



Constitution of Brixham Junior Sailing Club Ltd.

The rules are divided into the following sections:

1. Names and Objects
2. Officers
3. Membership
4. Management Committee
5. Trustees
6. Meeting of the Club
7. Dissolution of the Club
8. Byelaws, Etc.

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

Section 1 - Name and Objects

- 1 The name of the Club shall be 'The Brixham Junior Sailing Club Ltd (hereinafter referred to in these rules as the club).
The object on which the club is formed is to promote and facilitate the sport of sailing, primarily for young people, and also to provide social and other facilities for members as may be from time to time determined.

Officers of the Club

3 Section 2 - Officers

The Officers of the club shall be Full or Family members of the club and shall consist of a Club President, a Commodore, an Honorary Secretary and an Honorary Treasurer. Officers shall be elected at the Annual General Meeting in each year and shall hold office for one year, retiring at the termination of the Annual General Meeting in each year. All Officers of the Club shall be eligible for re-election.

Duties of Honorary Secretaries etc

Duties of the Honorary Secretary

- 4 The Honorary Secretary (and/or the Assistant Honorary Secretary or a delegated member of committee) shall:-
 - (a) Keep a register of club members' names and addresses;
 - (b) Conduct the correspondence of the club;
 - (c) Keep custody of all club documents;
Keep full minutes of all meetings of the club, the Committee
 - (d) which shall be confirmed and signed by the appropriate Chairman upon the agreement of the club at the next following meeting of



**Duties of the
Honorary
Auditors**

- the club
Administer such insurance policy or policies as may be needed
- (e) 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.

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 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.
Prepare an Annual Balance Sheet as at [date] in each year and cause such Balance Sheet (and accounts as necessary) to be
- (c) 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.

6 The Honorary Auditors shall:-

- (a) Be appointed at the Annual General Meeting in each year [and shall be two appropriately qualified members of the club];
The Auditors shall audit the accounts of the club when called upon to do so and shall give such certificate of assurance as to
- (b) the accuracy of the said accounts as shall be required by law or by the committee;
If either is unwilling or unable to act, inform the committee who
- (c) shall appoint a substitute to hold office until the termination of the next Annual General Meeting.

**Categories and votes
of
Membership**

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Section 3 - Membership

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.



A FULL MEMBER - being a person who, at the date of election, is over the age of eighteen shall have one vote.

A FAMILY MEMBER - which expression shall include one or two parents (as may be) and all children under eighteen years of age. The family unit shall have one vote, exercisable by either parent.

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

Such a member shall be one who at the commencement of the subscription year joins the club other than as a full member or a family member.

AN HONORARY MEMBER - who shall have no vote.

A SOCIAL MEMBER - who shall have no vote.

A TEMPORARY MEMBER - who shall have no vote.

No member except a TEMPORARY MEMBER may use 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.

* Candidates for membership shall have no privileges whatsoever in relation to the use of the club or premises.

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 and shall become operative on the first day of January in the year following. The current rate of Entrance and Subscription fee shall be prominently displayed in the club premises.

Membership Entrance
& Subscription Fee

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9. Members shall also make the following annual payments:-
- (a) An annual boat permit fee of such a sum as the Committee shall from time to time prescribe which shall entitle a member [to sail his or her own boat on the water controlled by the club] [a space in the club's boat park].
- (b) Such an annual sum as shall from time to time be demanded to defray the club's subscription to the RYA as a Fully Affiliated club.

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.
- Members' duty to provide an up to date address 10. Every member shall furnish the [Honorary] Secretary with an up-to-date address which shall be recorded in the Register of Members and any notice sent to such address as shall be deemed to have been duly delivered.
- Candidates for election 11. Election and retirement of members
Every candidate for membership (except Honorary Members) shall be proposed and seconded by a Full or Family member of the club, both of whom must be personally acquainted with the candidate.
- Application for membership 12. 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, and the signatures of the Proposer and the Seconder.
- Election of Members *13 Upon receipt of an application for membership, the [Honorary] Secretary shall enter such application in a Register of Candidates and shall cause the application form to be prominently displayed in the club premises for at least [fourteen] days before the meeting of the Committee at which such application for membership shall be considered. 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] 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.
- Payment of Fees upon Election 14. 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 years temporary absence of member 15. 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.
- 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.
- 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
16. the Committee may, at its discretion, re-instate such member upon payment of arrears. No member whose annual payment are in arrears may enter any club event or regatta nor vote at any meeting.
- Conduct of Members
- Every member, upon election and thereafter, is deemed to have notice of, and impliedly 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 expulsion by the Committee.
- 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 Resolution 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.
- 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.
- 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.
- 17.
- 18.
- 19.
- 20.
- Retirement of a member
- Arrears of Subscription
- Under-taking by members to comply with rules
- Expulsion of members
- Guests in the Club
- Damage to club property



-
- Exhibiting of notices 21. 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.
- Settlement of Accounts 22. 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 23. All suggestions shall be entered in the Suggestion Book and signed by the Member.
- Complaints 24. 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 a member.
- Members of other RYA Clubs 25. 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.
- Competitors in club races 26. 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 25 & 26 hereof 27. 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 Rules 25 and 26.
- Limitation of club liability 28. Limitation of club liability
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:-
The club will not accept any liability for any damage to or loss
(a) of property belonging to members, their guests or visitors to the club.
The club will not accept any liability of personal injury arising
(b) 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.

29. 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 Act 1984.

Section 4 - Management Committee

- Constitution of Committee *30. 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 or Family members of the club elected at the Annual General Meeting each year to hold office until the termination of the next following Annual General Meeting.

- Retirement of members of the Committee 31. At the Annual General Meeting each year two of the Full and Family members shall retire in order of election or seniority. In the case of equal seniority the order of retirement shall, failing agreement between the members concerned, be determined by lot. Members retiring under the rule shall not be eligible for re-election to the Committee until the Annual General Meeting next following the meeting at which they retire.

- Candidates for election to Committee 32. 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 twenty eight days before the date of the Annual General Meeting in each year. Such nominations, together with the names of the Proposer and Seconder 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 33. If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot. 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.

- Casual vacancy 36. 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 37 A retiring Commodore shall serve as an ex officio member of the Committee in the year immediately following his retirement.
- Committee Meetings 38. The Committee shall meet at least every two months making such arrangements as the conduct, place of assembly and holding of such meetings as it may wish. The Commodore or in his absence a Chairman elected by those present shall preside.
- Voting at committee 39 Voting (except in the case of a resolution relating to the expulsion of a member) shall be by show of hands. In the Committee case of equality of votes the Commodore or Chairman (as the case may be) shall have a second and casting vote.
- Quorum 40. Four members personally present shall form a quorum at a meeting of the Committee.
- Powers of the committee
- Management of club by Committee 41 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.
- Powers to make Byelaws and Regulations 42. 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 43. 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 44. 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 45. 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. No one shall,



Members indemnification of Committee

without the express authority of the membership in General Meeting, pledge the credit of the membership.
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

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 nor shall the number of Honorary Members exceed at any one time six in number.

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.

Purchase and supply of excisable goods

- Purchase & Supply of Excisable Goods *48. nil
- Hours of Sale of Excisable Goods 49 nil
- Profits from Sale of Excisable Goods 50. nil
- Accounts relating to excisable goods 51. nil

Section 5 - Trustees

Number of & terms of reference

52. 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 Full, Family or Honorary 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

53.

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

54.

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

55.(a)

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.

Limitation of Liability
of Club Trustees

55.(b)

(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.

Section 6 - Meetings of the club



Annual General Meeting	56.	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 or of any General Meeting as hereinafter mentioned post or deliver to each member notice hereof and of the business to be brought forward thereat. No business, except the passing of the Accounts and the election of the Officers, Committee, Trustees and Honorary Auditors, and any business that the committee may order to be
Business at Annual General Meeting	57.	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. The Committee may at any time, upon giving twenty one days notice in writing, call a 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	*58.	The Committee shall similarly call a General Meeting upon a written request addressed to the [Honorary] Secretary by at least [] members. The discussion at such meeting shall be confined to the business stated in the notice sent to members. [Note to Clause 59. For the purposes of the Licensing Act 1964 this Clause must be limited to <u>amaximum</u> of thirty OR 1/5th of the total membership, whichever is least].
General Meeting upon request of members	*59.	At every meeting of the club the President or the Commodore or, in their absence, a Chairman elected by those present shall preside.
Chairman at Meetings	60.	Fifteen members entitled to vote and personally present shall form a quorum at any meeting of the club.
Quorum at Meetings	61.	Only Full, Family and Honorary members shall vote at any meeting of the club. Other members may attend but are not entitled to vote.
Entitlement to vote at Meetings	62.	Voting, except upon the election of members of the Committee, shall be by show of hands.
Voting at Meetings	63.	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.
Equality of Votes	64.	On any resolution properly put to a meeting of the club relating
Voting on Rule Change	65.	



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.

Section 7 - Dissolution of the Club

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 but shall be given or transferred to some other institution or constitutions having objects similar to the objects of the club, such institution or institutions to be determined by the members of the club by Resolution passed at a General Meeting at or before the time of the dissolution and if and so far as, effect cannot be given to such provision then to some charitable object.

Dissolution of the Club

66.

Section 8 - Byelaws

Rights and privileges of members

67.

The present rights and privileges of each category of membership shall be as follows:-
A FULL MEMBER shall have the full use of all the club facilities.
A FAMILY MEMBER, his/her spouse and all the children under the age of eighteen shall have the full use of all the club facilities subject only to Rule 47.
A JUNIOR MEMBER shall have the full use of all the club facilities subject only to Rule 47.
AN HONORARY MEMBER shall have the full use of all the club facilities.
A SOCIAL MEMBER shall have the full use of the club-house facilities.
A TEMPORARY MEMBER (which expression may include members of another RYA recognised club or organisation) shall have the full use of the club facilities 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 an impliedly undertakes to



comply with the club rules, current Byelaws and Regulations as if he or she were a member of the club and so far as the said Rules, Byelaws and Regulations 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.

- Control of dogs 68. No dogs may be brought into the clubhouse.
Cars may only be parked in areas designated for such parking so
- Control of car parking 69. as not to cause an obstruction to other cars or to the approaches to the club premises.
- Opening of club premises 70. The club premises shall be open to members at such times as the Committee shall direct
In addition to the powers given to the Committee under Rule 17, and Rule 41 hereof if, at any time, any fees payable to the club by any member or former member shall be three months or more in arrears and a vessel the property of a member or former member remains upon the club premises, the Committee may:-
- Abandoned Boats 71. (a) Move the vessel to any part of the club premises without being liable for any loss or damage to the vessel howsoever caused.
(b) Give one month's notice in writing to the member or former member at his last known address as shown in the Club Register and thereafter sell the vessel and deduct any monies due to the club. (Whether by way of arrears of subscription or annual payments, mooring, dinghy park fees or otherwise) from the net proceeds of sale before accounting for the balance (if any) to the member or former member.
(c) Alternatively, if the vessel is unsaleable, after giving notice in writing as aforesaid, dispose of the vessel 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) Further the club shall at all times have a lien over members' or former members' boats parked or moored on the club's premises or club moorings in respect of all monies due to the club, whether in respect of arrears of mooring fees or subscriptions or otherwise.



Brixham Junior Sailing Club

www.brixhamjsc.co.uk

BJSC Ltd
39 Burton Street
Brixham
Devon TQ5 9JA

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 vessel is sold the proceeds of sale (unless any indebtedness by the member or former member to the club) 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.