

## **The Constitution of St Austell Bay Boat Club 10.4.2024**

1. The name of the Club is St Austell Bay Boat Club.

### **Object of the Club:**

2 The object of the club is:

To serve the interests of those wanting to launch and operate small boats from within the complex of Par Harbour.

### **Membership**

3. The signatories to The Constitution are the executive committee appointed April 2024

4. An applicant for membership must submit a signed and dated application form to the Treasurer stating:

i) the applicant's name and address.

ii) that the applicant has been given and has read a copy of the club rules and this constitution. The applicant also agrees to be bound by the Rules immediately upon admission to membership;

iii) the applicant's consent to the holding of relevant data for the purposes of the Data Protection Act 1998.

5. Until an applicant is approved for membership, he/she is not entitled to any of the privileges of the Club. The club reserves the right to refuse membership without the requirement to give a reason for refusal.

### **Qualification for membership**

6. Any person who meets the following qualifications may be entitled to apply for membership subject to any further provisions in these Rules:

Members must own a boat and be competent in its operation.

Be over 18 years of age.

Must agree to abide by the rules and regulations of the club.

### **Officers and their Duties**

7. The Club has the following Officers, who are elected by the members for one-year terms:

President - Responsible for electing a Chairman at the AGM.

Chairman - Who chairs all General Meetings and all Executive Committee meetings when present.

Vice Chairman - Deputising for the Chairman in his absence.

Secretary - Who is responsible for the keeping of all correspondence and records of the Club and the taking of minutes of all General Meetings and Executive Committee meetings. All contact with Imery's should be directed through the Secretary.

Treasurer - Who is responsible for the Members' Register (containing the name and address of every member and such other contact details as the member supplies) and acts as Data Protection Officer. Ensures that the financial affairs of the Club are kept in good order and that annual accounts and a financial report are submitted to the Executive Committee for it to place before the members at the Annual General Meeting (AGM). Should ensure that all financial payments made on the club's behalf shall have the approval of the executive committee and be made via cheque requiring two signatures or SABBC Debit Card.

### **Executive Committee**

8. The day-to-day running of the Club is under the control of the Executive Committee which consists of:

The 4 Officers of the Club.

9. A quorum for any Executive Committee meeting is 3.

10. Minutes of Executive Committee meetings must be taken and recorded.

11. The Executive Committee has the following powers and responsibilities:

Supervision and direction of the day to day running of the Club.

Preparation and presentation to the AGM of a verbal report on the Club and its activities for that year. The Treasurer will present the annual accounts and the club's financial report.

Appointment of sub-committees, whose membership must include at least one member of the Executive Committee, to which it may delegate powers and duties on such terms as the Executive Committee thinks fit.

### **General Committee**

12. Should consist of no more than 10 other members of the Club, elected for one year.

13. A quorum for any Committee meetings is 5.

14. The Executive Committee may appoint a member to fill any casual vacancy on the General Committee until the next AGM. Any such member so appointed must retire at the next AGM but may be elected as a member of the Executive or General Committee at that meeting.

## **Financial year, accounts and auditors**

15. The Club financial year runs to 31 August. An income and expenditure account must be made for that year and the balance sheet struck at that date.

16. A Chartered Accountant is elected by members at the AGM to conduct an Independent Examiners Report of the Clubs financial records.

## **Re-election and further terms of office**

17. Members are always eligible for re-election for further terms as Officers or members of the General Committee.

## **Membership classes and subscriptions**

18. There shall be the following classes of membership:

### *Full Membership*

19. The membership subscription for this class is £100 for each calendar year and must be paid by the 30<sup>th</sup> November.

20. On being admitted to the Club a new member in this class must pay an entrance fee of £25.

21. The future level of subscription and entrance fee may be changed by a resolution at the AGM and passed by a majority of those present when the vote is taken.

22. Full membership is available to any person who meets the membership qualifications and full members are entitled to vote at the AGM and any General Meeting.

### *Non Launching Members*

23. The membership subscription for this class is £2 for each calendar year and must be paid by the 30<sup>th</sup> November.

24. The future level of subscription and entrance fee may be changed by a resolution at the AGM and passed by a majority of those Full Members present when the vote is taken.

25. This class is available to any person who satisfies the following criteria:

They must be nominated by a Full member

26. The following restrictions will apply to members of this class:

No entitlement to vote.

No entitlement to launch a boat.

No entitlement upon dissolution of club assets.

No entitlement to be elected onto a committee.

May only attend meetings if accompanied by their sponsor.

## **Renewal**

27. Application for membership renewal must be applied for each year at or before 30<sup>th</sup> November to ensure membership is continued. The capacity of the facility determines that the club is limited to 160 full members.

## **Disciplinary offences**

28. Any member who is in serious or persistent breach of these Rules or who otherwise acts in a way which, in the opinion of the Executive Committee is seriously or persistently inappropriate for a member of this Club, may be disciplined by the General committee and appropriate action taken.

## **Effect of resignation, expulsion or death**

29. All rights and interests in the Club and its property cease immediately on termination of membership by resignation, expulsion or death.

## **General Meetings of Members**

30. AGM: An annual general meeting of all members must be held in April each year (or, failing that, as soon as possible thereafter) and called by the Secretary not later than the previous meeting stating the date, time and place of the meeting, and the business to be conducted. The business will include:

(i) Election of the Chairman.

(ii) Presentation and summary explanation by the Treasurer of (a) the Club's annual accounts for the financial year last ended.

(iii) Consideration of the Chairman's annual report;

(iv) The Chairman is to call for the election of Officers, members of the General Committee and Auditors.

(v) Such resolutions as are stated in the notice of the meeting (having been submitted to the Secretary at least 14 days before that meeting).

31. Extraordinary General Meeting (EGM): At any time, the Executive Committee or any 25 members may by a joint written notice request the Secretary to call a meeting of members and the Secretary must then call a EGM on no less than one calendar months' notice to all attending members stating the date, time and place of the meeting, and the business to be conducted.

32. The quorum for the AGM and any EGM is at least 25 voting members.

33. The voting members present elect a chair for any general meeting whenever the Club Chair or vice chair is not present.

34. Minutes of the General Meetings must be taken, recorded and made available to all members.

### **Correspondence**

35. Any notice, letter or email is validly given if sent by post to that members home or email address as held on the Members Register. All correspondence from members to Club Officers should be conducted at scheduled general meetings.

### **Resolutions and voting**

36. Resolutions and other decisions at all General Meetings, Executive Committee or any sub-committee meetings are passed and made if so voted by a majority of those members present and voting when the vote is taken.

37. Voting may at the discretion of the Chair be undertaken by show of hands, by ballot or by show of hands followed by ballot.

38. Proxies are not allowed.

### **Employment and Other Contracts**

39. All contracts between the Club and any selected contractor shall be authorised by the executive committee. Any contract exceeding a value of £1000 shall be referred to a general committee meeting.

40. Any payment made to a member in respect of work voluntarily undertaken for the club shall be deemed as a gesture of goodwill.

### **Indemnities and limitation of liability**

41. Full indemnity out of the Club funds is given to:

(i) Officers and other members of the General Committee against all payments and other liabilities properly incurred by them in the exercise of their duties or powers for the Club.

(ii) Every Officer, or other committee member entering into any contract on behalf of the members against all payments and other liabilities incurred by them in connection with that contract

42. The liability of Officers or other committee members entering into any contract for the Club and the liability of any members on whose behalf the contract is made is limited to the assets of the Club.

43. The limit of each members indemnity given to Officers or other committee members in any calendar year in relation to any contracts entered into by them for the Club is a sum equal to one year's membership subscription. The Club will endeavour to maintain an "Officer Indemnity Policy" in order to protect the assets of the club and its Officers.

## **Legal Proceedings**

44. No Officers or members shall be bound to bring or defend any actual or prospective claim or proceedings or incur any actual or prospective liability for legal costs (including to any legal costs that may be payable to another party) unless they are first satisfied that they shall be sufficiently indemnified or otherwise protected against having to pay such costs and any other judgment against them (except as to the extent of one year's membership subscription) in one or more of the following ways: (i) indemnity out of the Club's assets (ii) personal indemnities from some or all of the members (iii) legal expenses insurance.

45. Non-payment of sums due to the Club

46. On a member being given a written notice of demand by the Secretary for payment of any sum already due from that member to the Club, failure to pay that sum in full within 14 days (or such longer period as may be specified in the notice) is a serious breach of the Rules which may be disciplined in accordance with these Rules save to the extent that there will be no appeal from a decision of the Executive Committee unless the Executive Committee decides that there are special circumstances making it fair for the member to be able to appeal to the General Committee.

## **Borrowing and charges**

47. The Executive Committee may borrow money if authorised by a resolution of the members in general meeting and on the terms authorised in that resolution.

48. The Officers shall make such dispositions of Club property and enter into such agreements as the Executive Committee directs for the giving of security for such borrowing.

49. All members whether or not voting on such resolution, and all members joining the Club after the passing of such resolution are to be taken to have assented to the resolution as if they had voted in favour.

## **Amendment of the Rules**

50. The Constitution may be amended by a resolution at a AGM or EGM passed by strictly more than 70% of the members present and voting when the vote is taken.

## **Dissolution**

51. The Club may be dissolved by a resolution passed by strictly more than 70% of the members present when the vote is taken but only if there are at least 50% of all members voting in favour of the resolution.

52. The resolution takes effect immediately unless it expressly states that it is to take effect on a specified date not more than 4 weeks later.

53. As soon as the resolution takes effect the Executive Committee must pay or otherwise settle all debts and other liabilities of the Club and divide the remaining Club property among the Full Launching Members at the agreed proportional allocation as follows:

Greater than 5 years continuous membership = 5 shares  
Less than 5 years continuous membership = 1 share

Example: Club has £65,000 at time of dissolution, there are 70 members with > 5 years membership and 80 members with < 5 years membership.

£151.16 per share

Long standing full members would receive £755.81

Newer members would receive £151.16

For these purposes the Executive Committee may decide on the sale or other realisation of Club property as it thinks fit.

### Headings

54. The headings to The Constitution are for ease of reference only and are not to be taken into account in their interpretation.

*Adopted this..... day of..... 20.....*

Signed (with name and address printed) members of the Executive committee:

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Chairman

.....  
Vice Chairman

.....  
Secretary

.....  
Treasurer