



LLANGORSE SAILING CLUB

CONSTITUTION

(Revised November 2022)

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SECTION 1		NAME, PURPOSE, OBJECTIVES AND AFFILIATIONS
Name	1.1	The name of the Club shall be 'Llangorse Sailing Club' (hereinafter referred to as the 'Club').
Purpose	1.2	The Club's purpose is to provide a safe place to have fun in small sailing boats. We aim to promote and facilitate participation in the sport of sailing, including racing and training in this activity on Llangorse Lake (hereinafter referred to as the 'Lake').
Objectives	1.3	The objectives of the Club are to: • promote sailing for its members and to promote the appeal of the sport and the club to the wider community • provide training for its members and enable members to enhance their skills • provide a facility for competitive sailing • promote equal opportunities for sailing for all its members

		• provide suitable facilities and a positive social environment for its members • to engage with the wider community to promote the value of sailing as healthy and sustainable • work closely with relevant authorities, for mutual benefit
Affiliations	1.4	The Club shall be affiliated to the Royal Yachting Association and RYA Cymru Wales.
SECTION 2		LAKE REGULATIONS
Lake Regulations	2.1	The Lake is privately owned, therefore the Club has an Agreement (hereinafter referred to as “the Management Agreement”) with the owner who is represented by the Llangorse Lake Conservation and Management Company (hereinafter referred to as “the Company”). The Management Agreement, dated 01/10/2007, is between the Company on the one hand and the Trustees of the Club on the other.
	2.2	Activity on the Lake is also subject to the Llangorse Lake Advisory Group (LLAG) <i>Statement of Intent for Recreational Users and Interested Parties of Llangorse Lake</i> hereinafter referred to as The Agreement commencing summer 2000. The LLAG is a body on which all lake users’ interests, relevant authorities and the Company are represented.
	2.3	A copy of The Management Agreement and of the Statement of Intent are to be displayed on the Club notice board and posted on the Club website and must be adhered to at all times.
	2.4	Members may use the Lake and the club facilities at any time when it is safe subject to the agreement. However, the Management Agreement stipulates that no activities are permitted on the lake during the month of January, and the committee may suspend sailing on the lake for any reasonable cause.
	2.5	To preserve and enhance sailing experience and as part of our Management Agreement, no power-driven craft, other than Safety Boats, Committee Boats and Maintenance Boats, are permitted to operate from the Club site at any time.
	2.6	The Management Agreement stipulates that swimming is not permitted in the Lake under any circumstances without authorisation by the Company. Safety is our priority. Members who enter the water owing to capsize should “make-safe”, right their boat and resume sailing or remain with their boat until assisted.
Trading	2.7	No trade is permitted on the Club site, other than the sale of RYA logbooks and certificates; the sale of Llangorse Sailing Club items or equipment; and catering by a person authorised by the Executive Committee.
SECTION 3		TRUSTEES
Appointment of Trustees	3.1	There shall be at least four Trustees. As necessary, new Trustees will be nominated by the Executive Committee of the Club (hereinafter referred to as ‘the Committee’). The Club Secretary is nominated as the person to appoint new Trustees of the Club within the meaning of Section 36 of the Trustee Act 1925 and shall by Deed duly appoint the person or persons nominated by the Committee. Trustees shall be Members or Honorary Life Members who are willing to be appointed. A Trustee shall hold office during his/her lifetime or until he/she resigns, by notice in writing to the Committee, or until a resolution removing him/her from office is passed at a meeting of the Committee by a majority comprising two-thirds of the members present and entitled to vote.

Chair of Trustees	3.2	The Trustees will elect annually a Chair of Trustees who will convene meetings of the Trustees as necessary to conduct any business relating to any obligations and/or the responsibilities of the Trustees as laid out below and represent the Club with external bodies as appropriate. The Chair of Trustees for the forthcoming year will be reported to the membership at the AGM.
Property of Club vested in Trustees	3.3	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. When a new Trustee is appointed, the Committee shall, as soon as possible thereafter, take lawful and practicable steps to procure the vesting of all Club property into the names of the Trustees as constituted.
Powers of The Trustees	3.4	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 Executive 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 Executive 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. The Trustees are empowered by the Club to act in all dealings with the Company and in matters relating to the Agreement with the Company within the guidelines set out by the Committee. The Trustees have the right to veto only those decisions of the Committee that appear to them to jeopardise the Agreement with the Company or their positions as representatives of the Club. In the event of the dissolution of the club, the Trustees will discharge the duties in accordance with clause 9.1.
Indemnity of Trustees by The Club	3.5(a) 3.5(b)	The Trustees shall be indemnified by the Club and its assets, 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 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. 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. This is to be incorporated in every contract, lease, licence or other agreement entered into by the Trustees of the Club.

SECTION 4		LIMITATION OF CLUB'S LEGAL LIABILITY
	4.1	Members are bound by the following Regulation which shall also be exhibited in a prominent place within the Club premises: <i>Members of the Club may use the Club premises, and any other facilities of the Club, entirely at their own risk, and by implication accept:</i> <i>the Club will not accept any liability for any damage to, or loss of property belonging to members.</i> <i>the Club will not accept any liability for personal injury arising out of the use of the Club premises, or any other facilities of the Club, either sustained by members, or caused by the said members, whether or not such damage or injury could have been attributed to or was occasioned by the neglect, default or negligence of any of the Officers, Committee, Trustees or servants of the Club."</i>
SECTION 5		EXECUTIVE COMMITTEE and CLUB OFFICERS
Officers of the Club	5.1	The Officers of the Club shall be Members or Honorary Life Members of the Club and shall consist of a Commodore, a Vice-Commodore, a Rear Commodore, a Secretary, a Treasurer, a Membership Secretary, and a Sailing Secretary. The Officers shall be elected at the Annual General Meeting in each year. The Commodore will normally hold office for a maximum of two years, but all officers will retire at the commencement of the Annual General Meeting in each year and be eligible for re-election.
Duties of Club officials	5.2	The duties of the Club officials are set out in a "Roles and Responsibilities" section of Regulations to be held by the Committee.
Composition of the Executive Committee	5.3	The Club shall be run by an Executive Committee The Executive Committee shall comprise: - The elected officers of the Club (Commodore, Vice-Commodore, Rear Commodore, (known collectively as Flag Officers), Secretary, Treasurer, Membership Secretary, Sailing Secretary) and - not less than three nor more than five members elected at the Annual General Meeting each year and - The Trustees of the Club, and - The following, who may be appointed and co-opted by the Executive Committee: Training Centre Principal, Safety Policy Coordinator, Beachmaster, Bosun, Welfare Officer, Social Secretary, Communications Manager, and - A Junior Member, who may not vote on matters inappropriate to their age.
Election of Executive Committee by ballot	5.4(a) 5.4(b)	If the number of candidates for election to the Executive Committee is greater than the number of vacancies to be filled, then there shall be a ballot at the Annual General Meeting. In the event of the ballot resulting in a tie for a place on the Committee, a second ballot shall be held.
No contest for election	5.5	If the number of candidates for election is equal to, or fewer 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	5.6	If, for any reason, a casual vacancy occurs, the Executive Committee may co-opt a Member to fill such a vacancy until the next Annual General Meeting.
Training Centre Principal approval.	5.7	To maintain the status of the Club as an RYA Recognised Training Centre, the RYA must approve the appointment of the Training Centre Principal.
Meetings of The Committee	5.8	The Executive Committee shall meet at least six times a year. Seven clear days' notice of the date of any meeting shall be given (except see clause 6.8). The Commodore shall preside at such meetings with the Vice or Rear Commodore deputising when necessary. If the Executive Committee cannot meet in person for regulatory or other reasons then the meeting may take place, in whole or in part, and vote using digital communication means.
Voting at Committees and sub-committees	5.9	Voting (except in the case of a resolution relating to the expulsion of a member - see para 10.10a), shall be by show of hands, by ballot or digital equivalent. In the event of equality of votes, the Commodore or Chairman (as the case may be) shall have a second and casting vote.
Quorum	5.10	Six members including the Commodore, Vice Commodore or Rear Commodore shall form a quorum at a meeting of the Executive Committee.
Urgent matters	5.11	In the event of urgent disciplinary, financial, or other immediate matters a special meeting of the Executive Committee may be called without notice, with no other business to be discussed other than that for which the meeting was called. To be quorate such a meeting must include a Trustee and the Commodore or Vice-Commodore plus four of the following members of the Executive Committee: Rear Commodore, Secretary, Treasurer, Chairs of Sailing and Training sub-Committees, Beachmaster, Safety Policy Co-ordinator or Welfare Officer. Decisions taken at such a meeting must be reported back to the next ordinary meeting of the Executive Committee.
SECTION 6		SUB COMMITTEES
Sub Committees generally	6.1	The purpose of sub-committees is to enable the Executive Committee to delegate areas of management or projects to a focused group of individuals, and to benefit from further involvement of members beyond the confines of the Executive Committee. If a sub-committee cannot meet for regulatory or other reasons then the sub-committee meeting may take place, in whole or in part, and vote using digital communication means
Attendance at sub-committees by Flag Officers	6.2	Flag Officers may attend subcommittee meetings and vote as members of those committees. Sub committees shall advise Flag Officers of meeting venues, dates and times.
Sub-Committees	6.3	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 Committee may think fit.

		The Chairman of any sub- committee must be a member of the Committee. Any such sub-committee meeting must be minuted and reported back to the Committee for endorsement at its next meeting. Standing sub-committees shall be, inter alia: - • Sailing Sub-cttee. chaired by Sailing Secretary • Training Sub-cttee. chaired by Training Centre Principal or Chief Instructor • Finance Sub-cttee. chaired by the Treasurer • Safety Sub-cttee. chaired by the Safety Policy Coordinator
SECTION 7		POWERS OF THE EXECUTIVE COMMITTEE
Management of the Club by the Committee	7.1	The Executive Committee (herein this section referred to as 'the committee') shall manage the affairs of the Club, according to the Constitution, and shall cause the funds of the Club to be applied solely for the purposes the Club or, from time to time, the Committee may make such donations as they deem appropriate.
Regulations and Recommendations	7.2	The Committee shall make such regulations and recommendations as it shall from time to time think fit and shall give notice of fourteen days before the date of implementation or enforcement of such, which shall remain in force unless set aside by a vote of a General Meeting of the Club or by further resolution of the committee.
Honorary Life Members	7.3	The Committee may nominate such Honorary Life Members as it may think fit. The number of Honorary Life Members shall not exceed six.
Expenditure	7.4	The Committee will nominate and record those authorised to incur expenditure on behalf of the Club. The Committee will set the maximum amount for any delegated transaction made by an officer of the Club i.e., without prior agreement of the Committee.
Authority to Contract	7.5	The Finance Sub-committee shall implement procedures to control expenditure and authority to contract. A member of the Finance Committee shall act as secondary authorisation for payments made by the Treasurer.
Disclosure of interest	7.6	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 and shall disclose to the Committee any business or other interest which may have any bearing on that Club business.
Limitation of Members' liability	7.7	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, without the express authority of the membership in a General Meeting, pledge the credit of the membership, and in so doing risk the assets of the club.
Members' indemnification	7.8	In pursuance of the authority vested in the Trustees and the Committee by members of the Club, the Trustees and Committee are entitled to be indemnified by the members of the Club against any liabilities properly incurred by them, or any action of 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 for that category of membership unless the Committee has been authorised to exceed such limit by a General Meeting of the Club.
SECTION 8		GENERAL MEETINGS OF THE CLUB
Annual General Meeting	8.1	An Annual General Meeting of the Club shall be held each year within six weeks of the end of the sailing programme, (or between 1 st Nov and 31 st Dec) on a date to be decided by the Executive Committee. The Secretary shall give at least fourteen days notice of the Annual General Meeting and of the business to be brought forward, by email to members' last known address and on the Club website. If the AGM cannot meet in person for regulatory or other reasons, then the AGM meeting may take place and vote using digital communication means.
Business at the Annual General Meeting	8.2	No business, except the passing of the accounts and the election of the club officers, the Committee and external auditors, and any business that the Committee may order to be inserted in the notice convening the meeting, shall be discussed at such meeting unless notice is given in writing, by two members entitled to vote, to the Secretary before 30 th September. (NB; this does not exclude AOB items accepted by the Chair of the AGM for general discussion.
Special General Meetings	8.3	The Committee may at any time, upon giving fourteen days' notice, call a General Meeting of the Club for any special business, the nature of which shall be stated in the summons convening the meeting. The discussion at such meeting shall be confined to the business in the notice sent to members. The Committee shall call a general meeting upon a written request addressed to the Secretary by at least one-tenth of its members entitled to vote. The discussion at such a meeting shall be confined to the business stated in the notice to members. If a Special General Meeting cannot meet in person for regulatory or other reasons, then the meeting may take place and vote using digital communication means.
Quorum	8.4	One-quarter of members entitled to vote (see 10.4) and personally present shall form a quorum at any General Meeting of the Club.
Voting at Meetings	8.5	Voting shall be by show of hands or ballot.
Equality of Votes	8.6	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.
Creation, amendment repeal of rules and regulations	8.7	Any resolution properly put to a general meeting relating to the creation, repeal or amendment of any rule or regulation of the Club, such rule or regulation shall not be deemed passed except by a majority vote of at least two-thirds of those present and entitled to vote.
SECTION 9		DISSOLUTION OF THE CLUB
Dissolution of the Club	9.1	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 institutions having

	9.2	objectives similar to those 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 body. The Trustees are responsible for disposing of the assets of the club in accordance with clause 9.1.
SECTION 10		MEMBERSHIP
Entrance	10.1	Membership of the Club shall be open to anyone interested in the sport of sailing on application, regardless of sex, age, ability, ethnicity, nationality, sexual orientation, religion, or other beliefs. Membership may however be limited according to available facilities on a non-discriminatory basis. The Committee has the final decision over the acceptance of an application for membership.
Fees	10.2	Entrance, subscription, berthing and storage fees will be agreed annually by the Executive Committee and the fees for the following year will be announced to the membership at the Annual General Meeting. Membership fees will include the annual lake licence fee as agreed with the Company, which shall entitle a member to sail on the Lake, subject to any agreement between the Club and the Company.
Categories of Membership	10.3	There shall be the following categories of membership: HONORARY LIFE MEMBER - being a person who has been nominated and elected by the Committee. An Honorary Life Member shall have the same rights and responsibilities as a Full Member. FULL MEMBER – being an adult who wishes to take part in sailing or training events. This membership class also includes: one non-sailing adult, together with all their sailing children or wards of age eighteen years or under, plus any of their children or wards still in full-time education up to age twenty-five on the 1st of January of the sailing season. ADDITIONAL SAILING ADULT MEMBER – being another adult in the same household as the Full Member, who wishes to take part in sailing or training events. ADDITIONAL SAILING CHILD MEMBER – being another child, aged eighteen years or under on 1st January of the sailing season, in the same family but not in the same household of a Full Member. STUDENT MEMBER – shall be a person between the ages of eighteen and twenty-five years on the 1st January of the sailing season, who is in full-time education, apprenticeship or full-time training. Student Members shall have the same rights and responsibilities as a Full Member. NON-SAILING ADULT MEMBER – shall be an adult who does not sail or windsurf. TEMPORARY MEMBER - temporary membership is permitted for no more than ten days per year
Voting Rights	10.4	All Full Members; Additional Sailing Adult Members; Honorary Life Members; Student Members; and Non-Sailing Adult Members, who are age eighteen or over, shall have one vote at Club meetings.

		A Junior Member shall have no voting rights, except for the Junior Executive Committee Member at committee meetings. A Temporary Member shall have no voting rights.
Member's Guests	10.5	Member's guests shall: • Be limited to three visits in any one season • Be accompanied by that member during each visit • Adhere to the same Club Rules as apply to the member • May not bring any craft to site and • May not helm in a club race
Schools, Youth Organisations, etc	10.6	The Committee may, at its discretion, annually make an arrangement with a school, youth service or other such organisation for it to use the Club's facilities. • Specific requirements for such groups are to be found within the Club rules
Application for Membership	10.7a	The Committee may refuse membership or, subject to 10.8, remove it, only for good cause such as conduct or character likely to bring the Club or sport into disrepute.
	10.7b	The Committee shall have the right to restrict the number of Members
Expulsion of Members	10.8a	A resolution to suspend instantly any member shall be carried by a simple majority vote by the Executive 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.
	10.8b	The Commodore, Vice Commodore, or Rear Commodore, with the authority of any two members of the Committee, may expel, temporarily or permanently, any person who has the right to the use of the Club premises only as a Temporary Member or visiting competitor.
SECTION 11		CONDUCT OF MEMBERS
Undertaking by members	11.1	Every member must comply with the following which shall be displayed in the Clubhouse and on the Club website: • The law – including medical guidelines and biosecurity regulations • The Rules, Regulations and recommendations of the Club • The current Agreement between the Club and the Company • The current Statement of Intent for Recreational Users and Interested Parties of Llangorse Lake • The safety policy and safety recommendations as from time to time advised to all members and visitors by the Executive Committee and recorded in the Minutes 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.
Club Rules	11.2	A set of club Rules outlining the required behaviour of club members and restrictions that apply, shall be published separately for the guidance of the members. Interpretation of the Club rules shall rest with the Committee.

Authority to Contract	11.3	No club member shall enter into any contract on behalf of the club with a third party or other club member unless authorised to do so by the Finance Sub-Committee acting within its powers, or Executive Committee, (see also section 7.7 – limitation of members’ liabilities).
Complaints	11.4	The committee shall establish a structured complaints procedure with the final arbiter being a resolution of the Trustees.
SECTION 12		CRAFT
Suitable Craft	12.1.a 12.1.b	The Committee may restrict the use of the Club facilities to suitable sailing craft (see Club Rules). No power-driven craft other than: Safety Boats, Committee Boats, Power Boats being used to instruct trainees and Maintenance Boats, are permitted to operate from the Club site at any time.
Impounding Boats	12.2	The Committee reserves the right to order the removal of, or the right to impound, any boat that is causing an obstruction or does not comply with the Club rules or Constitution. The Club will not be liable for any damage caused to such boats. Impounded boats will be released at the discretion of the Executive or Site Committee and a release fee may be charged.
Insurance	12.3	All craft using the Club facilities and the Lake must have third-party insurance of not less than £3,000,000 or a greater amount if the committee so decides. Members must provide Club Officers with evidence of insurance if requested to do so.
SECTION 13		TRAINING
Training Centre	13.1	The Club includes and manages a RYA Recognised Training Centre (RTC). It will be managed within the criteria defined by the RYA
Eligibility for training courses	13.2	Persons attending sailing training courses must be the following categories of member: - Honorary Life Member Full member (including their children or wards) Additional Sailing Adult Additional Sailing Child Student Member and additionally for Powerboat courses only: - Non-Sailing Adult as part of Full Membership Non-Sailing Adult Member

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