



Club Constitution



Section 1 NAME & PURPOSE

- 1.1 The name of the Club shall be Kielder Yacht Club (hereinafter referred to as the Club). Kielder Yacht Club is a Private Members' Club affiliated to the RYA.
- 1.2 The Club shall form an integral activity club of Kielder Water Club Ltd with the object of promoting and facilitating the sport of yachting and cruiser sailing on Kielder Water, providing social and other facilities for members as from time to time determined and generally furthering the interests of members as expressed at Annual General Meetings of the Club.
- 1.3 The Clubhouse shall be the Kielder Yacht Club Clubhouse at West Whickhope, Kielder, Northumberland.
- 1.4 The triangular burgee of the Club shall be emerald green and lower half royal blue with a golden K formed in the hoist.

Section 2 COMMITTEE

- 2.1 The officers of the Club shall be Full or Single members and shall consist of a Commodore, Vice Commodore, Rear Commodore, Hon. Treasurer, Hon. Secretary, Hon. Membership Secretary, Hon. Sailing Secretary and Hon. Bosun. Officers shall be elected at the AGM each year and shall hold office for one year, retiring at the termination of the AGM in each year. All officers of the Club shall be eligible for re-election.
- 2.2 The management Committee (herein referred to as the Committee) shall consist of :
 - the officers ex-officio, and
 - the 'General Committee' members, consisting of not less than two or more than eight single or full members of the Club, elected each year at the AGM to hold office until the termination of the next following AGM.
- 2.3 Candidates for election to the Committee shall be those full or single members whose nominations, duly proposed and seconded in writing by full or single members with their consent, have been received by the Hon. Secretary at least 28 days before the date of the AGM in each year.
 - 2.3.1 Committee candidates are expected to adhere to the club rules and Code of Conduct and promote the values of the club at all times.
 - 2.3.2 Candidates must provide or present at the AGM a short summary of benefits they would bring to the position and club.
- 2.4 If the number of candidates duly proposed and seconded shall exceed the number of vacancies to be filled the election at the AGM shall be by ballot.
- 2.5 If the number of candidates for election is equal to or less than the number of vacancies then candidates, voted for individually, shall be deemed elected if two thirds of those present at the AGM and entitled to vote, vote in favour of such election.
- 2.6 In the event of a ballot failing to determine the members of the Committee because of an equality of votes the candidate or candidates from those having an equal number of votes shall be determined by lot.

- 2.7 If for any reason a casual vacancy shall occur the Committee may co-opt a member with suitable experience to fill such vacancy, with a simple majority of the full Committee in agreement, until the next following AGM.
- 2.8 A retiring Commodore shall serve as an ex officio member of the Committee in the year following their retirement as 'Rear Commodore'.
- 2.9 The Independent Accounts Reviewer shall:
- a) Be appointed at the AGM each year, with a preference for 2 reviewers appointed.
 - b) Shall review the accounts of the Club when called upon to do so and shall give a certificate of assurance as to the accuracy of the said accounts as shall be required by law or by the Committee.
 - c) If they are unwilling or unable to act, inform the Committee who shall appoint a substitute to hold office until the termination of the next AGM.

2.10 DUTIES OF CLUB OFFICERS

- a) **Commodore:**
Chairs the Club Committee and is responsible for the overall running of the Club.
- b) **Vice Commodore:**
Takes on Commodore's responsibilities in the Commodore's absence.
- c) **Honorary Secretary:**
Is the point of contact for Club correspondence .
General Club administration for areas not specifically assigned elsewhere.
Maintains Club records
- d) **Honorary Membership Secretary:**
Maintains register of Club membership.
Informs the Honorary Secretary of any applications for new members.
Distributes membership renewal notices
Liaises with the Honorary Treasurer to ensure accounts match membership records.
- e) **Honorary Treasurer:**
Management of the Club's financial affairs, keeping the Club's financial records, insurance.
- f) **Honorary Sailing Secretary:**
Produces the Sailing programme for the Club sailing activities.
Maintains results of all club sailing events.
- g) **Honorary Bosun:**
Responsible for the safety, maintenance and correct operation of club equipment to the required standards.

Full details of all Committee duties can be found in the Roles & Responsibilities document available via the Hon. Secretary

Section 3 MEMBERSHIP

- 3.1 Membership of the Club is open to all without discrimination on the grounds of ethnicity, nationality, sexual orientation, religious beliefs, sex, age or disability. Members of the Club shall also be members of Kielder Water Club Ltd and shall be subject to the Rules, Memorandum and Articles of Association of that Club.
- 3.2 There shall be the following categories of membership with power to vote at all meetings of the Club as indicated hereunder. The rights and privileges of each category of members are as defined in the latest edition of rules and byelaws of the Club.

A **FULL MEMBERSHIP** which expression shall include one or two named adults operating one boat afloat and all their children under the age of 18 years. The full membership unit shall have two votes exercisable independently by individual adult members. (NB. 'Single Membership' will continue for existing 2021 'Single members' only for as long as membership is unbroken. These members have one vote exercisable by the adult member.)

A **STUDENT MEMBER** being a person who at the date of election satisfies the general management Committee that they are undergoing full time education and is between the ages of 18 and 24 years. A Student Member shall have no vote.

An **ASSOCIATE MEMBER** being a person, who at the time of election does not own a boat, shall have no vote and shall be ineligible for any Club office.

An **HONORARY MEMBER** who shall be nominated and elected as described in 6.8 shall have all the rights and privileges of a full member.

- 3.3 Members, their guests and visitors are bound by the Constitution, club policies and also the Club rules which are set out in the Members Handbook. Members of the Club, their guests or visitors use the Club premises, and any other facilities of the Club, entirely at their own risk.
- 3.4 Membership of the Club and acceptance of its rules, club policies and Constitution will be deemed to constitute consent to the club holding relevant data for the purposes of compliance with prevailing General Data Protection legislation.
- 3.5 The primary form of communication to members will be by email supplemented by posting on the club website and on the noticeboard in the clubhouse. Every member must furnish the Membership secretary with an up to date postal address and a current email address.

SUBSCRIPTIONS

- 3.6 The subscription fee for each category of membership and other club fees shall be proposed by the Committee to the members at the AGM in each year. Any proposed changes to said fees for the following year shall be approved by a majority of those members present and entitled to vote, and shall become operative immediately after the AGM and must be paid by the last day of February in the year following.
- 3.7 Members shall also make annual payments with their subscriptions.
- a) An annual payment to Northumbrian Water of such sum as shall be determined, for vessel registration and additionally for those members wishing to take up mooring at Whickhope.

- b) Such payments as shall be determined by the committee for those members intending to make use of other club facilities.

3.8 The Club membership year runs from 1 April until 31 March.

3.9 All new members shall pay their first annual subscription upon successful application to join the Club.

Provided that a new member whose application is after the first day of August in any year shall pay half the annual subscription applicable for that year.

A new member whose application is after the day of the AGM in November in any year shall not be required to pay any subscription in respect of the year of application, but shall be required to pay the annual subscription in respect of the year following application.

ELECTION AND RETIREMENT OF MEMBERS

3.10 An application for membership shall be in the form prescribed by the Committee. The form shall be fully completed and shall include such information as the Committee shall from time to time specify.

3.11 The Committee reserves the right to refuse membership.

3.12 Upon application a candidate shall pay within one calendar month such membership and other fees as shall be requested. In default of such payment the application shall be void unless sufficient cause for delay is shown.

3.13 A member who wishes to retire from membership shall give notice in writing to the Hon. Membership Secretary before the last day of February and shall then not be liable to pay the subscription for the following year.

3.14 A member who retires after the first day of April shall not be entitled to have any part of the annual membership fee refunded.

3.15 The Committee will cancel, without notice given, the membership of any member whose subscription and other fees are not paid by the due date provided that the Committee may, at its discretion, reinstate such member upon payment of any arrears and a re-joining fee. No member whose annual payments are in arrears shall enter the Clubhouse, use any Club facilities, enter any Club event or vote at any meeting.

Section 4 CONDUCT

4.1 Every member is deemed to have notice of, and impliedly undertakes to comply with, the club rules, policies and the Constitution, including the Code of Conduct (Appendix 1). 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 the current Disciplinary & Grievance Procedure.

4.2 The Committee have the right to reallocate the duties of any officer or Committee member who is unwilling to co-operate with and support the Committee's decisions or has failed to carry out their duties adequately. As above, the Committee will invoke the current Disciplinary & Grievance Procedure

4.3 All boats shall be used in accordance with the regulations and rules of Kielder Water Club Ltd and Northumbrian Water applicable to Kielder Water. It is the responsibility of

all members and their guests using boats on Kielder Water to have obtained and be acquainted with such regulations and rules.

- 4.4 Not more than 6 guests may be introduced in any one day and the same guest may not be introduced more than six times in any one calendar year.
- 4.5 A member shall not knowingly remove injure destroy or damage any property of the Club and shall make restitution for the same if called upon to do so by the Committee or by the Hon. Secretary upon the instructions of the Committee. The current Disciplinary & Grievance Procedure will apply.

Section 5 MANAGEMENT

- 5.1 The Committee shall meet at least every three months making such arrangements as to the place of assembly and holding of such meetings as it may wish. In the absence of the Commodore or Vice Commodore a chair elected by those present, shall preside.
- 5.2 Voting shall be by a show of hands and carried by a simple majority of those voting. In the case of an equality of votes the chairperson shall have a second or casting vote. Any disciplinary matter will be subject to the current Disciplinary & Grievance Procedure
- 5.3 Five members or 50% of the Committee, whichever is the greater, including either the Commodore or Vice Commodore, personally present, shall form a quorum at a meeting of the Committee. The term "personally present" shall include a member being present via video conferencing.
- 5.4 Where an urgent or exceptional event requires a vote by the committee and it is not possible or practicable to convene a meeting where members are physically present, committee members may vote on the matter via video conferencing, or alternatively by email or any other electronic means. All committee members must be given the opportunity to vote and any vote will only be valid providing a minimum of five members or 50% of the Committee, whichever is the greater, including the Commodore or Vice-Commodore, have submitted their votes. The vote will be carried by a simple majority of those voting. All correspondence concerning the issue involved and the votes of the committee members must be entered into the minutes of the next committee meeting. The committee must decide what constitutes an urgent or exceptional event.
- 5.5 Decisions related to finance, and the disposal of club assets, must follow the club authorised spending approvals, as noted in 6.1.

Section 6 POWERS OF THE COMMITTEE

- 6.1 The Committee shall manage the affairs of the Club according to the rules and shall cause the funds of the Club to be applied solely to the objects of the Club or for a charitable purpose nominated at an AGM. The Club is of a not for profit making nature. The property and funds of the Club cannot be used for the direct or indirect private benefit of members other than reasonably allowed by the rules. All surplus income or profits are reinvested in the Club. Authorised spending limits assigned to individual committee members and the Committee as a whole will be recorded by the Hon. Treasurer. These limits are documented in the Treasurers Handbook and Committee Roles & Responsibilities document.

- 6.2 The Committee shall in general furtherance of the objects of the Club make such rules as it shall from time to time think fit. Existing rules shall remain in force until the new rules are approved or set aside by a vote at an AGM.
- 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 law. Such sub Committees may consist of such members of the Committee or members of the Club as the Committee may think fit.
- 6.4 The Club shall be represented upon the Kielder Water Club Ltd council by the Commodore and nominees from the Committee.
- 6.5 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 they are so acting.
- 6.6 The Committee, or any person or sub-Committee delegated by the Committee to act as an agent for the Club or its members shall enter into contracts only as far as expressly authorised, or authorised by implication, by the members. No one shall, without the express authority of the membership in General Meeting, borrow money or incur debts on behalf of the Club or its membership.
- 6.7 In pursuance of the authority vested in the Committee by members of the Club, members of the Committee shall be indemnified by the members of the Club out of the assets of the Club from and against any liability, costs, expenses or payments whatsoever which may be properly incurred or made by them or any one of them in authorised nature or could be assumed to be of a duly authorised nature and entered into on behalf of the Club.

Should the assets of the Club be insufficient to satisfy such liability, costs, expenses or payments the Committee shall be entitled to a personal indemnity from the individual members of the Club.

The limit of any individual member's indemnity in this respect shall be a sum equal to one year's subscription at the then current rate of that category of membership unless the Committee has been authorised to exceed such limit by a General Meeting of the Club.

The Committee shall endeavour to ensure that the following clause is incorporated in every contract, lease, licence or other agreement entered into by the Committee and 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."

- 6.8 The Committee may nominate for election at any AGM such Honorary Members as the Committee may think fit. The total number of such members shall not however, at any time, exceed 5% of the total number of members, nor shall the total number of Honorary members exceed at any time, six in number. The election of Honorary Members shall be put to a vote at the AGM each year and such Honorary Members shall be deemed elected if two thirds of those present and entitled to vote, vote in favour of election.
- 6.9 Elected Honorary Members shall continue to be included in the register of members as such whilst annually indicating that they wish to be so included.

Section 7 MEETINGS OF THE CLUB MEMBERSHIP

- 7.1 An AGM shall be held each year in the month of November on a date to be fixed by the Committee. The Hon. Secretary shall at least 14 days before the date of such meeting, or any SGM as hereinafter mentioned, distribute to each member notice thereof and of the business to be brought forward thereat.
- 7.2 At the AGM the Commodore shall present a report. No other business except the passing of the accounts, the election of Officers, Committee, and Independent Accounts Reviewer, 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 thereof is given in writing, by a member entitled to vote, to the Hon. Secretary at least 28 days before the date of the AGM.
- 7.3 The Committee may at any time, upon giving 21 days' notice in writing, call a Special General Meeting of the Club for any special business the nature of which shall be stated in the notice convening the meeting and the discussion at such meeting shall be confined to the business stated in the notice sent to members.
- 7.4 The Committee shall similarly call a Special General Meeting upon a written request addressed to the Hon. Secretary signed by at least 10 members; the discussion at such meeting shall be confined to the business stated in the notice sent to members.
- 7.5 Notice of any alteration or amendment to the Constitution and rules to be proposed by a member shall be handed to the Hon. Secretary in writing not less than 28 days prior to the date of the AGM or any SGM at which the same is to be proposed and full particulars of any such proposed alteration or addition shall be set out in the notice convening the meeting.
- 7.6 All such proposed alterations or additions and any amendments to them which may be proposed and seconded shall be put to the vote of the meeting and provided that a majority of two thirds of those members present and entitled to vote and voting cast in favour then the same shall be deemed to be carried.
- 7.7 At every meeting of the Club the Commodore, or in his/her absence the Vice Commodore, or in his/her absence a Chair elected by those present shall preside.
- 7.8 Twenty members or 25% of members entitled to vote, whichever is the greater, and personally present shall form a quorum at any AGM or SGM.
- 7.9 Only full, single and honorary members shall vote at any meeting of the Club. Other members may attend but are not entitled to vote.
- 7.10 Voting, shall be by a show of hands but any member may demand a paper ballot in which case a member may be allowed a vote by proxy as hereinafter provided;
 - a) The instrument appointing a proxy shall be in writing under the hand of the appointer or submitted via the appointer's email address as registered with the club.
 - b) The instrument appointing the proxy shall be deposited with the Hon. Secretary not less than 48 hours before the time appointed for holding a meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution;

- c) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous revocation of the proxy provided that no information in writing of the revocation shall have been received by the Hon. Secretary before commencement of the meeting at which the proxy is used;
- d) Any instrument appointing a proxy shall be in a prescribed form available from the Hon. Secretary.

7.11 In the case of an equality of votes the Chair shall have a second or casting vote on any matter other than the election of members of the Committee.

7.12 On any resolution properly put to a meeting of the Club relating to the creation repeal or amendment of any rule, by law or regulation such rule by law or regulation shall not be created repealed or amended except by a majority vote of at least two thirds of those present and entitled to vote.

Section 8 OUTSTANDING FEES

8.1 If any fees payable to the Club have not been paid by the first of April then the member is in arrears and no longer a member of the club. If a vessel/trailer belonging to the former member remains upon club premises, the Club shall give them 28 days notice in writing (including a notice posted on the vessel) to remove the vessel and trailer from the site immediately and return their club key.

If the former member fails to remove the boat and/or trailer then the Club may: -

- a) Move the boat and/or trailer to any part of the Club premises without being liable for any loss or damage to the vessel howsoever caused.
- b) Give three months' notice in writing by registered post to the former member at their last known address and thereafter sell the boat and/or trailer and deduct any monies due to the Club, including any administration fees and/or legal fees, from the net proceeds of sale before accounting for the balance (if any) to the former member. If the balance of money cannot be passed on, it will be held in a deposit account for a period of 6 years against a claim by the owner. Thereafter any such monies become the property of KYC and shall be included in the general club funds.
- c) Alternatively, if the boat and/or trailer are un-saleable after giving notice in writing as aforesaid, dispose of the boat and/or trailer in any manner the Committee may think fit and deem the cost of doing so and any arrears as aforesaid to be a debt owing to the Club by the owner.
- d) The Club reserves the right to charge storage for the boat and/or trailer until such time as the owner collects the boat and/or trailer or until notice has been served under Rule (b) above.
- e) In addition, the Club shall at all times have a lien over former members' boats and/or trailers parked on the Club's premises in respect of all monies due to the Club, in respect of any arrears, and shall be entitled to retain possession of the boat and/or trailer until such time as all monies due to the Club have been paid in full.
- f) The Members acknowledge that these Rules constitute a legally binding contract to regulate the relationship of the members with each other and the Club.

Section 9 DISSOLUTION

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 members of the Club but shall be given or transferred to some other institution or institutions as follows:

- (a) Another club with similar sports purposes which is a registered charity and /or
- (b) To another club with similar sports purposes and/or the club’s governing body for use by them in related community sport. To be determined by members of the club at or before the time of dissolution.

Endorsed:

Date:

Commodore:

Honorary Secretary:

Appendix 1

Code of Conduct - RYA Affiliated

Kielder Yacht Club expects all members and their guests to show respect and understanding to each other, treat everyone equally and conduct themselves in a way that reflects the principles of the club.

Abusive, aggressive or discriminatory language or behaviour, or a lack of respect for other people and their property, will not be tolerated. Misconduct should be reported to the Committee and may lead to disciplinary action.

Kielder Yacht Club implements the RYA Racing Charter and members will be expected to sail in compliance with it.

Club members are expected to:

- Abide by the club's rules.
- Follow the club's Constitution and all club policies and procedures.
- Treat members and visitors with respect and understanding, regardless of age, disability, gender identity, race, religion or belief, sex or sexual orientation.
- Avoid the use of language that others may find offensive, whether on club premises, at a club or when using the club's social media channels.
- Encourage all members to play as full a role in the club as they wish to and support them in developing their skills and experience.
- Recognise the contribution of Committee members and volunteers.
- Prioritise the safety and wellbeing of participants.
- Promote courtesy to other water users.
- Use established procedures where there is a genuine concern or dispute.

Club members can expect to:

- Feel welcome and valued.
- Be respected and treated fairly.
- Be listened to and kept informed.
- Be involved and contribute towards decisions within the club.

Change Control

This Constitution is subject to 2 yearly review.

Rev	Date	Section	Reason for change	Change made
			Version 2018	
02	16/11/19	3.2	To remove requirement for an Honorary Member to pay fees	Removed 'An Honorary Member will pay membership fees and receive no financial benefit over other classes of membership.'
02	16/11/19	6.9	To remove requirement for Accounts Reviewer to be Honorary Associate	Removed 'The Independent Accounts Reviewer or Reviewers, if not members of the Club, shall be deemed an Honorary Associate Member or Members for so long as they hold such position.'
3	May 2022	2	Clarity	Title changed from 'OFFICERS' to 'COMMITTEE'
3	May 2022	2.1	Removal of Life president sentence (only relevant to previous Life President)	Removed "The role of 'Life President' is an Honorary Ex Officio position and is non-electable."
3	May 2022	2.2	Clarity	Added "General Committee' members, consisting of ' to the second bullet
3	May 2022	2.3.1 & 2.3.2 added	All nominees and members to abide by the Code of Conduct and provide benefit to the role	2 paragraphs added in full
3	May 2022	2.5	Clarify that all nominees must be voted for individually and not as a group	Added "voted for individually"
3	May 2022	2.7	Add a requirement for a majority of the Committee to agree to a casual vacancy candidate.	Added "co-opt a member with suitable experience" and "with simple majority of the full Committee in agreement"
3	May 2022	2.10	Add reference to Roles & Responsibilities document	Added "Full details of all Committee duties can be found in the Roles & Responsibilities document available via the Hon. Secretary "
3	May 2022	3.2	Single Membership has been removed as an option at 2021 AGM. OUTPORT Membership removed	Added " NB. 'Single Membership 'will continue for existing 2021 'Single members 'only for as long as membership is unbroken. These members have one vote exercisable by the adult member. "
3	May 2022	3.3, 3.4, 4.1	Include Club Policies in list with Constitution & Rules	Added "Club policies'
3	May 2022	3.5	Statement in the wrong section	Moved 3.9 onto para 3.5 and deleted 3.9
3	May 2022	3.6	Clarified majority and amended starting date for fee changes (for new members joining in Nov/Dec)	Change 'on the first day of January' to 'immediately after the AGM' & added, 'other club fees' to sentence
3	May 2022	3.7a	Clarified NWL registration fee	Added "for vessel registration and additionally for"
3	May 2022	3.9 (new)	Month not relevant to New members who join at any time.	Removed 'pay by end Feb'
3	May 2022	3.12	Update terminology	Changed 'entrance ' to 'membership'
3	May 2022	3.13	When Membership was via post	Changed 'December' to 'February'

			leavers had to inform by December. Fees notices are now electronic.	
3	May 2022	4.1	Code of Conduct needed	Added reference to 'Code of Conduct in Appendix 1'
3	May 2022	5.2	Clarified the voting mechanism	Added 'and carried by a simple majority of those voting'
3	May 2022	5.3	Five as a quorate is too low if there is a large Committee. Clarified use of video conferencing.	Added 'Five members or 50% of the Committee, whichever is the greater, including either the Commodore or Vice Commodore, ' Added "The term "personally present" shall include a member being present via video conferencing."
3	May 2022	5.4	Need for mention of video conferencing and electronic voting	Added 'via video conferencing, or alternatively by email or any other electronic means. "
3	May 2022	5.4	Increase minimum for electronic voting	Added "5 members or 50% of the Committee, whichever is the greater, including the Commodore or Vice-Commodore,"
3	May 2022	5.5	Financial/disposal decisions must follow club spending limits	Added whole section
3	May 2022	6.1	Ensure recording of agreed spending limits	Added 'Authorised spending limits assigned to individual committee members and the Committee as a whole will be recorded by the Hon. Treasurer. These limits are recorded in the Treasurers Handbook and Committee Roles & Responsibilities document.'
3	May 2022	7	Section title clarified	Amended to 'MEETINGS OF THE CLUB MEMBERSHIP'
3	May 2022	7.1	Update terminology	Change 'post or deliver' to 'distribute'
3	May 2022	7.8	Increase quorum number to % of membership	Quorate increased to 20 from 15 plus % of membership, whichever is greater.
3	May 2022	7.10 a	Duplicated sentence not related to proxy votes	Remove 7.10a as same wording at 7.11
3	May 2022	8.1	Clarification of action	The 1 month in arrears removed and dates clarified and paragraph 1 re-written for clarity.
3	May 2022	8.1b	Clarification of fees	Added "and/or legal fees"