

VICTORIA DOCK BERTH HOLDERS' ASSOCIATION

CONSTITUTION

The Constitution is divided into the following sections:

1. Names and Purposes
2. Officers
3. Membership
4. Management Committee
5. Meetings of the Association
6. Dissolution of the Association

SECTION 1 - NAME AND PURPOSES

1. The name of the Berth Holders' Association shall be 'The Victoria Dock Berth Holders Association' (hereinafter referred to as the 'Association').
2. The purposes for which the Association is formed are:
 - (a) To provide a forum for berth holders of Victoria Dock, Caernarfon.
 - (b) To represent the collective interests of our Members with the relevant bodies.
 - (c) To have the backing of the RYA for legal and constitutional matters through affiliation.
 - (d) To maintain contact with and avail of support of the RYA's National Marina's panel and other associations with similar objectives.
 - (e) To help organise social and other relevant events for Members.
 - (f) To provide a web site to inform Members of events, offers and enable Members input.
 - (g) To promote recreational boating.
 - (h) To promote such services and facilities for Members as may from time to time be determined.

SECTION 2 - OFFICERS

Officers of the Association

3. The Officers of the Association shall be Full Members of the Association and shall consist of a Chairman, a Vice-Chairman, a Secretary, a Treasurer and a Membership

Secretary. Officers shall be elected at the Annual General Meeting in each year and shall hold office for one year, retiring at the termination of the Annual General Meeting in each year. All Officers of the Association shall be eligible for re-election.

Election of Officers is subject to the same conditions as those outlined for members of the Committee in paragraphs 23 – 25 inclusive.

Duties of the Secretary, Treasurer, Membership Secretary and Reviewers

4. The Secretary shall: -

- (a) Conduct the correspondence of the Association.
- (b) Keep custody of all Association documents.
- (c) Keep full minutes of all meetings of the Association, the Committee and any Sub-Committee which shall be confirmed and signed by the appropriate Chairman upon the agreement of the Association, the Committee or any Sub-Committee at the next following meeting of the Association, the Committee or any Sub-Committee as appropriate.
- (d) Administer such insurance policy or policies as may be needed fully to protect the interests of the Association, its Officers and its Members.

5. 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 finances of the Association.
- (b) Cause all returns as may be required by law in relation to such accounts to be rendered at the due time.
- (c) Prepare an annual Balance Sheet each year and cause such Balance Sheet to be reviewed at least once annually.
- (d) Present the annual Balance Sheet to the Association at its Annual General Meeting.

6. The Membership Secretary shall: -

Keep a register of Association Members' names, e-mail addresses, and berth numbers and/or boat names.

7. The Reviewers shall: -

- (a) Be appointed at the Annual General Meeting in each year and shall not be an Officer or a Committee Member of the Association.
- (b) The Reviewers shall review the accounts of the Association when called upon to do

so and shall give assurance as to the accuracy of the said accounts as shall be required by law or by the Committee.

(c) If either unwilling or unable to act, inform the Committee who shall appoint a substitute to hold office until the end of the next Annual General Meeting.

SECTION 3 - MEMBERSHIP

Categories and votes of Membership

8. There shall be the following categories of Membership with power to vote at all meetings of the Association as indicated below:

A FULL MEMBER – being a person who, at the date of election, is the licensee of a berth or mooring at Victoria Dock, Caernarfon, who shall have one vote.

A JOINT MEMBER – which expression shall include two or more adults being joint licensees of a berth at Victoria Dock, Caernarfon. The joint unit shall have one vote per unit exercisable by either adult.

AN HONORARY MEMBER – any person having an interest in the Association, who shall be entitled to attend and speak at any General Meeting of the Association but who shall have no vote.

Membership Entrance and Subscription Fee

9. The rate of Entrance and Subscription Fee for each category of Membership of the Association 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 January in the year following.

Members' duty to provide an up to date address

10. Every Member shall furnish the Secretary with an up-to-date e-mail address (or a postal address in the event that the Member does not have an e-mail address), which shall be recorded in the register of Members of the Association, and any notice sent to such address shall be deemed to have been duly delivered.

Election and Retirement of Members

Application for Membership

11. An application for Membership shall be in the form from time to time prescribed by the Committee, and shall include the name, e-mail address, and berth number of the applicant.

Procedure

12. The Secretary shall furnish an applicant with a copy of the Constitution of the Association and request such payments as are necessary. The criteria for membership

are that the applicant is a licensee of a berth at Victoria Dock, Caernarfon; has read and agreed with the Constitution; and pays the required fee.

Payment of fees upon joining

13. Membership becomes active on payment of the fee requested. In default of such payment, the membership shall be void unless sufficient cause for delay is shown.

Retirement of a Member

14. A Member desirous of retiring from Membership shall give notice in writing to the Secretary before the last day of November and shall not then be liable to pay the subscription for the following year.

A Member who retires in accordance with this Article shall not be entitled to have any part of the annual Membership fee or any other fees refunded.

Arrears of Subscription

15. The Committee may cancel, without notice being given, the Membership of any Member whose annual subscription and other annual fees are more than three months in arrears. The Committee may, at its discretion, re-instate such Member upon payment of arrears. No Member whose annual payment is in arrears may enter any Association event or regatta or vote at any meeting.

Election of Honorary Members

16 The Committee may nominate for election at an Annual General Meeting such Honorary Members as the Committee may think fit. The total of such Honorary Members shall not, however, at any time, exceed 5 per cent of the total number of Members.

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.

Conduct of Members

Under-taking by Members to comply with rules

17. Every Member is deemed to have notice of, and impliedly undertakes to comply with the Constitution of the Association.

Disciplinary action against Members

18. Any refusal or neglect to comply with the Constitution, or 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 a Member liable to disciplinary action by the Committee which may include suspension for a specified period of time or expulsion.

Before taking such disciplinary action against 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 apply any sanction shall be carried by a simple majority vote by those Members of the Committee present and voting on the Resolution.

Appeal against expulsion may be made to the Members in General Meeting.

Upon suspension/expulsion the Member/former Member shall not be entitled to have any part of the annual Membership fee refunded and must return any Association or external body's trophy or trophies held forthwith.

Damage to Association property

19. A Member shall not knowingly remove, injure, destroy or damage any property of the Association and shall make restitution for the same if called upon to do so by the Committee or by the Secretary upon the instructions of the Committee.

Data Protection

20. Membership of the Association and acceptance of this Constitution by the Member will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Acts.

SECTION 4 - MANAGEMENT COMMITTEE

Constitution of Committee

21. The affairs of the Association shall be managed by the Committee. The Committee shall consist of the Officers, ex officio, and not less than four, nor more than eight Full or Joint Members (provided that they have attained the age of eighteen years) elected at the Annual General Meeting each year to hold office until the termination of the next following Annual General Meeting.

Retirement of Members of the Committee

22. At the Annual General Meeting each year all members of the Committee shall retire but shall be eligible for re-election.

Candidates for election to Committee

23. Candidates for election to the Committee (not being Officers of the Association) shall be those Full or Joint Members who are willing to stand and are proposed and seconded by Full or Joint Members of the Association at the Annual General Meeting in each year.

Election of Committee by ballot

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

No contest for election

25. If the number of candidates for election is equal to or less than the number of vacancies to be filled 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.

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.

Casual vacancy

26. If, owing to resignation, death, incapacity, suspension or expulsion a casual vacancy shall occur, the Committee may co-opt a Full Member to fill such a vacancy until the next following Annual General Meeting.

Committee Meetings

27. The Committee shall meet at least every six months making such arrangements as 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.

Voting at Committee

28. 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.

Quorum

29. Four Members personally present shall form a quorum at a meeting of the committee.

Powers of the Committee

Management of Association by Committee

30. The Committee shall manage the affairs of the Association according to Constitution and shall cause the funds of the Association to be applied solely to the purposes of the Association or for a benevolent or charitable purpose nominated by the Association in General Meeting.

Appointment of Sub-Committees

31 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 Association as the Committees may think fit. Officers of the Association shall be ex officio Members of all such Sub-

Committees.

Disclosure of interest to third parties

32. A Member of the Committee, of a Sub-Committee or any officer of the Association, in transacting business for the Association, shall disclose to third parties that he is so acting.

Limitation of Committee's authority

33. The Committee, or any person or Sub-Committee delegated by the Committee to act as agent for the Association or its Members, shall enter into contract only as 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.

Contractual Liability

34. The Committee shall endeavour to ensure that the following clause is incorporated in every contract, lease, licence or other agreement entered into by the Committee and/or Trustees of the Association, as appropriate.

“The liability of the Committee for the performance of any contractual or other obligation undertaken by them on behalf of the Association shall be limited to the assets of the Association.”

Members indemnification of Committee

35. In pursuance of the authority vested in the Committee by Members of the Association, Members of the Committee are entitled to be indemnified by the Members of the Association out of the assets of the Association and against any liability costs, expenses or payments whatsoever which may be properly incurred or made by them or any one of them in the exercise of their duties 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.

Should the assets of the club be insufficient to satisfy such liability, costs, expenses or payments the Committee shall be entitled to a personal indemnity from the individual Members of the club. The limit of any individual Member's indemnity in this respect shall be a sum equal to one year's subscription at the then current rate of that category of Membership unless the Committee has been authorised to exceed such limit by a General Meeting of the Association.

SECTION 5 - MEETINGS OF THE ASSOCIATION

Annual General Meeting

36. An Annual General Meeting of the Association shall be held each year in the last quarter of each year on a date to be fixed by the Committee. The Secretary shall at

least fourteen days before the date of such meeting, e-mail or post to each Member notice hereof and of the business to be brought forward thereat.

Business at Annual General Meeting

37. No business, except the passing of the Accounts and the election of the Officers, Committee and Reviewers, 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 forty two days before the date of the Annual General Meeting.

Special General Meeting

37. The Committee may at any time, upon giving twenty one days' notice in writing, call a Special General Meeting of the Association 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.

Special General Meeting upon request of Members

38. The Committee shall call a Special General Meeting upon a written request addressed to the Secretary by at least five Members. The Committee shall give twenty one days' notice in writing of any such Special General Meeting. The discussion at such meeting shall be confined to the business stated in the notice sent to Members.

Chairman at Meetings

39. At every meeting of the Association the Chairman (or, in their absence, a Chairman elected by those present) shall preside.

Quorum at Meetings

40. 20% of Members entitled to vote and personally present shall form a quorum at any meeting of the Association.

Entitlement to vote at Meetings

41. Only Full and Joint Members shall vote (subject to the conditions in paragraph 7) at any meeting of the Association. Other Members may attend and speak but are not entitled to vote.

Voting at Meetings

42. Voting shall be by show of hands, except in the event of there being a contested election of an Officer or more than eight candidates for election as Members of the Committee. If tied then by ballot.

Equality of Votes

43. 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 Officers or Members of the Committee.

Voting on Rule Change

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

SECTION 6 - DISSOLUTION OF THE ASSOCIATION

Dissolution of the Association

45. If, upon the winding up or dissolution of the Association, 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 Association. The Committee shall dispose of the net assets remaining to one or more of the following on an equal basis:

(i) to the RYA

(ii) to the WYA

Acknowledgement of Rules

46. The Members acknowledge that this Constitution shall constitute a legally binding contract to regulate the relationship of the Members with each other and the Victoria Dock Berth Holders Association.

For more information kindly contact the RYA Legal Team on 0844 5569519 or legal@rya.org.uk

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MODIFICATION:

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For more information kindly contact the RYA Legal Team Tel: 0844 5569519 or email: legal@rya.org.uk