

New Quay Yacht Club Ltd / Clwb Hwyllo Cei Newydd Cyf

By-laws

1. Purpose

The purpose of these By-laws is to detail the overarching rules by which New Quay Yacht Club is to be managed. As a Limited Company registered with Companies House, these By-laws sit alongside the Club's Articles of Association that achieve its legal requirements.

2. Definitions

Covered at the Articles of Association (AoA) 1.

3. Liabilities of Club Members

Covered at AoA 2.

4. Objectives

Covered at AoA 3.

5. Powers

- a. Employ a bar steward.
- b. Employ a cleaner.
- c. Employ additional staff on short term contracts.
- d. Employ additional staff on long term contracts subject to approval of an ordinary resolution at a general meeting.

6. Club Burgee and Affiliation

Covered at AoA 5.

7. Directors

- a. As a Limited Company, Club Directors are to be registered with Companies House and chosen from the Officers of the Club. The minimum number of Directors are to normally include the following:
 - (1) Commodore.
 - (2) Vice-Commodore.
 - (3) Rear Commodore.
 - (4) Honorary Secretary.
 - (5) Honorary Treasurer.
 - (6) Cruiser Captain / Boating Officer.
- b. Directors listed at 6.a. above would normally fulfil a minimum of 3 years, but should not serve for more than nine consecutive years. They are eligible to stand for re-election after an interval of one, or more years.

- c. If deemed appropriate, the Directors may appoint, from the Club's Members, additional Directors to those listed at paragraph 6.a. In the case of an unexpected vacancy becoming available, Directors may appoint a Club Member (normally a Club Officer) to fill the vacancy until the next General Meeting.

8. Directors and Honorary Offices

- a. Flag Officers are defined as the Commodore, Vice-Commodore and Rear-Commodore. The Flag Officers are expected to serve for a three-year period, rotating annually, subject to approval at an Annual General Meeting. The rotation will normally be, Rear-Commodore, Vice-Commodore and finally Commodore. Previous Flag Officers become eligible for re-election after an interval of one, or more years.
- b. The Secretary and Treasurer form the backbone of the day to day administration of the Club providing essential continuity, as a result they are declared Honorary Officers afforded any accompanying privileges. These positions will be appointed for a three-year term and may stand for a second three-year term (resulting in a maximum of six consecutive years) subject to the requirement that all Officers be re-elected annually.

9. Directors' Proceedings

Covered at AoA 8.

10. Directors' Powers and Committees

- a. The Directors form the Executive Committee and can delegate the day-to-day running of the Club to the Club's Officers that together with the Directors, form the Management Committee, responsible via their Terms of Reference (TORs) for the following:
 - (1) Human Resources.
 - (2) Bar Manager.
 - (3) Membership.
 - (4) Sailing/Boating
 - (5) Social.
 - (6) Information Technology (IT).
 - (7) Buildings.
- b. A quorum shall exist if 3 or more are present, either physically and/or virtually.
- c. The appointment of:
 - (1) President and Vice President.
 - (2) Honorary Members.
- d. The Directors are to ensure the Health and Safety Plan is reviewed and updated when required and at least annually.
- e. The Directors may create sub-committees, or working groups to support the Objectives detailed at AoA 3 and the management of the membership and communications. Each sub-committee will have a nominated Chair Person as detailed in Officer TORs and will include areas such as:
 - (1) Sailing / Boating.

- (2) Social.
- (3) Buildings.
- (4) Membership and Communications.
- f. The Directors may from time to time make, alter and repeal By-laws regulating the use of, and generally for the good conduct of the affairs of the Club. Such By-laws shall, provided they are not inconsistent with the Articles of Association of the Club for the time being, be binding upon all Members and be construed as part of the By-laws of the Club until they are approved, varied, or rescinded by an ordinary resolution passed at a Club's general meeting.
- g. The Directors, or any person, or sub-committee delegated by the Directors to act as an Agent for the Club shall enter into contracts only so far as expressly authorized, or authorized by implication, by the members. No-one shall, without the express authority of the membership in a General Meeting, pledge the credit of the membership.
- h. In addition to the Termination of Membership detailed at AOA 13, Directors may refuse access to the Club premises to any person, including non-members, who the Directors agree have acted, or has threatened to act, in a manner contrary to the interests of the Club and/or the well-being of any Member.

11. Directors Remuneration and Expenses

The Treasurer does not have authority to make payments to themselves, only another Director can authorize a payment to the Treasurer.

12. Conflicts of Interest

Covered at AoA 11.

13. Membership

- a. Club Members:
 - (1) Club Members
 - (2) Full Member (Full fee)
 - (3) Full Honorary Member (Reduced fee: Secretary & Treasurer).
 - (4) Life Honorary Member (No fee – awarded by Exec).
 - (5) Young Adult Member (Reduced fee: aged 18 to 29).
- b. Associate Members:
 - (1) Junior Member (Reduced fee: aged 10 to 17).
 - (2) Child (No fee: aged 0 to 9).
 - (3) Temporary (Weekly fee: 1 or 2 Weeks).
 - (4) Honorary (No Fee: Awarded by Exec to groups such as RNLI).
- c. Where a Membership Category is age related, the effective date is on 1st January in the year of subscription.
- d. Honorary Members are admitted at the discretion of the Directors for one year. An Honorary Member shall be offered a reduced subscription, determined by the Directors.

- e. On payment of the first subscription applicants shall become a Member of the Club. The Membership Officer shall, as soon as reasonably possible, send each new member notice together with their membership card and confirmation of the approved the application.
- f. The annual subscription shall be payable on 1st January each year. Any benefits of the bar discount scheme shall cease if the subscription is not received by 31st January.
- g. A Member joining the Club for the first time, partway through the year, shall pay a proportion of the annual subscription until the renewal is due on 1st January.
- h. A Member whose subscription is not paid by 1st May in any year shall be deemed to be in arrears and their name may be posted on the Club Notice Board and they shall cease to be entitled to use the Clubhouse, or enjoy any of the privileges of the Club, or to join in any of the sailing or powerboat activities of the Club. At the discretion of the Executive having been given a satisfactory explanation the Member can be re-admitted after payment of all arrears.
- i. A Member, joining for the first time, shall pay a proportion of the annual fee, as determined by the directors.
- j. Members shall:
 - (1) On joining the Club, impliedly undertakes to comply with these rules and any refusal or neglect to do so, or any conduct unworthy of a Member of the Club shall render such member liable to expulsion by the Directors re AoA 13.
 - (2) Furnish the Directors with an up-to-date postal address and if available an up to date e-mail address which shall be recorded in the Register of Members and any notice sent to such postal address, or e-mail address, shall be deemed to have been duly delivered in line with time scales defined in AoA 17.
- k. 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 Directors.
- l. A Member shall not cause any communication in whatever form to be exhibited on the Club's Notice Board, premises, web site, or social media presence without permission of a member of the Executive.
- m. Complaints of any nature relating to the Management of the Club premises shall be addressed in writing to the Honorary Secretary. Under no circumstances shall a servant of the Club be personally reprimanded by any member.
- n. Members, their guests and visitors are bound by the following By-Laws 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.

14. Membership – Termination

Covered at AoA 13.

15. General Meetings – AGM and EGM

The Annual General Meeting will normally be held in the first quarter of the calendar year. Proposals for Officers must be submitted in writing, duly seconded, to reach the Honorary Secretary at least 28 days before the Annual General Meeting. All Candidates for election

shall attend the Meeting, or shall send a written apology for absence with notification of their willingness to stand.

16. Records and Accounts

- a. The funds of the Club shall be supervised by the Honorary Treasurer. All bank accounts shall be under dual signatory. The Treasurer has authority to make payment in receipt of invoice, with due diligence, via on-line banking.
- b. Treasurer shall:
 - (1) 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.
 - (2) Cause all returns as may be required by law in relation to such accounts to be rendered at the due time.

17. Indemnity

- a. 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 that:
 - 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 for personal injury, loss of life or damage arising out of the use of the Club premises and any other facilities of the Club either sustained by members, their guests or visitors 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 directors or servants of the Club.

18. Communications

Covered at AoA 17.

19. Amending Articles and By-laws

- a. Changes to AoAs are covered by AoA 18.
- b. Changes to By-laws can be agreed by the Management Committee in-year, but need to be ratified at a General Meeting, covered at AoA 14.

20. Profits not to be distributed

Covered at AoA 19.

21. Dissolution

Covered at AoA by 20.

Agreed by Directors & Management on 7 November 2023

To be presented to AGM on: 31st March 2024. Approved by: ???/?? Full Members.

Honorary Secretary: Mr Carl Rich