



Porth yr Aur, Caernarfon, LL55 1SN

**Articles of Association comprising the  
CONSTITUTION  
of the  
ROYAL WELSH YACHT CLUB**

**Revised 2023**

**Constitution and Bye Laws**  
**Articles of Association comprising the**  
**CONSTITUTION of the ROYAL WELSH YACHT CLUB**

Incorporating amendments agreed at the  
**Extraordinary General Meeting 2023**  
**21 or 28 October 14:00**

CONSTITUTION consists of Articles numbered 1 – 83, and five Schedules.

**Name and aims.**

**1.** The full name of the Club is “The Royal Welsh Yacht Club”, but it is shortened to “the Club” in this document.

**2.** The purposes of the club are to provide facilities for and to promote participation in the amateur sport of Yachting, Rowing and Boating, embracing all watersports in Caernarfon and other areas.

All members will be given access to boats for the purpose of sailing and rowing. This facility will include the necessary training and be provided either free or at a low subsidized cost.

Foster community appreciation of the heritage of the Club and the historic premises at Porth yr Aur.

**Officers**

**3.** The Club elects honorary officers and executive officers. The honorary officers are the Patron(s), the Honorary President, the Honorary Commodore, and the Honorary Vice- Commodore. Honorary Officers, except for the President, are appointed for an indefinite term at a general Meeting of the Club and are granted membership of the Club. The President, as the figurehead of the Club, is appointed for a renewable period of 5 years and is granted membership of the Club.

**4.** The executive officers are the Commodore, the Vice Commodore, the Rear Commodore, the Secretary, the Treasurer, the Membership Secretary, the Sailing Secretary, the Rowing Secretary, and the Social Secretary. The executive officers, referred to below as the “Officers”, are unpaid and, except as in Article 5, are elected every year at the Annual General Meeting (AGM) for a one-year term beginning on 1st January of the following year. All Officers are eligible for re-election, but the Flag Officers (Commodore, Vice Commodore, and Rear Commodore) may not serve more than four consecutive years in the same post.

**5.** Any post of Flag Officer that is not filled by election at an AGM or is filled but becomes prematurely vacant for any reason may be filled by election at another General Meeting of the Club for a term of office that ends on 31st December in the year in which the vacancy occurs.

## **Responsibilities of Officers**

**6.** Listed below is a summary of responsibilities. Detailed instructions for all duties for each post are held in the RWYC Operations Manual referred to in the Fifth Schedule. This manual will be subject to change, as necessary, to ensure it remains current and accurate.

The Secretary, assisted by the Membership Secretary and other members of the Management Committee:

- keeps a register of the names and contact details of Club Members
- keeps all Club documents, both physical and electronic
- keeps full, approved minutes of all meetings of the Club, Management Committee and Sub - Committees, signed by the relevant chairperson
- maintains the insurance policies needed to protect the interests of the Club and its Members
- consults the Club's legal advisor as

necessary to ensure that the Club's affairs are managed in accordance with current law.

**7.** The Treasurer:

- keeps the accounts necessary to give a true and fair view of the Club finances
- submits any returns required by law
- arranges for the preparation by the accountants appointed by the Club of an annual balance sheet as of the 31st of August in each year for presentation at the AGM in the same year.

**8.** The Accountants are appointed at the AGM each year and are required to prepare the annual balance sheet.

**9.** The Management Committee determines the distribution of other duties among Officers and other persons, modifying the model list of responsibilities set out in the RWYC Operations Manual, as referred to in the Fifth Schedule to this Constitution. This is to make best use of the skills of, and time available to, individual Officers.

**9a.** All surplus income or profits are to be reinvested in the club. No surpluses or assets will be distributed to members or third parties.

## **Membership**

**10.** Membership of the club shall be open to anyone interested in the sport on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs, except as a necessary consequence of the requirements of Yachting and Rowing.

The club may have different classes of membership and subscription on a non-discriminatory and fair basis. The club will keep subscriptions at levels that will not pose a significant obstacle to people participating.

The club committee may refuse membership, or remove it, only for good cause such as conduct or character likely to bring the club or sport into disrepute. Appeal against refusal or removal may be made to the members.

**11.** Categories and voting rights of Members are as follows:

A FULL MEMBER is a person who, at the date of his or her election to the Club, is 18 years of age or over and membership includes his/her partner and children. A Full Member is entitled to attend, and to exercise one vote at, a General Meeting of the Club.

A SENIOR MEMBER is a person who has attained the age of 65 and membership includes his/her partner and children. A Senior Member is entitled to attend, and to exercise one vote at, a General Meeting of the Club.

A SOCIAL MEMBER is a person who does not normally take part in Club sailing or rowing activities. Membership includes partners and children. A Social Member is entitled to use the social facilities of the Club but is subject to the following restrictions.

- a Social Member must either reside within 25 miles of the Royal Town of Caernarfon or be a member of a group or society which shall have its headquarters within 25 miles of the said Royal Town.
- a Social Member is not entitled to vote at a General Meeting and is not entitled to privileges of the Club relating to the wearing of the Club's defaced ensign upon any vessel
- the number of Social Members must not exceed 33 per cent of the total membership of the Club
- a Social Member may be a boat owner provided that the craft does not have an overall length of more than twelve feet
- a Social Member may not use a boat owned by the Club except during taster sessions on up to two occasions or pending an application for Full or Senior membership.

A CADET MEMBER is a person who at the date of his or her election to the Club and on the 1st day of January of each relevant year of subscription is under the age of 26. Cadet Members are not entitled to attend, or to vote at, a General Meeting of the Club.

AN HONORARY MEMBER is defined in Article 53 and does not have voting rights.

A TEMPORARY MEMBER as defined in Articles 29 and 30 below and does not have voting rights.

AN OVERSEAS MEMBER has a principal residence outside the United Kingdom of Great Britain and Northern Ireland or does not stay within the United Kingdom for longer than a total of ninety days in any relevant year. An Overseas Member along with partner and children may use the facilities of the Club but is not entitled to vote at any meeting of the Club.

In all the above cases the definition of a person up to the age of 18 or up to the age of 25 is full-time education.

**12.** The joining and subscription fees for each category of membership are proposed by the Management Committee for consideration at the AGM each year and are kept as low as possible to prevent their becoming a major obstacle to participation. Proposed changes must be approved by a majority of those present who are entitled to vote and take effect on the 1st of January in the second year following the AGM.

**13.** A Member other than an Honorary Member must pay the joining fee and his or her first annual subscription upon election to the Club and thereafter on the 1st of January in each year. A Member elected on or after the 1st of July in any year pays half the annual subscription applicable for that year and a member elected on or after the 1st of November in any year is not required to pay any subscription in respect of the year of election but, on election, must pay the joining fee and the annual subscription in respect of the following year. Subscription and joining fees for Overseas Members are set at half the corresponding fees for Full Members.

**14.** Every Member must provide the Membership Secretary with up-to-date contact details including postal address and, if available, telephone number and email address, which shall be recorded in the Register of Members.

**15.** Membership of the Club will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Acts.

**16.** No person shall become a member of the Club unless that person has completed an application for membership on a form approved by the Management Committee.

**17.** No person shall become a member of the Club unless the Management Committee has approved the application.

**18.** An approved application for membership becomes effective upon receipt of the subscription payable and joining fee, plus a mandate for future subscription.

**19.** Clause not used.

**20.** A Member wishing to retire from membership who gives notice in writing to the Secretary before the last day of November will not then be liable to pay the subscription for the following year. On re-application by a past Member the Management Committee may at its discretion excuse the payment of a joining fee.

**21.** The Management Committee may cancel the membership of any Member whose annual subscription is more than three months in arrears. The Committee may also re-instate such members upon payment of such arrears. A Member whose annual subscription is more than five weeks in arrears is not permitted to use the Club Premises or enter any Club event or regatta or vote at any meeting.

### **Conduct of Members**

**22.** Every Member is assumed to have read, and to have agreed to comply with, the Constitution and Byelaws of the Club. Neglect or refusal to comply with the Constitution or any conduct that, in the opinion of the Management Committee, is either unworthy of a member or injurious to the interests of the Club renders the Member liable for expulsion by the Management Committee. Before expelling a Member, the Management Committee must give him or her an opportunity to explain his or her behavior or to resign. A resolution to expel a member is carried by a simple majority vote by the members of the Management Committee present and eligible to vote on the resolution.

**23.** A Member must not damage any property of the Club or, without authorisation from the Management Committee, remove or destroy any property of the Club, and must repair, replace, or pay for such damage or property if called upon to do so by the Management Committee.

**24.** It is the duty of every Member undertaking business on behalf of the Club to submit a written record of that business on paper or by email to the Secretary.

**25.** No Member may place any kind of communication on the Club noticeboard or anywhere else on the Club premises without the permission of the Commodore or the Secretary.

**26.** Any complaint of any nature relating to the Management of the Club or otherwise relating to the Club Premises shall be addressed in writing to the Secretary. Under no circumstances should a member reprimand or be abusive to an employee of the Club.

### **Visitors**

**27.** Except as allowed by Article 28 below, Members should enter a Visitors Book with the name and address of every guest whom such Member brings to the Club Premises. A Member may introduce no more than six guests to the Club Premises on any one day. The same guest may not be introduced to the Club Premises more than twice in any calendar month unless the guest has applied for membership of the Club and is awaiting the outcome, or unless the introduction of the guest has otherwise been sanctioned by the Management Committee. A Member who introduces a guest to the Club Premises must remain in the company of the guest while he or she is on the Club premises and is responsible for ensuring that the guest does not infringe the Constitution. A person who has resigned as a Member of the Club may be admitted as a guest. A former Member whose membership has been cancelled or who has been expelled under the provisions of Articles 21 and 22 and a person whose application for membership has been rejected may not be introduced to the Club Premises as a guest and may not make use of the facilities of the Club under the provisions of Articles 29 and 30 without the permission of the Management Committee.

**28.** Visitors who are members of a group from a *bona fide* organisation whose visit has been approved in advance by the Management Committee may be introduced to the Club premises as a group by a member, who must enter a visitors book the name of the visiting organisation and the name and address of a responsible representative of that organisation.

**29.** A member of any club recognised by the Royal Yachting Association and the skipper and crew members of a visiting yacht lying in the Port of Caernarfon may be authorised to use the premises of the Club by any member of the Management Committee for a period not exceeding 21 days in any calendar year.

**30.** A 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.

**31.** The Secretary or any other person who has received the authority of two members of the Management Committee may expel temporarily or permanently any person who has the right to the use of the Club premises only under Article 29 or Article 30 above.

**32.** A member of any club with which formal reciprocal membership rights have been agreed under the terms of Article 55 is entitled to use the facilities of the Club in the same way as an Honorary Member.

### **Limitation of Club liability**

**33.** References to the Club in this Article (33) mean each individual member of the Club. Members, guests and visitors are bound by the following Article which shall also be exhibited in a prominent place in the Club premises: “Members of the Club, guests and visitors use the Club premises and other facilities of the Club entirely at their own risk and impliedly accept that: “the Club will not accept any liability for any damage to or loss of property belonging to Members, guests or visitors to the Club; “the Club will not accept any liability for personal injury arising out of the use of the Club premises or any other Club facilities, whether sustained by Members, their guests or visitors, or caused by the 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, the Management Committee, or employees of the Club.”

### **Management Committee**

**34.** The Management Committee shall consist of the Officers and not less than four nor more than eight Full Members or Senior Members and not more than two Social Members elected at the AGM.

**35.** The members of the Management Committee (other than the Officers, see Article 4 and Article 5) so elected shall hold office from the 1st day of January in the year following election for a term of three years. To ensure continuity, at least three places must be available at each AGM for the election of members of the Management Committee (other than the Officers). Where insufficient vacancies are created by end of three-year-term retirements, members of the Management Committee must retire to create such vacancies in order of election, by which the longest serving member retires first. In the case of equal length of service and in the absence of agreement between the members concerned, the order of retirement will be determined by lot.

**36.** If any Officer of the Club or member of the Club’s Management Committee is absent, for any reason other than illness, from six or more meetings of the Management Committee in any calendar year, then that person shall be deemed to have resigned from office and/or from the Management Committee.

**37.** Any Full Member or Senior Member may stand for election as any Officer or as a member of the Management Committee provided that his or her nomination is, with consent, proposed and seconded in writing by Full or Senior Members of the Club and is submitted to the Secretary at least 15 days before the date of the Annual General Meeting in each year. An Officer or member of the Management Committee who is retiring at the end of their elected term or who is required to retire under Article 35 is also eligible to stand for election, except as detailed in Article 4. A Social Member of the Club may stand for election as Social Member of the Committee or as Social Secretary, subject to the same nomination procedure. Such nominations together with the names of the Proposer and Secunder must be posted on the Club Premises at least 14 days prior to the date of the Annual General Meeting.

**38.** If a vacancy occurs because of the death, resignation, or expulsion of an elected member of the Management Committee other than a Flag Officer, the Management Committee may co-opt a Full Member or Senior Member (or Social Member if eligible under Article 37 above) to fill such a vacancy until the next following General Meeting. Co-opted members are not entitled to vote.

**39.** A retiring Commodore serves as a member of the Management Committee for the year immediately following his or her retirement.

**40.** The Management Committee meets at the Club Premises at least once every two months and makes its own arrangements for the conduct and holding of such meetings. The meetings are chaired by the Commodore or, in his or her absence, by another Flag Officer in order of seniority (the first choice being the Vice Commodore) or, in the absence of all Flag Officers, by a committee member elected by those present.

**41.** Voting is by a show of hands. The Chair is entitled to vote only in the event of equality of votes.

**42.** Five members form a quorum at any meeting of the Management Committee.

### **Powers of the Management Committee**

**43.** The Management Committee must manage the affairs of the Club according to the Constitution of the Club and must ensure that the funds of the Club are applied solely to the aims of the Club or for a charitable purpose under the terms of Article 44. The Management Committee must 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 Constitution.

**44.** The Management Committee may permit the use of the Club premises for up to twelve events in any year for benevolent or charitable purposes. The Management Committee may also apply other Club resources and funds to a benevolent or charitable purpose nominated by the Members of the Club in a General Meeting.

**45.** The Management Committee has the power to make Byelaws as the occasion arises. Any such Byelaw must be exhibited on the Club Premises for a period of 14 days before the date of implementation. The Byelaw will remain in force until approved or set aside by a vote at a General Meeting of the Club.

**46.** The Management Committee may appoint sub- committees as required and may delegate any necessary powers to the sub-committees on terms and conditions deemed expedient or required by the law. Sub-committees will consist of members of the Management Committee or of the Club whom the Management Committee considers suitable. Officers of the Club are *ex-officia* members of all such sub- committees.

**47.** A member of the Management Committee or of a sub-committee or any Officer transacting business for the Club must disclose to third parties that he or she is acting on behalf of the Club.

**48.** The Management Committee or any person or sub- committee delegated by the Management Committee to act as an agent for the Club or its Members may enter contracts only so far as expressly authorised or authorised by implication by the Members.

**49.** No one shall, without the express authority of the membership in a General Meeting, borrow money or incur debts on behalf of the Club or its membership.

**50.** The Management Committee or any person or sub- committee delegated by the Management Committee to act as an agent for the Club may, subject to the provisions of Articles 48 and 49, apply for grants, solicit donations and sponsorship and/or otherwise raise funds for Club amenities, services and training courses, the maintenance and repair of property held in trust for the benefit of the Club, and the purchase of property to be held in trust for the benefit of the Club under Article 78 below.

**51.** In pursuance of the authority vested in the Management Committee by Members of the Club, the Officers and members of the Management Committee are entitled to be indemnified by the Members of the Club against any liabilities properly incurred by them, or any one of them, in the course of activities that have been duly authorised by the Club, or that could be assumed to be of a duly authorised nature and entered into on behalf of the Club. The limit of an individual Member's indemnity in this respect shall be a sum equal to one year's subscription at the then current rate for that category of membership unless the Management Committee has been authorised to exceed such limit by a General Meeting of the Club.

**52.** The Committee shall seek to ensure that the following clause is incorporated in every contract, lease, license, or other agreement entered by the Committee or Trustees of the Club, as appropriate. "The liability of the [Committee/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."

**53.** The Management Committee may nominate Members or non-members as Honorary Officers or as Honorary Members for election at a General Meeting provided that such election does not increase the total number of Honorary Members above five per cent of the total number of Members. Election of Honorary Officers and Honorary Members requires votes in favor of at least two thirds of the valid votes cast by those present or by post.

**54.** The Management Committee has the power to create one or more Squadrons of the Club comprising only Full Members and/or Senior Members of the Club who are not ordinarily resident in or within a radius of 100 miles of the Royal Town of Caernarfon and to approve Rules for the composition and regulation of any such Squadron including the provision of representation of such Squadron on the Management Committee. The Rules for the composition and regulation of such Squadron approved in the Management Committee to date are listed in the Fourth Schedule to this Constitution.

**55.** The Management Committee has the power to agree reciprocal arrangements with any other club with similar aims for the use of each other's facilities under Article 32. Clubs with which such arrangements are agreed are specified in the Byelaws.

### **Meetings of the Club**

**56.** An Annual General Meeting of the Club will be held on the Club Premises at Caernarfon each year in the months of November or December on a date to be fixed and published by the Management Committee on or before the last day of August each year.

**57.** No business except the passing of the Accounts, the election of the Officers and members of the Management Committee, the appointment of Accountants and any other business that the Management Committee may order to be inserted in the notice convening the meeting may be discussed at any Annual General Meeting unless a Member entitled to vote has submitted, at least 42 days before the date fixed for the Annual General Meeting, written notice of a desire to discuss any further business to the Secretary, stating in clear language the precise nature of such further business.

**58.** The Management Committee may at any time call a General Meeting of the Club to be held on the Club Premises at Caernarfon for any special business, the nature of which is to be stated in the

notice convening the Meeting. The discussion at such Meeting will be confined to the business stated in the notice of the Meeting sent to the Members.

**59.** The Management Committee must similarly call a General Meeting of the Club to be held on the Club Premises at Caernarfon upon a written request addressed to the Secretary and signed by at least 20 Members. The written request must state in clear language the precise nature of the business desired to be discussed at such Meeting, and the discussion at such Meeting will be confined to the business stated in the written request.

**60.** At least 28 days before the date of any Annual General Meeting or other General Meeting of the Club the Secretary shall:

- Cause to be posted in a prominent position in the Club Premises at Caernarfon notice in writing stating the date and time of such Meeting together with a description of all business to be discussed; and

- Cause to be delivered to each Member notice in writing stating the date and time of such Meeting together with a description of all business to be discussed and a postal voting slip. The said notice and postal voting slip will be delivered via email where possible or by normal post where a member does not have access to email.

**61.** The Chair at each General Meeting of the Club will be taken by the Commodore or other Flag Officer present according to seniority or, in their absence, by a member elected by those present.

**62.** Fifteen members entitled to vote and either personally present or present online shall form a quorum at any General Meeting of the Club. Where online voting invitations or voting slips have been sent out in advance for a general meeting convened for consideration of a proposed resolution, or election of officers / management committee members/directors, those Club Members that have returned valid votes by the stated closing date for such votes shall be included in the quorum count, but in respect of the business that is the subject of the advanced voting.

**63.** Only Full Members and Senior Members (subject to entitlement specified in Article 11) may vote at any General Meeting of the Club. Other Members (except Cadet Members) are entitled to attend and to speak but are not entitled to vote.

**64.** Voting at every General Meeting of the Club will be by show of hands of those entitled to vote counted together with valid postal votes as defined in Article 65 except for the election of Officers and members of the Management Committee, which shall be by ballot as set out in Articles 68, 69 and 70.

**65.** A postal vote is judged valid if it is submitted on the relevant original voting slip, is signed by the Full Member or Senior Member to whom the voting slip was addressed and is received by the independent counting organisation appointed by the Management Committee at least 14 days before the date of the General Meeting.

**66.** A Member who has submitted a valid postal vote for any ballot at a General Meeting may attend the General Meeting but is not entitled to vote in that ballot.

**67.** The Chair is not entitled to a vote, except in the event of equality of votes, on any matter other than the election of Officers and members of the Management Committee, in which event he or she is entitled to a single vote.

**68.** If the number of candidates duly proposed and seconded for the post of any Officer or for membership of the Management Committee exceeds the number of vacancies to be filled, then the election for such post will be by a ballot.

**69.** If the number of candidates for election is equal to or less than the number of vacancies to be filled, then a candidate is deemed elected if he or she obtains votes in favor from at least two thirds of those present and entitled to vote.

**70.** If the ballot fails to determine the Officers and members of the Management Committee because of an equality of votes, the candidate, or candidates to be elected from those having an equal number of votes will be determined by lot.

**71.** On any resolution properly put to any Meeting of the Club relating to the creation, repeal or amendment of any Article or Byelaw of the Club, such Article or Byelaw may not be created, repealed or amended except by majority vote of at least two thirds of the valid votes cast by those present or by post, provided that no resolution may alter the provisions for dissolution of the Club set out in Article 83.

### **Purchase & Supply of Excisable Goods**

**72.** The purchase for the Club of excisable goods and the supply of the goods on Club Premises must remain exclusively under the control of the Management Committee or of a special sub-committee appointed by the Management Committee. Intoxicating liquor may be sold for consumption on the Club Premises only to persons above the age of 18 years who are entitled to the use of the Club Premises in accordance with the Constitution. No Cadet Member or Family Member under the age of 18 years may purchase or attempt to purchase intoxicating liquor within the Club Premises.

**73.** The opening hours of the Club bar will be set by the Management Committee in accordance with the requirements of the licensing authorities and must be prominently exhibited on the Club premises.

**74.** No person may take any commission, percentage or other benefit or payment in connection with the purchase of excisable goods for the Club.

**75.** Any profit deriving from the sale of such goods for the benefit of the Club is to be retained or used for the purposes outlined in Article 50 above.

**76.** Proper accounts of all purchases and receipts must be kept and presented at the Annual General Meeting in each year and such information as the Secretary or Accountants may require must be provided to enable any statutory return or statement and the payment of excise or other duty or tax to be made.

### **Trustees**

**77.** There shall be at least three Trustees of the Club who will be appointed as necessary by the Management Committee of the Club from among Full Members or Honorary Members of the Club who are willing to be so appointed. A Trustee will hold office during his or her lifetime or until he or she resigns by notice in writing to the Management Committee or until a resolution removing him or her from office is passed at a meeting of the Management Committee by a majority comprising two thirds of the Members present and entitled to vote.

**78.** All property of the Club including land and investments shall be held by the current Trustees in their own names so far as is necessary and practicable on trust for the use and benefit of the Club. On the death, resignation, or removal from office of a Trustee the Management Committee shall nominate a new Trustee and shall as soon as possible thereafter take all lawful and practicable steps to procure the vesting of all Club Property into the names of the Trustees as constituted after such nomination. For giving effect to any such nomination, the Secretary, or in his or her absence a Flag Officer, 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 or she shall by Deed duly appoint the person or persons so nominated by the Committee.

**79.** The Trustees will in all respects act in regard to any property of the Club held by them in accordance with the directions of the Management Committee and 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 directions given to them by the Management Committee as the occasion arises (which shall be duly recorded in the minutes of the proceedings of the Management Committee) but no purchaser, lessee or mortgagee shall be entitled to enquire whether any such direction has been given.

**80.** The Trustees will 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 properly be incurred or made by them in the exercise of their duties or in 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.

### **Club Flags and Admiralty Warrants**

**81.** Every Member shall always observe the Articles detailed in the Second Schedule of this Constitution (85).

### **Byelaws**

**82.** The Byelaws of the Club consist of those laid down in the Third Schedule to this Constitution or Byelaws as subsequently amended by the Members of the Club in a General Meeting or the Management Committee and displayed in a conspicuous position in the Club premises.

### **Dissolution of the Club**

**83.** In the event of the winding-up or dissolution of the Club, any property whatsoever that remains after the satisfaction of all debts and liabilities may not be paid to or distributed amongst the Members of the Club but must be given or transferred to another registered CASC, a registered charity or the sport's governing body for use by them in related community sports. The institution or institutions are to be determined by the Members of the Club by Resolution passed at a General Meeting at or before the time of the dissolution.

## First Schedule

### 84. CLUB FLAG AND INSIGNIA

The Club Flag is the Blue Ensign with the Crown and the Plume in the fly and the Club Burgee is blue with the Crown and Plume, in accordance with the Admiralty Warrant dated the fifth day of May 1847, the hoist to be two thirds of the length. Commodore's Pennant bears the device of the Club with Swallow Tail. The Vice Commodore the same, with the addition of one white ball in the upper corner next to the hoist, and Rear Commodore the same, but with the addition of two white balls. Past Commodores shall fly the device of the Club on a square blue flag.

### Second Schedule 85.

CONDITIONS GOVERNING THE ISSUE OF PERMITS FOR THE FLYING OF SPECIAL ENSIGNS The relevant Conditions may be obtained on request from the Honorary Secretary.

### Third Schedule 86.

BYELAWS (1-7: approved at the Management Committee Meeting held on 26th October 2012; 8 & 9 approved at the Management Committee Meeting held on 25 January 2013.)

(1) The Management Committee has established the following sub-committees:

- the House Committee, which is to be chaired by a Flag Officer, and which is empowered to arrange the purchase and supply of excisable goods under the provisions of Article 72. The House Committee also makes recommendations to the Management Committee on the management and maintenance of Club premises.
- the Sailing Committee, which is to be chaired by the Sailing Secretary or a Flag Officer, and which is empowered to plan for races, regattas, and cruises in company, and to appoint a Cruise Captain, a Race Officer, and a Safety officer
- the Rowing Committee, which is to be chaired by the Rowing Secretary or a Flag Officer, and which makes the necessary arrangements for the transport, storage, maintenance, and operation of the Club's rowing boats, subject to approval by the Management Committee for any expenditure that may be necessary.

(2) Approved minutes of the proceedings of Management Committee meetings, excepting those proceedings regarding disciplinary, employment or other matters that the Management Committee decides to hold *in camera*, will be posted in the Club premises and made available by email to any Member who requests them.

(3) The Club will pay the necessary subscription and other such measures as are required to maintain affiliation with the Royal Yachting Association.

(4) The Club will pay the necessary subscription and other such measures as are required maintain affiliation with the Welsh Sea Rowing Association.

(5) The Management Committee has agreed reciprocal arrangements with the Royal Lymington Yacht Club, the Royal Cornwall Yacht Club and the Republic of Singapore Yacht Club for the use of each other's facilities under Articles 31 and 55.

(6) A diary of events to be held on the Club premises will be kept in the Club. Bookings may be approved by the Management Committee or, if no meeting of the Management Committee is to be held in time for the booking, by at least two Members of the Management Committee including the Chairman of the House Committee and either another Flag Officer or the Secretary or the Social Secretary or the Treasurer. (7) The Management Committee will appoint a Welfare Officer to assist with the safeguarding and protecting of children, young people and vulnerable adults using Club facilities or taking part in Club activities. The Welfare Officer is empowered to implement the Club policy on criminal records disclosures and self-disclosures and, where he or she considers it necessary, to refer any concerns to the appropriate agency. (8) Management Committee is responsible for adding the retiring Commodore's name to the Commodores Name Board. (9) The RWYC database must only be used for the circulation of official club business under the direction of the Secretary.

#### **Fourth Schedule**

##### **87. RULES RELATING TO SQUADRONS**

(These rules were approved by the Management Committee on 31st October 1997. Rule (5) was amended by the Management Committee on 22nd February 2013.)

(1) Any such Squadron (hereinafter called "the Squadron") shall conduct its affairs principally in a place or area to be designated from time to time by the Management Committee of the Royal Welsh Yacht Club (hereinafter called "the Club").

(2) Members for the time being of the Squadron shall observe the Rules and Regulations of the Club and any further Rules and Regulations relating to the Squadron as the Management Committee shall from time to time approve.

(3) The Members of a Squadron shall be entitled to appoint from their own number subject to ratification by the Management Committee of the Club, officers of the Squadron designated as follows: Captain of the Squadron, Vice-Captain, Secretary and Treasurer, to be elected from time to time by the members for the time being of the Squadron.

(4) The Members of a Squadron shall pay to the Club the appropriate Subscription fixed by the Club for a Full Member or Senior Member, but the Treasurer for the time being of the Squadron shall be entitled to request from the Treasurer of the Club payment from the Club of a sum or sums for the proper expenditure of the Squadron provided that such sum or sums shall not in any calendar year exceed one tenth part of the total annual subscriptions of the Members of the Squadron in that year.

(5) The Members of the Squadron shall be entitled to the representation on the Management Committee of a Member of the Squadron, who shall not be entitled to vote. Such Member shall be nominated by the Captain of the Squadron for each meeting of the Management Committee.

(6) The Management Committee of the Club shall designate a Flag Officer to be responsible for liaison between the Club and any Squadron of the Club and such Flag Officer shall be an *ex-officio* Officer of that Squadron.

#### **Fifth Schedule**

#### **88. MODEL LIST OF DUTIES OF OFFICERS (OTHER THAN THOSE DEFINED IN THE ARTICLES OF THE CONSTITUTION)**

The Commodore leads the Club and ensures the overall efficient functioning of the Club in accordance with the wishes of the general membership. The Commodore should seek to ensure that the Management Committee can carry out the functions defined in the Constitution and otherwise further the interests of the Club. Although the Members elect the Officers and members of the Management Committee, the Commodore should encourage appropriate Members to put themselves forward for election. The Commodore normally represents the Club at outside events.

The Vice Commodore acts as the general deputy to the Commodore in general management, and is normally given the specific task of overseeing the Club's sporting activities with the assistance of the Sailing Secretary, the Rowing Secretary, and the Cruise Captain (the last of

which is appointed by the Management Committee). However, this and the Rear Commodore's specific tasks may, with the agreement of the Management Committee, be interchanged. The Vice Commodore may also help to represent the Club at social events hosted by other clubs or organisations.

The Rear Commodore acts as the second general deputy to the Commodore and is normally given responsibility for the domestic issues in the management of the Club, such as the bar and the employment of domestic staff, and for overseeing the Club's social activities in collaboration with the Social Secretary.

The Treasurer, oversees the financial affairs of the Club, takes charge of any monies received from the bar, catering, fund-raising etc.; settles accounts; arranges for the necessary insurance premiums to be paid; and, with the assistance of the Membership Secretary, collects joining and subscription fees from Members and applicants for membership.

The Secretary is the administrative hub of the Club and is responsible for ensuring compliance with licensing laws and other legal and regulatory matters. He or she deals with all the mail that is not addressed to a specific Officer and, if unable to reply, must pass the correspondence to the appropriate person. The Secretary is responsible for organising any meetings of the general membership and the Management Committee, and for writing the minutes of the meetings. With the assistance of the Membership Secretary, he or she is also responsible for maintaining a secure membership database.

The Welfare Officer advises the Management Committee on the protection of children, young people, and vulnerable adults, and helps develop and implement the Club welfare policy. The Welfare Officer is also the first point of contact for any person who has concerns about these issues and may refer any such concern to Social Services and the Police based on his or her own judgement, without reference to the Management Committee or other Officers.

**Appendix**  
**Membership fees**  
**Already agreed at the 2022 AGM**

**2023 annual fee    2024 Joining Fee    2024 Annual fee    2024 Monthly rate.**

|          |      |     |      |     |
|----------|------|-----|------|-----|
| FULL     | £120 | £25 | £144 | £12 |
| SENIOR   | £60  | £25 | £72  | £6  |
| SOCIAL   | £50  | £25 | £60  | £5  |
| OVERSEAS | £60  | £25 | £72  | £6  |
| CADET    | £60  | -   | £30  |     |

Signed as a true record of the Royal Welsh Yacht Club Constitution as agreed at the Extraordinary Meeting held of 28 October 2023.

Royal Welsh Yacht Club Secretary



Signed

Keith Belfield

30<sup>th</sup> October 2023

Royal Welsh Yacht Club Commodore

Signed

Thomas Edge

30<sup>th</sup> October 2023