

# CLWB CYCHOD TREFDRAETH / NEWPORT BOAT CLUB CONSTITUTION AND RULES

## 1. NAME

The name of the Club shall be:

Clwb Cychod Trefdraeth / Newport Boat Club.

## 2. PREMISES

The premises of the Club are:

Clwb Cychod Trefdraeth / Newport Boat Club, Y Parrog, Trefdraeth / Newport,  
Pembrokeshire SA42 0RP.

## 3. MANAGEMENT OF THE CLUB

Overall control of the Club is vested in the Management Committee. Promotion, control and development of on-water activities and related events are delegated to the Sailing and Boating Committee.

## 4. AIMS AND OBJECTIVES

The aims and objectives of the Club shall be to promote and facilitate such on-water and social activities as shall be deemed likely to be of benefit and/or interest to the Membership, and to provide and maintain a clubhouse.

## 5. PRESIDENT

There shall be a President elected annually by the Membership in accordance with Club Rules.

## 6. OFFICERS

(a) There shall be a **Commodore** elected by the Membership in accordance with Club Rules. The Commodore is responsible for all activities of the Club. Following completion of the term of office, the past Commodore shall be an *ex officio* member of the Management Committee for one year.

(b) There shall be a **Vice-commodore** elected by the Membership in accordance with Club Rules. In addition to deputising for the Commodore, the Vice-commodore shall carry out such other duties as may be decided by mutual agreement with the Commodore and approval of the Management Committee.

(c) There shall be a **Rear-commodore (Sailing and Boating)** elected by the Membership in accordance with Club Rules. The Rear-commodore (Sailing and Boating) shall be responsible to the Commodore and the Management Committee for all matters pertaining to the on-water activities of the Club and shall be Chair of the Sailing and Boating Committee.

(d) There shall be a **Secretary (Sailing and Boating)** elected by the Membership in accordance with Club Rules. The Secretary (Sailing and Boating) shall be Secretary of the

Sailing and Boating Committee and shall provide such assistance to the Rear-commodore (Sailing and Boating) as shall be mutually agreed.

(e) There shall be a **Secretary** elected by the Membership in accordance with Club Rules. The Secretary shall report to the Commodore and the Management Committee. The Secretary shall be responsible for:

- (i) conducting the correspondence of the Club and keeping appropriate records thereof;
- (ii) taking and keeping minutes of meetings of the Management Committee, Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs) of the Club, and ensuring that such minutes are agreed to be true records at the next meeting of the appropriate body;
- (iii) arranging for the preparation, availability and distribution of such agenda and other papers as may be needed for any meetings of the Management Committee, AGMs and EGMs, excepting where such papers are reports of Officers, Standing Committees, Sub-committees and/or Working Groups of the Club;
- (iv) writing and submitting such reports and information as shall be deemed necessary or required to appropriate media;
- (v) carrying out any other duties and responsibilities as shall be agreed by the Management Committee.

(f) There shall be a **Treasurer** elected by the Membership in accordance with Club Rules. The Treasurer shall report to the Commodore and the Management Committee and shall be responsible for:

- (i) keeping an accurate record of all financial transactions, such record to show a true and fair view of the state of the finances of the Club, and to present such record to the Management Committee at regular intervals;
- (ii) advising the Commodore, the Management Committee and its Standing Committees, Sub-committees and Working Groups on financial matters;
- (iii) ensuring that an appropriate level of insurance cover is provided and maintained for the Club's property and activities, and that insurance premiums are paid as and when due;
- (iv) providing the auditors of the Club with sufficient information to enable them to prepare a set of accounts, including a balance sheet, for each financial year for presentation to the Management Committee for agreement and subsequently to the Membership at an AGM for approval;
- (v) causing all returns as may be required by law in relation to the said accounts to be rendered at the due time and in the due place;
- (vi) ensuring that all financial matters of the Club are conducted with due probity.

(g) There shall be a **Membership Secretary** elected by the Membership in accordance with Club Rules. The Membership Secretary will be aided in their duties by the Club Administration Manager (CAM) and such other staff members as shall be agreed by the Management Committee. The Membership Secretary shall report to the Commodore and the Management Committee. The duties of the Membership Secretary, working in conjunction with the CAM, shall include:

- (i) receiving and processing applications for Membership and collecting the appropriate entry fee and subscription from such applicants;
- (ii) ensuring that applicants have been properly proposed and seconded, and causing applications to be displayed on a Club notice board for not less than 48 hours;
- (iii) if no objections have been received and the correct fees and subscriptions have been paid, presenting a list of applicants to the next convenient Management Committee Meeting for ratification and advising the Management Committee, in confidence, where objections to Membership have been made. The Management Committee's decision shall be final;

- (iv) formally notifying applicants of the success or otherwise of their applications;
- (v) issuing membership cards to successful applicants;
- (vi) supplying replacement membership cards where necessary to Members at whatever fee may be decided by the Management Committee from time to time;
- (vii) maintaining an up-to-date register of names, postal and email addresses of Members, together with year admitted to the Club, such register to be kept at the Club and to be available to such Club Members and staff as may legitimately require access;
- (viii) collecting such subscriptions as shall be due from Members and accounting for such monies to the Treasurer;
- (ix) reporting any Members whose subscriptions are in arrears to the Management Committee;
- (x) keeping such data on Club Members as may be permitted by legislation and deemed necessary by the Management Committee in a secure and confidential place;
- (xi) establishing and maintaining a waiting list if so required by the Management Committee.

## **7. MANAGEMENT COMMITTEE**

(a) There shall be a Management Committee elected by the Membership in accordance with Club Rules and constituted as follows:

- (i) the Management Committee shall consist of the Officers of the Club and up to six further members. The CAM may be invited to attend meetings of the Management Committee, but may be required to leave if deemed necessary;
- (ii) Officers and Management Committee Members shall be elected at an AGM or EGM of the Club;
- (iii) Officers shall have tenure for one year after which they must resign, but are eligible for re-election;
- (iv) Committee Members serve for three years, retiring in rotation but being eligible for re-election;
- (v) all Officers and Committee Members shall serve in an honorary capacity.

(b) The Management Committee shall conduct its business as follows:

- (i) the Management Committee shall normally meet at the Club once in each calendar month;
- (ii) the Management Committee shall be responsible to the Commodore and the Club Membership for the orderly and efficient conduct of the Club and its affairs, and shall manage the Club in accordance with the Rules, causing the funds of the Club to be used for the aims and objectives of the Club. Additionally, the Management Committee shall be empowered to make charitable and other donations from Club funds where and when deemed appropriate;
- (iii) the Management Committee shall be empowered to make such byelaws as they shall from time to time think fit, always provided they are not in conflict with these Rules. Such byelaws shall be exhibited on a Club notice board and the Club website for not less than five days before implementation and properly recorded in Club records. Normally, byelaws shall be applied until the next AGM or EGM, when they shall be submitted for adoption by Members;
- (iv) the Meeting shall normally be chaired by the Commodore or, in the absence of the Commodore, by the Vice-commodore. If both the Commodore and Vice-commodore are absent then the Chair for the time being shall be elected by those Members present;
- (v) five Members, including Officers, shall form a quorum;
- (vi) the agenda shall normally be formulated by the Secretary and the Commodore, and shall normally include: apologies for absence; minutes of the last meeting;

matters arising; reports from the Treasurer; reports from the Membership Secretary, together with a list of applications for Membership for ratification; reports from the Bar and Social Committee; reports from the Sailing and Boating Committee; reports from the Facilities Committee; reports from Working Groups of the Management Committee; correspondence of note; the CAM's report; any motions as have been properly proposed and seconded together with any amendments thereto; and any other business;

(vii) the agenda and any associated papers shall be circulated by the Secretary in sufficient time;

(viii) the Management Committee shall be empowered to co-opt members to the Committee in order to fill any casual vacancy that may arise or, for a temporary period, to incorporate special and particular expertise. Such co-options shall end no later than the next AGM or EGM of the Club;

(ix) voting at meetings of the Management Committee shall be by show of hands, except where the Chair deems it appropriate to conduct a secret ballot. The Chair shall not normally vote on a motion but in the event of a tie of votes shall have a casting vote;

(x) the Management Committee shall allocate appropriate budgets for each area of activity of the Club, including assigning and overseeing annual and other such apportionments of capital for Club projects as shall be decided;

(xi) the Management Committee shall be empowered to establish such Sub-committees, Working Groups and individual responsibilities as it deems necessary;

(xii) the Management Committee shall be empowered to engage the services of professional persons or organisations to assist with various aspects of the management and execution of Club affairs, and to set an appropriate remuneration for such services;

(xiii) the Management Committee shall be empowered to borrow money on behalf of the Club to assist with specific projects. The total amount of such borrowing shall not exceed 50 per cent of the annual subscription income received by the Club;

(xiv) the Management Committee shall be responsible for Human Resources matters. This responsibility shall be enacted by the Commodore supported by the Vice-commodore;

(xv) the Management Committee shall be responsible for Health and Safety matters. This responsibility shall be enacted by the Commodore supported by the Vice-commodore.

## **8. SAILING AND BOATING COMMITTEE**

(a) There shall be a Sailing and Boating (S&B) Committee consisting of at least five Members, including the Rear-commodore (S&B), the Secretary (S&B) and at least one Member each to represent sailing, rowing and such other group on-water activities that warrant representation, elected according to Club Rules. The Rear-commodore (S&B) shall be Chair of this committee and the Secretary (S&B) shall be Secretary. Members shall serve for three years, retiring in rotation but being eligible for re-election. The Commodore, Vice-commodore, Secretary and Treasurer are entitled to attend *ex officio*.

(b) The S&B Committee shall:

(i) report to the Management Committee via the Rear-commodore (S&B) and/or Secretary(S&B);

(ii) be empowered to co-opt further members in order to provide such extra expertise and experience as may be thought necessary. Such co-options shall end no later than the next AGM or EGM;

(iii) perform its duties within the annual budget allocated by the Management Committee.

- (c) The duties of the Sailing and Boating Committee shall include:
- (i) being responsible for the implementation and advertisement of a programme of on-water activities;
  - (ii) producing and maintaining such standard operating procedures as are required for the safe and efficient operation of S&B activities and presenting these to the Management Committee for approval;
  - (iii) ensuring that Members acting as race officers and/or other officials under the Club burgee have received appropriate instructions;
  - (iv) being responsible for training programmes in respect of on-water activities, ensuring that such training is conducted by or under the supervision of appropriately qualified persons, or in accordance with such requirements of the RYA and/or other appropriate bodies as shall be in existence;
  - (v) ensuring there is appropriate and sufficient safety cover for the above activities and that where safety craft are used they are well found and handled by appropriately qualified personnel;
  - (vi) being responsible for the care and maintenance (including preventative maintenance) of all craft, moorings, engines, trophies and ancillary boating equipment owned or leased by the Club, and maintaining a programme of 'writing down' and replacing such equipment and material as necessary;
  - (vii) maintaining a record of trophy winners and the location of Club trophies throughout the year;
  - (viii) arranging for such prize-giving and other events as shall be deemed necessary or desirable, ensuring that all trophies are available in sound order for such events;
  - (ix) reporting on such activities as are within the S&B Committee's remit, including brief details of any spend and takings, at each meeting of the Management Committee;
  - (x) if deemed necessary, appointing a Bosun who shall report to the Rear-commodore (Sailing and Boating), and who shall be responsible for such duties as shall be decided by the S&B Committee. The S&B Committee may recommend an appropriate honorarium for the post if necessary. The Bosun may also hold other posts in the Club.

## 9. STANDING COMMITTEES

There shall normally be two Standing Committees of the Management Committee: the Bar and Social Committee, and the Facilities Committee. The Commodore, Vice-commodore, Rear-commodore, Secretary and Treasurer are *ex officio* members of Standing Committees. Unless otherwise stated in these Rules, Chairs or Leads of these committees shall be decided by the Members of that committee. Standing Committees are empowered to co-opt additional Members to incorporate special expertise. Such co-options must end no later than the next AGM or EGM of the Club.

## 10. BAR AND SOCIAL COMMITTEE

- (a) The Bar and Social Committee shall report to the Management Committee and shall be constituted as follows:
- (i) membership shall be the Treasurer and up to four nominated members of the Management Committee;
  - (ii) the CAM and the Bar Manager shall normally attend meetings of this Committee;
  - (iii) the Committee shall appoint its Chair at its first meeting after each AGM and shall normally meet once a month;
  - (iv) the Bar and Social Committee shall be empowered to spend such sums deemed necessary for the maintenance of adequate bar stock and commodities.

(b) The duties of the Bar and Social Committee shall include:

- (i) laying down the hours when the Club shall be open together with the hours when the supply to Members and the sale to Members' guests of intoxicating liquor are permitted from time to time, such decisions to be ratified at the next meeting of the Management Committee. These hours shall be published in the Club, as shall the hours of opening of public areas of the Club and the sale therein of intoxicating liquor and other provisions, provided always the hours are so fixed in accordance with the provisions of the Club's licence and the Licensing Act or Acts then in force;
- (ii) controlling, in conjunction with the Bar Manager, the ordering, receipt, supply and sale of intoxicating liquor and other commodities including food, goods and Club apparel sold at the Club;
- (iii) ensuring that proper records are kept;
- (iv) monitoring staff hours and recommending such appointment of casual bar staff as may be deemed necessary to provide efficient service to members;
- (v) carrying out stock-taking of bar commodities at such intervals as it deems appropriate;
- (vi) ensuring via the CAM that a Club Premises Certificate is in place, and that such other applications under the Licensing Act 2003, and modifications thereto as may be required from time to time, have been made;
- (vii) controlling gaming and amusement only machines in the Club, ensuring that they are properly licensed, maintained and utilised in accordance with the terms of the Club's Premises Certificate and the laws of the land;
- (viii) arranging for and providing such entertainment as shall be likely to be of benefit and enjoyment to Members of the Club;
- (ix) arranging for and providing such activities as the Club may wish to supply for the benefit of the local community and/or national or local charities or other organisations;
- (x) reporting on such activities as are within the Bar and Social Committee's remit, including brief details of any spend and takings, at each ordinary meeting of the Management Committee.

## **11. FACILITIES COMMITTEE**

There shall be a Facilities Committee consisting of at least three Members nominated by the Management Committee. Reporting to the Management Committee, the Facilities Committee shall be responsible for:

- (i) initiating refurbishment, maintenance, works and projects in all Club areas within the budget so allocated by the Management Committee;
- (ii) planning, commissioning and supervising such structural and building work as may be required by the Management Committee;
- (iii) appointing such contractors and professional people as shall be considered appropriate for particular works and services, ensuring that quotations are procured where these are appropriate and deemed necessary;
- (iv) managing the care and maintenance of Club facilities, internal and external, except where these have been delegated to other Sub-committees by the Management Committee;
- (v) liaising with the CAM in respect of the appointment and duties of the Club Groundsman;
- (vi) ensuring that all activities within the remit of the Facilities Committee are carried out safely and to a high standard within the budget so allocated by the Management Committee.

## **12. HUMAN RESOURCES**

In accordance with Rule 7(b)(xv), the Management Committee, via the Commodore and the Vice-commodore, shall be responsible for Human Resources (HR) matters. These shall include:

- (i) providing HR solutions to reinforce and support the Club's aims and objectives;
- (ii) maintaining an efficient and harmonious environment for employees and Members;
- (iii) engaging such professional support as may be deemed necessary;
- (iv) managing the employment, termination of employment and conditions of staff, except where this is delegated;
- (v) maintaining an effective disciplinary and grievance procedure in accordance with employment law then in force.

## **13. HEALTH AND SAFETY**

In accordance with Rule 7(b)(xvi), the Management Committee, via the Commodore and the Vice-commodore, shall be responsible for Health and Safety matters in conjunction with the CAM. Responsibilities shall include:

- (i) advising the Management Committee on all matters pertaining to Health and Safety at the Club and during Club activities;
- (ii) ensuring that the requirements of the Health and Safety Act 1974, the Fire Safety Order 2005 and any other relevant legislation, and their amendments currently in force, are followed;
- (iii) producing and maintaining a written Fire Risk Assessment and Fire Safety Protocol together with a written Health and Safety Policy;
- (iv) ensuring that fire safety protocols and testing are adhered to;
- (v) producing, maintaining and recording procedures for the above and ensuring these procedures are followed and properly recorded;
- (vi) appointing a Child Protection Officer or Officers as needed for the proper protection of children at the Club or engaged in Club activities. Such officers shall initially report to the Commodore and the Vice-commodore, attending such meetings as are considered appropriate.

## **14. INFORMATION TECHNOLOGY**

There shall be an IT Lead, normally the Membership Secretary, appointed by the Management Committee. The IT Lead will be the nominated Data Protection Officer under the 2018 General Data Protection Regulations (GDPR) and any subsequent amendments thereto. The IT Lead will be supported by the CAM in respect of the Club's IT operations, and will report to the Commodore and the Management Committee. The responsibilities of the IT Lead, in conjunction with the CAM, will include:

- (i) advising the Management Committee on Club IT requirements;
- (ii) managing and liaising with Club IT contractors as appropriate;
- (iii) ensuring that Club IT systems and equipment are fit for purpose and properly maintained;
- (iv) ensuring that members of staff operating Club IT systems are competent and properly trained;
- (v) ensuring that, where necessary, the Club complies with the provisions of the 2018 GDPR and such other legal requirements as shall then be in force.

## 15. CATEGORIES OF MEMBERS

Categories of Members of the Club shall be as below:

(a) Founder Life Members. Persons who subscribed to the founding of the Club in 1975 and who are currently set out as such in the Club Register, together with their spouse or civil partner currently set out as such in the Club Register.

(b) Life Members. Persons who, having paid the appropriate fee, are currently set out as such in the Club Register. Following the death of an original subscribing Life Member with a surviving spouse or civil partner that Life Membership shall pass to the spouse or civil partner. Where a Life Member is under the age of 18 on the first day of the relevant year such Life Member shall be afforded only the privileges of Membership pertaining to their age.

(c) Vice-presidents. Persons who, having performed outstanding service to the Club as is worthy of such recognition, are so appointed by the Management Committee. Members may also recommend people for this honour. Members so honoured are accorded the duties and privileges of Members.

(d) Honorary Life Members. Persons who, having performed such service to the Club as is worthy of such recognition, are so appointed by the Management Committee. Members so honoured are accorded the duties and privileges of Members.

(e) Members. Persons aged 18 years or over on the first day of September in the relevant year and who have been elected according to the Rules of the Club then in force and whose subscription is maintained, together with their named spouse or civil partner and named children under the age of 18 on the first day of September of the relevant year. Such named spouses or civil partners and named children under 18 years shall be known for administrative purposes as 'specified persons.'

(f) Junior Members. Children under 18 years on the first day of September in the relevant year, who have been elected according to the Rules of the Club then in force and whose subscription is maintained. Applications for Junior Membership require the permission of parents or guardians.

(g) Visiting Members. Visiting yachtsmen who anchor in Newport Bay on passage and *bona fide* members of other boating clubs who have made themselves known to an Officer of the Club. This form of Membership shall not normally exceed 48 hours.

## 16. CLUB SUBSCRIPTIONS AND FEES

(a) Entrance fees, card replacement fees and Membership subscriptions shall be decided from time to time by the Management Committee.

(b) The Management Committee may offer concessionary subscriptions to sub-sets of the Membership.

(c) All subscriptions and fees shall be displayed prominently in the Club at all times. If any of these are altered, the revised amounts shall be prominently displayed in the Club for at least 14 days before being implemented.

(d) Members must pay their annual subscriptions on or before September 1<sup>st</sup>, being the subscription for the following twelve months, by such method as shall be decided by the Management Committee.

(e) If the correct subscription is not paid by the due date then ONE reminder shall be sent. A reminder is deemed to have been issued when an electronic or postal message is sent to



the last known email or postal address of the member. If the outstanding sums are not paid within 28 days of the issue of the said reminder then that membership shall lapse. Any moneys paid previously and purporting to be a membership subscription shall be forfeit.

### **17. ELECTION OF MEMBERS**

(a) Applicants for Membership shall be proposed and seconded by existing Members, using the approved form, who are acquainted with the applicants and who can vouch for their suitability as Members of the Club. Applications shall be processed by the Membership Secretary prior to passing to the Management Committee for ratification.

(b) Persons who have applied for Membership are entitled to use the Club's facilities (but to have no other entitlements) 48 hours after handing in the properly completed application form including bank instructions, provided no objection to their Membership has been received. This temporary entitlement will be withdrawn if their behaviour is deemed unacceptable, or if their application for Membership is rejected by the Management Committee.

(c) Applicants in July or August of any year and whose application is successful shall be deemed to be Members until the last day of August of the following year.

### **18. ENTITLEMENTS OF MEMBERS**

Members may:

- (i) use the Club's facilities;
- (ii) fly the Club Burgee;
- (iii) take part in events organised by the Club;
- (iv) be supplied with intoxicating liquor and other provisions according to the Rules of the Club and the requirements of the Licensing Act then in force;
- (v) attend and vote at General Meetings of the Club;
- (vi) be an Officer of the Club or be elected or co-opted to a Committee or Working Group of the Club;
- (vii) introduce guests to the Club in accordance with the Rules and Byelaws relating to guests.

### **19. LIMITATIONS OF ENTITLEMENTS**

Members, but not specified persons, are entitled to all facilities listed under Rule 18. Junior Members, Visiting Members and Applicants for Membership are not eligible for items (v), (vi) or (vii) of Rule 18. Junior Members are additionally not entitled to Item (iv) of Rule 18.

### **20. COMMUNICATION WITH MEMBERS**

Communication with Members shall normally be via the Club Website and/or email together with displays on the Club notice board. Where Members are unable or unwilling to accept such methods and have requested in writing that communication be by other methods the Club shall normally utilise a 'Print on Demand' system.

### **21. GUESTS**

(a) Members as specified in Rule 15 (a) to (e) may introduce a guest or guests to the Club. No person may be introduced as a guest on more than five occasions in any one calendar year.

(b) On each occasion Members must enter the name and address of their guest(s) in the Visitors Book and sign the Visitors Book.

(c) Members must accompany their guests throughout their visit to the Club premises.

(d) Members shall be responsible for the conduct of their guests during their visit.

(e) Persons visiting the Club as members of a team or their supporters, or participating in an event organised by the Club, may be admitted to the Club as Guests of the Club on the signature of the Member authorised to organise that event or of any Club Officer or Member of the Management Committee of the Club.

(f) The Management Committee reserves the right to exclude any guest from the Club without giving any reason.

## **22. MISREPRESENTATION**

No Member shall allow their membership card or identity to be used by another in order to obtain the benefits of membership or for any other purpose.

## **23. OBLIGATIONS AND CONDUCT OF MEMBERS**

(a) Members are required to provide their current postal and email addresses to the Membership Secretary, ensuring such addresses are up-to-date.

(b) Where a Member wishes to resign from the Club they should do so by email or letter to the Membership Secretary at the Club with confirmation that their standing order has been revoked. Any such resignation shall take effect from the last day of August in the subscription year in which the resignation notice was received. Subscription years normally last from September 1<sup>st</sup> to August 31<sup>st</sup> of the next calendar year.

(c) Upon admittance to Club Membership and thereafter as a Member of the Club, Members in all categories and specified persons are deemed to have taken notice of such Club Rules as are in force and by implication have undertaken to comply with such Rules. Any refusal or neglect to do so, or any conduct whether in the Club or elsewhere which is the subject of complaint or, in the opinion of the Management Committee, is offensive or is likely to bring the Club into disrepute, shall render such person(s) liable to suspension or expulsion under the following procedure.

(d) Immediately after the receipt of an allegation or as soon as possible afterwards, a panel normally consisting of the Commodore, the Vice-commodore and an Officer of the Club shall speak informally to the alleged offender and shall decide within 24 hours whether there is a case to answer. If the panel deems there is a case to answer the alleged offender shall be required to absent himself/herself temporarily from the Club during the investigation. If agreement to this is not forthcoming, or if the alleged offender subsequently does not honour such an agreement, the Management Committee shall cause to have displayed in the Club a notice saying that the alleged offender has been temporarily suspended. The allegation shall be investigated as below.

(e) A date shall be fixed for the Management Committee to meet to consider further action and/or to conduct a hearing, the said meeting normally to take place not before 14 days and not later than 21 days after the panel meeting.

(f) Normally not later than seven days before the meeting of the Management Committee the Secretary shall cause written notice of the said meeting to be served upon the alleged

offender at the last address notified to the Club inviting their presence, accompanied by one friend if so desired, at the said meeting. The notice should also indicate that the allegation(s) will be considered whether or not the alleged offender and/or friend appear. The Management Committee may call witnesses in support of the allegation(s) and may, at its sole discretion, accept written testimony.

(g) At the said meeting, the allegation(s) against the alleged offender shall be recited in the presence of the alleged offender and the friend if in attendance. The alleged offender and friend shall be given the opportunity to answer the allegation(s), question the Management Committee and its witnesses and call such witnesses in defence of the allegations as they deem necessary. The Committee shall then retire and consider what action should be taken. The Committee may decide to:

- (i) reinstate the alleged offender;
- (ii) reinstate the alleged offender subject to a warning as to future conduct;
- (iii) appoint a fixed period of suspension;
- (iv) terminate Membership.

(h) The decision of the Committee shall be conveyed as soon as possible orally to the alleged offender and confirmed in writing, normally within five working days of the hearing. The decision shall also be displayed in the Club if:

- (i) the temporary suspension imposed under Rule 23(d) above has been lifted;
- (ii) actions (iii) or (iv) in Rule 23(g) above have been imposed.

The decision of the Management Committee shall be final.

#### **24. GENERAL MEETINGS OF THE CLUB**

(a) A General Meeting of the Club shall be held annually in August either by way of a physical meeting in Trefdraeth /Newport or otherwise, including by remote electronic or other means, as the management Committee may deem reasonably necessary from time to time. Meetings shall normally be chaired by the Commodore. Those who are members only by virtue of being a specified person or a Junior Member are not eligible to attend the meeting. Members shall normally receive not less than 14 days' notice of the meeting together with the agenda, a copy of the Club accounts for the last Club financial year and other relevant papers. Such notice shall be by announcement on the Club Website and/or by email together with display on the Club notice board, unless otherwise agreed. The business of the meeting shall normally include: Apologies for Absence; Minutes of the Last Meeting; Matters Arising; Consideration of the Audited Accounts; Election of President, Officers, Management Committee, and Sailing and Boating Committee; Commodore's Report; Appointment of Auditors/Accountants; Consideration of any properly presented Motions; and Any Other Business at the discretion of the Chair. A quorum at this meeting shall be 30 eligible members.

(b) Candidates for Office or Membership of the Management and/or Sailing and Boating Committees shall be proposed and seconded in writing, including by email or other electronic means, by Members eligible to attend the meeting, accompanied by the signature of the candidate, indicating that they are willing to serve if elected. Such nominations shall be made on the form which shall be displayed at the Club and posted on the Club website and must be delivered to the Secretary at least 14 days before the advertised date of the meeting. Voting for such positions shall be made by secret ballot of those eligible and who are present at the meeting.

(c) Ordinary motions for consideration at the AGM shall be proposed and seconded as above and must be delivered to the Secretary electronically or in writing at least 14 days

before the advertised date of the meeting. Voting on such motions shall be by show of hands unless otherwise decided by the Chair.

(d) EGMs may be called by the Management Committee or by summons of the Membership. Any such summons by Members shall be made in writing to the Secretary and shall be properly proposed and seconded as above and supported by the signatures of at least 30 further eligible Members. The reason for calling an EGM shall be specified and where this is to consider a specific motion, such a motion must be additionally proposed and seconded by Members as above. On receipt of such a summons, the Secretary, in consultation with the Commodore, shall arrange such a meeting either in Trefdraeth/Newport, or otherwise, including by remote electronic or other means, as they may deem reasonably necessary from time to time, as soon as possible and normally give at least 14 days' notice of any such meeting by announcement on the Club Website and/or email and display on the Club notice board. Any such meeting shall normally be chaired by the Commodore who shall decide whether any vote on any motion shall be by ballot or show of hands. A quorum at any EGM shall be 30 eligible members.

(e) Where *force majeure* invalidates the Club AGM, the Commodore is empowered to appoint those Officers and Committee Members nominated. Such appointments will cease when the standard form of AGM is resumed.

## **25. ALTERATIONS TO RULES**

This Constitution and Rules, other than those Rules at the discretion of the Management Committee, may be altered, repealed or supplemented, or any new Rules made, by a motion passed at a General Meeting of the Club. A simple majority of those voting shall be required to carry any motion to alter the Constitution and Rules.

## **26. DISSOLVING THE CLUB**

(a) The Club may be dissolved upon a motion being passed by a majority of three-quarters of those eligible to vote and voting at a Meeting or by electronic vote. The Trustees shall be responsible for the conduct of the vote.

(b) Following receipt of such a resolution, the Trustees shall jointly and severally take immediate steps to convert all Club property whatsoever into money at best prices, except that they shall have authority to delay such conversions for not longer than twelve calendar months.

(c) Out of the proceeds of such conversion, the Trustees shall discharge all debts and liabilities of the Club including all expenses incidental to the said conversion.

(d) Following the discharge of the liabilities, expenses and disbursements above the Trustees shall cause the remaining monies to be distributed to those Members eligible to vote at General Meetings of the Club as follows:

- (i) each such member shall be awarded one point for each completed year of Membership of the Club, as determined by Club records;
- (ii) the total number of points shall be counted and this number shall be divided into the total sum remaining so that each point has a monetary value;
- (iii) the money shall then be distributed to eligible Members based on the number of points they hold multiplied by the calculated monetary value of each point.

## **27. TRUSTEES**

- (a) All property of the Club other than cash shall be vested in not fewer than two and not more than four Trustees.
- (b) Trustees shall be Members of the Club in good standing. They shall be nominated by the Management Committee of the Club and agreed by a simple majority of the Membership at the next AGM of the Club.
- (c) Where necessary, nominees may act as Trustees until such approval.
- (d) Members may suggest potential Trustees to the Management Committee.
- (e) Trustees shall hold office for life or until resignation or required to resign by a simple majority of the Membership at an AGM or EGM of the Club.
- (f) Trustees shall at all times and in all respects act in regard to the property of the Club held by them under the direction of the Management Committee. They shall have the power to sell, pledge, lease, mortgage or otherwise alienate any Club property in compliance with any such reasonable direction by the Management Committee.
- (g) Where required and appropriate, Trustees shall represent the Club in legal matters and shall be entitled to an indemnity out of the property of the Club in respect of any action taken by them in good faith on the direction of the Management Committee or against them as Trustees of the Club.

## **28. DISPUTES**

In the case of disputes arising out of the interpretation of these Rules or not covered by these Rules, the decision of the Management Committee shall be final. In the case of disputes concerning the dissolution of the Club, the decision of the Trustees shall be final.

**Nothing written, expressed or intended by these Rules can override the Laws of England and Wales or the Law of the Sea.**

*04/07/18 RH, TW & RJ*