

Chichester Marina Berth Holders Association

Constitution

(revised October 2019)

1. Name

1.1. The Associations name shall be “The Chichester Marina Berth Holders Association” hereinafter referred to as the Association.

2. Objectives

2.1. The Association’s objectives are:

2.1.1. to represent the interests of berth holders at Chichester Marina.

2.1.2. to maintain contact with, and if appropriate membership of, other organisations with similar objectives.

2.1.3. to keep berth holders informed on any matters relating to their interest

2.1.4. to arrange or promote such services and facilities for members as may from time to time be determined

3. Membership

3.1. There shall be one class of membership open to all berth holders, multiple berth holders and their family members and friends.

3.2. Membership shall be for one year and shall be renewable each year on the 1st day of the month in which membership was first taken out.

3.3. The annual subscription rate shall be decided by the A.G.M. Any changes approved by the AGM shall become effective on the 1st January following the AGM.

3.4. Members shall provide the Association with contact details, boat name and berth number if appropriate. Application for membership and acceptance of these membership rules gives permission for the Association to hold such data and use it only for the normal purposes of the Association.

3.5. Communication between the Association and members will primarily be via email.

4. General Meetings

4.1. The Annual General Meeting shall be held at such time and place as the Committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General meetings.

4.2. Notice of General Meetings shall be given, normally by email, to all members of the Association, provided that this Rule shall not require such notice of a General Meeting and any associated documents to be sent to any person of whose address the Society not aware.

4.3. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

4.4. No business shall be transacted at any General Meeting unless a quorum of members is present. Unless otherwise provided herein a quorum shall be eight members present in person. If within half an hour from the time appointed for the meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved; or in any other case, shall be adjourned to a date as soon as is practicable for the meeting to be reconvened.

5. Annual General Meeting

5.1. The Annual General Meeting shall be held each year, in the autumn at a date and venue decided by the Committee.

5.2. Business at the Annual General Meeting shall be: the approval of the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held since the last Annual General Meeting; the report of the Committee; consideration and approval of the income and expenditure accounts; consideration of any motions from the Committee and/or motions properly proposed and seconded by members; and the election of Committee members.

5.3. The Committee shall provide a minimum of six weeks' notice of the AGM to all members. Such notice normally to be provided by email.

5.4. Motions put forward by members for consideration at the Annual General Meeting must be proposed by one member and seconded by another member and delivered to the Committee not less than four weeks before date appointed for the meeting.

5.5. If the Agenda is changed from the original notification, then the Committee shall send, by email, to all members the final agenda no later than two weeks beforehand.

6. Extraordinary General Meeting

6.1. The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting. Not less than three weeks' notice, normally by email, shall be given of the meeting. The reason for the meeting shall be clearly specified in the notice and only that matter shall be considered at the meeting.

6.2. An Extraordinary General Meeting shall also be convened by the Committee on receipt of a requisition from members representing not less than five berths. Such requisition must be delivered either by email or in writing to the Committee, stating the berth number represented and the objectives of the meeting. The requisition may consist of several documents in like form.

6.3. Any Extraordinary General Meeting convened as a result of a request from the members shall be held within six weeks of such request except that if the request is received less than eight weeks prior to the Annual General Meeting then the Committee may leave the issue to be discussed at the Annual General Meeting.

6.4. Not less than three weeks' notice, normally by email, shall be given of the meeting. The reason for the meeting shall be clearly specified in the notice and only that matter shall be considered at the meeting.

7. Proceedings at General Meetings

7.1. At every meeting of the Association, the Chairman of the Committee will preside as Chairman. In his absence another member of the Committee will preside. In the absence or refusal of any committee members a Chairman elected by those present, shall preside.

7.2. 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 the Chairman; or by at least two members, entitled to vote and present in person or by proxy.

7.3. 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 a poll was demanded.

7.4. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

7.5. The demand for a poll may be withdrawn and if withdrawn shall not be taken to have invalidated the result of a show of hands before the demand was made.

7.6. Unless a poll be demanded a declaration by the Chairman that a resolution on a show of hands has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

7.7. 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 show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

8. Votes of Members

8.1. There shall be one vote per berth. Where there is more than one member representing a single berth they shall determine between them who will vote on behalf of the berth.

8.2. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him/her to the Association have been paid.

8.3. Any member of the Association entitled to attend and vote at a General Meeting is entitled to appoint another person whether a member or not, as his/her proxy to attend and vote instead of him/her. Such proxy may only vote as directed by the member or abstain if given such authority by the member. An instrument appointing a proxy shall be executed in writing by the appointer in any form appropriate to the circumstances as the Committee may approve.

8.4. Proxy votes shall not be counted in any vote taken by a show of hands but on a poll votes may be given either personally or by proxy.

9. Management Committee

9.1. Day to day management of the Association shall be vested in a Committee which shall consist of a minimum of four and a maximum of eight members who shall be elected each year by the Annual General Meeting.

9.2. In the event of a 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.

9.3. All members of the Committee shall retire at the Annual General Meeting each year but may offer themselves for re-election.

9.4. The Committee shall appoint a Chairman, Secretary and a Treasurer from within their own number.

10. Proceedings of the Committee

10.1. 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 contracts only so far as expressly authorised, or authorised by implication, by members. No one shall, without the express authority of the membership in General Meeting, pledge the credit of the membership.

10.2. The Committee shall meet as necessary making such arrangements as to the conduct, place of assembly and holding of such meetings as it may wish.

10.3. A quorum shall be a minimum of 50% of the current Committee members.

10.4. Voting, except in the case of a motion relating to the expulsion of a member, shall be by a show of hands. In the case of equality of votes the Chairman shall have a second and casting vote.

10.5. The Committee shall maintain a Register of Members' names and addresses, boat names and berth numbers. Such register to be safeguarded with information contained therein not to be made available outside of the Committee.

10.6. The Committee shall keep full minutes of all meetings of the Association and the Committee, which shall be confirmed and signed by the appropriate Chairman at the next following meeting of the Association or Committee.

11. Accounts

11.1. The Committee will maintain records of accounts such to give a true and accurate view of the finances of the Association, with a financial year ending on the 31st December.

11.2. The Committee shall prepare a statement of income and expenditure each year for circulation at the Annual General Meeting. An audit will not normally be undertaken but if requested by a motion at the Annual General Meeting then an inspection of finances shall be undertaken by two CMBHA members, appointed by the Meeting.

12. Notices

12.1. Any notice to be given to any person in accordance with these Rules shall normally be given by email. Any notices sent to the latest email address provided by a member shall be deemed to have been duly delivered.

12.2. A notice may alternatively be given to any member either personally or by sending it by post to him/her or to his/her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected 24 hours after properly addressing, prepaying and posting a letter containing the notice.

12.3. A member present, either in person or by proxy at any meeting of the Association, shall be deemed to have received notice of the meeting and of the purposes for which it was called.

13. Expulsion of Members.

13.1. 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.

13.2. 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 explanations to the Committee, or of resigning.

13.3. A motion to expel a member shall be decided by ballot and carried by a two thirds majority of all Committee members.

14. Data Protection

14.1. Membership of the Association and acceptance of these rules by the member will be deemed to constitute consent to the holding of the personal data provided to the Association. Such data will be used solely for the purposes of communication with the member and for ensuring voting on a “one vote per berth” basis. Personal data will not be used for any other purpose nor provided to any other member, body or organisation.

15. Amendments

15.1. Amendments to this Constitution or a motion to dissolve the Association shall only be made by proposing motions at Annual or Extraordinary General Meetings of the Association. Except as provided for in 15.2 such motions shall be passed by a simple majority of those entitled to vote and voting in person or by proxy.

15.2. Amendments specifically to the objectives of the Association or a motion to dissolve the Association shall only be passed by a two thirds majority of those entitled to vote and voting in person or by proxy.

16. Dissolution

16.1. 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 but shall be given or transferred to some other institution or institutions. Such institutions shall be; a registered charity and be devoted to similar objectives to the Association and/or devoted to the preservation of Chichester Harbour and/or marine activities within Chichester Harbour. The beneficiaries will be determined by the Committee.