waters provided that:

a. Before using any such boats and equipment, a Member shall first satisfy the Sailing Committee of his or her competence to do so.

b. Ancillary boat gear (outboards, trailers, life jackets, oars, rowlocks, anchors, warps etc) shall only be used with Club boats.

c. In the event of any damage or loss to Club boats or equipment, the member in charge may, at the discretion of the Sailing Committee, be liable for part or all of the first £25 of the cost of replacement or repair.

d. Gear shall not be exchanged from one boat to another. If something is broken or missing the facts shall be reported to the Sailing Secretary.

f. All boats and ancillary equipment must be operated with due regard for the environment, bearing in mind that much of the local area of Cardigan Bay is a candidate Special Area of Conservation and a Site of Special Scientific Interest. In particular, the habitat of wildlife (especially dolphins, harbour porpoises and seals) must be respected: do not deliberately approach these mammals and avoid polluting their environment.