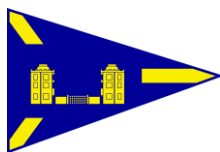


ABERDEEN AND STONEHAVEN YACHT CLUB **CONSTITUTION**



As adopted at the Special General Meeting held at the clubhouse
Stonehaven on Sunday 15th November 1992

(Amended 30th November 2003)

(Amended 25th November 2009)

(Amended 5th March 2011)

(Amended 12th November 2014)

(Amended 13th November 2019)

(Amended 13th December 2023)

SECTION 1 GENERAL

Name

- 1 The Club shall be called "Aberdeen and Stonehaven Yacht Club"
(hereinafter referred to in these roles as "the Club").

Hon President

- 2 The Honorary President shall be the Viscount Cowdray.

Burgee

- 3 The Club burgee shall be light blue with the golden insignia of the east entrance to Dunecht House with the three corners of the burgee bisected by golden bands pointing to the entrance but not touching same.

Objectives

- 4 The objectives of the Club are the encouragement of all aspects of sailing (cruising, racing, and training), the maintenance of Club properties, and the provision of social and other facilities for members as may be from time to time determined.

Sailing events will be held under the Rules and Procedures of the Royal Yachting Association. Permitted amendments to the Rules and Procedures of the Royal Yachting Association may be issued by the management Committee within the sailing instructions.

The Club will not be run for the purpose of making financial profit and no portion of the income and property shall be paid or transferred directly or indirectly by way of dividend, distribution, bonus, honoraria or otherwise howsoever by way of profit to the members, other than sums paid to members for coaching as approved by the Committee.

SECTION 2 MEMBERSHIP

Membership Categories and Privileges

General

- 5 Membership is open to all and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation, political or other opinion.

Categories

- 6 There shall be the following categories of membership with the rights and privileges of each category of members as indicated.

A **full member** - being a person who, at the date of admission is over the age of eighteen, shall have one vote and shall have the full use of all Club facilities.

A **life member** - being a person whose admission shall be at the discretion of the Committee, and shall have the same rights and privileges as full members.

An **honorary member**- who may be proposed by the Committee for election at a General Meeting, and shall have the same rights and privileges as full members.

A **family member** - there are two categories.

- (a) Full Family member, which expression shall include one or two parents (as may be) and all children under eighteen years of age. The parents shall have the same rights and privileges as full members and the children shall have the same rights and privileges as junior members.
- (b) Restricted Family member, which expression shall include one or two parents (as may be) and all children under eighteen years of age. One parent shall have the same rights and privileges as full members, one parent shall have the same rights and privileges as social members and the children shall have the same rights and privileges as junior members.

Associate Membership shall apply to any organisation which has related or similar objectives as the Club. The rights and privileges of associate membership will be agreed and reviewed annually between the organisation and the Committee. Associate Member can also apply to any individual whose membership (in the opinion of the Committee) would further the clubs aims. Associate Membership shall have no vote but shall have full use of all Club facilities.

A **junior member** - being a person who, at the date of admission, is under the age of eighteen, shall have no vote but shall have full use of all Club facilities subject only to rule 56.

A **young member** - being a person who, at the date of admission, is over the age of eighteen and under the age of twenty-four, shall have no vote but shall have full use of all Club facilities.

A **social member** - who shall have no vote (subject to the provisions of rule 44) but shall have full use of all clubhouse facilities for the purposes of socialising only.

A **temporary member** (which expression may include individual members of the RYA, and members of other RYA affiliated clubs or organisations & members of non profit making properly constituted clubs) - who shall have no vote but shall have full use of all Club facilities but:

- (a) shall have no right to enter Club races or regattas unless specifically authorised by a member of the Committee,
- (b) shall have no right to introduce guests to the Club or the facilities thereof,

- (c) shall have no right to take part in the management of the Club,
- (d) is deemed to have notice of and impliedly undertakes to comply with the Club rules, byelaws and regulations as if they were a member of the Club and as so far as the said rules, byelaws and regulations may be deemed to apply to such Temporary member,
- (e) shall be liable to expulsion from the Club premises or prohibited from using the Club premises if, in the opinion of the Honorary Secretary, they shall not have reasonably complied with the above conditions.

Payment of Fees

Fees

- 7 The rate of entrance and subscription fee for each category of membership shall be proposed by the Committee to the members at the Annual General Meeting in each year. Any proposed changes shall be approved by a majority of those present and entitled to vote and shall become operative from the 1st January in the year following.

Payments

- 8 Members shall also make the following payments:
- (a) an annual boat permit payment for each boat of such a sum as the Committee shall from time to time prescribe which shall entitle the member to sail their boat(s) on the waters controlled by the Club and, subject to availability, a space in the Club's boat park during the published sailing season;
 - (b) subject to boat storage space being available in the club boat sheds, a boat storage payment of such a sum as the Committee shall from time to time prescribe, which shall entitle the member to store their boat in the specified boat shed on Club premises;
 - (c) any other payments that the Committee may from time to time prescribe.

Dates for payment of fees

- 9 All members shall pay the entrance fee and their first annual subscription upon admission to the Club and thereafter by 15th January in each year; provided that a member admitted after 1st July in any year shall pay 60% of the annual subscription applicable for that year and that a member admitted after 1st September in any year shall pay 30% of the annual subscription applicable for that year, and that a member admitted after 1st November in any year shall not be required to pay any subscription in respect of the year of admission but shall pay, on admission, the entrance fee and the annual subscription in respect of the year following admission.

Members Addresses

- 10 Every member shall furnish the Honorary Secretary with an up to date address, e-mail address and contact telephone numbers which shall be recorded in the register of members. Any notice sent to the members address or e-mail address shall be deemed to have been duly delivered.

Such personal data will be held in compliance with data protection acts.

Admission and Retirement of Members

Application for membership

- 11 Every candidate for membership (except candidates for life and honorary memberships) shall complete an application in the form from time to time designated by the Committee and shall include the name and address of the candidate.

Admission of members

- 12 The admission of all categories of members (other than honorary members) shall be made in accordance with the admission policy that is set from time to time by the management Committee. The Honorary Secretary shall inform each candidate in writing of the candidate's admission or non-admission. The admitted candidate will be furnished with a copy of the rules and byelaws of the Club and will be requested for such payments as are necessary.
- 13 The admission policy shall be compliant with the non-discriminatory policy in paragraph 5 but may include limits on membership numbers and other such reasonable requirements to ensure that new members are expected to participate in Club activities.

Payment of fees upon admission

- 14 Upon admission, a candidate shall pay within one calendar month such subscription, entrance and other fees as shall be requested. In default of such payment the admission shall be void unless sufficient cause for delay be shown. The privileges of membership shall not be exercisable until the Club subscription has been paid.

Temporary absence of member

- 15 A member who, for any reason, anticipates inability to use the Club or its facilities for the whole of any one year may, at the discretion of the Committee, pay reduced subscription and other annual fees provided that notice in writing is given to the Honorary Secretary before the 30th November in the previous year. A member wishing to be reinstated during the year in question shall pay such portion of the annual subscription as the Committee shall require.

Retirement of member

- 16 A member desirous of retiring from membership shall give notice in writing to the Honorary Secretary before the 30th November and shall not then be liable to pay the subscription for the following year. Upon re-application by a past member the Committee may, at its discretion, excuse the payment of an entrance fee.

Arrears of subscriptions

- 17 The membership of any member whose subscription and other fees are more than three months in arrears shall be automatically cancelled provided that the Committee may, at its discretion, reinstate such members upon payment of arrears. No member whose annual payments are in arrears may enter any Club event nor vote at any meeting.

Abandoned boats

- 18 In addition to the powers given to the Committee under rules 17 and 41 hereof if, at any time, any fees payable to the Club by any member or former member shall be three months or more in arrears and a vessel the property of a member or former member remains upon the Club premises, the Committee may:
- (a) move the vessel to any other part of the Club premises without being liable for any loss or damage to the vessel howsoever caused;
 - (b) give one month's notice in writing, by recorded delivery to the member or former member at their last known address as shown in the Club register and thereafter sell the vessel and deduct any monies due to the Club (whether by way of arrears of subscription or annual payments, dinghy fees or otherwise) from the net proceeds of sale before accounting for the balance (if any) to the member or former member.
 - (c) alternatively, if the vessel is unsaleable, after giving notice in writing as aforesaid, dispose of the vessel 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.

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 if and when the vessel is sold the proceeds of sale (less any indebtedness by the member or former member to the Club) shall be placed on bank deposit account and retained against the eventuality of a claim by the owner (whether being the said member or former member or otherwise) for a period of six years, after which time, if not claimed by the said member or former member, the proceeds and any interest accrued may be placed into Club funds as decided by the Committee.

Conduct of Members

Undertaking by members to comply with rules

- 19 Every member, upon admission and thereafter, is deemed to have notice of, and impliedly to comply with, the Club rules and any current byelaws and regulations of the Club. Any refusal or neglect to do so, or any conduct which, in the opinion of the management 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.

Expulsion of members

- 20 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. A decision to expel a member shall be taken only at a general meeting at which all the facts will be presented and shall be carried by a simple majority vote by those members entitled to vote and present at the meeting.

Guests

- 21 Members shall enter their own name and the name, address and date of each guest in the Visitor's book. Not more than three guests may be introduced by any one member in any one day.

Damage to Club property

- 22 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 Honorary Secretary upon the instructions of the Committee.

Visiting yachtsmen

- 23 Visiting yachtsmen may be authorised to use the Club premises by any member of the Committee of the Club, whilst the Club is in use by members. Such authorisation shall specify between which dates (not being more than fourteen days apart) the said person may so use the premises.

Visiting competitors

- 24 Any person who is a competitor or crew member in any race sponsored by or on behalf of the Club is, on completion of the authorised race entry form and payment of race fees, entitled to the use of the Club premises and, subject to the licensing laws pertaining at the time, to purchase intoxicating liquor for consumption on the premises by such person or their guest, within a period of twenty-four hours before and after the race in which they are competing.

Expulsion of visitors

- 25 The Honorary Secretary or any other person who has received the authority of two members of the Committee, may expel, temporarily or permanently, any person who has the right to the use of the Club premises only under rules 23 and 24.

Rights of Appeal

- 25 A candidate refused membership under rule 12, or a member who is expelled under rule 20 may make written application to the Secretary to have the decision reviewed. The matter will be reviewed by a panel of the Commodore together with two other Committee members drawn at random. The panel will meet to consider the matter, and may decide the appeal by majority vote. The panel will provide a written response either overturning the original decision or giving reasons to support the decision.

Other Membership Matters

Protection of Children and Vulnerable Adults

- 26 The Club will maintain a policy for the safeguarding of children and vulnerable adults who are members or who use Club facilities.

Obligation to Dunecht Estate

- 27 Full regard will be given at all times to the wishes of Viscount Cowdray and his agents. Damage to property of Dunecht Estate by any member of the Club or any person authorised by the Committee to use the facilities under the auspices of the Club whilst using the facilities will be rectified or compensated by the Club immediately on request, and the member will be liable to refund the expenses incurred. Members will adhere strictly to the limits of permit granted to the Club. Failure to do so may, if the Committee consider it necessary, involve loss of membership without reimbursement of subscription. Appeals against any such decision by the Committee may be made at any Special General Meeting called for the purpose; such Meeting to be held within one calendar month of notification of appeal in writing to the Honorary Secretary.

All boats and equipment shall be removed from the boat park at the Loch of Skene each year within two weeks of the last scheduled sailing event at the Loch of Skene. Boats may not be put in the boathouse without the sanction of the Estate, which must be obtained through the Committee.

Limitation of Club Liability

28 Members, their guests and visitors are bound by the following rule which shall also be exhibited in a prominent place within the Club premises;

"Members of the Club, their guests or visitors use the Club premises, and any other facilities of the Club, entirely at their own risk and impliedly accept that:

- (a) the Club will not accept any liability for any damage to or loss of property belonging to members, their guests or visitors to the Club;
- (b) the Club will not accept any liability for personal injury arising out of the use of the Club premises and any other facilities of the Club sustained by members, their guests or visitors or caused by the said members, guests or visitors whether or not such damage or injury could have been attributed to or was occasioned by the neglect default or negligence of any of them, or Committee of the Club".

SECTION 3: MANAGEMENT COMMITTEE

Composition, Election

Constitution of Committee

- 29 The management Committee (herein referred to as "the Committee") shall consist of the Commodore, Vice-Commodore and five to eight Ordinary Committee Members, who shall be elected at the Annual General Meeting each year to hold office until the termination of the next following Annual General Meeting.

The Commodore, the Vice-Commodore and all Ordinary Committee Members shall be members with the same rights and privileges as full members.

Election of Committee members

- 30 The Commodore, Vice-Commodore and Ordinary Committee Members shall be elected at the Annual General Meeting. All Committee members shall hold office until the termination of the next following Annual General Meeting.

Candidates for election to the Committee

- 31 Candidates for election to the Committee shall be those members of the Committee offering themselves for re-election as Commodore, Vice Commodore or Ordinary Committee Member and such other entitled members (see rule 29) whose nominations (duly proposed and seconded in writing by full members of the Club) with their consent shall have been received by the Honorary Secretary at least three weeks prior to the scheduled date for the AGM. Such nominations, together with the names of the proposer and seconder shall be issued by e-mail to the membership at least fourteen days prior to the date of the Annual General Meeting.

Election ballot

- 32 If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot.

At least fourteen days before the Annual General Meeting, a ballot paper showing the names of all nominees, their proposers and seconders will be dispatched by e-mail to all members entitled to vote.

Votes shall be cast for the Commodore, Vice-Commodore, and the five to eight Ordinary Committee Members.

Completed ballot papers must be delivered to the Honorary Secretary by e-mail or post not later than twenty four hours before the Annual General Meeting is due to commence. Those ballot papers received thereafter will be invalid.

- 33 In the event of the ballot failing to determine the members of the Committee 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.
- 34 In the event that a ballot is not required, then each candidates election shall be subject to a positive vote by show of hands at the AGM.

Committee vacancies

- 35 If, for any reason, a casual vacancy shall occur, the Committee may co-opt, subject to the provisions in rule 29, a member to fill such a vacancy until the next following Annual General Meeting.

Should more than two casual vacancies occur then replacements must be chosen by balloting the membership.

Committee Meetings

Electing office bearers

- 36 The Committee shall meet as soon after the Annual General Meeting as may be convenient, and shall,
- (a) elect one of their number Honorary Secretary,
 - (b) elect one of their number Honorary Treasurer,
 - (c) appoint a Wellbeing and Child Protection Office, who (if not a member of the Committee) will be invited to attend Committee meetings.

Committee meetings

- 37 The Committee shall ordinarily meet once a month and such meetings may be in person or by video conference call. At any time the Commodore or Honorary Secretary, or three or more Committee members together making a request may convene a Committee meeting.

Voting at Committee meetings

- 38 Voting (subject to the provision of rule 17) shall be by show of hands. In the case of equality of votes the Commodore or chairperson (as the case may be) shall have a second and casting vote.
- 39 Five members present shall form a quorum at a meeting of the Committee.

Purpose and Obligations of the Committee

Management of the Club

- 40 The management and direction of all matters pertaining to the Club shall be vested in the voting members, expressed by their vote at general meetings, provided that this rule shall not debar the management Committee from taking any action permitted to them under these rules.

The Committee shall manage the affairs of the Club according to the rules and shall cause the funds of the Club to be adopted solely to the objectives of the Club.

Interpretation of the rules

- 41 The Committee shall be the sole authority for the interpretation of these rules, byelaws and regulations. The decision of the Committee upon any question of interpretation or upon any matter affecting the Club not provided for by these rules, byelaws and regulations, including the use of Clubhouse facilities by non affiliated organisations provided that use does not materially affect the use of facilities in pursuance of the objectives of the Club, will be final and binding on all members.

Notwithstanding the provisions of this rule, any member seeking redress regarding the interpretation of these rules may begin proceedings according to rule 63.

Power to make byelaws and regulations

- 42 The Committee shall make such byelaws and regulations as it shall from time to time think fit and shall issue any such byelaw or regulation to club members by e-mail or by publishing in the Club

premises at least fourteen days before implementation. Such byelaws and regulations shall remain in force until approved or set aside by a vote at a General Meeting of the Club.

Sub-Committees

- 43 The Committee may convene and disband 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. The Commodore and the Honorary Secretary shall be ex-officio members and may attend all such sub-committees.

Such sub-committees shall consist of such members of the Committee or of the Club as the Committee may think fit. Each sub-committee will consist of not less than three nor more than six members and will elect one of its members as chairperson to represent the sub-committee to the Committee.

Once the sub-committee is established and its composition agreed by the Committee, the names of the members forming the sub-committee shall be sent to all members by e-mail or published on Club premises. Any changes to the composition of the sub-committee, or the disbanding of the sub-committee will be agreed by the Committee and the changes shall be sent to all members by e-mail or published on Club premises.

Voting rights for Committee members

- 44 Each member of the Committee or of any sub-committee shall, if not already entitled to vote under these rules, be entitled to vote at sub-committee meetings, Committee meetings or at general meetings, but only for as long as they are members of such Committee or sub-committee.

Disclosure of interest to third parties

- 45 A member of the Committee or a member of a sub-committee shall, when transacting business for the Club, disclose to third parties that they are so acting.

Limitations of members' liability

- 46 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 contracts only so far as expressly authorised, or authorised by implication, by the members. No one shall, without the express authority of the membership in General Meeting, pledge the credit of the membership.

Power to begin or defend proceeding

- 47 The Committee shall have power to begin or defend any proceedings taken by or against the Club. As soon as possible after proceedings are commenced the Committee shall call a meeting of the Club to consider the matter, at which meeting the Commodore or Vice-Commodore shall be present, and such meeting with those present and consenting and also dissenting shall be expressly minuted. In any litigation in which it is considered that serious expenditure may be incurred the Committee shall, when pleadings are settled, call a meeting of the Club to explain and consider the situation with a view to whether the litigation should be continued.

Member's indemnification of Committee

- 48 In pursuance of the authority vested in the Committee by members of the Club, members of the Committee are indemnified by the members of the Club against any liabilities properly incurred by

them or any 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 an individual member's indemnity in this respect shall be a sum equal to one years 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.

Election of life members

- 49 The Committee may elect life members. The total number of such life members shall not, however, exceed fifteen percent of the total number of adult members as recorded by the Honorary Secretary at the time of election of the proposed life member nor shall the number of life members at any one time exceed twenty five in number.

Election of Honorary Members

- 50 The Committee may nominate for election at an Annual General Meeting such Honorary Members as in the opinion of the Committee, significantly contribute to the continued functioning and development of the Club. The total of such Honorary Members shall not however, exceed five percent of the total number of adult members at the time of election of the proposed Honorary Member nor shall the number of Honorary Members at any one time exceed eight in number.

The election of Honorary Members shall be put to the vote at the Annual General Meeting each year and such Honorary Members shall be duly elected if two thirds of those present and entitled to vote, vote in favour of election.

Programme of events

- 51 The Committee shall, before the start of the season, issue a programme to members, which may be in electronic form.

Duties of Honorary Secretary

- 52 The Honorary Secretary shall
- (a) keep a register of Club members' names and addresses;
 - (b) conduct the correspondence of the Club;
 - (c) keep custody of all Club documents;
 - (d) keep full minutes of all meetings of the Club;
 - (e) maintain contact with the Club's legal advisor to ensure that the Club's affairs are managed in accordance with the current law.

Duties of Honorary Treasurer

- 53 The Honorary Treasurer shall:
- (aa) maintain a bank account(s) in the name of the Club, and all Club transactions shall be made through such bank account(s)
 - (a) cause such books of account to be kept as are necessary to give a true and fair view of the state of the finances of the Club;

- (b) cause all returns as may be required by law in relation to such accounts to be rendered at the due time;
- (c) prepare an annual balance sheet as at 30th September each year and cause such balance sheet (and accounts as necessary) to be externally examined at least once annually and thereafter cause the same to be issued to all members by e-mail or exhibited in the Club premises at least fourteen days before the date of the Annual General Meeting;
- (d) administer such insurance policy or policies as may be needed fully to protect the interests of the Club, its Committee and its members;
- (e) subject to the provision of rule 64 (b), make such arrangements as may be necessary to raise money.

Duties of the Wellbeing and Child Protection Office

54 The Wellbeing and Child Protection Office is appointed by the Committee and shall:

- (a) maintain the Policy on Child Protection and Safeguarding of Vulnerable Adults
- (b) be responsible for the implementation of that policy, be the named person within the Club for any complaints in accordance with that policy, and the responsible person to conduct any investigation or escalation to the authorities as appropriate
- (c) recommend to the Committee any measures that are required to ensure that all club activities run in accordance with that policy
- (d) identify personal training requirements (not to be unreasonably refused by the Committee)

External Examiner

55 An External Examiner shall:

- (a) be appointed at the Annual General Meeting in each year;
- (b) independently examine the accounts of the Club when called upon to do so and give such certificate of assurance as to the accuracy of the said accounts as shall be required by law or by the Committee;
- (c) if the External Examiner advises the Honorary Treasurer that he/she is unwilling or unable to act, the Honorary Treasurer shall inform the Committee who shall appoint a substitute to hold office until the termination of the next Annual General Meeting.

Purchase And Supply Of Excisable Goods

56 The purchase for the Club of excisable goods and the supply of the same on Club premises shall be exclusively and solely under the control of the Committee, or of a sub-Committee appointed by the Committee. Alcoholic liquor may only be sold for consumption on the Club premises and to persons over the age of eighteen who are entitled to the use of the Club premises in pursuance of the rules, byelaws and regulations for the time being in force, No junior member under the age of eighteen may purchase or attempt to purchase intoxicating liquor within the Club premises.

While the Club is licensed under the Licensing (Scotland) Act 2005 it will have a minimum membership of twenty five members.

Hours of sale of excisable goods

- 57 Subject to the Licensing (Scotland) Act 2005 and the byelaws and regulations of the District Licensing Board, the Committee shall cause the Club bar to be opened at convenient times for the sale of excisable goods to persons who are entitled to the use of the premises of the Club in pursuance of these rules (except Junior members as aforesaid): provided that visitor's names and addresses and the name of their introducer shall have been entered in the visitor's book upon every entry to Club premises.

The permitted hours for the sale of alcoholic liquor will be governed by licence pertaining at the time, and the bar will be open at these hours or at such other hours as may be decided by the Committee subject to any restrictions imposed from time to time by the Licensing Board.

Profits from sale of excisable goods

- 58 No member of the Committee shall have any personal interest in the sale of alcoholic liquor in the Club or in the profits arising from such sale. Any profit arising from the sale 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 additional amenities or the purchase of property for the benefit of the Club.

Accounts relating to excisable goods

- 59 Proper accounts of all purchases and receipts shall be kept and presented at the Annual General Meeting in each year and such information as the Honorary Secretary or External Examiner 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.

SECTION 4 MEETINGS OF THE CLUB

Annual General Meeting

- 60 An Annual General Meeting of the Club shall be held each year in the month of November on a date to be fixed by the Committee. The Honorary Secretary shall, at least fourteen days before the date of such meeting, post or deliver to each member notice thereof and of the business to be brought forward thereat.

Business at Annual General Meeting

- 61 No business, except the passing of the accounts and the election of the Committee and External Examiner, 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 be given in writing by a member entitled to vote to the Honorary Secretary at least seven days before the date of the Annual General Meeting.

Special General Meetings

- 62 The Committee may at any time, upon giving fourteen day's notice by e-mail or in writing, call a General Meeting of the Club for any special business, the nature of which shall be stated in the summons convening the meeting, and the discussion at that meeting shall be confined to the business stated in the notice sent to members.

General Meetings on request of members

- 63 The Committee shall similarly call a General Meeting of the Club upon a written request addressed to the Honorary Secretary by at least five members. The discussion at such meeting shall be confined to the business stated in the notice sent to members.

Business to be conducted only at General Meetings

- 64 Only General Meetings shall have the power to
- (a) Change these rules,
 - (b) Authorise the Committee to raise money by issuing debentures, charging the funds and property of the Club, to borrow money by bank overdraft or by heritable or personal loans. This shall be reviewed annually.

Business to be conducted only at Annual General Meetings

- 65 With the exception of the following matters which shall be transacted only at Annual General Meetings, any business may be transacted at any General Meeting,
- (a) election of Commodore, Vice Commodore and Ordinary Committee Members
 - (b) adoption of the externally examined accounts and consideration of the Committee's report for the previous year.

Adjournment of General Meetings

- 66 The Commodore (or the person deputing for the Commodore) shall on the request of the meeting, adjourn for any reason to a later date, and in particular and without prejudice to the generality of this rule, for the purpose of enabling members to consider any proposal raised at the meeting for which insufficient notice may have been given.
- 67 Twenty members, or 30% of the membership at the time of the meeting, whichever is smaller, entitled to vote and personally present shall form a quorum at any General Meeting of the Club.
- 68 All members of the Club are entitled to attend General Meetings. Only those entitled to vote shall do so at meetings.
- 69 No postal nor proxy voting shall be permitted
- 70 Voting, except upon election of members of the Committee shall be by show of hands, provided that voting shall be by secret ballot at the request of any member. Where a ballot is not required, a vote by show of hands shall take place to confirm each election to the Committee.
- 71 In the case of an equality of votes, the chairperson shall have a second and casting vote on any matter other than the election of members to the Committee.
- 72 On any resolution properly put to a meeting of the Club relating to the creation, repeal or amendment of any rule, byelaw or regulation of the Club, such rule, byelaw 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 6 DISSOLUTION OF THE CLUB

- 73 The winding up of the Club's activities or of the Club as a whole, shall be effected only at an Annual General Meeting or at a General Meeting called for the purpose, provided that the proposal shall be approved only if three-quarters or more of the voting members present at the meeting vote in favour.
- 74 If, upon the winding up or dissolution of the Club there remains after the satisfaction of all the Club's debts and liabilities any property whatsoever, the same shall be given or transferred to some other organisation or organisations having objects (that is, aims and activities) similar to the objects of the Club, such organisation or organisations 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 in so far as effect cannot be given to such provision then to some charitable objects.

