

**CLUB RULES and CLUB CONSTITUTION**

**(A PRIVATE COMPANY LIMITED BY GUARANTEE)**

**THIS CONSTITUTION TO BE IN ADDITION TO MEMORANDUM AND ARTICLES OF ASSOCIATION AND SHOULD NEVER COUNTERMAND THEM**

1. The name of the company shall be “Ceiriog Fly Fishers Limited”.
2. The headquarters of the club shall be the registered office of the company at the time.
3. The objects of the company are to make available to the members rights of fishing and all things incidental to it. The company’s fund may only be used for this purpose.
4. All property and assets shall be vested in a company limited by guarantee, known as “Ceiriog Fly Fishers Limited”. A company limited by guarantee without share capital, i.e. there are no shares to allocate to members.
5. “Ceiriog Fly Fishers Limited” is administered by the Directors of the company.
6. All tickets shall be issued subject to the discretion of the Directors and are not transferable.
7. There shall be a minimum of three Directors of the company. The Directors shall be the company officers and shall be indemnified against risk and financial expense from company funds.
8. The Directors of the company shall consist of a Chief Executive, a Finance Director and a Company Secretary. A Director can occupy two posts but in this case a third Director must be appointed. All Directors must stand for re-election at the AGM.
9. The Directors may appoint Presidents and Vice Presidents subject to ratification at the next AGM these appointments shall be for outstanding service to “Ceiriog Fly Fishers Limited”.
10. Candidates for membership must apply to the Company Secretary who has the authority to decide on applications, and priority will be given to applicants known and supported by existing members.
11. The company is under no obligation to give a candidate a reason for a refusal of membership, but membership will never be refused on the grounds of age, race, sexual orientation, gender or religion.
12. Membership of the company shall consist of the following classes of membership:

- i. Full members
  - ii. Honorary members
  - iii. Juvenile members
  - iv. Temporary members (i.e. guests)
13. Full members may fish on any day of the fishing season.
  14. Temporary members / guests may fish as agreed in the current rules. They are not covered by our insurances and should be advised of this fact by their host member.
  15. Honorary members may fish on any day during the fishing season but may not vote on resolutions put before the AGM.
  16. Every candidate elected to membership shall be notified of his election by the Company Secretary and upon payment of subscription and any entrance fee shall be deemed to be bound by the rules and constitution on the company. A member must hold a valid Environmental Agency Rod Licence.
  17. Juvenile members can fish on any day on water set aside for juveniles and will be:
    - i Limited to a maximum of 12.
    - ii Either be related to full members or be local children.
    - iii A minimum age of 11 applies up to a maximum age of 18 years of age and for the 18<sup>th</sup> birthday season at which time they will be considered for full membership.
  18. The number of members in each category shall be decided from time to time by the Directors. The number of members in all categories **must never exceed 100**.
  19. (A) The annual subscription and any entrance fees will be decided by the Directors. Subscriptions will be due on 1<sup>st</sup> February each year. Any member who has not paid his or her subscription by 1<sup>st</sup> March shall be deemed to have resigned.

Any formal resignations should be made to the Secretary by 31 January.

(B) Expulsion – The Directors shall expel from the company any member for conduct which in their opinion is injurious or tends to be injurious to the interests of the company, its objectives, its members or angling, but before expelling a member, a reasonable opportunity shall be given for him / her to defend and justify him / herself either in writing or by appearing before the Directors as he / she shall elect. The Directors power to expel shall be on a majority vote of the Directors present at the enquiry.

(C) An expelled member shall forfeit all rights and privileges of membership but shall remain liable for any dues or debts to the company which become payable or were incurred before the date of expulsion.

20. Meetings – The Directors shall meet as deemed necessary to examine accounts and to arrange the affairs of the company to make or repeal rules to take effect unless set aside at an AGM Minutes shall be taken at every meeting.

21. Special General Meetings shall be notified by the Secretary. These may be held at any time that the Directors shall determine / or upon written requisition of ten members for a purpose stated in the requisition.

Notice of a Special General Meeting must give 40 days notice of the meeting.

A quorum of ten full members entitled to vote on the requisition is required whether in person at the meeting or voting by proxy.

22. Annual General Meetings – The AGM of the company shall be held in the months of March or April (or at the Directors discretion) in each year to:
- i. Receive and consider audited accounts and annual balance sheet prepared by the Finance Director.
  - ii. To appoint Directors and Official Auditor.
  - iii. To fill vacancies on the board of Directors.
  - iv. Decide on any resolution submitted by the Directors under rule 22(B).

### **Notices of General Meetings and Resolution**

- (A) Notice of the date, time and place of every General Meeting stating the last day for submitting resolutions, shall be sent to each member of the company at his / her last known address at least 20 days before the date of the meeting.
- (B) Notice of any resolution to be moved at an AGM unless recommended by the Directors shall be submitted in writing to the Company Secretary at least 14 days before the meeting and must be signed by the proposer and seconder. Any such resolution, unless withdrawn, shall be included in the business of the meeting and notice of it shall be sent to each member of the company at his / her last known address at least 7 days before the meeting
- (C) Accidental omission to give notice to, or non-receipt of notice by any member under paragraphs A and B of this rule shall not invalidate any of the proceedings of the meeting.

### **Proceedings at General Meetings**

- (A) 10 full members (present or by proxy) shall form a quorum at any General Meeting.
- (B) At every General Meeting the Chief Executive, or in his absence another Director, or, in the absence of both, a member elected by the members present shall take the Chair. The Chief Executive and all full members present or by proxy shall be entitled to vote and in the event of an equality of votes the Chief Executive shall have a second and casting vote.

Votes by proxy shall be allowed at all General Meetings and an instrument of proxy shall be sent to each member with the notice of meeting.

Details of resolutions to be moved must be included with the instrument of proxy.

- (C) Except as otherwise provided by these rules, a majority vote of the full members present or by proxy and voting shall carry any motion or resolution, save that no existing rule of the company

may be repealed or amended on a vote of less than two-thirds of the members present or by proxy and voting.

- (D) In the company rules and bye-laws where the context permits, words importing the masculine shall include the feminine and words importing the singular shall include the plural and vice versa.
23. Responsibilities – The Directors shall be empowered to make, alter or revoke any rules concerning the use of the company fishing and or other facilities provided that they are not inconsistent with the constitution and rules. These changes are to be binding on all members unless and until revoked by a decision of the Directors or ratified by a 51% majority of members voting by show of hands or by proxy at a General Meeting.
24. The Directors of the company shall jointly decide on the purchase or lease of any fishing rights.
25. The Finance Director shall be responsible for all monies paid to him and shall bank them immediately. He shall only use the money for and on behalf of the company and shall present a statement of company finances whenever called upon to do so by the Directors. He will ensure that all returns required by the authorities are correctly prepared and lodged within the time limits allowed. He will see to it that all the company assets and personnel are adequately insured. He will meet with the company accountants as necessary.
26. The Secretary shall be responsible for company legal documents, deeds, membership applications and member's records and will give notice of meetings and will produce and retain a record of any such meetings.
27. The Directors shall be responsible for all fishery management issues including stocking, habitat, bailiffing and diplomatic relations with other stakeholders in the fishery. Should the Directors be obliged to suspend fishing for any reason, members will not be entitled to a refund of subscriptions.
28. Any matters not provided for in these rules and constitution shall be dealt with by the Directors at their discretion and shall be final and binding upon the members until ratification or otherwise at the next AGM
29. Every member shall be bound by and submit to the constitution and rules of the company. It is the duty of members to familiarise themselves with all the rules of the company.
30. If the company is wound up or dissolved and after all its debts and liabilities have been satisfied, there remains any property or assets, it shall not be paid or distributed among the members of the company but shall be given to or transferred to the nearest Fly Fishing Club (a member of WSTAA) having the same objects as our company. The decision on which will be made by the existing full members at the time of dissolution.