



Dear Member,

No constitution is perfect and every constitution needs amendment from time to time. A lot of hard work went into drafting our current constitution, which was approved at the Extraordinary General Meeting in March.

Since then we have discovered the need to make some changes to our constitution in order to comply with the requirements of the Companies Act.

Members are free to propose further amendments at the AGM.

All constitutional changes require a two-thirds majority at a General Meeting. Please read through the constitution and proposed changes carefully before the AGM. The changes are shown in red. Explanatory notes are provided in blue.



## **CONSTITUTION OF THE BARBADOS CRUISING CLUB**

### **PROPOSED AMENDMENTS ARE HIGHLIGHTED**

#### **Name**

1. The name of the Club shall be the Barbados Cruising Club (hereinafter referred to as "The Club").
2. The aims of the Club shall be the promotion of yachting, cruising and boating whether by sail or under power, and the development of aquatic and other recreational facilities for the pleasure and enjoyment of its members and all Barbadians.

#### **Colours**

3. The colours of the Club shall be dark blue and light blue and shall be represented either by way of a flag or similar emblem or badge which may be designed for use by the members.

#### **Membership**

4. The Club shall consist of the following classes of membership:
  - Family members – shall be persons resident on the island over the age of 18 years, and who shall be elected in accordance with the provisions of these rules; such election shall entitle them to the right of introducing their spouses and dependent children

under the age of 18 years to the Club at all times and on all occasions;

- Single members – shall be persons resident on the island over the age of 18 years who shall be elected in accordance with the provisions of these rules;
- Student members – shall be persons, not being children of a family member, who are enrolled in fulltime studies, and who have been elected in accordance with the provisions of these rules;
- Honorary members – The Committee shall have the power to elect any distinguished persons as Honorary members. Such members shall not be required to pay entrance fee or subscription. Non-resident Honorary members shall be elected at the discretion of the Committee, but the period of such membership shall not exceed one month;
- Visiting members – shall be persons, non-resident in the island, who at the discretion of the Committee, shall be elected as visiting members;
- Overseas members – shall be persons, non-resident in the island, who wish to preserve an association with the Club and automatically enjoy the privileges of membership when they are in the island;
- Corporate members – shall be organizations who at the discretion of the Committee, shall be elected as corporate members. Conditions of membership may be mutually agreed between the corporate member and the Committee
- Life members – shall be those members whose contribution to the Club is such that the Committee and Board of Directors agree merits a lifetime membership

Non members will be allowed to use the bar facilities at the club provided that they sign in the guest book at the bar. Non members

may use the bar in this way up to a maximum of 6 times in one year.

The Club, by resolution in a general meeting, may restrict the total number of members or the total of any class of membership.

The Committee of the Club will publish current subscription rates in Club Bylaws.

### **Election of Members**

5. i. Family, single, student members - Membership of the Club is open to any person resident in the island. No candidate shall be entitled to the privilege of a member until his/her subscription is paid for the current financial year. The Committee may require new members to pay an entrance fee, which would be non-refundable and is to be used for capital improvements to the Club.
- ii. All other classes of members shall be elected as determined by the Committee with conditions of membership determined by the Committee as promulgated in by-laws of the Club.

### **Privileges**

6. Every member whose subscription is not more than three months in arrears shall be entitled to all the privileges of the Club. Temporary members and members under the age of 18 shall be entitled to all the privileges of the Club except that they shall not be entitled to hold office or to vote at any meeting of the Club. Privileges of membership may be varied from time to time by majority approval at a general meeting and will be published in Club bylaws. General privileges include:
  - a. Entry to the Club during Club opening hours;
  - b. Use of Club water craft, subject to a safety briefing and certification by the Club captain or other approved officer;

- c. Use of the Club facilities;
- d. The ability to hold a private party on Club premises, (on a first-come, first served basis if conflicting parties wish to use Club facilities);
- e. The right to purchase drinks and food from the Club bar during opening hours;
- f. The right to berth personal water craft at the Club, subject to conditions set by the Committee;
- g. Subject to clause 6, above, the right to one vote at any Club general meeting;

### **Obligations**

7. Membership of the Club involves an obligation to fellow members and to the people of Barbados as a whole. Members are obliged to keep the aims of the Club at heart, and to not cause harm to the reputation of the Club or its members. Commonsense should guide member obligations, including the need to conduct oneself in a courteous manner, whether at sea, or at Club premises or events. Failure to abide by these obligations places a member at risk of censure, as provided for in section 9.

All members of the Club shall be directly responsible for all damage done to the property of the Club by themselves or their guests and for the conduct of their guests, and they shall pay in full for any such damages.

By accepting membership in the Club, each member accepts and subscribes to these Bylaws of the Club, and agrees to observe and obey any regulations, rules, or procedures established herein or established under the authority granted herein.

### **Forfeiture of Membership**

8. Any member whose subscription remains unpaid for a period of 3 months shall cease to be a member, provided that he/she has been notified by the Committee in writing that within a further period of thirty days of the date of the notice his/her subscription remains unpaid, he/she shall be removed from membership. The Committee shall have power on payment of all outstanding arrears, to restore the said person to membership.

### **Termination & Suspension of Membership**

9. Procedures for termination and suspension of membership:
  - a. The Committee shall have power by resolution at a meeting convened only for that purpose, to suspend a member or terminate his membership if the Committee shall be of the opinion that the interests of the Club so require.
  - b. Before any member is suspended or the membership of any member is terminated, the Committee shall hold an inquiry and the member whose act or omission is in question shall be given full opportunity of defending or explaining the act or omission complained of. Notice of suspension or termination shall be in writing signed by the Secretary of the Club.
  - c. Any member who shall have been suspended or whose membership shall have been terminated as aforesaid, shall have the right of appeal within 21 days of the receipt of notice of his suspension or the termination of his membership.
  - d. An appeal shall be commenced by notice in writing addressed to the Secretary of the Club who shall within fourteen days of the receipt of such notice summon an extraordinary general meeting of the Club for the purpose of hearing such appeal.
  - e. At any such meeting, the Committee and/or the appellant member may appoint someone to represent them.

- f. If at any such meeting, two-thirds of the members present and voting shall vote against the decision of the Committee then the suspension or termination of membership of the appellant member shall itself be terminated, and the member shall be reinstated to his previous membership status.
- g. Any member whose membership shall be terminated under the provisions of section 9 shall forfeit all right in and claim upon the Club and its property.

### **Officers**

10. The Officers of the Club shall consist of the following permanent positions, and any other positions as may be agreed to by majority vote at a general meeting and published by regular bylaws of the Club:
  - Commodore - shall serve as manager of the Club's affairs and shall preside over meetings of the Management Committee and all members meetings.
  - Vice-Commodore - shall serve as an assistant to the Commodore and serve as acting Commodore in the absence of the Commodore.
  - ~~Committee Secretary shall attend Management Committee meetings and general membership meetings and shall keep minutes thereof. The Secretary shall conduct regular correspondence on behalf of the Club.~~ **\*\*NOTE - This role can be undertaken by other committee members and does not require a separate post\*\***
  - Treasurer - shall keep the financial records of the Club and pay bills as prescribed by the Management Committee and the Bylaws. The Treasurer shall report at Board meetings on income and expenses and also give an account of the Club's current financial status.

- Captain – will organize all water-borne activities of the Club in furthering the Club’s mandate to encourage participation by all Barbadians in marine activities
- Membership secretary – will maintain accurate lists of members, organize subscription collection and maintain communications between the Club and its membership, issuing membership renewals and membership cards.

All Officers must be current members of the Club and shall be elected at the Annual General Meeting. They shall hold office for one year or until the next annual general meeting, at which their successors, if any, are to be elected. There shall be no restriction on the number of times any member may hold office.

### **Management Committee**

11. The Management Committee (herein termed the Committee) shall consist of the Officers of the Club as detailed in Section 10. Should there be a vacancy on the Committee the Committee shall have power to appoint any other member of the Club to serve during the period of the vacancy.

No officer or other member of the Committee shall receive any remuneration for his services from the Club.

Election of Officers shall take place in the following manner:

- Any two members of the Club shall be at liberty to nominate and second any other member, so qualified, to serve as an Officer;
- Each **adult** member present at an annual general meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies; **\*\*NOTE – addition of the word “Adult”. The majority of memberships are family memberships and include children\*\***



- The election of an Officer shall be by show of hands, unless otherwise decided by a majority of members present and voting by a show of hands
- If two or more candidates obtain an equal number of votes another ballot shall be taken if necessary in respect of such candidates. If two or more candidates shall again obtain an equal number of votes, the chairman shall select by lot from such candidates who obtained equal votes.

The duties of the Committee shall include the following, which may be supplemented as may be agreed to by majority vote at a general meeting and published in the regular bylaws of the Club:

- General management of the operations of the Club;
- Fiscal management of the Club, including the keeping of true and accurate accounts, and compilation of audited accounts (statement of revenue and expenditure and a balance sheet) for presentation at each Annual General Meeting;
- Presentation of a full report of the activities of the Club at each Annual General Meeting;
- Determine and regulate the opening hours of the Club;
- Take whatever actions are necessary to further the aims of the Club;
- Take whatever actions are necessary to further membership of the Club;
- Hold and run water-sport activities, including races;
- Communicate for the good of water-sports in Barbados, with other water-based sports organizations;
- Promulgate bylaws as may be decided upon by the Committee or by assent of a general meeting;

- Hold and maintain the physical assets of the Club, including buildings etc leased from the Club landlord, and any watercraft;
- Make decisions on sub-lease of the Club premises for operation of a bar and/or restaurant, for the benefit of members;
- Liaise with the Board of Directors of The Barbados Cruising Club Inc on all matters of substantive importance to the longevity of the Club, including any matters which would impose a long-term (i.e. greater than 12 months) liability on the membership of the Club;
- Organize general meetings;
- Conduct regular (monthly) Committee meetings.

The Committee shall not, without the prior approval of the club in general meeting on a resolution passed by two-thirds majority of those present and voting, purchase, take on lease or otherwise sell, exchange or dispose of any lands or HEREDITAMENTS of the Club or give security by way of mortgage or otherwise over the property of the Club.

The Committee may delegate any of their powers to one or more members of the Committee as they shall think fit to appoint and may recall or revoke such delegation. Such sub-Committee shall be presided over by a member of the Committee and shall in the exercise of the power so delegated to it, conform to any direction given by the Committee.

A quorum of the Committee is at least three members. A quorum of a sub-Committee is at least half of the members present.

### **Board of Directors**

12. The legal entity that establishes the Barbados Cruising Club is the Barbados Cruising Club Inc, established as a not-for-profit entity

under the laws of Barbados. This entity is legally controlled by a Board of Directors, and operates under the Articles of Association.

The Board of Directors shall ~~be not less than three, nor more than five members of the Club in whom the direction of the Club entity is vested~~ consist of:

- The Commodore, who will be President of the Board of Directors
- The Vice Commodore, who will be Company Secretary
- The Treasurer
- And two Non-executive Directors

The Board shall be elected by the members of the Club in a general meeting and shall remain in office until ~~death or resignation or removal from office by the members in the next annual~~ general meeting. ~~At the annual general meeting, no step shall be taken to remove a Director unless notice of intention to remove such Director has been given in writing to the Secretary at least one month before the annual general meeting. A Director shall be entitled to be an Officer of a member of the Committee of the Club.~~ Directors are not entitled to any remuneration for holding office. **\*\*NOTE: These changes are in keeping with the Companies Act and the guidance notes provided by government.\*\***

The Directors shall not deal with the property of the Club in any manner unless so requested by the Committee or where appropriate by members of the Club in general meeting. Directors shall be indemnified out of the Club's property for any liability which they might properly incur in performing such duties. As legal guardians of the legal entity, the Board of Directors will act in the long-term interests of the Club, and may request explanation by the Committee for any decisions which may affect such long-term interests, particularly where such decisions may impose a long-term

liability (i.e. greater than 12 months in duration) on the Club. If satisfactory explanation is not given, or if the Board of Directors is not satisfied with such explanation, the Board may require an Extraordinary General Meeting of the Club at which a two-thirds majority of those members present shall be required to determine the acceptability or otherwise of the decision.

### **Auditors**

13. In accordance with the legal requirements for registration of The Barbados Cruising Club Inc, the Club will appoint a qualified auditor to audit the accounts of the Club on an annual basis. The auditor will be proposed and appointed by the members at each Annual General Meeting. The financial year of the Club runs from 1<sup>st</sup> October to 30<sup>th</sup> September each year and within one month of the end of each financial year, the Treasurer will provide draft accounts for audit. The auditor will have the right of access at all times to the books of account of the Club and shall be entitled to require from the Officers of the Committee such information and explanation as may be necessary for the performance of the duties of the auditor.

### **General Meetings**

14. The following rules pertain to the holding of general meetings:
- a. The annual general meeting (AGM) of the Club shall be held once in every calendar year within two months after the 30<sup>th</sup> September at such place and time as the Committee shall appoint;
  - b. The Committee may, whenever they think fit or if requested by at least fifteen members of the Club or three members of the Committee, convene an extraordinary general meeting. Every such request shall be in writing and shall contain a

statement setting out the reasons for the meeting and the business which the Club shall be asked to consider;

- c. ~~Fourteen~~ **Twenty-one** days notice in writing shall be given by the Secretary of any general meeting to such persons who are entitled under the rules of the Club to such notice; **\*\*NOTE: Requirement of the Companies Act\*\***
- d. The business to be transacted at the AGM shall include (but may include other items):
  - i. Confirmation of the minutes of the preceding AGM and any extraordinary general meetings and matters arising therefrom;
  - ii. Receipt of the report of the Committee and the statement of accounts and the auditor's report;
  - iii. Election of Officers for the Committee for the ensuing year;
  - iv. Consideration of any resolution duly notified to the Secretary;
  - v. General and other business.
- e. At general meetings, fifteen ~~persons~~ **members** or 40% of the total membership (whichever is less) shall form a quorum;
- f. The Commodore, or in his absence, the Vice-Commodore, shall preside as Chairman at every general meeting of the Club. In the absence of both the Commodore and the Vice-Commodore, the members present shall choose some other member of the Board of Directors or the Committee to preside. If no such member is present, then the members present shall elect from among themselves a member to preside;
- g. The Commodore may, with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business

left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for more than fourteen days, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted to an adjourned meeting;

- h. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members present and entitled to vote and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or list, and an entry to that effect in the book of the proceedings of the Club shall be conclusive evidence of the fact, without proof of the number of proportion of the votes recorded in favour of or against that resolution;
- i. If a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded;
- j. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the vote was taken, shall be entitled to a second or casting vote.

### **Rules and Amendments**

- 15. The rules of the Club consist of the following:
  - a. Articles of Association – these are the legally required and constituted rules which govern The Barbados Cruising Club

Inc, and which are lodged with the Registrar. These may only be amended by legal petition to the Registrar by the Board of Directors;

- b. Constitution – the rules contained within the present document form the “hard and fast” rules by which the relationship between the purpose of the Club and its members is defined. These may not be added to, revoked, deleted or amended except at a general meeting by a majority of at least two-thirds of those present and entitled to vote and actually voting thereon. One month’s notice of any resolution to add to, revoke, delete or amend these rules shall be given in writing to the Secretary who shall place the same on the agenda of such general meeting.
- c. Bylaws – these describe the relationship between the members and the working groups within the Club. They should be flexible and simple, and define how the Club operates on a routine basis. These clarify how the Constitution is to be applied; for example, Bylaws will define the prevailing subscriptions for each class of membership. These may be changed by the Committee upon majority vote, although the Committee may request approval of such changes at a general meeting.

16. Every member of the Club shall be entitled, free of charge, to a copy of all rules of the Club, and of all bylaws and made in accordance with these rules.

17. Club bylaws and changes thereto will be posted on the various Notice boards of the Club for a period of at least one month, or as soon as practical, prior to implementation.

18. The Committee (and in case of dispute, the Board of Directors) is the sole authority for the interpretation of these rules and any

regulations and bylaws made under them. The decision of the Committee (and in case of dispute, the Board of Directors) upon any question of interpretation or upon any matter affecting the Club and not provided for by these rules shall be final and binding until such decision shall be over-ruled at a subsequent meeting of the Committee (or Board of Directors) or by the members in a general meeting.

### **Dissolution**

19. No motion for the dissolution of the Club shall be entertained unless due notice thereof in writing shall have been given to members and the motion placed on the agenda of the general meeting at which it is to be discussed.
20. No motion for dissolution shall be carried except by a majority of at least two-thirds of those present and entitled to vote and voting. If such a motion is carried, the members in general meeting shall, by a simple majority determine the distribution and disposal of the assets of the Club.
21. This constitution revokes all previous constitutions and rules of the Club and comes into effect on the ~~1<sup>st</sup> day of December, 2010.~~  
18<sup>th</sup> October 2011.
22. Any anomalies arising as a result of these constitutional changes shall be resolved and published by the Board of Directors.