

BYE LAWS
OF
Tynemouth Sailing Club (THE "CLUB")

ADOPTED: [DATE]

PART 1: INTERPRETATION

1 INTERPRETATION

1.1 These Bye Laws are made pursuant to Article 13.4.2.

1.2 In these Bye Laws, unless the context requires otherwise:

Articles means the articles of association of the Club from time to time and Article refers to a particular provision in them;

Associate Member means a member of the Club who is not a **Full or Partner Member (sailing)**, and who therefore neither has voting rights at general meetings nor any other rights to which members of companies are entitled under the Articles or the Companies Acts, and Associate Membership shall be interpreted accordingly;

Boating means sporting, recreational and other activities carried out in water-borne craft of any description powered by the wind or by personal effort;

Bye Laws means these bye laws of the Club made pursuant to Article 13.4.2, and Bye Law refers to a particular provision in them;

Club Facilities means the Clubhouse, all premises of the Club (which for the purposes of Rules 15.2 and 15.3 shall include Priors Haven beach), the water

patrolled by the Club, any equipment or boats made available by the Club (whether for a fee or without charge), all changing and washing facilities, all storage facilities, and any other facilities made available (whether for a fee or without charge) at the Clubhouse or Boathouse or on the Club's premises from time to time;

Clubhouse means the clubhouse situated at Priors Haven, Pier Road, Tynemouth;

Club Member means a company member of the Club, as that term is defined by section 112 of the Companies Act 2006, and Club Membership shall be interpreted accordingly;

Fees shall have the meaning given in Bye Law 6.1;

Member means all members of the Club, whether Club Members or associate members, and Membership shall be interpreted accordingly; and

Royal Yachting Association and RYA means the Royal Yachting Association, a company limited by guarantee registered in England and Wales with registered company number 00878357

1.3 These Bye Laws are supplemental to the Articles. Nothing in these Bye Laws is intended to contradict the Articles or the provisions of the Companies Acts and, in the event of any inconsistency between any provision of these Bye Laws and any provision of the Articles, the Articles will prevail.

1.4 Unless the context otherwise requires words or expressions contained in this document bear the same meaning as in the Articles.

1.5 Unless expressly provided otherwise, a reference to a statute, statutory

provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it, and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

PART 2: MEMBERSHIP

2 MEMBERSHIP

2.1 Membership shall be open to anyone interested in the sport of Boating on application, regardless of sex, age, disability, race, sexual orientation, gender reassignment, pregnancy or maternity, religion or belief. Membership may, however, be limited according to available facilities on a non-discriminatory basis.

2.2 Article 11.5 gives the directors the power to create different classes of Membership, and to decide who will be eligible for admission to them and what their rights and obligations will be. For the avoidance of doubt, Associate Membership conveys neither Club Membership nor any of the rights or privileges of Club Membership under the Articles or the Companies Acts.

2.3 There shall be the following classes of *Club* Membership:

- 2.3.1 Full Members;
- 2.3.2 Partner Members
- 2.3.3 Honorary Life Members;

2.4 There shall be the following classes of *Associate* Membership:

- 2.4.1 Cadet members
- 2.4.2 Junior Members
- 2.4.3 Student Members
- 2.4.4 Outport members
- 2.4.5 Social Members
- 2.4.6 Temporary Members.

3 ELIGIBILITY FOR MEMBERSHIP

3.1 **Full Membership** is open to any individual aged 18 or over who is interested in the sport of Boating. Full Members are *Club Members* with the right to attend and vote at general meetings in accordance with the Articles and the Companies Acts.

- 3.2 **Partner Membership** is open to the partner of a Full member. Partner Members are *Club Members* with the right to attend and vote at general meetings in accordance with the Articles and the Companies Acts.
- 3.3 **Honorary Life Membership** may be awarded to individuals as a mark of distinction. Persons nominated by the directors shall be granted Honorary Life membership if approved by a simple majority at an AGM. Honorary Life Members are *Club Members* with the right to attend and vote at general meetings in accordance with the Articles and the Companies Acts.
- 3.4 **Cadet Membership** is open to any individual over the age of 14, but under the age of 18, who is interested in the sport of Boating, subject to the signed permission of their parent/guardian. **Cadet** Members are *Associate Members*, and as such have no right to attend or vote at general meetings.
- 3.5 **Junior Membership** is open to any individual under the age of 14 who is interested in the sport of Boating. Junior membership is offered free of charge to children under the age of 14 of Full, Partner, Student and Social members. Junior Members are *Associate Members*, and as such have no right to attend or vote at general meetings.
- 3.6 **Student Membership** is open to any person who is a full-time student or apprentice (up to NVQ Level 4 or first degree level) at the time of registration, and who is interested in the sport of boating. Student Members are *Associate Members*, and as such have no right to attend or vote at general meetings.
- 3.7 **Outport Membership** is open to any individual with an interest in the sport of Boating, who wishes to support the aims of the Club, who is a member of another RYA recognized sailing club and whose main place of residence is more than 100 miles from Tynemouth. Outport members are *Associate Members* and have no right to attend or vote at general meetings.
- 3.8 **Social Membership** is open to any individual with an interest in the sport of Boating, who wishes to support the aims of the Club, but who either does not fit the other membership categories, or does not wish to actively participate in Boating activities. Social members are *Associate Members* and have no right to attend or vote at general meetings.
- 3.9 **Temporary Membership** is open to members of other RYA recognised clubs or organisations during regattas, open events and other events as shall from time to time be designated. Temporary Members are *Associate Members*, and as such have no right to attend or vote at general meetings.

For the avoidance of doubt, where the type of Membership available to, or subscription payable by, an individual is related to age, it will be determined by the

age of the individual on the date of registration of their Membership, or its renewal date.

4 BECOMING A MEMBER

- 4.1 Every applicant for Membership shall be proposed and seconded by a Club Member, both of whom must be personally acquainted with the applicant.
- 4.2 Applicants for Membership without sufficient personal acquaintances within the Club Membership may be proposed and seconded by two directors after an introductory meeting.
- 4.3 An application for Membership shall be in the form from time to time prescribed by the directors, and shall include the name and address of the applicant, and the names of the Proposer and the Secunder.
- 4.4 The directors have sole discretion to decide whether or not to accept an application for Membership.
- 4.5 The directors may refuse applications for Membership only for good cause, such as conduct or character likely to bring the Club or the sport of Boating into disrepute. Appeals against the directors' decision to reject an application for Membership may be made to the Club Members in general meeting.
- 4.6 The Membership Secretary shall inform each applicant in writing as to whether or not the applicant's application for Membership has been approved by the directors, and the Membership Secretary shall provide successful applicants with access to the Articles and these Bye Laws, and the Membership Secretary shall also request payment of any applicable fees.
- 4.7 Every successful applicant shall provide the Membership Secretary with an up-to-date e-mail 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.

5 RIGHTS AND PRIVILEGES OF MEMBERSHIP

- 5.1 The rights and privileges of each class of Membership shall be as follows, subject in each case to the provisions of the Articles and these Bye Laws:
 - 5.1.1 Club Members, Cadet Members, Junior Members and Student Members shall have the full use of all the Club Facilities and are entitled to sail in any club event, (Open events excepted)
 - 5.1.2 Club Members, Cadet Members, and Student Members, must fulfill sufficient Race Officer, Assistant Race Officer, Safety Officer,

Assistant Safety Officer duties, as determined from time to time by the Sailing Secretary, to enable the club to function. Social Members and Junior Members may also participate in these duties.

5.1.3 Social Members, Outport Members, and Temporary Members shall have full use of the Club Facilities, but they:

- (a) shall have no right to enter Club races or regattas or training activity unless specifically authorized by the Sailing Secretary or the directors;
- (b) shall have no right to bring guests to the premises of the Club;
- (c) shall have no right to take any part in the management of the Club;
- (d) are deemed to have notice of and impliedly undertake to comply with the Articles and these Bye Laws; and shall be liable to be expelled from the Clubhouse and/or prohibited from using the Club Facilities if, in the opinion of the directors, they have not reasonably complied with the conditions set out in the Articles and these Bye Laws in force from time to time.

5.2 Applicants for Membership whose applications have not yet been approved shall have no rights or privileges whatsoever in relation to the use of the Club Facilities.

6 MEMBERSHIP SUBSCRIPTIONS AND FEES

6.1 The following fees (the **Fees**) shall be payable by Members, as applicable in accordance with this Bye Law 6:

6.1.1 an entrance fee on joining the Club;

6.1.2 an annual subscription fee in respect of their Membership; and

6.1.3 an annual boat fee

6.2 The Fee rate for full membership, and the relevant percentage rate for each class of Membership, shall be proposed by the directors to the Club Members at the AGM 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.

6.3 The current Fee rates shall be prominently displayed on the Club's website

and in the Yearbook/Handbook.

6.4 Subject to Bye Laws 7.1, 7.2 and 7.3 all Members shall pay the applicable Fees for their first year of Membership within one calendar month of their membership acceptance, and thereafter by the 31st January each year.

6.5 It is the responsibility of each boat owner to ensure that their boat is covered by third party insurance to a minimum of £5,000,000. Evidence of insurance may be demanded by a director at any time.

7 EXCEPTIONS TO THE REQUIREMENT TO PAY FEES

7.1 Upon re-application by a person who has been a Member within the past two calendar years the directors may, at their sole discretion, waive the usual entrance fee.

7.2 Any person who becomes a Member after the first day of July in any year shall pay half the annual subscription fee applicable for that year.

7.3 Any person who becomes a Member after the first day of November in any year shall not be required to pay any subscription in respect of the period between becoming a Member and 31 December in that year, but they shall be required to immediately pay the applicable Fees in respect of the coming year commencing on the first day of January.

7.4 A Member who, for any reason, anticipates inability to use the Club Facilities for the whole of any one year shall be excused payment of Fees for that year, provided that notice in writing is given to the Membership Secretary before the last day of November in the previous year.

7.5 Any Member whose fees have been suspended pursuant to Bye Law 7.4 shall have no rights to use any of the Club Facilities for the duration of the year in respect of which Fees have been suspended. A Member wishing to be re-instated during the year in question shall pay such portion of the applicable Fees as the directors shall require.

8 TERMINATION OF MEMBERSHIP

8.1 If a Member fails to pay any applicable Fees that are due within one calendar month of being accepted as a Member or in the case of annual renewal, by the last day of February, their Membership shall be automatically terminated.

8.2 A Member wishing to cancel their Membership shall give notice in writing to the Membership Secretary before the last day of November and shall not then be liable to pay the subscription for the following year. A Member who

retires in accordance with this Bye Law shall not be entitled to have any part of their Fees refunded.

- 8.3 The directors may cancel, without notice being given, the Membership of any Member whose Fees have not been paid by March 31st (in whole or in part), provided that the directors may, at their sole discretion, re-instate any such Member upon payment of arrears. No Member whose Fees are in arrears (in whole or in part) may enter any Club event or regatta or (if applicable) vote at any general meeting.
- 8.4 Appeal against termination or non-renewal of Membership may be made to the committee. If, after such appearance, or non-appearance, two-thirds of the members of the committee present consider that the best interests of the Club will be served by expulsion, then the member shall be expelled, providing that the member shall have the right to appeal to a Special General Meeting which he may require the committee to convene by submitting a written notice to the Membership Secretary, who shall, upon receipt of such a notice, instigate such a meeting. A simple majority shall decide.
- 8.5 Any person who has been expelled from Membership shall not be entitled to have any part of their Fees refunded and must immediately return any trophy or trophies held.
- 8.6 Upon expulsion of a Member, the directors may dispose of the former Member's boat and/or trailer and other property, in accordance with Bye Law 15.2.

9 CONDUCT OF MEMBERS & DISCIPLINARY ACTION

- 9.1 Every Member is deemed to have notice of, and undertakes to comply with, the Articles and these Bye Laws.
- 9.2 Any breach of Bye Law 9.1 or any conduct which, in the opinion of the directors, 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 directors, which may include expulsion or non-renewal of Membership.
- 9.3 Before taking any disciplinary action against a Member, the directors shall ask the Member in question to provide a written explanation of their conduct and shall give the Member the opportunity to explain their conduct to the directors or to voluntarily cancel their Membership.
- 9.4 The directors (or any person to whom the directors shall delegate this power) may temporarily suspend or exclude a Member from particular training sessions, racing and/or wider Club activities, if they consider in their sole

discretion that such action is in the best interests of the Club.

- 9.5 In keeping with the club's responsibility towards alcohol consumption and safeguarding accountabilities, children under 16 are allowed in areas where bars are open for the supply of alcohol only when accompanied by an adult who is responsible for their conduct and wellbeing
- 9.6 In keeping with the club's safeguarding accountabilities, children under 14 are allowed in the clubhouse and boathouse only when supervised by their parent or guardian or other adult member who is responsible for their conduct and wellbeing
- 9.7 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 or by the Honorary Secretary upon the instructions of the directors.
- 9.8 A Member (other than a director) shall not cause any communication in whatever form to be exhibited on Club notice boards or premises without permission of a club officer.
- 9.9 A Member shall settle any indebtedness for refreshment or otherwise before leaving the Club premises, or in accordance with any Club Rule relating to the settlement of such indebtedness.
- 9.10 Complaints of any nature relating to the management of the Club shall be addressed in writing to the Honorary Secretary. Under no circumstances shall a servant of the Club be personally reprimanded by a Member.

10 GUESTS

- 10.1 Members shall enter the names of all guests in the guest book. Not more than three guests may be introduced by a member in any one day and the same guest may not be introduced more than six times in any calendar year.
- 10.2 A member of any club affiliated to the Royal Yachting Association (a list of which is published by the Royal Yachting Association) may be authorised to use the Club Facilities by any director. Such authorisation shall specify the dates on which that person may use the Club Facilities.
- 10.3 Any member of any club affiliated to the Royal Yachting Association, who is a competitor, crew member or helper in a Championship or Open Meeting sailed under the Club's burgee shall be considered to be a temporary member of the club for the duration of the Championship or Open Meeting and is entitled to the use of the Club Facilities within a period of 24 hours

before and after the race(s) in which they are competing.

10.4 The committee shall be empowered to confer temporary membership of the Club, for the duration of any Championship or Open Meeting on one specified person accompanying each competitor or helper.

10.5 The Honorary Secretary or any other person who has received the authority of two directors, may expel, temporarily or permanently, any person who has the right to the use of the Club Facilities under this Bye Law 10.

11 LIMITATION OF CLUB LIABILITY

11.1 Members use the Club Facilities entirely at their own risk and accept that:

11.1.1 the Club will not accept any liability for any damage to or loss of property belonging to Members;

11.1.2 members are responsible for any injury, damage or loss to the extent caused by their own actions or omissions.

11.1.3 Membership and acceptance of the Articles and these Bye Laws will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Act 1998 (as amended).

11.2 Bye Law 11.1 shall be exhibited in a prominent place within the Clubhouse:

PART 3: MANAGEMENT

12 OFFICERS

12.1 Only Club Members shall be eligible to stand for election as Officers, to be appointed in accordance with Article 6.

12.2 The Honorary Secretary shall:

12.2.1 conduct the correspondence of the Club;

12.2.2 keep custody of all Club documents;

12.2.3 initiate proceedings and correspondence for the AGM

12.2.4 keep full minutes of all directors' meetings, general meetings (including AGMs), and meetings of any committees established by the directors from time to time, and all minutes shall be confirmed and signed by the appropriate chairman upon the agreement of the

directors, Club Members, or relevant committee (as appropriate) at the next following directors' meeting, general meeting, or relevant committee meeting;

12.2.5 administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its directors, Officers, employees, and Members;

12.2.6 maintain contact with the Club's legal advisor to ensure that the Club's affairs are managed in accordance with all applicable laws; and

12.2.7 maintain any such certificates or registrations, and complete any such non-financial returns as may be required by law.

12.3 The Treasurer shall:

12.3.1 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, in compliance with all legal requirements applicable to companies;

12.3.2 cause all returns as may be required by law in relation to the accounts of the Club to be rendered at the due time; and

12.3.3 prepare annual report and accounts as at October 1st in each year and cause such report and accounts (as necessary) to be made available to members at least fourteen days before the date of the next AGM and shall then cause the same to be scrutinized or audited by March 1st of the following year.

12.4 The Sailing Secretary shall:

12.3.1 Ensure that an appropriate sailing program is ready for the beginning of the sailing season

12.3.2 Ensure that appropriate support for the sailing program is available throughout the season.

12.5 The Membership Secretary shall:

12.3.1 keep a register of Members' names and addresses, including the class of Membership for each Member;

12.3.2 keep a register of boats used by members in waters patrolled by the Club

13 DIRECTORS

- 13.1 The board of directors shall consist of the Officers (ex officio) and not less than three nor more than eight Club Members elected at the AGM each year to hold office until the termination of the next following AGM. A retiring Commodore shall serve as an ex officio director in the year immediately following his retirement.
- 13.2 The directors may at any time co-opt any individual who is a Club Member to fill a vacancy in their number or (subject to the maximum stated in Bye Law 13.1) as an additional director, but a co-opted director holds office only until the next AGM.
- 13.3 At the AGM each year, the two directors who are not Officers and who have been longest in office shall retire. In the case of equal length of service in office, the order of retirement shall, failing agreement between the directors concerned, be determined by lot. Directors retiring under this Bye Law shall not be eligible for re-election as directors until the AGM next following the meeting at which they retire, unless there are no nominations to fill the vacancies arising, in which case their nomination may be accepted at the AGM.
- 13.4 Candidates for election as directors (not being Officers) shall be those Club Members whose nominations (duly proposed and seconded in writing by other Club Members) have (with their consent) been received by the Honorary Secretary at least twenty eight days before the date of the AGM in each year. Such nominations, together with the names of the proposer and seconder shall be posted at the Clubhouse and on the Club's website at least fourteen days prior to the date of the AGM.
- 13.5 If the number of candidates for election as directors at any AGM is equal to or less than the number of vacancies to be filled then all candidates shall be elected if two thirds of those present in person or by proxy and entitled to vote at the AGM vote in favour of such election.
- 13.6 If the number of candidates for election as directors at any AGM is greater than the number of vacancies to be filled then there shall be a ballot. If the ballot fails to determine the directors to be appointed 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.
- 13.7 The directors shall meet at least every two months making such arrangements as the conduct, place of assembly and holding of such meetings as they wish, in accordance with the provisions of the Articles.
- 13.8 The quorum for meetings of directors shall be five directors.

PART 4: MISCELLANEOUS

14 SALE OF INTOXICATING LIQUOR

- 14.1 The purchase for the Club of excisable goods and the supply of the same upon Club premises shall be exclusively and solely under the control of the directors, or of a special committee appointed by the directors.
- 14.2 Intoxicating liquor may only be sold for consumption in the Clubhouse to persons over the age of eighteen who are entitled to the use of the Clubhouse in accordance with the Articles and these Bye Laws. No Junior Member may purchase or attempt to purchase intoxicating liquor within the Clubhouse nor may any Junior Member purchase or attempt to purchase tobacco or cigarettes within the Clubhouse.
- 14.3 The directors shall cause the bar in the Clubhouse to be opened (subject to terms of the Clubhouse certificate) at convenient times (and such times shall be prominently exhibited in the Clubhouse) for the sale of excisable goods to persons stated in Bye Law 14.2, PROVIDED THAT guests' names and addresses and the name of their introducer shall have been entered in the guest book upon entry to Clubhouse.
- 14.4 No person shall take a commission, percentage or other such payment in connection with the purchase of excisable goods for the Club. Any profit deriving from the supply of such goods shall (after deduction of the costs of providing such goods for the benefit of the Club) be applied to the provision of additional amenities or the purchase of property to be held in trust for the benefit of the Club.
- 14.5 Proper accounts of all purchases and receipts shall be kept and presented at the AGM in each year and such information as the Treasurer may require shall be furnished to enable any statutory return or statement and the payment of excise or other duty or tax to be made.
- 14.6 The permitted hours for the supply of intoxicating liquor to members and their guests shall be as stated in the Club Premises Certificate Summary, a copy of which shall be displayed in the Clubhouse.
- 14.7 The bar in the Clubhouse will be open on Wednesdays, Fridays and Sundays at the hours set out in Bye Law 14.6 or at such other hours as may be decided by the Directors, subject to any restrictions imposed from time to time by the Directors, or the Licensing Authority.
- 14.8 Notwithstanding paragraphs 14.2 and 14.3 of these Byelaws, intoxicating

liquor may be sold to non-members who are not guests when the Club premises are hired to third parties. Such sales shall be made in compliance with the conditions of the Premises License and shall be under the supervision of the designated premises supervisor named in the License

15 Other Matters

15.1 The Clubhouse shall be open to Members at such times as the directors shall direct.

15.2 If, at any time, any Fees payable to the Club by any Member or former Member shall be one month or more in arrears and a boat and/or trailer and/or any other property of a Member or former Member remains upon the Club premises then that Member or former Member shall remove the boat and/or trailer and/or any other property from the Club immediately. If the Member or former Member fails to remove the boat and/or trailer and/or any other property then the directors may:

15.2.1 move the boat and/or trailer and/or any other property to any part of the Club premises without being liable for any loss or damage howsoever caused;

15.2.2 give three months' notice in writing by registered post to the Member or former Member at his last known address as shown in the register of Members and then either:

(a) sell the boat and/or trailer and/or any other property 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; or

(b) if the boat and/or trailer and/or any other property is unsaleable, dispose of the boat and/or trailer and/or any other property in any manner the directors may think fit and deem the cost of doing and any arrears to be a debt owing to the Club by the Member or former Member; and

15.2.3 the Club reserves the right to charge storage for the boat and/or trailer and/or any other property until such time as the owner collects the boat and/or trailer and/or any other property or until notice has been served under Bye Law 15.2.2,

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 and/or any other property is sold, if

the Club is unable to account to the Member or former Member for the balance of the proceeds of sale, 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.

- 15.3 In addition to Bye Law 15.2, the Club shall at all times have a lien over Members' or former Members' boats and/or trailers belonging to Members or former Members parked on the Club's premises or other property in respect of all monies due to the Club, whether in respect of arrears of Fees or otherwise and shall be entitled to retain possession of the boat and/or trailer and/or any other property until such time as all monies due to the Club have been paid in full.
- 15.4 Members shall be responsible for the receipt, safekeeping, engraving and return of all trophies which they win. In the event of a member failing to receive or engrave a trophy, the Sailing Secretary may have the trophy engraved and debit the member.
- 15.5 The Members acknowledge that these Bye Laws constitute a legally binding contract to regulate the relationship of the Members with each other and the Club.
- 15.6 These Bye Laws may be amended by the directors from time to time, subject to support from two thirds of club members at an AGM or EGM.