



LLOYD'S FLYFISHING SOCIETY CONSTITUTION

1. Title

The Society shall be called the Lloyd's Flyfishing Society hereafter to be referred to as the Society.

2. Objectives

The Society is a non-profit organisation established to encourage flyfishing and to promote an interest in flyfishing within the London insurance market. The Society aims to provide support for a range of organisations that are dedicated to promoting flyfishing in the community, and to the preservation of the habitat of fish in our rivers.

3. Membership

There shall be three classes of membership available.

- Full Member
- Associate Member
- Honorary Member

3.1 The following are eligible for Full Membership:

- 3.1.1 Any person who has an existing or former connection with Lloyd's or the London insurance market as an Underwriting Member of Lloyd's, an underwriter, broker, agent (being any of a Managing Agent, a Members' Agent or an MGA), or the Corporation of Lloyd's, or with a service provider (accountant, lawyer, banker, consultant etc.) that is regularly involved in transacting business with insurance clients and where the applicant is/was directly involved in such business.

- 3.1.2 The Spouse and/or any children of a Member of the Society shall be eligible for membership in their own right.
- 3.2 The following are eligible for Associate Membership:
- 3.2.1 Any person who is considered by the General Committee to be supportive of and an asset to the Society but does not otherwise meet the eligibility requirements as a Member.
- 3.2.2 The Society may admit a maximum of six Associate Members per annum. Each Member may propose or second one successful applicant as an Associate Member per annum and no more than three in a five-year period.
- 3.3 An Honorary Member is any person considered appropriate by the General Committee to have free lifetime membership conferred upon them in view of their service to the Society.
- Honorary Members shall not be required to pay any entrance fee or subscription and shall have all the rights and privileges enjoyed by other Members.
- 3.4 All candidates for Full Membership require a Proposer and a Secunder who shall be Members of the Society and who are well acquainted with the candidate.
- 3.5 All candidates for Associate Membership require a Proposer and two Seconders who shall be Members of the Society and who are well acquainted with the candidate. Following election to the Society the rights of an Associate Member will rank *pari passu* with those of a Full Member in all respects.
- 3.6 Wherever the term "Member" is used, it shall mean Members of all categories.

4. Election of Members

- 4.1 A candidate for election as a Member must be proposed in accordance with the appropriate membership category, and such application shall be submitted to the General Committee for consideration. A successful candidate will be advised of the approval of his or her application and shall then become a Member.

All candidates must be aged 18 or over.

5. Annual Subscriptions

- 5.1 An entrance fee shall be payable by all new Members (except Honorary Members) in addition to the appropriate Member's annual subscription. The entrance fee and the annual subscription shall be

as proposed by the General Committee from time to time and as agreed at each Annual General meeting. The annual subscription covers membership for the period commencing 1st January each year, and both the entrance fee and the annual subscription fee are payable in full regardless of the date of joining. All Members shall set up a direct debit instruction in favour of the Society in respect of their annual subscription.

6. General Committee

6.1 The affairs of the Society shall be controlled by a General Committee comprising the Executive Officers of the Society and up to seven other Members elected from, and by, the Members of the Society.

6.2 The duties of the General Committee shall be:

6.2.1 To control the affairs of the Society on behalf of the Members.

The objectives of the Society are as stated in paragraph 2. The primary activity of the Society is to provide high quality, affordable fishing for Members. The Society will seek to acquire the rights to fishing on certain rivers and resell such fishing to Members on a day by day basis. The Society may also from time to time arrange social events, including specifically an Annual Dinner, and will oversee the administration of the Society including payment and collection of annual subscriptions, payment for booked fishing and social events, and provision of services and information via the Lloyd's Flyfishing website. The Society will hold Members' data in accordance with GDPR. Representatives of the Society may from time to time communicate with Members to update them regarding activities of the Society, or to provide information thought to be of interest to Members.

The Society shall not in any way be responsible for the upkeep and management of any fishery owned and managed by Third Parties, nor assume any liability arising out of any activities procured via the Society which shall be at the sole risk of Members engaging in such activities.

6.2.2 To keep accurate accounts of the finances of the Society through the Treasurer. These should be available for reasonable inspection by Members and should be presented at the Annual General Meeting. The Society shall maintain a current account at a recognised bank and at least two Executive Officers shall have access to the account for the purpose of making and verifying transactions.

- 6.2.3 To appoint any sub-committee for such purpose as the General Committee shall deem necessary and delegate to it the functions and powers of the General Committee relating to such purpose.
- 6.2.4 To co-opt additional Members to the General Committee if the Committee feels this is necessary. Co-opted Members shall not be entitled to a vote on matters which are to be decided by the General Committee.
- 6.2.5 To take decisions on the basis of a simple majority vote. In the case of equal votes, the Chairman shall be entitled to an additional casting vote.

7. Officers

The Officers of the Society shall be as follows:

- 7.1 President – Non-Executive Officer – an Honorary position
- 7.2 Chairman – Executive Officer
- 7.3 Secretary – Executive Officer
- 7.4 Treasurer – Executive Officer

8. Election of Officers and Members to the General Committee

- 8.1 Up to ten Members of the Society shall be elected from time to time in accordance with 8.2 and 8.5 below at the Annual General Meeting of the Society, from, and by the Members of the Society and shall be referred to as General Committee Members.
- 8.2 All General Committee Members are elected for a period of three years and may be re-elected subject to 8.5 below.
- 8.3 All Executive Officers shall be elected from among the Members at the Annual General Meeting of the Society, by the Members.
- 8.4 All Executive Officers shall be elected for a period of three years but may be re-elected to the same office or another office, subject to 8.2, 8.3 and 8.5 below.
- 8.5 No one individual Member of the General Committee, so elected in accordance with 8.1 and 8.2 above and no one individual Officer so elected in accordance with 8.3 or 8.4 above shall serve in either the capacity of an Executive Officer and/or a General Committee Member for a period exceeding four consecutive terms (twelve consecutive years in total), after which any such individual reaching the end of this period shall resign from the held position at the next Annual General Meeting of the Society and not seek re-election to

the General Committee or seek election to become an Executive Officer until after one full year has passed from such resignation.

- 8.6 The President shall not necessarily be a Member of the Society and shall be proposed by the General Committee Members and approved by the Members at the Annual General Meeting.

9. Discipline of Members

Members of the Society whose conduct is inappropriate or who decline to abide by any of the Rules or Bylaws of either the Society or Fisheries at which the Society takes fishing may have disciplinary action taken against them. A resolution shall be passed at a meeting of the General Committee detailing the disciplinary action to be taken, which may extend as far as expulsion from the Society with forfeiture of entrance fee and annual subscription. Members shall have the right to appeal in person to the General Committee with regard to any decision affecting them, provided that notice of such appeal is submitted to the Chairman, in writing or by email, within seven days of notification of the decision.

10. General Meetings

- 10.1 The Annual General Meeting of the Society shall be held not later than the end of April each year. Twenty-one clear days' notice of the Annual General Meeting shall be given to Members by circulating a copy of the notice to every Member at the email address provided by the Member. Members must advise the Secretary in writing or via email of any business to be discussed at the Annual General Meeting at least fourteen days before the meeting. The Secretary shall circulate or give notice of the agenda for the Annual General Meeting to Members not less than seven days before the meeting.
- 10.2 The business of the Annual General Meeting shall be to:
- 10.2.1 Confirm the minutes of the previous Annual General Meeting and any General Meetings held since the last Annual General Meeting.
 - 10.2.2 Receive the accounts for the year from the Treasurer.
 - 10.2.3 Receive the annual report of the General Committee from the Secretary.
 - 10.2.4 Elect those Officers of the Society and the Members of the General Committee whose positions have become due for re-election.
 - 10.2.5 Review the Society subscription rates and agree them for the next financial year.

- 10.2.6 Transact such other business received in writing (to include email) by the Secretary from Members fourteen days prior to the meeting and included in the agenda.
- 10.3 Extraordinary General meetings may be convened by the General Committee or on receipt by the Secretary of a request in writing or by email from not less than ten Members of the Society. At least twenty-one days' notice of the meeting shall be given.
- 10.4 Nomination of candidates for election to the General Committee shall be made in writing or by email to the Secretary at least fourteen days in advance of the Annual General Meeting. Nominations can only be made by Members and must be seconded by another Member.
- 10.5 At all General Meetings, the chair will be taken by the Chairman or, in his/her absence, by a deputy appointed by the Society or by Members attending the meeting.
- 10.6 Except as provided in Section 11 and 12 below, decisions made at a General Meeting shall be by a simple majority of votes from those Members attending the meeting. In the event of equal votes, the Chairman shall be entitled to an additional casting vote.
- 10.7 A quorum for a General Meeting shall be six Members and two Executive Officers of the Society from the Chairman, Secretary and Treasurer.
- 10.8 Each Member shall be entitled to one vote at General Meetings.

11. Indemnity and exoneration

- 11.1 Without prejudice to any claim or liability that there might be against or on the part of any Member in respect of unpaid subscriptions or other sums owing to the Society, or expenses incurred for that Member's account (or for the account of that Member and other Members) by the Society or any of its Officers or any Member of the Committee on behalf of the Society, every Officer and Member of the Committee shall be entitled to be indemnified by the Members and/or out of the assets of the Society from time to time in respect of any loss, cost, expense, proceeding or liability of whatsoever nature that may be incurred or suffered by or brought or alleged against him arising out of or in relation to his office and/or his membership of or any act or omission of the Committee in each case in the absence of wilful default, gross negligence amounting to recklessness or bad faith on his part. However, nothing in this clause shall have the effect of diminishing the rights of Members in relation to negligence which causes or contributes to death or injury or gives rise to other consequences where rights of redress cannot by law be excluded or varied.

11.2 No Member of the Society shall have or make any claim or bring any proceeding whatsoever, including for negligence, against any Officer or any member of the Committee arising out of or in relation to his office and/or his membership of or any act or omission of the Committee, in each case in the absence of wilful default, gross negligence amounting to recklessness or bad faith on his part. However, nothing in this clause shall have the effect of diminishing the rights of Members in relation to negligence which causes or contributes to death or injury or gives rise to other consequences where rights of redress cannot by law be excluded or varied.

12. Alterations to the Constitution

Any proposed alteration to the Society's Constitution may only be considered at an Annual or Extraordinary General Meeting, convened with the required written notice of the proposal. Any alteration or amendment must be proposed by a Member of the Society and seconded by another Member. Such alterations or amendments shall be passed if supported by not less than two-thirds of those Members present at the meeting, assuming that a quorum has been achieved.

13. Dissolution

13.1 If at any General Meeting of the Society, a resolution be passed calling for the dissolution of the Society, the Secretary shall immediately convene an Extraordinary General meeting of the Society to be held not less than one month thereafter to discuss and vote on the resolution.

13.2 If at that Extraordinary General Meeting, the resolution is carried by at least two-thirds of the Members present at the meeting, the General Committee shall thereupon, or at such date as shall have been specified in the resolution, proceed to realise the assets of the Society and discharge all debts and liabilities of the Society.

13.3 After discharging all debts and liabilities of the Society, the remaining assets shall not be paid or distributed amongst the Members of the Society but shall be given or transferred to some other voluntary organisation having objectives similar to those of the Society.