



The Constitution is divided into the following sections:

- C1. Names and Objects**
- C2. Officers**
- C3. Membership**
- C4. Management Committee**
- C5. Trustees**
- C6. General Meeting of the Club**
- C7. Dissolution of the Club**

## **Section 1 – NAMES AND OBJECTS**

### **Names and Objects**

**C1.1** The name of the Club shall be 'The Towy Boat Club' (hereinafter referred to in this document as the Club).

**C1.2** The address of the club is Towy Boat Club, Pilglas, Llansteffan, Carmarthenshire, SA33 5EX.

**C1.3** The object on which the club is formed is to promote and facilitate in a spirit of fellowship all forms of water-based recreational activities and also to provide social and other facilities for members as may be from time to time determined.

**C1.4** Throughout this constitution and rules of the club use of the singular shall impute the plural and use of the masculine shall impute the feminine.

## **Section C2 – Officers**

### **The Officers of the club shall:-**

**C2.1** Be a member of the Club who is eligible to vote and shall consist of:

- C2.1.1** Club President,  
Chairman,  
Vice Chairman,  
Honorary Secretary,  
Honorary Membership Secretary  
Honorary Treasurer,  
Cruising Secretary,  
Dinghy Secretary,  
Moorings Officer,  
Powerboat Secretary,  
House Manager,  
Projects Officer,  
Social Secretary  
Rowing Secretary  
Training Principal

### **Election of President**

**C2.1.2** Election of the President shall be by secret ballot at an Annual General Meeting in accordance with the relevant parts of Section 4. The appointment shall be made for life or until the resignation of the President.

### **Election of Officers**

**C2.1.3** Officers (with the exception of the President) shall be elected, in accordance with Section 4, at the Annual General Meeting in each year and shall hold office for one year, standing down before the re-election process at the following Annual General Meeting. All Elected Officers of the



Club shall be eligible for re-election annually for a period of 5 years from first election. Thereafter they must be nominated and seconded as for newly proposed committee members.

## **Duties of President**

**C2.2** The President shall:-

**C2.2.1** Preside at General Meetings of the Club

**C2.2.2** When requested by the Management Committee to represent the Club in relation to outside bodies

## **Duties of Chairman:**

**C2.3** The Chairman shall:-

**C2.3.1** Preside at General Meetings of the club.

**C2.3.2** When requested by Management Committee represent the club in dealings with outside organisations.

**C2.3.3** Oversee and co-ordinate the running of the club according to its constitution and rules.

**C2.3.4** Be open to approaches from members desiring discussion of club matters or problems with, if necessary, delegation to an appropriate club officer.

**C2.3.5** Ensure that any internal club disputes are dealt with in accordance with the Club's Complaints Policy.

**C2.3.6** Call for additional meetings of club committees other than those scheduled as required.

## **Duties of Vice Chairman:**

**C2.4** The Vice Chairman shall:-

**C2.4** Assume the responsibilities of the Chairman in his/her absence.

**C2.4** Advise and assist the officers of the club in the performance of their duties when required.

**C2.4** Act as Safety Officer for the club and ensure that necessary safety checks and requirements are carried out.

## **Duties of Honorary Secretary**

**C2.5** The Honorary Secretary shall:-

**C2.5.1** Conduct the correspondence of the Club and allocate such correspondence to other Officers as appropriate;

**C2.5.2** Keep records of the custody of all Club documents and review the custody arrangements as necessary;

**C2.5.3** Keep full minutes of all Management Committee and General Meetings of the Club and keep records of the meetings of sub-committees All minutes shall be confirmed and signed by the appropriate Chairman upon the agreement of the Club, the Committee or sub-committee at the next following meeting of the Club, the Committee or sub-committee. Ensure that all such minutes are available for inspection by members.



**C2.5.4** Maintain compliance with RYA guidance and advise the Management Committee to ensure that the Club's affairs are managed in accordance with current Law

**C2.5.5** Maintain any such certificates or registrations, and complete any such non-financial returns, as may be required by law.

**C2.3.6** Organise General Meetings of the Club in accordance with the Constitution and ensure that the notices to members and the information provided is timely and the running of the meetings and any voting required is in accordance with the Constitution and applicable Rules of the Club.

**C2.5.7** Administer, with the assistance of the Treasurer, such insurance policies as may be needed to fully protect the interests of the Club, its Officers and members and cause the Schedule of Risks to be exhibited in the Club House.

**C2.5.8** Make every effort to inform all members of Club Activities by consulting with other Officers regarding the activities of their sections and forwarding this information to the Membership Secretary for passing to members by any suitable means.

## **Duties of Honorary Membership Secretary**

**C2.6** The Honorary Membership Secretary shall:-

**C2.6.1** Keep a register of Club members' names and addresses;

**C2.6.2** Accept the application forms and payments from prospective new members. Arrange for such applicants to attend the next suitable Management Committee meeting to be introduced and if successful to add them to the list of members.

**C2.6.3** Issue demands and collect Membership and other fees. Issue Annual membership cards to all voting members who have confirmed their address and other details and whose fees are up to date.

**C2.6.4** Liaise with the section secretaries and Moorings Officer to keep a register of boats and equipment stored or moored at the club, together with the names and contact details of their owners.

**C2.6.5** Distribute newsletters and other notifications to members as required using information prepared by the Secretary and other Officers and pass this information on Club activities to members by any suitable means.

## **Duties of Honorary Treasurer**

**C2.7** The Honorary Treasurer shall:-

**C2.7.1** Cause such books of account to be kept as are necessary to give a true and fair view of the state of finances of the Club.

**C2.7.2** Cause all returns as may be required by law in relation to such accounts to be rendered at the due time.

**C2.7.3** Prepare Income and Expenditure Accounts and Annual Balance Sheet as at 31st December in each year and cause and facilitate such Balance Sheet and accounts to be audited at least annually and he shall thereafter cause the same to be exhibited in the Club premises at least fourteen days before the date of the Annual General Meeting.



**C2.7.4** Provide relevant information and advice to the Honorary Secretary to assist with the administration of such insurance policies (as may be needed to fully protect) the interests of the Club.

**C2.7.5** Prepare, and Monitor compliance with, Club financial standing orders.

**C2.7.6** Prepare a monthly statement of Income & Expenditure and present this to the Management Committee.

**C2.7.7** Conduct the Club banking as necessary using accounts agreed by the Management Committee

**C2.7.8** Fulfil any creditor obligations.

**C2.7.9** Report to The Management Committee any irregularities in account monitoring.

## **Appointment of Auditor**

**C2.8.1** A CCAB registered Auditor shall be appointed at the Annual General Meeting in each year

**C2.8.2** The Auditors shall audit the accounts of the Club when called upon to do so and shall give such certificate of assurance as to the accuracy of the said accounts as shall be required by law and by the committee;

**C2.8.3** Payment of the Auditor's fees shall be approved by the Club Management Committee

## **Section C3 – Membership**

**C3.1** There shall be a President of the Towy Boat Club who shall have one vote at Annual and Extraordinary General Meetings.

**C3.2** The Club shall have the following categories of membership with the rights to vote at Annual and Extraordinary General Meetings as indicated. The rights, privileges and obligations of each category of membership are as defined in this Constitution and the rules of the Club.

**C3.2.1** Honorary Life Member - being a person who founded the Club or who is elected as Honorary Life Member at a Club Annual General Meeting in recognition of services to the Club.  
An Honorary Life Member shall have one vote.

**C3.2.2** Full Member - being a person paying the appropriate full membership fee and who is 18 years of age or over and is not a student member.  
A Full Member shall have one vote.

**C3.2.3** Student Member - being a person who pays the student membership fee, is 18 years of age or over and in full time education.  
A Student Member shall have one vote

**C3.2.4** Junior Member - being a person who is paying the junior member's fee and is less than 18 years of age.  
A Junior Member shall have no vote.

**C3.2.5** Affiliated Groups - shall be members of another club or organisation which pays the appropriate Affiliated Group membership fee  
Affiliated Groups shall have no vote.



**C3.2.6** Temporary Member - being a person who pays the appropriate temporary membership fee. A Temporary Member shall have no vote.

**C3.2.7** Family Member – being the spouse or partner and any dependants less than 18 years of age of a voting member.

A Family Member shall have no vote except that for as long as a spouse or partner of a voting member is co-opted onto the Management committee they will have the voting rights of a full member and Committee Member

**C3.2.8** Instructional Course Member - being a person taking part in a course organised by the Club.

An Instructional Course Member shall have no vote.

## **Rights and privileges of members**

**C3.3.1** Membership of the club shall be open to anyone interested in the sport of boating on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. Membership may however be limited according to available facilities on a non-discriminatory basis.

**C3.3.2** The present rights and privileges of each category of membership shall be as follows:-

AN HONORARY LIFE MEMBER shall have the full use of all the club facilities upon payment of any appropriate fees.

A FULL MEMBER shall have the full use of all the club facilities upon payment of any appropriate fees.

A FAMILY MEMBER at least 18 years old shall have the full use of all the club facilities upon payment of any appropriate fees.

A FAMILY MEMBER under the age of 18 years shall have the full use of all the club facilities subject to appropriate supervision and the payment of any appropriate fees.

A STUDENT MEMBER shall have full use of club facilities upon payment of any appropriate fees.

A JUNIOR MEMBER shall have full use of all the club facilities subject to appropriate supervision and the payment of any appropriate fees.

A TEMPORARY MEMBER (which expression may include members of another RYA recognised club or organisation) shall have full use of the club facilities subject to payment of appropriate fees but:-

a) Shall have no right to enter club races or regattas unless specifically authorised by the Honorary Secretary or Committee.

b) Shall have no right to introduce visitors to the club or the facilities thereof.

c) Shall have no right to take any part in the management of the club.

d) Is deemed to have notice of and impliedly undertakes to comply with the club Rules as if he or she were a member of the club and so far as the said Rules may be deemed to apply to such Temporary Member.

e) Shall be liable to be expelled from the club premises or to be prohibited from using the club facilities if, in the opinion of the Honorary Secretary, he or she shall not have reasonably complied with the above conditions.

AFFILIATED GROUP MEMBERS. After payment of appropriate fees, shall have the same rights as temporary members but must be supervised by a nominated group or organisation member.

**C3.3.3** An Applicant for Membership has no rights whatsoever within the Club until their application is accepted by the Committee at a monthly Management Committee Meeting and their membership confirmed to them by the Membership Secretary

## **Membership Entrance & Subscription Fee**

**C3.4.1** The rate of Entrance and Subscription fee for each category of Membership shall be proposed by the Committee to the members at the Annual General Meeting in each year. These



proposals and any proposed changes to Additional Fees are to be in the form of a Motion forming part of the business of the AGM. Subject to approval by a majority of those present and entitled to vote, they shall become operative on the first day of April following. The current rate of Entrance and Subscription fee shall be prominently displayed in the club premises.

## **Additional Fees**

**C3.4.2** Members may also be required to make the following annual payments:-

- a) An annual fee of such a sum as the Committee shall from time to time prescribe which shall entitle a member to a space in the club's boat park.
- b) A permanent mooring fee which shall entitle a member to a permanent mooring allocated by the mooring committee, or a Temporary mooring fee entitling the member to use a mooring temporarily with the permission of the permanent holder and by allocation of the mooring committee.

## **Timing of Payments**

**C3.5** All members shall pay the Entrance fee and their first annual subscription upon election to the club and thereafter on the first day of April in each year. Provided that a member elected after the first day of September in any year shall pay the entrance fee and annual subscription applicable for that year but will not be required to pay the annual subscription for the year following. Such members will be liable for boat park fees and/or mooring fees as applicable. All invoices are subject to an administration fee determined at the AGM for the following year. This administration fee will not be payable provided that the invoice is paid by the due date.

## **Members duty**

**C3.6** Every voting member, including Honorary Life Members, shall furnish the Membership Secretary with an up-to-date address which shall be recorded in the Register of Members and any notice sent to such address shall be deemed to have been duly delivered. All voting members are required to return the annual member's details form sent out by the Membership Secretary. Members whose subscription, where appropriate, is paid up to date and who have returned this form will be sent a membership card. In order to vote at General Meetings the member must produce their current membership card.

Where the member provides an email address on this form then, where in the Club Constitution or Rules written notice is required to be given to members then this notice may be given by an email message to the address given.

## **Election and retirement of members**

**C3.7** Every candidate for membership (except Honorary Members) shall be proposed and seconded by voting members of the club, both of whom must be personally acquainted with the candidate

**C3.7.1** .Candidates for membership without sufficient personal acquaintances within the club may be proposed and seconded by two Committee members after an introductory meeting

## **Application for membership**

**C3.8** An application for membership shall be in the form from time to time prescribed by the Committee, and shall include the name, address, and contact telephone number of the candidate, and the signatures of the Proposer and the Secunder. Applicants for Junior membership must additionally provide a date of birth and a signature of parental authority. Full entrance fees and subscription must accompany the application for membership

## **Election of Members**

**C3.9** Upon receipt of an application for membership, the Honorary Membership Secretary shall present the application at the next meeting of the Committee at which such application for membership shall be considered. The candidate is expected to be present when their application is considered by the committee. The election of all classes of members is vested in the Management Committee and shall be a simple majority vote of those of the Management Committee. The Honorary Membership Secretary shall inform each candidate in writing of the candidate's election or



non-election. The Membership Secretary shall furnish an elected candidate with a copy of the Constitution and Rules of the club and make request for such payments as are necessary.

### **Guests in the Club**

**C3.10** Members shall enter the names of all guests in the Visitor's Book. Not more than three guests may be introduced in any one day and the same guest may not be introduced more than six times in any calendar year.

### **Members of other RYA Clubs**

**C3.11** A member of any club affiliated to the Royal Yachting Association (a list whereof is published by the said Association) may be authorised to use the premises of the club by any member of the Committee of the club. Such authorisation shall specify between which dates (not being more than fourteen days apart) the said person may so use the premises. The temporary membership shall include crew members of the visiting vessel

### **Competitors in club races**

**C3.12** Any person who is a competitor or crew member in any race sponsored by or on behalf of the club is entitled to the use of the club premises within a period of 24 hours before and after the race in which they are competing. The temporary membership shall include crew members of the visiting vessel

### **Temporary membership.**

**C3.13** Upon application to a committee member, temporary membership may be awarded to persons visiting the area and wishing to use club facilities for the purpose of using their own boat. The name, local and permanent address of the applicant must be recorded and forwarded to the Membership secretary as soon as possible. Temporary membership shall have a duration of 2 weeks maximum. A fee (to be decided annually) must accompany application for each temporary membership. The temporary membership shall include crew members of the visiting vessel. No Temporary member may use club vessels.

### **Retirement of a member**

**C3.14** A member desirous of retiring from membership shall give notice in writing to the Honorary Membership Secretary before the AGM.

### **Arrears of Subscription**

**C3.15** The Committee may cancel, without notice given, the membership of any member whose annual subscription and other annual fees are more than three months in arrears provided that the Committee may, at its discretion, re-instate such member upon payment of arrears. No member whose annual payments are in arrears may enter any club event or regatta nor vote at any meeting.

### **Instructional Course Members**

**C3.16** Under the supervision and/or instructions of the course organiser Instructional Course Members shall be entitled to use the club premises and property including vessels as appropriate during their participation in any training or sailing experience course organised by the club. The name and address of course participants must be recorded and forwarded to the Membership secretary as soon as possible.

### **Conduct of Members**

**C3.17** Every member, upon election and thereafter, is deemed to have notice of, and impliedly undertakes to comply with, the Club Constitution and the current Rules of the club. Any refusal or neglect to do so, or any conduct which, in the opinion of the Committee, is either unworthy of a member or otherwise injurious to the interests of the club, shall render a member liable to expulsion by the Committee.

### **Expulsion of members**

**C3.18** **PROVIDED THAT**, before expelling a member, the Committee shall call upon such member for a written explanation of the member's conduct and shall give the member full opportunity of making explanation to the Committee, or of resigning.



A motion to expel a member shall be carried by a simple majority vote by those members of the Management Committee present and voting on the Resolution. Any member expelled, suspended or otherwise removed from the list of members shall, within 14 days of such action, remove all personal property from the premises of the club or from an allocated mooring.

Failure of a member to comply with this rule will empower the management committee to dispose of such personal property as it thinks fit in accordance with Rule R 4.

### **Damage to club property**

**C3.19** A member shall not knowingly remove, injure, destroy or damage any property of the club and shall make restitution for the same if called upon to do so by the Committee or by the Honorary Secretary upon the instructions of the Committee.

### **Settlement of Accounts**

**C3.20** A member shall settle any indebtedness for refreshment or otherwise before leaving the club premises, or in accordance with any Rule relating to the settlement of such indebtedness.

### **Complaints**

**C3.21** Complaints of any nature will be managed as per the Club's Complaints Procedure.

### **Power to expel those admitted under Sections C3.10, C3.11, C3.12 C.13 and C3.16 hereof**

**C3.22** The Chairman, Vice Chairman, Honorary Secretary or any other person, who has received the authority of two members of the Committee, may expel, temporarily or permanently, any person who has the right to the use of the club premises only under **Sections C3.10, C3.11, C3.12, C.13 and C3.16**.

### **Limitation of club liability**

**C3.23** Members, their guests and visitors are bound by the following Rule which shall also be exhibited in a prominent place within the club premises:-

Members of the club, their guests or visitors may use the club premises, and any other facilities of the club, entirely at their own risk and impliedly accept:-

a) The club will not accept any liability for any damage to or loss of property belonging to members, their guests or visitors to the club.

b) The club will not accept any liability of personal injury arising out of the use of the club premises, any other facilities of the club either sustained by members, their guests or visitors or caused by the said 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, Committee or servants of the club.

### **Personal data**

**C3.24** Membership of the club and acceptance of this Constitution and the Rules by the member will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Acts.

A statement drawing attention to this, and to the use of email addresses for communications in writing, will form part of the Application for Membership form and the annual membership details confirmation form sent out to each member under Section C3.6

## **Section C4 – President and Management Committee**

### **Election of the President**

**C4.1** In the event of a vacancy for the post of President notice of this shall be given by the Honorary Secretary with the notice of the AGM.

Election of the President shall be by secret ballot at an Annual General Meeting. The ballot will be organised in conformity with the constitution and the relevant rules. Rules R3.1 and R3.2 apply.





**C4.2** Candidates for election as the President need not be members of the Club. Nominations shall be proposed in writing by at least ten voting members of the Club and shall have the consent of the nominee. Nominations shall have been received by the Honorary Secretary at least fourteen days before the date of the Annual General Meeting.

**C4.3** Such nominations, together with the names of the Proposers, shall be displayed in the Club premises at least ten days prior to the date of the Annual General Meeting.

**C4.4** If no nominations for the post have been received then the permanent post shall remain unfilled until the next AGM.

**C4.5** In the event of a vacancy occurring between the AGM and the end of the calendar year or of no nominations being received for a vacancy the Management Committee may appoint a suitable candidate to the position on a temporary basis until the next AGM.

### **Constitution of Committee**

**C4.6** The Management Committee (herein referred to as 'the Committee') shall consist of the Officers of the club elected at the Annual General Meeting each year to hold office until the next Annual General Meeting, and any co-opted members determined from time to time. All Officers must have their main residence in the County of Carmarthenshire.

### **Candidates for election to Committee**

**C4.7** Candidates for election to the Committee shall be those members of the retiring Committee eligible to offer themselves for re-election, and such other voting members whose nominations (duly proposed and seconded in writing by voting members of the Club who have the consent of the nominee) shall have been received by the Honorary Secretary at least fourteen days before the date of the Annual General Meeting

Such nominations, together with the names of the Proposer and Secunder, shall be displayed in the Club premises at least ten days prior to the date of the Annual General Meeting.

**C4.7.1** If no nominations for a post have been received then nominations may be taken from the floor with verbal sponsorship by proposer and secunder who must be members eligible to vote

### **Election of committee by ballot**

**C4.8** Election to any Management Committee Post shall be by secret ballot.

### **Additional Appointments-**

**C4.9** The Committee shall, throughout the year, always try to ensure that the following Designated Persons be appointed to act as advisors to the Committee. The Designated Persons may be any Full Member, Honorary Life Member or Family Member of the Club over 18 years old.

The Designated Persons shall attend Committee Meetings and advise Committee members on relevant matters appropriate to their role as they arise and in accordance with the relevant Club policy.

- 1- Health and Safety Designated Person.
- 2- Designated Person for the purposes of Child Protection.
- 3- A person to continually review how the needs of less able members are met.

### **Casual vacancy**

**C4.10** Should a committee post become casually vacant or a post remain unfilled at the close of an Annual General Meeting, the Committee may co-opt a voting member or a voting member's spouse or partner if of 18 years of age or older. Such appointments shall end before the re-election process at the following Annual General Meeting.



## **Retiring Chairman ex officio**

**C4.11** A retiring Chairman shall serve as an ex officio member of the Committee in the year immediately following his retirement.

## **Committee Meetings**

**C4.12** The Committee shall meet at least every month on the 1st Wednesday of each month making such arrangements as the conduct, place of assembly and holding of such meetings as it may wish.

## **Voting at committee**

**C4.13** Voting (except in the case of a motion relating to the expulsion of a member) shall be by show of hands. In the Committee case of equality of votes the Chairman shall have a second and casting vote.

## **Quorum**

**C4.14** Five members personally present shall form a quorum at a meeting of the Committee.

## **Management of club by Committee**

**C4.15** The Committee shall manage the affairs of the club according to the Constitution and Rules and shall cause the funds of the club to be applied solely to the objects of the club or for a benevolent or charitable purpose nominated by General Meeting. The Management Committee shall have powers to purchase and sell stocks and shares or otherwise invest monies belonging to the club and may acquire land of any tenure to promote the objective of the club.

## **Powers to make Rules and adopt Policies and Procedures**

**C4.16** The Committee shall make such Rules and adopt such Policies and Procedures as it shall from time to time think fit and which do not conflict with this Constitution and shall cause the same to be exhibited in the club premises for fourteen days before the date of implementation. Such Rules Policies and Procedures shall remain in force until approved or set aside by a vote of a General Meeting of the club.

## **Appointment of sub-committees**

**C4.17** The 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 and/or required by the law. Such sub-committees shall consist of such members of the Committee or of the club as the Committees may think fit. Officers of the club shall be ex officio members of all such sub-committees.

## **Creation of new sections**

**C4.18** Any group of members may request the Committee to form a section of members with a special interest. Such a request shall be made in writing to the Secretary and shall give the purpose of the Section and details of any special provision or equipment and any affiliation with outside bodies that would be required, together with any associated costs. A person to represent the section to the rest of the Club shall be nominated. This person will not normally become a Committee member at this stage.

The Committee may accept or refuse the request or refer it back for further information. If accepted the new Section shall become a Temporary Section operative from a date to be agreed between the representative and the Club Secretary.

The new section may affiliate to any organisation relevant to its activities subject to the Committee's agreement. Affiliation fees for the Club as a whole will normally be paid by the Club but members partaking in the activities will be responsible for any individual fees required.

A Temporary Section will remain in existence for a maximum period of 18 months. The members of the section will, during this period, bring forward a motion to a Club Annual General Meeting requesting confirmation of the status of the section as part of the club.



The motion should include any necessary rules for the operation of the section and confirm any costs or equipment required.

The new section will be part of the Towy Boat Club and will be bound by the Constitution and Rules. Any member of the Club may become a member of the section. The representative will be responsible for reporting, in writing, to all committee meetings on the activities and proposed activities of the section and ensuring that all correspondence to and from outside bodies is copied to the Club Secretary.

**C4.19** Any section of the Club may propose rules for the operation of its activities. Such rules will require the approval of the Committee and eventual endorsement by a General Meeting as Constitution Section C4.16.

These rules may incorporate powers to make charges to individual members or undertake fund-raising activities. Any funds so raised shall be accounted for to the Club Treasurer and form part of the Club's assets but may be ring-fenced for particular activities of the section by agreement with the Committee.

**C4.20** When organising or taking parts in events involving the public or members of other organisation Section Members must be aware that they are representing Towy Boat Club and they must behave in an acceptable manner and uphold the Club's good name. The Section Representative or their deputy must report any problems to the Committee.

### **Disclosure of interest to third parties**

**C4.21** A member of the Committee, of a sub-committee or any officer of the club, in transacting business for the club, shall disclose to third parties that he is so acting.

### **Limitation of Member's liability**

**C4.22** The Committee, or any person or sub-committee delegated by the Committee to act as agent for the club or its members, shall enter into contract only as far as expressly authorised, or authorised by implication, by the members. Officers may be authorised by the management committee to enter into contracts up to sum determined at the AGM (2005 £250) No one shall, without the express authority of the membership in General Meeting, pledge the credit of the membership.

All contracts must be signed by 2 persons authorised by the membership and their names must be entered into the minutes.

### **Members indemnification of Committee**

**C4.23** In pursuance of the authority vested in the Committee by members of the club, members of the 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. The limit of any individual member's indemnity in this respect shall be £1.00.

### **Nomination of Honorary Members by Committee**

**C4.24.1** The Committee may nominate for election at an Annual General Meeting such Honorary or Honorary Life Members as the Committee may think fit. The total of such Honorary members shall not, however, at any time, exceed five per cent of the total number of members nor shall the number of Honorary Members exceed at any one time six in number.

**C4.24.2** The election of Honorary and Honorary Life Members shall be put to the vote at the Annual General Meeting each year and such Honorary Members shall be duly elected if two thirds of those present, and entitled to vote, vote in favour of election.

### **Purchase & Supply of Excisable Goods**



**C4.25** The purchase for the club of excisable goods and the supply of the same upon club premises shall be exclusively and solely under the control of the Committee, or of a special sub-committee appointed by the Committee.

**C4.26** Intoxicating liquor may only be sold for consumption on the club premises to persons over the age of eighteen who are entitled to the use of the club premises in pursuance of the Rules for the time being in force. No Junior Member under the age of eighteen may purchase or attempt to purchase intoxicating liquor within the club premises.

### **Sale of Excisable Goods**

**C4.27** Subject to the requirements of the licensing authorities, the Committee shall be empowered to apply for Temporary Event notices in accordance with current legislation.

### **Profits from Sale of Excisable Goods**

**C4.28** No person shall take a commission, percentage or other such payment in connection with the purchase of excisable goods for the club. Any profit deriving from the sale of such goods shall (after deduction of the costs of providing such goods for the benefit of the club) be applied to the provision of additional amenities or the purchase of property to be held in trust for the benefit of the club.

### **Accounts relating to excisable goods**

**C4.29** Proper accounts of all purchases and receipts shall be kept and presented at the Annual General Meeting in each year and such information as the Honorary Secretary or Honorary Auditors may require shall be furnished to enable any statutory return or statement and the payment of excise or other duty or tax to be made.

## **Section C5 – Trustees**

### **Number of & terms of reference**

**C5.1** There shall be at least three Trustees of the club who shall be appointed from time to time as necessary by the Committee of the club from among voting Members who are willing to be so appointed. A Trustee shall hold office during his lifetime or until he shall resign, by notice in writing given to the Committee, or until a resolution removing him from office shall be passed at a meeting of the Committee by a majority comprising two-thirds of the members present and entitled to vote.

### **Property of club vested in Trustees**

**C5.2** All the property of the club, including land and investments, shall be held by the Trustees for the time being, in their own names so far as it is necessary and practicable, on trust for the use and benefit of the club. In 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 besting 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 of the club within the meaning of Section 36 of the Trustee Act 1925 and he shall by Deed duly appoint the person or persons so nominated by the committee.

### **Powers of Trustees**

**C5.3.1** club 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, 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 Committee's directions (which shall be duly recorded in the Minutes of the proceedings of the Committee) but no purchaser, lessee or mortgage shall be concerned to enquire whether any such direction has been given.

**C5.3.2** The Trustees shall have the power, on the direction of the management Committee, to enter into any lease for land or equipment for use of the  
Indemnity of Trustees from club



**C5.4** 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 the exercise of their duties or 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. (To be incorporated in every contract, lease, licence or other agreement entered into by the Trustees of the Club).

### **Limitation of Liability of Club Trustees**

**C5.5** The liability of the Trustees for the performance of any contractual or other obligation undertaken by them on behalf of the Club shall be limited to the assets of the Club.

## **Section C6 – General Meetings of the Club**

### **Annual General Meeting**

**C6.1** An Annual General Meeting of the club shall be held each year in the month of March on a date to be fixed by the Committee. This date shall be announced at the December Committee meeting and at this meeting members will be reminded of the last date for receipt of proposed business for the general meeting by the Honorary Secretary

### **Business at Annual General Meeting**

**C6.2** No business, except the passing of the Accounts and the election of the Officers, Committee and Honorary Auditors, 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 be given in writing by a member entitled to vote to the Honorary Secretary at least two calendar months before the date of the Annual General Meeting.

The Honorary Secretary shall at least forty-two days before the date of such meeting post or deliver to each member notice thereof and of the business to be brought forward thereat, including any motions proposed for discussion.

Members may propose amendments to any motions given in the notice of meeting in writing to the Honorary Secretary at least twenty-eight days before the date of the meeting. Such amendments shall be exhibited on the Club notice board at least fourteen days before the meeting and shall be discussed at the Annual General Meeting.

### **Extraordinary General Meeting**

**C6.3** The Committee may at any time, upon giving twenty one days' notice in writing, call an Extraordinary 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 such meeting shall be confined to the business stated in the notice sent to members.

### **Extraordinary General Meeting upon request of members-**

**C6.4** The Committee shall similarly call a General Meeting upon a written request addressed to the Honorary Secretary and signed by at least one fifth of the members eligible to vote. The request must incorporate a specific motion to be discussed. This motion will be incorporated into the notice sent to members and discussion at such meeting shall be confined to the business stated. The meeting shall be called within one calendar month of the receipt of the request and fourteen days' notice in writing shall be given to members.

### **Chairman at Meetings**

**C6.5** At every meeting of the club the President, Chairman or Vice Chairman or, in their absence, a Chairman elected by those present shall preside.

### **Quorum at Meetings**

**C6.6** Fifteen members entitled to vote and personally present shall form a quorum at any Special or General meeting of the club. A quorum of 5 members of the committee shall be present for a management committee meeting.

### **Entitlement to Vote at Meetings**



**C6.7** Only members eligible to vote shall vote at any meeting of the club. Other members may attend but are not entitled to vote.

### **Voting at Meetings**

**C6.8** Voting, except when electing members of the Committee, shall be by show of hands

### **Equality of Votes**

**C6.9** In the case of an equality of votes the Chairman shall have a second or casting vote, on any matter other than the election of members of the Committee.

### **Voting on rule change**

**C6.10** On any motion properly put to a meeting of the club relating to the creation, repeal or amendment of any Rule of the club such Rule shall not be created, repealed or amended except by a majority vote of at least two-thirds of those present and entitled to vote.

### **Voting on Constitution change**

**C6.11** Constitutional changes may only be made at an AGM or General meeting if voted for by a majority of two thirds of voting members present. Such changes shall have immediate effect.

## **Section C7 – Dissolution of the Club**

### **Dissolution of the Club**

**C7.1** 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. The Committee shall dispose of the net assets remaining to one or more of the following:

- a) another club with similar sports purposes which is a charity and/or
- b) another club with similar sports purposes which is a registered Community Amateur Sports Clubs and / or
- c) the Club's national governing body for use by them for related community sports and / or.
- d) The Llansteffan Sports Club.