

# Port Edgar BHA Constitution

adopted at AGM held on 23 March 2009

## **NAME AND OBJECTIVES**

1. The NAME of the BHA shall be "The Port Edgar Marina Berth Holders Association (Hereinafter referred to in these rules as "the BHA")"
2. The OBJECTIVES for which the BHA is formed are to:
  - a) represent the interest of members as berth holders or Dinghy Licence holders at Port Edgar marina.
  - b) maintain contact with and support the Royal Yachting Association's National Moorings and Marinas Panel and other associations with similar objectives.
  - c) keep berth or dinghy licence holders informed on any matters relating to their interests within the marina or boat parking area.
  - d) promote such services and facilities for members as may from time to time be determined.

## **OFFICERS**

### 3. OFFICERS OF THE BHA

The officers of the BHA shall be full members of the BHA and shall consist of a chairman, vice chairman, secretary and treasurer. Officers shall be elected at the annual general meeting in each year and shall hold office for one year, retiring at the annual general meeting in each year. All officers of the BHA shall be eligible for re-election up to a maximum of 3 years.

### 4. DUTIES OF THE SECRETARY

The secretary shall:

- a) keep a register of BHA members' names and addresses.
- b) conduct the correspondence of the BHA
- c) keep custody of all BHA documents.
- d) keep full minutes of all meetings of the BHA, the committee and any sub-committees, which shall be confirmed and signed by the appropriate chairman at the next following meeting of the association, the committee or any sub-committees.
- e) administer such insurance policy or policies as may be needed fully to protect the interests of the association, its officers and its members.

## 5. DUTIES OF THE TREASURER

The treasurer shall:

- 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 BHA.
- b) cause all returns as may be required by law in relation to such accounts to be rendered at the due time.
- b) prepare an annual balance sheet each year and cause such balance sheet, and accounts as necessary to be circulated to the members at least fourteen days before the date of the annual general meeting.

## MEMBERSHIP

6. There shall be the following categories of membership with power to vote at all meetings of the BHA as indicated.

A FULL MEMBER - Being a person who, at the date of election, is the owner or licensee of a berth or dinghy parking licence holder at Port Edgar marina.

A JOINT MEMBER - Which expression shall include two or more persons being joint owners or licensees of a berth at Port Edgar marina. The joint unit shall have one vote.

An HONORARY MEMBER - Who shall be nominated and elected in the manner described in Rule 32, who shall have no vote.

An ASSOCIATE MEMBER - Being a person who supports the objectives of the BHA, who shall have no vote.

## 7. MEMBERSHIP SUBSCRIPTION FEE

The rate of 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 on the first day of April in the year following that AGM.

## 8. MEMBERS' DUTY TO PROVIDE AN UP TO DATE ADDRESS.

Every member shall furnish the Secretary with an up to date email or postal address which shall be recorded in the register of members and any notice sent to such address shall be deemed to have been duly delivered.

## 9. APPLICATION

An application for membership shall be in the form from time to time prescribed by the committee and shall include the name, address and occupation of the candidate

## 10. PAYMENT OF FEES UPON ELECTION

Upon election by the committee a candidate shall pay within one calendar month such membership fee as shall be requested. In default of such payment the election shall be void unless sufficient cause for delay be shown.

## 11. ARREARS OF SUBSCRIPTION

The committee may cancel, without notice given, the membership of any member whose annual subscription and other annual fees are more than three months in arrears provided that the committee may, at its discretion, re-instate such member upon payment of arrears. No member whose annual payments are in arrears may vote at any meeting.

#### 12. EXPULSION OF MEMBERS

Any conduct which, in the opinion of the Committee, is either unworthy of a member or otherwise injurious to the interests of the association, shall render that member liable to expulsion by the committee.

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 resolution to expel a member shall be carried by a simple majority vote by those members of the management committee present and voting on the resolution.

#### 13. DATA PROTECTION ACT

Membership of the BHA and acceptance of these rules by the member will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Act 1984.

### **MANAGEMENT COMMITTEE**

#### CONSTITUTION AND PROCEDURES

#### 14. CONSTITUTION OF COMMITTEE

The management committee (herein referred to as 'the Committee') shall consist of the officers, ex officio, and not less than four, but preferably six, full or joint members of the BHA elected at the annual general meeting each year to hold office until the next annual general meeting.

#### 15. RETIREMENT OF MEMBERS OF THE COMMITTEE

At the annual general meeting each year two of the full and joint members of the committee shall retire in order of election or seniority. In the case of equal seniority the order of retirement shall, failing agreement between the members concerned, be determined by lot. Members retiring under this rule shall not be eligible for re-election to the committee until the annual general meeting next following the meeting at which they retire.

#### 16. CANDIDATES FOR ELECTION TO THE COMMITTEE

Candidates for election to the committee (not being officers of the BHA) shall be those members of the retiring committee eligible to offer themselves for re-election and such other full or joint members whose nominations (duly proposed and seconded in writing by full or joint members of the Club) with their consent shall have been received by the secretary at least twenty eight days before the date of the annual general meeting in each year. Such nominations, together with the names of the proposer and seconder shall be notified to the members at least fourteen days prior to the date of the annual general meeting.

#### 17. ELECTION OF COMMITTEE BY BALLOT

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

#### 18. NO CONTEST FOR ELECTION

If the number of candidates for election is equal or less than the number of vacancies to be fill then all candidates shall be deemed to be elected if two thirds of those present at the annual general meeting, and entitled to vote, vote in favour of such election.

19. EQUALITY OF VOTES

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.

20. CASUAL VACANCY

If, for any reason, a casual vacancy shall occur, the committee may co-opt a full or joint member to fill such vacancy until the next following annual general meeting.

21. RETIRING CHAIRMAN EX OFFICIO

A retiring chairman may serve as an ex officio member of the committee in the year immediately following his retirement.

22. COMMITTEE MEETINGS

The committee shall try to meet at least every six months making such arrangement as to the conduct, place of assembly and holding of such meetings as it may wish. The chairman or, in his absence, a chairman elected by those present shall preside.

23. VOTING AT COMMITTEE

Voting (except in the case of a resolution relating to the expulsion of a member) shall be by show of hands. In the case of equality of votes the chairman shall have a second and casting vote.

24. QUORUM

Five members personally present shall form a quorum at a meeting of the committee.

**POWERS OF THE COMMITTEE**

25. MANAGEMENT OF THE ASSOCIATION BY COMMITTEE

The committee shall manage the affairs of the association according to the rules and shall cause the funds of the association to be applied solely to the objects of the association or for a benevolent or charitable purpose nominated by general meeting.

26. APPOINTMENT OF SUB-COMMITTEES

The committee may appoint 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 the law. Such sub-committees shall consist of such members of the committee or of the BHA as the committee think fit. Officers of the association shall be ex officio members of all such sub-committees.

27. DISCLOSURE OF INTEREST TO THIRD PARTIES

A member of the committee, of a sub-committee or any officer of the BHA, in transacting business for the association shall disclose to third parties that he is so acting.

28. LIMITATION OF MEMBER'S LIABILITY

The committee or any person or sub-committee delegated by the committee to act as agent for the BHA 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.

29. MEMBERS' INDEMNIFICATION OF COMMITTEE

In pursuance of the authority vested in the committee by members of the BHA, members of the committee are entitled to be indemnified by the members of the association against any liabilities properly incurred by them or any one of them on behalf of the association 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 association. The limit of an individual member's indemnity in this respect shall be a sum equal to one year's 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 association.

### 30. NOMINATION OF HONORARY MEMBERS BY COMMITTEE

The committee may nominate for election at an annual general meeting such honorary members as the committee may think fit. 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.

## **MEETINGS OF THE BERTH HOLDERS ASSOCIATION**

### 31. ANNUAL GENERAL MEETING

An annual general meeting of the BHA shall be held each year on a date to be fixed by the committee. The secretary shall, at least twenty one days before the date of such meeting or of any general meeting as hereinafter mentioned, post or deliver to each member notice thereof and of the business to be brought forward thereat.

### 32. BUSINESS AT ANNUAL GENERAL MEETING

No business, except the passing of the accounts and election of the officers, committee, honorary auditors 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 secretary at least seven days before the date of the annual general meeting.

### 33. SPECIAL GENERAL MEETING

The committee may at any time, upon giving twenty one days notice in writing, call a general meeting of the BHA for any special business, the nature of which shall be stated in the summons convening the meeting, and the discussion at such meeting shall be confined to the business stated in the notice sent to members.

### 34. GENERAL MEETING UPON REQUEST OF MEMBERS

The committee shall similarly call a general meeting upon a written request addressed to the secretary by at least twenty members. The discussion at such meeting shall be confined to the business stated in the notice sent to members.

### 35. CHAIRMAN AT MEETINGS

At every meeting of the BHA the chairman, vice-chairman or, in their absence, a chairman elected by those present, shall preside.

### 36. QUORUM

Fifteen members entitled to vote and personally present shall form a quorum at any general meeting of the association

### 37. ENTITLEMENT TO VOTE AT MEETINGS

Only full and joint members shall vote at any meeting of the BHA. Other members may attend but are not entitled to vote.

### 38. VOTING AT MEETINGS

Voting, except upon the election of members of the committee, shall be by show of hands.

39. EQUALITY OF VOTES

In the case of an equality of votes the chairman shall have a second or casting vote on any matter other than the election of members of the committee.

40. VOTING ON RULE CHANGES

On any resolution properly put to a meeting of the BHA relating to the creation, repeal or amendment of any rule of the BHA such rule shall not be created, repealed or amended except by a majority of at least two thirds of those present and entitled to vote.

**DISSOLUTION OF THE BERTH HOLDERS ASSOCIATION**

41. If, upon the winding up or dissolution of the BHA, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the BHA but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the BHA, such institution or institutions to be determined by the members of the BHA by resolution passed at a general meeting at or before the time of the dissolution and is and so far as, effect cannot be given to such provision then to the Royal National Lifeboat Institution.