

LLANGOLLEN CANOE CLUB

CONSTITUTION AND RULES

CONSTITUTION:

- (1) The name of the club is Llangollen Canoe Club (hereinafter referred to as “The Club” or “LCC”). The Club is based in Llangollen and it operates mainly in and around the Llangollen area.
- (2) The aims and objectives of The Club are to develop and promote paddlesport including but not limited to canoeing, kayaking and rafting. To do this, The Club will aim:
 - to develop and promote paddlesport in whatever competitive and non-competitive forms, using whatever types of paddling vessels The Club shall, from time to time decide to support;
 - to assist any other clubs or organisations with similar aims and objectives;
 - to raise funds and invite and receive contributions from any person or persons whosoever by way of subscriptions, donation and otherwise, provided that The Club shall not undertake any permanent trading activities in raising funds;
 - to purchase or otherwise acquire paddlesport vessels, equipment and kit and any other necessary effects to further the objectives of The Club;
 - to do all such other things that will further the objectives of The Club.
- (3) Membership of The Club is open to anyone interested in promoting, coaching, volunteering or participating in paddlesport.

RULES:

(1) POWERS AND DUTIES OF THE OFFICERS

The executive officers of The Club shall be the Chairperson, the Secretary and the Treasurer and these officers shall have such powers and duties as may be conferred on them by the committee of The Club (“the Committee”), but not withstanding anything in these rules, their powers and duties shall include the following:

- (i) **The Chairperson**
 - a) To take the chair at all meetings at which he/she is present, whether of the members, the Committee, or any sub-committee;
 - b) To ensure that all meetings are properly conducted;

- c) To ensure that the affairs of The Club are conducted in the interests of the members as a whole.

(ii) **The Secretary**

- a) To receive all communications addressed to The Club, and to bring these to the notice of the Committee;
- b) To record the minutes of the meetings of the Committee and of members;
- c) To issue notice convening meetings;
- d) To ensure that proper records of members are kept;
- e) To keep such other records as are necessary for the proper management of The Club.

(iii) **The Treasurer**

- a) To receive all monies due to The Club and to make all proper disbursements of The Club funds;
- b) To bank The Club monies in an account held in the name of The Club;
- c) To ensure that any cheques drawn against The Club funds should hold the signatures of the Treasurer plus one other authorised signatory;
- d) To ensure that proper books/records of account are kept;
- e) To prepare and present to the members at the Annual General Meeting a balance sheet and income and expenditure account audited by the person appointed for that purpose.

(iv) **The Committee**

- a) The affairs of The Club shall be conducted by the Committee which shall consist of the Chairperson, Secretary, Treasurer, Vice Chairs, Safeguarding Officer, and any other specified roles, who shall be elected at the Annual General Meeting (“AGM”);
- b) The Committee shall, subject to rule (2)(iii), consist of not more than twelve members of The Club.
- c) All Committee members must be members of The Club;
- d) If required, the Committee shall elect a Vice Chair from among its number;
- e) The term of office shall be for one year, and members shall be eligible for re-election at the AGM;
- f) No Committee member shall have two roles simultaneously;

- g) No member may be a Committee member for more than six consecutive years unless a motion for that Committee member to carry on for another six consecutive years is passed at the AGM;
- h) Any member of the Committee may resign from the Committee at any time;
- i) Any member of the Committee who is absent from three consecutive Committee meetings without sending apologies is deemed to have resigned from the Committee;
- j) If the post of any officer or ordinary committee member should fall vacant after an election at the AGM, the Executive Committee shall have the power to fill the vacancy until the succeeding AGM.

(2) POWERS AND DUTIES OF THE COMMITTEE

- (i) The Committee will be responsible for adopting new policy, codes of practice and rules that affect the organisation of The Club;
- (ii) The Committee will have powers to appoint any advisers to the Committee as necessary to fulfil its business;
- (ii) Notwithstanding anything contained in these rules, the Committee shall not without the consent of the members in general meeting have power:
 - a) To make any purchase or acquisition on capital account other than materials and equipment necessary or desirable for the fulfilment of the aims and objective in Clause (2) of the constitution;
 - b) To execute any agreement or contract imposing any continuing obligations or restrictions on The Club other than agreements or contracts entered into for a period not exceeding one year or for an indefinite period determinable by not more than six months' notice;
 - c) To make any fusion, amalgamation, union of interests or working arrangements with any other club, Society or Organisation with similar aims;
 - d) To undertake any lending or borrowing of money or the creation of any mortgage or charge on behalf of The Club;
 - e) To make any material alteration to the Constitution or the Rules.
- (iii) The Committee may co-opt any additional members to the Committee and such additional members of the Committee need not be members of The Club. Such additional co-opted members shall not have the power to vote. The period of co-option under this rule shall not extend beyond the date of the next AGM;

- (iv) The Committee may appoint sub-committees and fix their terms of reference. The Committee may appoint any person whether or not he/she is a member of The Club to serve on a sub-committee, except the number of non-club members shall not be greater than half the number of members of the sub-committee. All actions and proceedings of such sub-committees shall be fully and promptly reported to the Committee;
- (v) The Committee shall fill any casual vacancy for an Officer from the members of the Committee;
- (vi) The Committee shall fill any casual vacancy on the Committee by co-opting any member of The Club. The person co-opted shall retire at the next AGM when he/she may be eligible for re-election;
- (vii) Decisions of the Committee shall be by a simple majority of those present at a meeting, the Chairperson having a casting vote;
- (viii) A quorum for a meeting of the Committee shall be five members of The Club duly elected to the Committee at an AGM, at least one of whom shall be an executive officer;
- (ix) The Committee shall meet not less than [six] times in each year, at such time and place as the Committee shall determine but so that not more than [two] months shall elapse between the holding of two consecutive meetings.

(3) **GENERAL MEETINGS**

- (i) General Meetings are the means whereby the members of The Club exercise their democratic rights in conducting The Club's affairs. A General Meeting will be held once in every subscription year (1st April to 31st March), at such time and place as the Committee shall determine, but so that not more than fifteen months elapse between the holding of any two successive meetings;
- (ii) The General Meeting referred to in the last preceding paragraph shall be called the Annual General Meeting ("AGM");
- (iii) The Committee shall convene an Extraordinary General Meeting ("EGM") whenever it thinks fit;
- (iv) Any twelve members may, by notice in writing signed by all of them, require the Committee to call an EGM. Such notice shall state the purpose of the meeting. On receipt of such notice the Committee shall convene an EGM to be held not more than six weeks from the receipt of such notice at such time and place the Committee shall determine;
- (v) Twenty eight clear days' notice in writing shall be given to all members of the convening of a General Meeting. Any items of special business for inclusion on the agenda for discussion at a General Meeting must be received in writing,

stating the exact nature and purpose of the special business, by the Secretary at least twenty one days before the date of the General Meeting;

- (vi) Accidental omission to give notice to, or the non-receipt of such notice, by any member shall not invalidate any proceedings or any resolution passed at such meetings.

(4) PROCEEDINGS AT GENERAL MEETING

- (i) All business that is transacted at an Extraordinary General Meeting (“EGM”) shall be deemed to be special, and all business that is transacted at an Annual General Meeting (“AGM”) shall be deemed to be special, with the exception of:
 - a) The receipt of reports from the Chairperson and the Treasurer;
 - b) The consideration of the accounts;
 - c) The election of the Officers to the Committee;
 - d) The appointment of an auditor;
 - e) The fixing of entrance/site and subscription fees for the following subscription year;
 - f) Any business that is not on the agenda of the General Meeting may not be discussed at the General Meeting;
- (ii) No business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business. Save as hereinafter provided twelve or 25% of members present in person (whichever is the lower number) shall be a quorum;
- (iii) If within half an hour from the time appointed for a General Meeting a quorum be not present, the meeting, if convened on the requisition of members shall be dissolved. In any other case it shall, subject to rule (4)(v), stand adjourned to such other day, and at such other place and time as the Committee shall determine, and at such an adjourned meeting a quorum is not present within fifteen minutes from the time fixed for the holding of the meeting, any two members present in person shall be a quorum and may transact the business for which the meeting was called;
- (iv) With consent of the meeting, the Chairperson may adjourn the meeting from time to time and from place to place;
- (v) The Chairperson, or failing him any other elected member of the Committee shall preside at every General Meeting, but if no member of the Committee shall be present within fifteen minutes after the time fixed for the holding of the

meeting, or if no member of the Committee is willing to act as Chairperson, the members present shall choose some member present to act as Chairperson;

- (vi) At every General Meeting a resolution put to the vote of the meeting shall decide as follows:
 - a) Election of Officers or members to the Committee shall, where there is a greater number of nominations than there are vacancies, be decided by a ballot of members present in person. On a ballot for elections of Officers or members to the Committee, each member shall have the same number of votes as there are vacancies. A member need not cast all the votes to which he/she is entitled, but shall not cast more than one vote for any one candidate. Where the number of nominations is less than the number of vacancies, those nominated shall be deemed to have been elected.
 - b) All other resolutions shall, except as hereinafter provided, be decided by a show of hands of the members present in person and entitled to vote.
- (vii) If, before or upon the declaration of the result of a show of hands, a poll be demanded by the Chairperson of the meeting, or by at least three members present and entitled to vote, a poll shall be taken at such time and place, and in such a manner as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. No poll shall be demanded on the election of the Chairperson or of the members of the Committee.

(5) VOTES OF MEMBERS

- (i) A member shall be entitled to one vote;
- (ii) On show of hands, every member present and entitled to vote shall be entitled to one vote only, and in the case of the poll, every member present and entitled to vote shall be entitled to one vote only;
- (iii) A member shall not be entitled to appoint a proxy to attend or vote at any meeting of The Club.

(6) WINDING UP

- (i) The Club may be wound up by a special resolution of the members at an EGM convened for that purpose and for no other purpose;
- (ii) The quorum at an EGM convened to wind up The Club shall be fifty percent of the members of The Club, present in person. The majority of votes required to pass a resolution to wind up The Club shall be seventy five percent of those

present at the meeting and entitled to vote. A ballot shall be held at the meeting on a resolution to wind up The Club;

- (iii) In the event of a winding up of The Club, the assets shall be vested in trustees to be appointed by the members at the meeting at which the resolution to wind up is passed, or at an EGM to be convened within two calendar months thereafter.

The Trustees so appointed shall not distribute the assets among members of The Club but shall apply them to such purposes similar to those of The Club, or pay, distribute or transfer them to institutions or institutions having objects similar to the objectives of The Club, as they think fit.

The Trustees shall be responsible for the discharge of all liabilities out of the assets of The Club;

- (iv) Any deficiencies on winding up shall be borne equally by all those who were members on the date of the passing of the resolution to wind up The Club.

(7) **INDEMNITY**

Every officer, auditor and member of the Committee shall be indemnified by The Club for any liability incurred as a result of acting as the representatives of The Club, provided that nothing in this rule shall entitle them to any indemnity against liability arising through negligence or fraud or similar actions on their part.

