

**BYE-LAWS OF
MYLOR YACHT CLUB LIMITED
(THE "CLUB")**

ADOPTED: 1ST APRIL 2021

AS AMENDED BY SPECIAL RESOLUTION DATED 23RD MARCH 2022

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;

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

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;

CASC means a community amateur sports club, as that term is defined by section 658 of the Corporation Tax Act 2010;

Club Facilities means the Clubhouse, all premises of the Club, the water controlled by the Club, any equipment 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 on the Club's premises from time to time;

Clubhouse means the clubhouse situated at Mylor Yacht Harbour, Mylor Churchtown, Falmouth, Cornwall, TR11 5UF;

Club Member	means a 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;
Flag Officer(s)	shall have the meaning given in Article 6, being the Commodore, Vice-Commodore, and Rear-Commodore;
House Committee	shall have the meaning given in Bye-law 12.1;
Member	means all Members of the Club, whether Club Members or Associate Members, and Membership shall be interpreted accordingly;
Officers	shall have the meaning given in Article 6.1, being the Commodore, Vice-Commodore, Rear-Commodore, the Secretary and the Treasurer;
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 Act 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, ethnicity, nationality, sexual orientation, religion or

other beliefs, except as a necessary consequence of the requirements of the sport of Boating.. Membership may, however, be limited according to available facilities on a non-discriminatory basis, and the House Committee may from time to time limit the maximum number of Members where, in their opinion, it is necessary to comply with the safe and lawful use of the Clubhouse and / or may be necessary to protect the interests of the existing Members and the objectives of the Club.

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 Act.

2.3 There shall be the following classes of Club Membership. Club Members have the right to attend and vote at general meetings in accordance with the Articles and the Companies Act:

2.3.1 Single Members;

2.3.2 Family Members;

2.3.3 Senior Members;

2.3.4 18-24 Members.

2.4 There shall be the following classes of Associate Membership. Associate Members have no right to attend or vote at general meetings:

2.4.1 Cadet Members

2.4.2 Temporary Members.

3. ELIGIBILITY FOR MEMBERSHIP

3.1 **Single Membership** is open to any individual aged 18 years or over who is interested in the sport of Boating.

3.2 **Family Membership** is open to each of the members of a family grouping of one or two adults, together with any number of children within their guardianship under the age of 18 years, who are interested in the sport of Boating.

Each adult in a family grouping will be a Club Member and, as such, will have and may exercise all the rights and privileges of Club Membership.

3.3 **Senior Membership** is open to any Member aged 75 years or over who has a minimum of 10 (ten) years prior Membership. Where one of a Family Membership is entitled to Senior Membership, then the other Member shall also be so entitled.

- 3.4 **18-24 Membership** is open to any individual between the ages of 18 and 24 years.
- 3.5 **Cadet Membership** is open to any individual under the age of 18 years who is interested in the sport of Boating.
- 3.6 **Temporary Membership** is open to members of another RYA recognised club or organisation. Other categories of Temporary Membership may be introduced by the House Committee so long as temporary membership is consistent with the objects of the Club as set out in Article 3.
- 3.7 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 1st of January of the year for which the subscription is due.

4. BECOMING A MEMBER

- 4.1 An application for Membership shall be in the form from time to time prescribed by the House Committee, and shall include the name and address of the applicant.
- 4.2 Upon receipt of an application for Membership, the Membership Secretary shall submit the application to the next meeting of the House Committee for approval, provided that there shall be an interval of at least two days before the House Committee considers the application for Membership. Alternatively the House Committee may approve applications by email. The admission of all classes of Members is vested by the Directors in the House Committee and shall be based on a simple majority vote of the House Committee.
- 4.3 The House Committee 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 House Committee's decision to reject an application for Membership may be made to the Club Members in general meeting. The House Committee may also refuse Membership because the maximum number set by the House Committee under Bye-law 2.1 has been reached, in which case the applicant shall be invited to join a waiting list (to be dealt with in chronological order).
- 4.4 The Membership Secretary shall inform each applicant in writing as to whether or not the applicant's application for Membership has been approved and shall provide successful applicants with a copy of the Articles and these Bye-laws.
- 4.5 Every successful applicant shall, upon becoming a Member, provide the Membership Secretary with an up-to-date address and e-mail address which shall be recorded in the Register of Members, and any notice sent to either of such addresses 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 Single Members, Family Members, Senior Members, 18-24 Members and Cadet Members shall have the full use of all the Club Facilities;
- 5.1.2 Temporary Members shall have full use of the Club Facilities, but they:
- (a) shall have no right to enter Club races or regattas unless specifically authorised by the House Committee;
 - (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
 - (e) shall be liable to be expelled from the Clubhouse and/or prohibited from using the Club Facilities if, in the opinion of a Club Officer or the Club Manager, 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.
- 5.3 Single Members, Senior Members and 18-24 Members shall be entitled to one vote at any general meeting of the Club. Family Members (including Senior Family Members) shall be entitled to one vote for each adult Club Member in the family grouping, at any general meeting, and each adult Club Member shall be counted for the purposes of establishing a quorum under Article 13.7.

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 for Single, Family and Senior Membership, a joining fee on joining the Club, or on renewal of Membership after a lapse. For the avoidance of doubt, there will be no joining fee for an existing Cadet or 18-24 Member applying for Single or Family, Membership;
- 6.1.2 an annual subscription fee in respect of their Membership;
- 6.1.3 for Single, Family and Senior Members who are normally resident outside

Cornwall (Outport Members), a reduced annual subscription fee will apply;

6.1.4 for new Members the annual subscription will be pro rata for the appropriate category of Membership calculated from the end of the month of application.

6.2 The Fee rates for each class of Membership, and joining fee, 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 displayed in the Clubhouse and on the Club's website.

6.4 Fees will be kept at levels that will not pose a significant obstacle to people participating.

6.5 Subject to Bye-law 6.6, all Members shall pay the applicable Fees for their first year of Membership within one calendar month of becoming a Member, and thereafter on the first day of January in each year.

6.6 The House Committee may waive the joining fee and / or the annual subscription for a Member at its absolute discretion and such persons shall, in all respects, be Members of the Club and shall enjoy all the rights and privileges of Membership.

7. TERMINATION OF MEMBERSHIP

7.1 A Member wishing to cancel their Membership shall give 7 (seven) days notice in writing to the Membership Secretary and shall not then be liable to pay any further subscription for that year. A Member who cancels their Membership at any time during a year shall not be entitled to have any part of their Fees refunded.

7.2 The House Committee may terminate, without notice being given, the Membership of any Member whose Fees are more than 2 (two) months in arrears (in whole or in part), provided that the House Committee may, at their sole discretion, re-instate any such Member upon payment of the arrears (which may also include the payment of the joining fee as set out in Bye-law 6.1.1, following a lapse in Membership). 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. CONDUCT OF MEMBERS & DISCIPLINARY ACTION

8.1 Every Member is deemed to have notice of, and undertakes to comply with, the Articles and these Bye-laws.

8.2 Should the conduct of any Member be, in the opinion of the Flag Officers, detrimental to the character, good standing, order or welfare of the Club, they shall (at a meeting attended by the Flag Officers) have the power to suspend such Member until the next

House Committee meeting when the suspension shall be considered in accordance with the following:

- 8.2.1 at a meeting of the House Committee (attended by at least two-thirds of its members), the suspended Member has the right to call witnesses and, having heard the Member and such witnesses as may be called, the House Committee shall have absolute power to rescind the suspension or to expel and discharge such Member.
- 8.3 Should the conduct of any Flag Officer or individual member of the House Committee or a Sub-Committee be, in the opinion of the Flag Officers, detrimental to the character, good standing, order or welfare of the Club, the procedure in Bye-law 8.2 above shall be applied, with the only difference being that the suspension or expulsion shall be from his or her office or position on the House Committee or Sub-Committee, and not in the first instance from Membership of the Club.
- 8.4 Appeal against such decisions as in Bye-law 8.2 or 8.3 above may be made in the case of Bye-law 8.2 to the Club Members in general meeting, and in the case of Bye-law 8.3 to the Directors, and decided by a majority vote.
- 8.5 Upon suspension/expulsion the Member/former Member shall not be entitled to have any part of the annual Membership fee refunded and must return any Club or external body's trophy or trophies held forthwith.
- 8.6 Complaints of any nature relating to the management of the Club shall be addressed in writing to the Secretary. Under no circumstances shall an employee of the Club be personally reprimanded by a Member.

9. TEMPORARY MEMBERS AND GUESTS

- 9.1 Members shall enter the names of all guests in the guest book. Not more than 4 (four) guests may be introduced in any one day and the same guest may not be introduced more than 7 (seven) times in any calendar year.
- 9.2 Members of other yacht and sailing clubs and other organisations involved in water-based activities visiting Mylor, shall be welcome to use the Clubhouse and will be regarded as Temporary Members throughout their stay, up to a maximum of 14 (fourteen) consecutive days. They are required to register their details in the Visitors' Book and these shall be duly countersigned by a Member, or the member of the Club bar staff in charge at that time.
- 9.3 Any person who is a competitor or crew member in any race sponsored by or on behalf of the Club is entitled to the use of the Club Facilities on the day of the race in which they are competing.

10. LIMITATION OF CLUB LIABILITY

- 10.1 Members use the Club Facilities entirely at their own risk and accept that:
- 10.1.1 the Club will not accept any liability for any damage to or loss of property belonging to Members;
 - 10.1.2 Members are responsible for any injury, damage or loss to the extent caused by their own actions or omissions.
- 10.2 Bye-law 10.1 shall be exhibited in a prominent place within the Clubhouse.

PART 3: MANAGEMENT

11. OFFICERS

- 11.1 Only Club Members shall be eligible to stand for election as Officers, to be appointed in accordance with Article 6. Candidates for Officers must be proposed and seconded in writing by other Club Members (with their consent), and notified to the Secretary at least 21 days before the date of the AGM in each year. Such nominations, together with the names of the proposer and seconder shall be posted on the Club's website at least fourteen days prior to the date of the AGM.
- 11.2 Flag Officers shall be eligible for re-election, but none shall serve for more than 2 (two) consecutive years in the same rank, except following a resolution passed at the AGM on the unanimous recommendation of the House Committee.
- 11.3 In the event of a vacancy for a Flag Officer occurring between AGMs, the remaining Officers (including the Secretary and Treasurer), with the approval of the House Committee, may co-opt a Club Member to fill the vacancy until the next AGM.

12. HOUSE COMMITTEE AND SUB-COMMITTEES

- 12.1 The affairs of the Club shall be managed by the House Committee. The House Committee shall consist of the Officers of the Club, and up to 10 (ten) other Members of the Club. Sub-Committee shall mean any sub-committee(s) appointed by the House Committee in accordance with this Bye-law.
- 12.2 House Committee Members shall be elected by the Club Members at the AGM each year. Only Club Members shall be eligible to stand for election, and they shall not serve for more than 5 (five) consecutive years, but this clause may be modified by the House Committee for a specific member. Candidates for the House Committee must be proposed and seconded in writing by other Club Members (with their consent), and notified to the Secretary at least 21 days before the date of the AGM

in each year. Such nominations, together with the names of the proposer and seconder shall be posted on the Club's website at least fourteen days prior to the date of the AGM.

- 12.3 A vacancy on the House Committee may be filled by the House Committee as it occurs, subject to confirmation of the appointment at the next AGM.
- 12.4 The Commodore (or if he is unable to attend, the next ranking Flag Officer) shall be the chairman of the House Committee. Decisions of the House Committee shall be made on a show of hands and the majority vote shall prevail. In the event of an equal vote the chairman shall have a casting vote.
- 12.5 At all meetings of the House Committee, the quorum shall be 5 (five). If a quorum is not present (in person or by electronic means), any decisions made shall not have a binding effect until ratified at a subsequent meeting when a quorum is present.
- 12.6 The House Committee shall meet whenever necessary but not more than 3 (three) months shall elapse between meetings. A meeting of the House Committee may be held either in person or by suitable electronic means agreed by the House Committee Members in which all participants may communicate with all other participants.
- 12.7 The House Committee shall apply the funds of the Club to promote the objects of Boating, as is laid down in the Articles, and in accordance with any instructions of the Directors. A financial budget shall be prepared each year for approval by the Directors. All capital expenditure in excess of £500 (five hundred pounds) must have the prior approval of the Directors. Expenditure below £500 (five hundred pounds) which has not been budgeted for, may be authorised by a majority of the Flag Officers.
- 12.8 The House Committee shall not enter into any contract in the name of the Club to acquire real property, or with an annual value in excess of £1,000 (one thousand pounds), without the prior written approval of the Directors.
- 12.9 The House Committee shall not, without the express authority of the Directors pledge the credit of the Club other than for the day to day running of the Club.
- 12.10 The House Committee are not authorised to borrow monies on behalf of the Club from any sources, without the approval of the Directors.

SUB-COMMITTEES

- 12.11 The House Committee may delegate such of its powers to such persons, or Sub-Committee(s), and on such terms, as it may from time to time decide.
 - 12.12 Each Sub-Committee shall consist of at least one member of the House Committee, and such number of Members as the House Committee may from time to time decide
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- 12.13 Each Sub-Committee shall appoint a Chairman from amongst the House Committee members on that Sub-Committee. A Deputy Chairman shall also be appointed, but need not be a member of the House Committee.
- 12.14 Each Sub-Committee shall appoint a Secretary, who will be responsible for taking minutes of each meeting, copies of which shall be submitted to the Secretary for the purposes of Article 8.2 (reporting to Directors).
- 12.15 Sub-Committee meeting procedures will be the same as those set out in Bye-laws 12.5 (save that the quorum for any Sub-Committee will be set at 51% of the members of the Sub-Committee, rounded up to the nearest whole number) and 12.6 above, and decisions shall be by majority vote, save that in the event of equal votes the Chairman shall have a second or casting vote.
- 12.16 In the event that a Sub-Committee Chair is unable to attend the House Committee they may send their Deputy Chair, to attend in their place. The Deputy Chair shall have the same rights and obligations as the Chair of the Sub-Committee when representing them at the House Committee.
- 12.17 The Commodore, or another Officer at the request of the Commodore, shall be entitled to attend any meeting of a Sub-Committee and participate as a full member.
- 12.18 A list of all current Sub-Committees and their members will be publicised separately on the Club Notice Board and the Club website.

13. DIRECTORS

- 13.1 The board of Directors shall consist of the Officers (ex officio), to be elected at the AGM each year, who will hold office until the termination of the next following AGM. In addition not more than 2 (two) Club Members may be elected as Directors in accordance with Bye-laws 13.3 and 13.4.
- 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, any Director who is not also an Officer and has served for a period of three years shall retire. Directors retiring under this Bye-law shall be eligible for re-election as Directors immediately, at the meeting at which they retire.
- 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 Secretary at least 21 (twenty one) days before the date of the AGM in each year. Such nominations, together with the names of the proposer and seconder shall be posted 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 a majority 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 4 (four) months making such arrangements for 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 5 (five) Directors, unless amended in accordance with Article 7.2.

PART 4: MISCELLANEOUS 1

14. SALE OF INTOXICATING LIQUOR

- 14.1 The Clubhouse shall be open to Members at such times as the House Committee shall direct.
- 14.2 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.
- 14.3 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 Cadet Member may purchase or attempt to purchase intoxicating liquor within the Clubhouse.
- 14.4 The House Committee shall cause the bar in the Clubhouse to be opened (subject to the terms of the Club Premises Certificate) at the same times as the Clubhouse (and such times shall be prominently exhibited in the Clubhouse) for the sale of excisable goods to persons stated in Bye-law 14.3, PROVIDED THAT any guests' names and addresses and the name of their introducing Member shall have been entered in the guest book upon entry to Clubhouse.
- 14.5 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 the Club's Objects, set out in Article 3.

- 14.6 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.

15. BYE-LAWS

- 15.1 Amendments to these Bye-laws may be proposed by the Directors from time to time, in accordance with Article 13.4.2, provided that no amendments shall be made that would jeopardise the Club's status as a CASC.

16. ACKNOWLEDGEMENT

- 16.1 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.