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| DATED  16 April 2024 |
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| PRIVATE COMPANY LIMITED BY GUARANTEEBYE LAWS |
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CONTENTS

[Part 1 : INTERPRETATION 2](#_Toc161066411)

[1 Interpretation 2](#_Toc161066412)

[Part 2 : MEMBERSHIP 3](#_Toc161066413)

[2 MEMBERSHIP 3](#_Toc161066414)

[3 ELIGIBILITY FOR MEMBERSHIP 3](#_Toc161066415)

[4 BECOMING A Voting MEMBER 3](#_Toc161066416)

[5 MEMBERSHIP SUBSCRIPTIONS AND FEES 4](#_Toc161066417)

[6 TERMINATION OF MEMBERSHIP 4](#_Toc161066418)

[7 CONDUCT OF MEMBERS & DISCIPLINARY ACTION 4](#_Toc161066419)

[8 LIMITATION OF CLUB LIABILITY 5](#_Toc161066420)

[Part 3 : MANAGEMENT 6](#_Toc161066421)

[9 COMPANY SECRETARY AND Club Secretary 6](#_Toc161066422)

[10 DIRECTORS 6](#_Toc161066423)

[Part 4 : MISCELLANEOUS 7](#_Toc161066424)

[11 ABANDONED BOATS 7](#_Toc161066425)

[12 Bye Laws 8](#_Toc161066426)

[13 ACKNOWLEDGEMENT 8](#_Toc161066427)

BYE LAWS

OF

TOPSHAM MOORINGS LIMITED (THE "CLUB")

ADOPTED: 16 April 2024

1. : INTERPRETATION

# Interpretation

## These Bye Laws are made pursuant to Article 10.

## In these Bye Laws, unless the context requires otherwise:

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| Articles | 1. means the Articles of Association of the Club from time to time and Article refers to a particular provision in them.
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| Bye Laws | means these Bye Laws of the Club made pursuant to Article 10, and **Bye Law** refers to a particular provision in them. |
| Club Handbook | means the handbook of the Club as amended or updated by the Directors from time to time and **Provision** refers to a particular provision of the Club Handbook. |
| Club Secretary  | means the club secretary appointed by the Directors and whose responsibilities are set out in Bye Law 9.2. |
| Company Secretary  | means the company secretary appointed by the Directors and whose responsibilities are set out in Bye Law 9.1. |
| Fees | shall have the meaning given in Bye Law 5.1. |
| Member | means all members of the Club, whether Voting Members or Non-Voting Members, and **Membership** shall be interpreted accordingly. |
| Non-Voting Member | has the meaning given in the Articles. |
| Ordinary Resolution | has the meaning given in the Articles. |
| Royal Yachting Association or RYA | means the Royal Yachting Association, a company limited by guarantee registered in England and Wales with registered company number 00878357. |
| Voting Member | has the meaning given in the Articles. |

## 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 Acts and, in the event of any inconsistency between any provision of these Bye Laws and any provision of the Articles, the Articles will prevail.

## Unless the context otherwise requires words or expressions contained in this document bear the same meaning as in the Articles.

## 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.

1. : MEMBERSHIP

# MEMBERSHIP

## Membership shall be open to anyone interested in the sport of boating on application, regardless of sex, age, disability, race, sexual orientation, gender reassignment, pregnancy or maternity, religion or belief.

## Article 11.7 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.

## There shall be the following classes of Membership:

### Voting Members; and

### Non-Voting Members.

# ELIGIBILITY FOR MEMBERSHIP

## **Voting Membership** is open to any individual (in accordance with the Club Handbook) aged 18 or over, holds a valid licence to a mooring issued by the Club, provides a notice to the Directors of their intention to become a Voting Member, and such notice is accepted by the majority of the Directors. Voting Members have the right to attend and vote at general meetings and on written resolutions in accordance with the Articles and the Companies Acts.

## **Non-Voting Membership** is open to any individual (in accordance with the Club Handbook) who holds a valid licence to a mooring issued by the Club and who is not a Voting Member. Non-Voting Members are eligible to become Voting Members by giving notice to the Directors of their intention to become a Voting Member and such notice is accepted by the majority of the Directors. Non-Voting Members have no right to attend or vote at general meetings or written resolutions.

# BECOMING A Voting MEMBER

## An application for Voting Membership shall be in the form from time to time prescribed by the Directors, shall include the name, address, email address and phone number of the applicant, and shall be sent to the Club Secretary by email to Secretary@Topsham-Moorings.com .

## The Club Secretary shall inform each applicant in writing as to whether or not the applicant's application for a Voting Membership has been approved and the Club Secretary shall provide successful applicants with a copy of the Articles and these Bye Laws, and shall also request payment of any applicable fees.

## Every successful applicant shall, upon becoming a Voting Member, provide the Club Secretary with an up-to-date address which shall be recorded in the Register of Members, and any notice sent to such address shall be deemed to have been duly delivered.

# MEMBERSHIP SUBSCRIPTIONS AND FEES

## The following fees (the **Fees**) shall be payable by Members, as applicable in accordance with this Bye Law 5:

### an annual fee based on the length of the Member's authorised mooring; and

### a fee for each instance of specific activities requested by a Member or a person/party who wishes to become a licensee.

## The Fee rates for each class of Membership shall be determined by the Directors from time to time.

## The current Fee rates shall be prominently displayed on the Club's website.

## All Members shall pay the applicable Fees for their first year of Membership within four weeks of an invoice being presented to them.

# TERMINATION OF MEMBERSHIP

## If a Member:

### fails to pay any applicable Fees that are due within six calendar months of becoming a Member; or

### is excluded pursuant to Bye Law 7,

### their Membership shall be automatically terminated.

## A Member wishing to cancel their Membership shall give notice in writing to the Club Secretary before the last day of November and shall not then be liable to pay the subscription for the following year. A Member who retires in accordance with this Bye Law shall not be entitled to have any part of their Fees refunded.

## Appeal against termination of Membership may be made to the Voting Members by submitting a written notice to the Club Secretary, who shall, upon receipt of such a notice, include the appeal on the agenda for the next general meeting.

## Upon termination of Membership, the Directors may dispose of the former Member’s boat in accordance with Bye Law 11 and the Club Handbook.

# CONDUCT OF MEMBERS & DISCIPLINARY ACTION

## Every Member is deemed to have notice of, and undertakes to comply with, the Articles and these Bye Laws. All Members are expected to behave in a courteous, respectful, and professional manner at all times.

## Any breach of Bye Law 7.1 or any conduct which, in the opinion of the Directors:

### is either unworthy of a Member or otherwise injurious to the interests of the Club;

### is disrespectful, disparaging or aggressive in any way to any other Member; or

### brings, or may bring, the Club into disrepute,

### shall render a Member liable to disciplinary action by the Directors, which may include suspension for a specified period of time or expulsion.

## Before taking any disciplinary action against a Member, the Directors shall ask the Member in question to provide a written explanation of their conduct and shall give the Member the opportunity to explain their conduct to the Directors or to voluntarily cancel their Membership.

## The Directors (or any person to whom the Directors shall delegate this power) may temporarily suspend or exclude a Member, if they consider in their sole discretion that such action is in the best interests of the Club.

## A resolution to apply any sanction shall be carried by a simple majority vote by those Directors present and voting on the resolution.

## 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.

## Upon expulsion of a Member, the Directors may dispose of the former Member's boat in accordance with Bye Law 11.

## 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 Directors or by the Club Secretary upon the instructions of the Directors.

## A Member shall not cause any communication in whatever form to be exhibited or shared publicly without permission of the Club Secretary.

## A Member shall settle any indebtedness in accordance with the Club Handbook.

## All suggestions shall be entered in the suggestion book and signed by the Member.

## Complaints of any nature relating to the management of the Club shall be addressed in writing to the Club Secretary. Under no circumstances shall a servant of the Club be personally reprimanded by a Member.

# LIMITATION OF CLUB LIABILITY

## Members accept that:

### the Club will not accept any liability for any damage to or loss of property belonging to Members; and

### Members are responsible for any injury, damage or loss to the extent caused by their own actions or omissions.

## Bye Law 8.1 shall be exhibited in a prominent place on the Club's website.

1. : MANAGEMENT

# COMPANY SECRETARY AND Club Secretary

## The Company Secretary shall keep the Club's statutory registers, including a register of Members' names and addresses, including the class of Membership for each Member.

## The Club Secretary shall:

### shall keep a register of Members' names and addresses, including the class of Membership for each Member, and report changes to the Company Secretary to update the statutory registers;

### keep custody of all Club documents;

### conduct the correspondence of the Club;

### administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its Directors, Officers, employees, and Members;

### maintain contact with the Club's legal advisor to ensure that the Club's affairs are managed in accordance with all applicable laws;

### maintain any such certificates or registrations, and complete any such non financial returns as may be required by law;

### cause such books of account to be kept as are necessary to give a true and fair view of the state of finances of the Club, in compliance with all legal requirements applicable to companies;

### cause all returns as may be required by law in relation to the accounts of the Club to be rendered at the due time; and

### keep full minutes of all Directors' meetings, general meetings (including AGMs), and meetings of any committees established by the Directors from time to time, and all minutes shall be confirmed and signed by the appropriate chairman upon the agreement of the Directors, Voting Members, or relevant committee (as appropriate) at the next following Directors' meeting, general meeting, or relevant committee meeting.

# DIRECTORS

## The board of Directors shall consist of not less than three nor more than eight persons appointed in accordance with Article 5.

## The Directors may at any time co-opt any individual who is a Voting Member to fill a vacancy in their number or (subject to the maximum stated in Bye Law 10.1) as an additional director, but a co-opted director holds office only until the next AGM.

## At the AGM every four years, the Director who has been longest in office shall retire. In the case of equal length of service in office, the order of retirement shall, failing agreement between the Directors concerned, be determined by lot. A Director retiring under this Bye Law shall not be eligible for re-election as Director until the AGM next following the meeting at which they retire.

## Candidates for election as Directors shall be those Voting Members whose nominations (duly proposed and seconded in writing by other Voting Members) have (with their consent) been received by the Club Secretary at least twenty-eight 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.

## 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 two thirds of those present in person or by proxy and entitled to vote at the AGM vote in favour of such election.

## 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.

## The Directors shall meet at least every four months making such arrangements as the conduct, place of assembly and holding of such meetings as they wish, in accordance with the provisions of the Articles.

## The quorum for meetings of Directors shall be three Directors.

1. : MISCELLANEOUS

# ABANDONED BOATS

## If at any time, any fees payable to the Club by any Member or former Member (whether by way of arrears of subscription or otherwise) shall be three months or more in arrears and/or a boat the property of a Member or former Member remains upon the moorings one month or more after the Club has given the Member or former Member notice to remove the vessel or the boat remains upon the moorings once the Member's licence has expired, then the Member or former Member shall remove the boat from the Club immediately. If the Member or former Member fails to remove the boat then the Directors may:

### move the boat to any part of the Club premises river without being liable for any loss or damage to the vessel howsoever caused;

### give six weeks' notice in writing by registered post to the Member or former Member at his last known address as shown in the register of Members and thereafter sell the boat and deduct any monies due to the Club from the net proceeds of sale before accounting for the balance (if any) to the Member or former Member;

### if the boat is unsaleable, after giving notice in writing as aforesaid, dispose of the boat in any manner the Committee may think fit and deem the cost of doing and any arrears as aforesaid to be a debt owing to the Club by the Member or former Member; and

### the Club reserves the right to charge storage for the boat until such time as the owner collects the boat or until notice has been served under Bye Law 11.1.2 above,

PROVIDED ALWAYS THAT proper evidence is available to show that all reasonable steps have been taken to trace a Member or former Member and that, when and if the boat and/or any other property is sold, if the Club is unable to account to the Member or former Member for the balance of the proceeds of sale, then the balance of the proceeds of sale shall be placed upon bank deposit account and retained against the eventuality of a claim by the owner (whether he be the said Member or former Member or otherwise) for a period of six years.

## In addition the Club shall at all times have a lien over Members' or former Members' boats belonging to Members or former Members parked on the Club's premises or other property in respect of all monies due to the Club, whether in respect of arrears of Fees or otherwise and shall be entitled to retain possession of the boat and/or any other property until such time as all monies due to the Club have been paid in full.

# Bye Laws

## These Bye Laws may be amended by the Directors from time to time.

# ACKNOWLEDGEMENT

## 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.