

Approved at AGM on 5 April 2023

## **BSDAS Constitution**

### **1. Society name etc**

- 1.1 The Society shall be called: "***The Bishop's Stortford & District Angling Society***".
- 1.2 In this Constitution the "**Town Centre**" means St Michael's Church Windhill Bishop's Stortford and any distances shall be straight line / as the crow flies distances.

### **2. Society assets**

- 2.1 The property of the Society shall be vested in three trustees who shall be nominated by the Committee (the "**Trustees**"). Such property shall be dealt with by the Trustees as the Committee may from time to time direct by resolution of which an entry in the Committee minutes shall be conclusive evidence. A Trustee must be a Member but need not be a Committee member.
- 2.2 The Trustees shall be indemnified against risk and expense out of the Society's property.
- 2.3 The Trustees shall hold office until the earlier of death, resignation or removal by the Committee. Where, by reason of such death, resignation or removal it is necessary that a new Trustee or Trustees be appointed, such appointment shall be made at an AGM or EGM of the Society.

### **3. Officers and Committee**

- 3.1 The "**Officers**" of the Society shall be:
  - (a) a Chairman;
  - (b) a Secretary / Honorary Secretary; and
  - (c) a Treasurer / Honorary Treasurer.
- 3.2 The Committee may nominate for approval at an AGM or EGM such honorary positions as they consider appropriate from time to time (e.g. President and Vice President). The holders of such honorary roles shall not form part of the Committee and shall hold only such voting rights as they may have as Voting Members.
- 3.3 The Officers and other members of the Committee must be Ordinary Members, Honorary Members or Senior Members of the Society.
- 3.4 The Committee of the Society shall be formed of the Officers and not less than 5 nor more than 10 other Members who comply with the requirements for Committee membership of this Rule 3 (being the "**Committee Members**").
- 3.5 Subject to Rule 3.9, the Officers and other Committee Members shall be elected at an AGM or EGM.
- 3.6 Not more than 3 Committee Members shall live outside a radius of 10 miles from the Town Centre.

- 3.7 All Officers and other Committee Members shall be appointed (or, in the case of an appointment under Rule 3.9, confirmed) annually at the Annual General Meeting. There shall be no maximum period for which an Officer or other Committee Member can serve and they shall be eligible for re-election should they so wish.
- 3.8 Officers or other Committee Members failing to attend 3 consecutive Committee meetings without reasonable grounds are deemed to have resigned.
- 3.9 In the event of a serving Officer or other Committee Member resigning, being deemed to resign, dying or ceasing to have capacity to act their place may be filled by:
- (a) in the case of an Officer, the appointment by the Committee of an existing Committee Member to fulfil such role; and
  - (b) in the case of another Committee Member, by the Committee co-opting a new Committee Member to fill the vacancy or such non-Officer role may (subject to Rule 3.4) be left vacant.
- 3.10 Any Officer or other Committee Member appointed by the Committee under Rule 3.9 must be confirmed at the next AGM or EGM.
- 3.11 No Committee Member may serve on any other fishing club's committee at the same time as serving on the Society's Committee.

#### **4. Conduct of the Committee**

- 4.1 The Committee shall meet at least 10 times annually where a quorum will be 5 or more Committee Members. Committee meetings may be held by video or telephone conference in the discretion of the Committee.
- 4.2 The management of the Society shall be vested in the Committee:
- 4.3 The Committee shall be the sole authority for the interpretation of the Society's Rules and Bylaws and the decision of the Committee upon any question of interpretation or any matter affecting the Society not provided for by the Rules or Bylaws shall be final and binding on Society Members.

#### **5. Membership**

- 5.1 Membership of the Society shall consist of the following classes:
- (a) Ordinary Members (being all other members apart from Honorary Members, Junior Members and Senior Members);
  - (b) Honorary Members (also known as Life Members) (who shall be designated from time to time by the Committee) who shall be exempt from paying membership fees in recognition of their long service and/or membership of the Society;
  - (c) Junior Members being persons under 16 years on or before 1st June in the relevant Membership Year; and
  - (d) Senior Members being persons over the age of 65 on or before 1st June in the relevant Membership Year,

being the **"Members"**.

- 5.2 The Committee may limit the number of Members in any class subject to confirmation at the next AGM. The Committee reserves the right to refuse membership to an applicant without stating a reason.
- 5.3 The membership year of the Society shall be 1st June to 31st May (inclusive) (the **"Membership Year"**).
- 5.4 Membership subscriptions shall be payable annually, in advance at the fee decided at the relevant AGM.
- 5.5 Memberships are not transferable and nor shall subscriptions be refunded if a Member is expelled from or resigns membership of the Society.
- 5.6 In the event of the Society losing fishing rights to a water during a Membership Year there shall be no refunds of membership subscriptions unless this is authorised by a resolution passed at an AGM or EGM.
- 5.7 The Committee reserves the right to expel or suspend from Membership any Member adjudged by the Committee to be guilty of conduct prejudicial to the interests of the Society, the Member so expelled or suspended may appeal against expulsion or suspension at the next Committee Meeting after giving notice to the Honourable Secretary in writing of wishing to make an appeal.

## **6. Conduct of AGMs and EGMs**

- 6.1 The Annual General Meeting (**"AGM"**) shall be held on the first Wednesday or such other date within the first two weeks of April each year as shall be nominated by the Committee. All Members shall be notified and receive an Agenda at least 7 days prior to the AGM by post and/or email where a Member has confirmed to the Honourable Secretary that they are happy to accept correspondence relating to AGMs by email. Only Members of the Society will be permitted to attend an AGM.
- 6.2 Matters on the Agenda of the AGM shall include:
  - (a) Confirmation of the Chairman for the AGM;
  - (b) Approval of the prior AGM's minutes;
  - (c) Officer Reports;
  - (d) Motion to approve the Treasurer's Report;
  - (e) Election of Officers and Committee, appointment of the Trustees (if necessary) and appointment of any honorary positions (e.g. President / Vice President);
  - (f) Motions submitted by the Committee;
  - (g) Resolutions proposed and seconded by Members submitted to the Honourable Secretary at least 28 days prior to the date of the AGM; and
  - (h) A motion to decide the rate of subscriptions for the year ahead.

### 6.3

- (a) An Extraordinary General Meeting (“**EGM**”) may be called at any time the Committee shall determine.
- (b) The Committee shall call an EGM upon the requisition in writing of at least two thirds of Voting Members of the Society for the purposes stated in the requisition. The Committee shall call a Member requested EGM within 40 days of the receipt by the Honourable Secretary of the requisition.
- (c) All Members shall be notified of any EGM least 7 days prior to the EGM by post and/or email where a Member has confirmed to the Honourable Secretary that they are happy to accept notices of EGMs by email.
- (d) Only Members of the Society will be permitted to attend an EGM.

6.4 Where it is in the reasonable opinion of the Committee impractical to hold an AGM or EGM in person (for example, due to Government prohibitions upon gatherings or due to a suitable venue being unavailable) then the Committee may elect to hold the relevant AGM or EGM by video conference subject to an invitation to such video conference being issued to all those Members who wish to participate in the relevant AGM or EGM. The Committee shall not be responsible for a Member’s inability to attend the video conference due to technical issues. An AGM or EGM resolution to dissolve the Society under Rule 7 must be held in person.

6.5 The members entitled to vote at an AGM or an EGM shall be Officers, Ordinary Members, Honorary Members and Senior Members:

- (a) living within 5 miles of the Town Centre; and
- (b) living outside of 5 miles of the Town Centre who have been a member of the Society for the past 5 consecutive years or longer,

such members being “**Voting Members**”.

6.6 Only Voting Members are entitled to vote at an AGM or EGM of the Society. Unless otherwise set out in these Rules, resolutions shall be passed by a simple majority of Voting Members casting a vote on the relevant resolution at an AGM or EGM. Save in respect of a proposal to dissolve the Society under Rule 7, in the event of an equal vote the Chairman shall have a second and casting vote.

6.7 All motions passed at an AGM or EGM will take effect 3 days following and excluding the date of the relevant AGM or EGM.

## 7. **Dissolution of the Society**

7.1 The Society shall not be dissolved nor fixed assets disposed of except at an AGM or an EGM with a two thirds majority of the Voting Members casting a vote at such AGM or EGM being in favour. All trophies and surplus assets shall be disposed of in accordance with the directions of the relevant resolutions passed at such AGM or EGM.

7.2 Rule 7.1 cannot be revised and/or omitted except at an AGM or an EGM with at least a two thirds majority of the Voting Members casting a vote at such AGM or EGM being in favour.

**8. Amendments to the Constitution**

Amendments to this Constitution can only be made at an AGM.