



CROMARTY BOAT CLUB

CONSTITUTION

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SECTION 1 - NAME AND PURPOSES

1. The name of the Club shall be 'Cromarty Boat Club' (hereinafter referred to in these Rules as the Club).
2. The purposes for which the Club is formed are to promote and facilitate community participation in the sport of sailing and boating and to provide social and other facilities for members as may be from time to time determined.

SECTION 2 – OFFICERS

Officers of the Club

3. The Officers of the Club shall consist of a Commodore, Vice-Commodore, Secretary and Treasurer.
4. Officers must be Full, Life or Family members of the Club, shall be elected by simple majority at the Annual General Meeting in each year and shall hold office for one year, retiring at the termination of the Annual General Meeting. All Officers of the Club shall be eligible for re-election.

Duties of Officers

5. The Commodore

Duties of Commodore

The Commodore shall normally chair all Club and Committee meetings. The Commodore shall represent the Club as required and promote the interests of the Club and its members.

6. The Vice Commodore

Duties of the Vice Commodore

The Vice Commodore shall deputise for the Commodore as required. The Vice Commodore will coordinate the annual craning operations and will manage the boat compound and club equipment.

7. The Secretary shall:-

Duties of Secretary

- (a) 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 and any sub-committee which 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;
- (e) Administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its Officers and its members;
- (f) Maintain contact with the Club's Legal Advisor to ensure that the Club's affairs are managed in accordance with current law.
- (g) Maintain any such certificates or registrations, and complete any such non-financial returns, as may be required by law.



8. The Treasurer shall:-

Duties of Treasurer

- (a) 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;
- (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 30th September 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 at the Annual General Meeting.

9. The Auditors shall:-

Duties of Auditors

- (a) Be appointed at the Annual General Meeting in each year;
- (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

10. Membership of the Club shall be open to anyone interested in the sport of sailing or 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.

Categories of membership

11. There shall be the following categories of membership with power to vote at all meetings of the Club as indicated hereunder.

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

JOINT MEMBERS - being two partners, spouses or joint boat owners who, at the date of election, shall each have attained the age of eighteen years. The two Joint Members shall have one vote, exercisable by either.

FAMILY MEMBER - which expression shall include one or two co-habiting adults and all children within their guardianship under eighteen years of age. The family unit shall have one vote, exercisable by either adult.

CADET MEMBER - being a person who, at the date of election, is under the age of eighteen. They shall have no vote.

LIFE MEMBER – A life member, being an existing member of the Club for a minimum of five years, may be nominated by the Committee in recognition of service to the Club, and elected by the Membership at the Annual General Meeting. They will be exempt from the Annual Subscription fee and shall have one vote.

HONORARY MEMBER – An Honorary member, not being a current member of the Club, may be nominated by the Committee and elected by the Membership at the Annual General Meeting in recognition of service to the Club or sport of sailing and boating. They shall have no vote.



CORPORATE MEMBER – An organisation or corporate body of up to 10 named members, which shall collectively have one vote.

Membership Entrance & Subscription Fee

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

13. Membership subscriptions will be kept at levels that will not pose a significant obstacle to people participating.

14. Members shall make the following annual payments:-

All members shall pay the Entrance fee (if any) and their first annual subscription upon election to the Club and thereafter on the first day of January in each year. Provided that a member elected after the first day of June 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 Entrance fee and the annual subscription in respect of the year following election.

An annual boat permit fee of such a sum as the Committee shall from time to time prescribe which shall entitle a member a space in the Club's boat park.

Any fees as the Committee shall from time to time prescribe which shall entitle a member to use a mooring block and ground chain.

Members' duty to provide an up to date address

15. Every member shall furnish the 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.

Election and retirement of members

Candidates for election

Application for membership

16. An application for membership shall be in the form from time to time prescribed by the Committee

Election of Members

17. Upon receipt of an application for membership, the Secretary shall enter such application in a Register of Candidates and there shall be an interval of at least two days before the meeting of the Committee at which such application for membership shall be considered. The election of Full, Joint, Family, Cadet and Corporate members is vested in the Committee and shall be a simple majority vote of those of the Committee. The Committee may refuse applications only for good cause such as conduct or character likely to bring the Club into disrepute. The Secretary shall inform each candidate in writing of the candidate's election or non- election. He 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.

18. The election of Life and Honorary Members shall be made by a simple majority vote at the Annual General Meeting.



19. Appeal against refusal to elect may be made to the members in General Meeting.

Payment of Fees upon Election

20. Upon election, a candidate shall pay, within one calendar month, such Entrance and other fees as shall be requested. In default of such payment, the election shall be void unless sufficient cause for delay be shown.

One year's temporary absence of member

21. 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 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

22. A member desirous of retiring from membership shall give notice in writing to the 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, waive any Entrance Fee.

23. A member who retires in accordance with this Rule shall not be entitled to have any part of the annual membership fee or any other fees refunded.

Arrears of Subscription

24. The membership of any member whose annual subscription is in arrears on 28 February will lapse. The Committee may, at its discretion, re-instate 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

Under-taking by members to comply with rules

25. Every member, upon election and thereafter, is deemed to have notice of, and undertakes to comply with, the Club Rules and any Byelaws and Regulations of the Club.

Disciplinary action against members:

26. Any breach of Rule 26 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.

27. Before taking such disciplinary action against 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.

28. A Resolution to apply any sanction shall be carried by a simple majority vote by those members of the Committee present and voting on the Resolution.



29. The Committee (or any person to whom the Committee shall delegate this power) may temporarily suspend or exclude a member from Club activities, when in their opinion such action is in the interests of the Club.
30. Appeal against expulsion or non-renewal of membership may be made to the members in General Meeting.
31. Upon expulsion the former member shall not be entitled to have any part of the annual membership fee refunded and must return any Club property and any Club or external body's trophy or trophies held forthwith.
32. Upon expulsion of a member, the Committee may dispose of the former member's boat and/or trailer in accordance with Rule 76.

Damage to Club property

33. 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 Secretary upon the instructions of the Committee.

Complaints

34. Complaints of any nature relating to the management of the Club shall be addressed in writing to the Secretary. Under no circumstances shall a servant of the Club be personally reprimanded by a member.

Members of other RYA Clubs

35. A member of any Club affiliated to the Royal Yachting Association (a list of which 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

36. 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.

Power to expel those admitted under rules 36 & 37 hereof

37. The 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 Rules 36 and 37.

Limitation of Club liability

38. All references to the Club in this Rule shall mean each and every individual member of the Club from time to time.

Members are bound by the following Rule which shall also be exhibited in a prominent place within the Club premises:-

39. Members of the Club may use the Club premises, and any other facilities of the Club, entirely at their own risk and impliedly accept:-

The Club will not accept any liability for any damage to or loss of property belonging to members.



The Club will not accept any liability for personal injury arising out of the use of the Club premises, any other facilities of the Club either sustained by members or caused by the said members 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.

40. 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

41. The Management Committee (herein referred to as 'the Committee') shall consist of the Officers ex officio, and not less than four nor more than eight Full, Joint, Life or Family Members (who have attained the age of eighteen years) elected at the Annual General Meeting each year to hold office until the termination of the next following Annual General Meeting.

Candidates for election to Committee

42. 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, Joint, Life or Family members whose nominations (duly proposed and seconded in writing by Full, Life or Family members of the Club) with their consent shall have been received by the Secretary seven days before the date of the Annual General Meeting in each year.

Election of Committee by ballot

43. 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

44. 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, plus proxy votes, vote in favour of such election.
45. 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

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

Retiring Commodore

47. A retiring Commodore shall serve as a member of the Committee in the year immediately following his retirement and shall have no vote.

Committee Meetings



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

Voting at Committee

49. Voting shall be by show of hands, unless deemed by the Chairman that a ballot is appropriate. In the case of equality of votes the Commodore or Chairman (as the case may be) shall have a second and casting vote.

Quorum

50. Five members shall form a quorum at a meeting of the Committee.

Powers of the Committee

Management of the Club by Committee

51. 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 purposes of the Club or for a benevolent or charitable purpose nominated by General Meeting.

52. 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.

53. Executive action will be the responsibility of the Officers. Any two Officers are required to sign legal and financial documents on behalf of the Club.

Appointment of sub-committees

54. Members of the Committee may be allocated specific roles in order to ensure the smooth running of the Club. The Officers shall determine the nature of such roles

55. 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.

Disclosure of interest to third parties

56. 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 Committee's authority

57. 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

58. 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.
59. 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.

Contractual Liability

60. The Committee shall endeavour to ensure that the following clause is incorporated in every contract, lease, licence or other agreement entered into by the Committee

The liability of the Committee 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.

Nomination of Life and Honorary Members by the Committee

61. The Committee may nominate for election at an Annual General Meeting such Life and Honorary Members as the Committee may think fit. The total of such Life Members shall not, however, at any time, exceed 5 per cent of the total number of members. The election of Life and Honorary Members shall be put to the vote at the Annual General Meeting and such Life and Honorary Members shall be duly elected if a majority of those present, and entitled to vote, plus proxy votes, vote in favour of election.

SECTION 5 - MEETINGS OF THE CLUB

Annual General Meeting

62. An Annual General Meeting of the Club shall be held each year in the month of October on a date to be fixed by the Committee. The 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

63. No business, except the passing of the Accounts and the election of the Officers, Committee, and 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 Secretary at least twenty one days before the date of the Annual General Meeting.

Special General Meeting

64. 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



65. The Committee shall call a Special General Meeting upon a written request addressed to the Secretary by at least 4 members. The Committee shall meet within twenty-one days of the requisite number of requests in order to call a SGM. 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

66. At every meeting of the Club the Commodore or the Vice Commodore or, in their absence, a Chairman elected by those present shall preside.

Quorum at Meetings

67. Ten members entitled to vote and personally present shall form a quorum at any meeting of the Club.

Entitlement to vote at Meetings

68. Only Full, Joint, Life, Corporate and Family members shall vote at any meeting of the Club. Other members may attend but are not entitled to vote.

Proxy Votes at Meetings

69. Full, Joint, Life, Corporate and Family members may nominate another member to vote by proxy at any meeting of the Club. Any such proxy nomination must be notified to the secretary, in writing, a minimum of seven days before the date of such meeting

Voting at Meetings

70. Voting shall be by show of hands by those present and entitled to vote, plus proxy votes, unless the Chairman deems that a ballot would be appropriate.

Equality of Votes

71. 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

72. 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 plus proxy votes. Provided that 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 alter its purposes or winding-up provisions.



Dissolution of the Club

73. 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 be distributed to the Royal National Lifeboat Institution or its successors.

SECTION 7- MISCELLANEOUS

Opening of Club premises

74. The Club premises shall be open to members at such times as the Committee shall direct.

Abandoned Boats and/or Trailers

75. If, at any time, any fees payable to the Club by any member or former member (whether by way of arrears of subscription or facilities fees, boat park fees or otherwise) shall be one month or more in arrears and a boat and/or trailer the property of a member or former member remains upon the Club premises then the member or former member shall remove the boat and/or trailer from the Club immediately. If the member or former member fails to remove the boat and/or trailer then the Committee may:-

- (a) Move the boat and/or trailer without being liable for any loss or damage to the vessel howsoever caused.
- (b) Give three months' notice in writing by registered post to the member or former member at his last known address as shown in the Club Register and thereafter sell the boat and/or trailer and deduct any monies due to the Club from the net proceeds of sale before accounting for the balance (if any) to the member or former member.
- (c) Alternatively, if the boat and/or trailer is unsaleable, after giving notice in writing as aforesaid, dispose of the boat and/or trailer in any manner the Committee may think fit and deem the cost of doing and any arrears as aforesaid to be a debt owing to the Club by the member or former member.
- (d) The Club reserves the right to charge storage for the boat and/or trailer until such time as the owner collects the boat and/or trailer or until notice has been served under Rule 76 (b) above.

PROVIDED ALWAYS THAT:-

Proper evidence is available to show that all reasonable steps have been taken to trace a member or former member and that, when and if the boat and/or trailer is sold, if the Club is unable to account to the member or former member for the balance of the proceeds of sale pursuant to Rule 76 (b) above then the balance of the proceeds of sale shall be placed upon bank deposit account and retained against the eventuality of a claim by the owner (whether he be the said member or former member or otherwise) for a period of six years.

Lien

76. In addition to Rule 76 the Club shall at all times have a lien over members' or former members' boats, equipment and/or trailers parked on the Club's premises in respect of all monies due to the Club, whether in respect of arrears of facilities fees or subscriptions or otherwise and shall be entitled to retain possession of the boat and/or trailer until such time as all monies due to the Club have been paid in full.



Byelaws

77. The Club may adopt such Byelaws or Regulations as it considers appropriate for the good management of the Club and its facilities.

Acknowledgement

78. The Members acknowledge that these Rules constitute a legally binding contract to regulate the relationship of the members with each other and the Club.

As adopted by the Members of the Club at the Annual General Meeting, 31 October 2015:

Signed

David Price, Commodore

Robert Bull, Honorary Secretary