

The constitution is divided into the following Sections:

1. Names and Objectives
2. Officers
3. Membership
4. Management Committee
5. Trustees
6. Meetings of the Club
7. Dissolution of the Club
8. Byelaws and Regulations

Note: The sub-headings are provided for convenience and do not affect the meaning of any clause.

SECTION 1: NAMES AND OBJECTIVES

1. The name of the Club shall be 'Clwb Hwyllo Llyn Brenig / Llyn Brenig Sailing Club' hereinafter referred to as 'the Club'.
2. The objectives for which the Club is formed are to promote and facilitate community participation in the sport of sailing and to provide social and other facilities for members as may be from time to time determined.

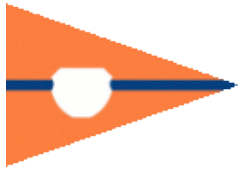
SECTION 2: OFFICERS

3. **The Officers of the Club** shall be Full, Family or Honorary members of the Club and shall consist of a Commodore, Vice Commodore, Rear Commodore, Sailing Captain, Honorary Treasurer and Honorary Secretary.

The Commodore shall hold office for two years. The other Officers shall hold office for three years. With the exception of the Commodore, all Officers shall be eligible for re-election.

The Committee may fill any casual vacancy until the next AGM.

4. **The Honorary Secretary** shall:
 - a) Charge the Membership Secretary to keep a register of Club members' names and addresses;
 - b) Conduct the correspondence of the Club;
 - c) Keep custody of all Club documents;
 - d) Keep full minutes of all meetings of the Club, the Committee (as defined in Section 4) and sub-committees, which shall be confirmed and signed by the appropriate Chairman upon the agreement of the Club, the Committee or sub-committee at the next meeting of the Club, the Committee or sub-committee;
 - e) Maintain contact with the Club's Legal Advisor to ensure that the Club's affairs are managed in accordance with current law;
 - f) Maintain any such certificates or registrations, and complete any non-financial returns, as may be required by law.



5. **The Honorary Treasurer** shall:

- a) 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;
- b) Cause all returns as may be required by law in relation to such accounts to be rendered at the due time;
- c) Prepare an Annual Balance Sheet as at 31 August in each year and cause such Balance Sheet (and accounts as necessary) to be audited at least once annually and shall thereafter cause the same to be exhibited in the Club premises at least fourteen days before the date of the Annual General Meeting;
- d) Administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its Officers and its members;
- e) Ensure that the Club's bank account has at least two signatories for its management, one of which must be the Honorary Treasurer and the other a member of the Committee.

6. **The Honorary Auditor** shall:

- a) Be appointed at the Annual General Meeting in each year and shall be an appropriately qualified member of the Club;
- b) Audit the accounts and Annual Balance Sheet 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 or by the Committee;
- c) If either unwilling or unable to act, inform the Committee who shall appoint a substitute to hold office until the termination of the next Annual General Meeting.

SECTION 3: MEMBERSHIP

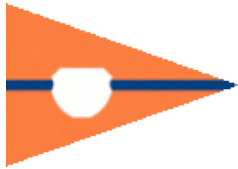
7. There shall be the following categories of membership with power to vote at all meetings of the Club as indicated hereunder. The rights and privileges of each category of members are as defined in the latest edition of the byelaws of the Club. All members will be encouraged to assist with the smooth running of the club based on their personal skills and abilities and all training and support to enable them to volunteer for such duties will be offered by the club.

A FULL MEMBER – being a person who, at the date of election, shall have attained the age of eighteen years shall have one vote.

A FAMILY MEMBER - which expression shall include one or two co-habiting adults and all children within their guardianship under eighteen years of age. The adult members of a family unit shall each have one vote.

A STUDENT MEMBER - being a person who, at the date of election, is over the age of eighteen and engaged in a full-time course of education shall have one vote.

A JUNIOR MEMBER - being a person who, at the date of election, is under the age of eighteen. Those Junior members aged 14 to 18 at election shall have one vote. A junior member under the age of 14 shall have no vote. All applications for Junior Membership shall have an associated Guardian member.



A GUARDIAN MEMBER - being a person who, at the date of election, shall have attained the age of eighteen years and is the nominated adult responsible for the welfare of one or more junior members and shall have no vote.

AN HONORARY MEMBER –being a member of longstanding whose contribution is reflected in this class of membership. Nominated by two committee members and approved by the Commodore and shall have one vote.

A TEMPORARY MEMBER - who shall have no vote.

No member may have unsupervised access to the Club premises, or any of the facilities of the Club until forty-eight hours have elapsed from the date of posting of notice of election.

8. The rates and terms of subscription fee and late payment administration fee (if any) for each category of Membership shall be proposed by the Committee to the members at the Annual General Meeting in each year.

Any proposed changes shall be approved by a majority of those present and entitled to vote and shall become operative on the first day of January in the year following.

The current rate of Subscription fee and Administration fee (if any) shall be prominently displayed in the Club premises.

- a) The Commodore may, in exceptional circumstances and at his/her sole discretion, reduce or waive the Subscription or Administration fee (if any) for members in the case of financial hardship.
- b) Membership of the Club shall be open to anyone interested in the sport of sailing 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.
- c) Membership subscriptions will be kept at levels that will not pose a significant obstacle to people participating.

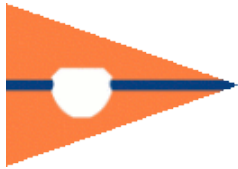
The Club Committee may refuse membership or, subject to Clause 16, remove it, only for good cause such as conduct or character likely to bring the Club or sport into disrepute. Appeal against refusal of membership may be made to the members - see Clause 12(b).

9. Members shall also make the following annual payments where required:-

- a) An annual boat permit fee for each of their boats of such a sum as the Committee shall from time to time prescribe, which shall entitle a member to sail each of their boats on the water controlled by the Club and space(s) in the Club's boat park to store such boats during the sailing season or access to a Club mooring for their boat(s) (as appropriate to the class of boat).

At the discretion of a Named Committee Member, a Temporary Member may use the dinghy park to store their boat for not more than four weeks.

- b) A winter parking fee of such sum as the Committee shall from time to time prescribe, which shall entitle a member to store their boat(s) within the prescribed area of the Club premises for the months of December to March inclusive.



Cruiser members will pay the same fees as dinghy members whilst using a mooring instead of the dinghy park. If however they leave a cruiser trailer on site during the summer, then a further fee equating to 50% of the normal fee will apply.

- c) All members shall pay their first annual subscription upon election to the Club and thereafter before the last day of February in each year. Provided that a member elected after the first day of August in any year shall pay half the annual subscription applicable for that year and that a member elected after the first day of November in any year shall not be required to pay any subscription in respect of the year of election, but shall pay, on election, the annual subscription in respect of the year following election.

Members' duty to provide an up to date address

- 10. Every member shall furnish the Membership Secretary with an up-to-date address and an email 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. The club undertakes to comply with all data protection guidelines as to how such information will be stored and used.

Election and retirement of members

Application for membership

- 11. An application for membership shall be in the form from time to time prescribed by the Committee, and shall include the name, address, and occupation of the candidate.

Election of members

- 12. Upon receipt of an application for membership, the Honorary Secretary shall enter such application in a Register of Candidates and there shall be an interval of at least ten days before the meeting of the Committee at which such application for membership shall be considered. Until the application is considered by a meeting of the Committee, the applicant shall be considered to be a Temporary Member of the Club.

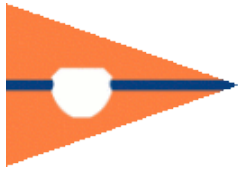
The election of all classes of members is vested in the Committee and shall be a simple majority vote of those on the Committee.

When election is confirmed, the member will be required to pay the appropriate membership fee.

- a) The Committee may refuse applications only for good cause such as conduct or character likely to bring the Club into disrepute. The Honorary Secretary shall inform each candidate in writing of the candidate's election or non-election. He/she shall furnish an elected candidate with a copy of the Rules and Byelaws of the Club and make request for such payments as are necessary.
- b) Appeal against refusal to elect may be made to the members in General Meeting.

One year's temporary absence of member

- 13. A member who, for any reason, anticipates inability to use the Club or its facilities for the whole of any one year shall be excused payment of the annual subscription and other annual fees provided that notice in writing is given to the Honorary Secretary before the last day of November in the previous year.



A member wishing to be re-instated during the year in question shall pay such portion of the annual subscription as the Committee shall require.

Retirement of a member

14. A member desirous of retiring from membership shall give notice in writing to the Honorary Secretary before the last day of November and shall not then be liable to pay the subscription for the following year. Upon re-application by a past member the Committee may, at its discretion, excuse payment of an Entrance Fee.

Arrears of Subscription

15. The Committee may cancel, without notice being 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, reinstate such member upon payment of arrears. No member whose annual payment is in arrears may enter any Club event or regatta or vote at any meeting.

Conduct of Members

Undertaking by members to comply with rules

16. Every member, upon election and thereafter, is deemed to have notice of, and undertakes to comply with, the Club Rules and the current Byelaws and Regulations 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 disciplinary action by the Committee, which may include expulsion or non-renewal of membership.

Complaints against members

Any complaint against a member shall be brought to the attention of the Commodore who shall have the power to take such complaints to the Disciplinary Sub-Committee. The Disciplinary Sub-Committee shall have the authority to terminate the membership of any member guilty of conduct deemed to be to the detriment of the Club.

Disciplinary action against Members

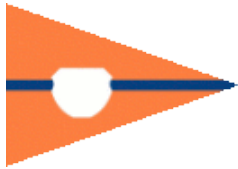
PROVIDED THAT, before taking any such disciplinary action, the Committee shall call upon such member for a written explanation of the member's conduct and shall give the member full opportunity of making explanation to the Disciplinary Sub-Committee, in accordance with the rules of procedure established by the Committee, or of resigning.

Guests in the Club

17. 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.

Damage to Club property

18. 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.



Exhibiting of notices

19. A member shall not cause any communication in whatever form to be exhibited on Club notice boards or premises without permission of the Honorary Secretary.
20. A member shall settle any indebtedness for refreshment or otherwise before leaving the Club premises, or in accordance with any byelaw relating to the settlement of such indebtedness.

Suggestions

21. All suggestions shall be entered in the Suggestion Book and signed by the Member.

Complaints

22. Complaints of any nature relating to the management of the Club premises shall be addressed in writing to the Honorary Secretary.

Members of other RYA Clubs

23. 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 the said person may so use the premises.

Competitors in Club races

24. Any person who is a competitor or crew member 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.

Power to expel those admitted under Clauses 23 & 24 hereof

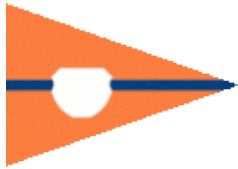
25. The Honorary Secretary or any other person, who has received the authority of two members of the Committee, may expel, temporarily or permanently, any person who has the right to the use of the Club premises only under Clauses 23 and 24.

Limitation of Club Liability

26. 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.
27. Membership of the Club and acceptance of these 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.



SECTION 4: MANAGEMENT COMMITTEE

Constitution of Committee

28. The Committee shall comprise the six Officers designated above, and not more than fourteen ordinary members to include two representing Junior members and one representing disabled sailors.

Retirement of members of the Committee

29. Committee members, other than the officers, shall hold office for a period of two years and shall be eligible for reelection.

Candidates for election to the Committee

30. Candidates for election to the Committee (not being Officers of the Club) shall be those members of the retiring Committee eligible to offer themselves for re-election and such other Full or Family members whose nominations (duly proposed and seconded in writing by Full or Family members of the Club) with their consent shall have been received by the Honorary Secretary at least fourteen days before the date of the Annual General Meeting in each year. Such nominations, together with the names of the Proposer and Secunder shall be posted to the Club premises at least fourteen days prior to the date of the Annual General Meeting.

Election of Committee by ballot

31. If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot.

No contest for election

32. 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 two thirds of those present at the Annual General Meeting, and entitled to vote, vote in favour of such election.
33. In the event of the ballot failing to determine the members of the Committee because of an equality of votes the candidate or candidates to be elected from those having an equal number of votes shall be determined by lot.

Casual vacancy

34. If, for any reason, a casual vacancy shall occur, the Committee may co-opt a Full or Family member to fill such a vacancy until the next following Annual General Meeting.

Retiring Commodore ex-officio

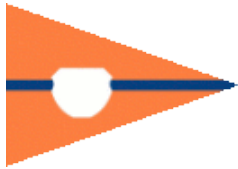
35. A retiring Commodore shall serve as an ex officio member of the Committee in the year immediately following his/her retirement.

Committee meetings

36. The Committee shall meet at least five times in every year making such arrangements as the conduct, place of assembly and holding of such meetings as it may wish. The Commodore or in their absence the Vice-Commodore or in their absence a Chairman elected by those present shall preside.

Voting at Committee

37. Voting shall be by show of hands. In the case of equality of votes the Commodore or Chairman



(as the case may be) shall have a second and casting vote.

Quorum

38. The quorum necessary for the transaction of business at Committee meetings shall be two Officers and four other members present and eligible to vote. When only the minimum quorum of six is present, only the items of the original agenda shall be discussed; no items under AOB shall be discussed.

Powers of the Committee

Management of Club by Committee

39. The Committee shall manage the affairs of the Club according to the 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. In particular the Committee shall ensure that the property and funds of the Club will not be used for the direct or indirect private benefit of members other than as reasonably allowed by the rules and that all surplus income or profits are re-invested in the Club.

Personal interests of Committee members

40. No Trustee, Committee member or connected person may:

- Buy or receive any goods or services from the Club on terms preferential to those applicable to ordinary club members or the public;
- Sell goods, services or any interest in land to the Club;
- Be employed by, or receive any remuneration from, the Club - other than those fees and expenses related to the occasional provision of training duties as an RYA-accredited Instructor, which will be at a rate approved by the Committee in advance of each occasion;
- Receive any other financial benefit from the Club.

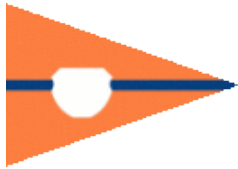
If a Trustee or Committee member has any personal, business or financial interest in any matter discussed by the Committee, they must immediately declare the interest and excuse themselves from the meeting until such matters have been concluded by the remaining Committee members.

Powers to make Byelaws and Regulations

41. The Committee shall make such Byelaws and Regulations as it shall from time to time think fit and shall cause the same to be exhibited in the Club premises for fourteen days before the date of implementation. Such Byelaws and Regulations shall remain in force until approved or set aside by a vote of a General Meeting of the Club.

Appointment of sub-committees

42. 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 Committee may think fit. Officers of the Club shall be *ex-officio* members of all such sub-committees. The Committee may create further standing or *ad hoc* sub-committees if required. The Committee shall create the following sub-committees, to which any member of the Club may be co-opted, with responsibilities and budgets defined by the Committee:



- a) The Sailing Sub-committee, chaired by the Sailing Captain, dealing with the sailing programme, special events, training, Club boats and racing equipment;
- b) The House Sub-committee, chaired by the Rear Commodore, dealing with buildings maintenance, grounds maintenance, catering and the dinghy park;
- c) The General Sub-committee, chaired by the Vice Commodore, dealing with fund raising, publicity, membership, duty rota and social events.
- d) The Committee shall define the rules of procedure of a Disciplinary Committee and an Appeals Committee.

Such sub-committees will be established on a standing or *ad hoc* basis as required, each consisting of five members of the Committee or general membership, and not including the Commodore.

Disclosure of interest to third parties

43. 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/she is so acting.

Limitation of Member's liability

44. 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 contracts only as far as expressly authorised, or authorised by implication, by the members. No one shall, without the express authority of the membership in General Meeting, borrow money or incur debts on behalf of the Club or its membership.

Members indemnification of Committee

45. 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 a sum equal to one year's subscription at the then current rate of that category of membership unless the Committee has been authorised to exceed such limit by a General Meeting of the Club.

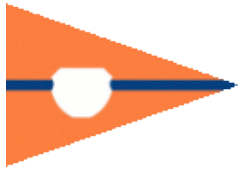
Nomination of Honorary Members by Committee

46. The Committee may nominate for election at an Annual General Meeting such Honorary 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. The election of Honorary 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.

SECTION 5: TRUSTEES

Number of and terms of reference

47. There shall be at least four Trustees of the Club who shall be appointed from time to time as necessary by the Committee of the Club from among Full, Family or Honorary Members who are



willing to be so appointed. A Trustee shall hold office for a period of five years and up to a maximum of ten years or until he or she shall resign by notice in writing given to the Committee, or until a resolution removing him or her 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

48. 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 event of the death, resignation, retirement or removal from office of a Trustee, the Committee shall nominate a new Trustee in his or her place, and shall as soon as possible thereafter take all lawful and practicable steps to procure the vesting of all Club property into the names of the Trustees as constituted after such nomination. For the purpose of giving effect to any such nomination, the Honorary Secretary for the time being is hereby nominated as the person to appoint new Trustees 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

49. 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 mortgagee shall be concerned to enquire whether any such direction has been given.

Indemnity of Trustees from Club

50. 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 this end, the Honorary Treasurer shall be charged to ensure that adequate indemnity is in place at all times via a suitably relevant insurer.

Limitation of Liability of Club Trustees

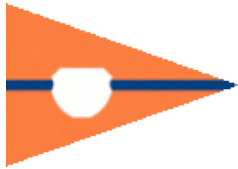
51. (To be incorporated in every contract, lease, licence or other agreement entered into by the Trustees of the Club).

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 or to a greater sum provided only that the Committee is satisfied that a secure future income stream is in place to meet such contractual obligations.

SECTION 6: MEETINGS OF THE CLUB

Annual General Meeting

52. An Annual General Meeting of the Club shall be held each year in the month of November on a date to be fixed by the Committee. The Honorary Secretary shall at least fourteen days before the



date of such meeting post or deliver to each member notice hereof and of the business to be brought forward thereat.

Business at Annual General Meeting

53. 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 forty two days before the date of the Annual General Meeting.

Special General Meeting

54. The Committee may at any time, upon giving twenty one days notice in writing, call a Special General Meeting of the Club for any special business, the nature of which shall be stated in the summons convening the meeting, and the discussion at such meeting shall be confined to the business stated in the notice sent to members.

Special General Meeting upon request of members

55. The Committee shall call a Special General Meeting upon a written request addressed to the Honorary Secretary by at least ten members. The Committee shall give twenty one days' notice in writing of any such Special General Meeting. The discussion at such meeting shall be confined to the business stated in the notice sent to members.

Chairman at Meetings

56. At every meeting of the Club the Commodore or in his/her absence the Vice-Commodore or in their absence a Chairman elected by those present shall preside.

Quorum at Meetings

57. Twenty five percent of members entitled to vote and personally present shall form a quorum at any meeting of the Club.

Entitlement to vote at Meetings

58. Only Full, Family and Junior members aged 14 or over shall vote at any meeting of the Club. Other members may attend but are not entitled to vote.

Voting at Meetings

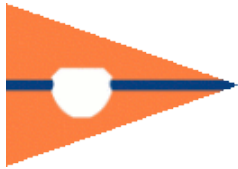
59. Voting, except upon the election of members of the Committee, shall be by show of hands. Members entitled to vote that are not present, may vote by proxy if notice is given in writing to Honorary Secretary.

Equality of Votes

60. 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

61. On any resolution properly put to a meeting of the Club relating to the creation, repeal or amendment of any Rule, Byelaw or Regulation of the Club such Rule, Byelaw or Regulation shall not be created, repealed or amended except by a majority vote of at least two-thirds of those present and entitled to vote.



No such change shall jeopardise the Club's status as a Community Amateur Sports Club within the meaning of the Finance Acts, or in any event alters its objects or winding-up provisions.

SECTION 7: DISSOLUTION OF THE CLUB

62. 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: (i) to another Club with similar sports purposes which is a charity and/or (ii) to another Club with similar sports purposes which is a registered CASC and / or (iii) to the sport's national governing body for use by them for related community sports.

SECTION 8: BYELAWS AND REGULATIONS

63. The byelaws and regulations of the Club are contained in a separate document. They are defined by the Committee and approved annually at the AGM as set out in Clause 41 of this Constitution.