

# COBBS QUAY BERTH HOLDERS ASSOCIATION RULES

## SECTION A — NAME AND OBJECTS

### 1. Name

The name of the Association shall be "Cobbs Quay Berth Holders Association" (hereinafter referred to as "the Association")

### 2. Objects

The objects of the Association are to: -

- 2.1 Represent the interests of members jointly or individually as berth holders through regular dialogue with the owners of Cobbs Quay Marina.
- 2.2 Maintain contact with and support the Royal Yachting Association National Marinas and Moorings Committee and other organisations with similar objects.
- 2.3 Keep members informed on any matters relating to their interests within Cobbs Quay Marina.
- 2.4 Promote such services and facilities for members as may from time to time be determined.

## SECTION B — OFFICERS

### 3. Officers of the Association

- 3.1 The Officers of the Association shall be Full or Joint members of the Association and shall consist of a Chairman, a Vice Chairman, a Secretary, a Social Secretary and a Treasurer.
- 3.2 Members wishing to serve as officers of the Association shall confirm their willingness and be proposed and seconded by a Full or Joint member of the Association.
- 3.3 Officers shall be elected at the Annual General Meeting each year and shall hold office for one year, retiring at the following Annual General Meeting. All Officers of the Association shall be eligible for re-election.

### 4. Duties of Secretary

The Secretary shall:

- 4.1 Circulate to all members an agenda and supporting documents for the Annual and other General Meetings and to appointed members for meetings of the Committee and any sub-committees.
- 4.2 Conduct the correspondence of the Association.
- 4.3 Keep custody of all Association documents.
- 4.4 Keep Minutes of all general meetings of the Association which shall be confirmed by the Chairman of that meeting, and of the Committee and any sub-committees, which shall be confirmed by the appropriate Chairman at the next following meeting of the Committee or any sub-committee,
- 4.5 Maintain contact with the Association's legal advisor, if any, to ensure that the Association's affairs are managed in accordance with the law.

#### 4 a. Duties of Membership Secretary

The Membership Secretary shall:

- 4.1. Maintain a register of members' names, addresses and telephone numbers, boat names and berth numbers.
- 4.2. Be the focus for general mailings and correspondence to the whole membership
- 4.3. Maintain the integrity and confidentiality of the member database

## **5. Duties of Treasurer**

The Treasurer shall:

- 5.1 Ensure that members pay their subscriptions to the Association on the due date.
- 5.2 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 Association.
- 5.3 Render all returns as may be required by law in relation to such accounts at the due time.
- 5.4 Prepare an annual balance sheet and accounts as necessary, to be audited at least once annually and thereafter cause the same to be circulated to members with the notice of the Annual General Meeting or alternatively to be distributed to members attending at that Meeting.

## **6. Duties of Honorary Auditor.**

The Honorary Auditor shall:

- 6.1 Be appointed by the Annual General Meeting each year.
- 6.2 Audit the accounts of the Association when called upon to do so and give such certificate of assurance as to the accuracy of the said accounts as shall be required by law or the Committee.
- 6.3 If either unable or unwilling to act inform the Committee who shall appoint a substitute to hold office until the termination of the next Annual General Meeting.

## **SECTION C — MEMBERSHIP**

### **7. Members**

There shall be the following categories of membership with power to vote at all meetings of the Association as indicated hereunder:

FULL MEMBER — A person who, at the date of election, is the owner or licensee of a berth at Cobbs Quay Marina or Davis's Boatyard shall have one vote

JOINT MEMBERS — Two or more persons who, at the time of election, are the joint owners

or licensees of a berth at Cobbs Quay Marina or Davis's Boatyard shall have one vote. HONORARY MEMBER — Nominated and elected in the manner described in Rule 32 shall

have no vote.

ASSOCIATE MEMBER — A person who supports the objects of the Association shall have no vote.

### **8. Membership Fee or Subscription.**

The rate of fee or subscription 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 be operative for the year from the conclusion of that meeting to the next Annual General Meeting.

### **9. Members' duty to provide up to date information.**

Every member shall furnish the Membership Secretary with up to date address, telephone number, boat name and berth number which shall be recorded in the Register of members. Any notice sent to such latest address shall be deemed to have been duly delivered.

### **10. Qualification for Membership.**

Every candidate for membership (except for Honorary and Associate members) shall be the owner or licensee of a berth in Cobbs Quay Marina or Davis's Boatyard.

**11. Application for membership.**

An application for membership shall be in a form approved by the Committee and shall include the name, address and telephone number of the applicant together with the name and berth number of the boat moored in Cobbs Quay Marina. Application for membership shall be deemed to be acceptance of the Rules of the Association. The Membership Secretary shall on request furnish a copy of the Rules to any applicant for membership or any member.

**12. Payment of fees and/or subscriptions.**

Each application for membership shall be accompanied by the current membership fee and/or subscription fee. In default of such payment the application shall be void.

**13. Arrears of fees and/or subscriptions.**

The Committee may cancel, without notice being given, the membership of any member whose fee and/or subscription is more than three months in arrears, provided that the Committee may, at its discretion, reinstate such member upon the payment of arrears. No member whose payments are more than three months in arrears may vote at any meeting.

**14. 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 on upon such member for a written explanation of the member's conduct and shall give the member full opportunity of making an explanation to the Committee or resigning. A Resolution to expel a member shall be carried by a simple majority vote by those members of the Committee present and voting on the Resolution.

**15. Data Protection Act.**

Acceptance of membership of the Association shall be deemed to be consent by the member of the holding of the relevant personal data for the purpose of the Data protection Act 1984 and subsequent revisions or pertinent Acts.

**SECTION D — COMMITTEE****16. Membership**

The Committee shall consist of the Officers and not less than four Full or Joint members of the Association elected at the Annual General Meeting each year to hold office until the next Annual General Meeting.

**17. Retirement of Members of the Committee.**

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

**18. Candidates for election to the Committee.**

Candidates for election to the Committee (not being Officers of the Association) shall be those members of the retiring Committee offering themselves for re-election and such other Full or Joint members as shall consent to nomination and are duly proposed and seconded by Full or Joint members at the Annual General Meeting of the Association.

**19. Election of Committee by Ballot.**

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

**20. No contest for election.**

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 a simple majority of those present at the Annual General Meeting and entitled to vote, vote in favour of such election.

**21. Equality of votes.**

In the event of a ballot under Rule 19 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.

**22. Casual vacancy.** If for any reason a casual vacancy shall occur the Committee may co-opt a Full or Joint member to fill such a vacancy until the next following Annual General Meeting.

**23. Retiring Chairman ex-officio.** A retiring Chairman shall serve as an ex-officio member of the Committee in the year immediately following his retirement.

**24. Committee Meetings.**

The Committee shall meet at least every three months making such arrangement as to the conduct, place of assembly and holding of such meeting as it may wish. The Chairman, or in his absence the Vice Chairman, or failing him a Chairman elected by those present shall preside.

**25. Voting.**

Except in the case of a Resolution relating to the expulsion of a member, shall be by a show of hands. In the case of an equality of votes the Chairman shall have a second and casting vote.

**26. Quorum.**

Four members personally present shall form a quorum at a meeting of the Committee.

**SECTION E — POWERS OF THE COMMITTEE.**

**27. Management of the Association by the Committee.**

The Committee shall manage the affairs of the Association according to these 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 a General Meeting.

**28. Appointment of sub-committees.**

The Committee may appoint such sub-committees as it may deem necessary and may delegate such powers as it may think fit upon such terms and conditions as shall be deemed expedient and/or required by law. Such sub-committees shall consist of such members of the Committee or the Association as the Committee think fit. Officers of the Association shall be ex-officio members of all such sub-committees.

**29. Disclosure of interests to third parties.**

A member of the Committee or a sub-committee or any Officer of the Association shall disclose to the third parties that he is so acting.

**30. Limitation of Members' liability.**

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

### **31. Members indemnification of the Committee.**

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 against any liabilities properly incurred by them or any one of them on behalf of the Association whenever the contact is 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

### **32. Nomination of Honorary Members by the 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 a simple majority of those present and entitled to vote vote in favour of the election.

## **SECTION F - MEETINGS OF THE ASSOCIATION**

### **33. Annual General Meeting**

An Annual General Meeting of the Association shall be held each year on a date to be fixed by the Committee. At least twentyeight days before the date of such meeting, or of any General Meeting as hereinafter mentioned, the Secretary shall cause notices to be displayed at the marina giving official notice of the meeting and of the business to be brought forward thereat.

### **34. Business at Annual General Meeting**

No business, except the passing of the Accounts and the election of the Officers, Committee, Honorary Auditor, Honorary Members 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.

### **35. Special General Meeting**

The Committee may, at any time upon giving twenty one days' notice in writing, call a 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.

### **36. General Meeting upon request of members**

The Committee shall similarly call a General Meeting upon 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.

### **37. Chairman of Meetings**

At every meeting of the Association, the Chairman or, in his absence the Vice Chairman, or failing him a Chairman elected by those present, shall preside.

### **38. Quorum at Meetings**

Fifteen members entitled to vote and personally present shall form a quorum at any General Meeting.

### **39. Entitlement to vote at Meetings**

Only Full and Joint members shall vote at any meeting of the Association. Other members may attend but are not entitled to vote.

#### **40. Voting at Meetings**

Voting, except upon the election of members of the Committee under Clause 19, shall be by show of hands.

#### **41. Equality of Votes**

In the case of equality of votes, the Chairman shall have a second or casting vote on any matter other than the election of members of the Committee.

#### **42. Voting on Rule changes**

On any Resolution properly put to a meeting of the Association relating to the creation, repeal or amendment of any Rule of the Association, 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.

### **SECTION G - DISSOLUTION OF THE ASSOCIATION**

#### **43. Dissolution of the Association**

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 having objects similar to those of the Association, such institution or institutions to be determined by the members of the Association by Resolution passed at a General Meeting at or before the time of the dissolution and if, and as so far as, effect cannot be given to such provision, then to the Royal National Lifeboat Institution.

#### **Amendments**

Date	Amended by:	Amendment details
20 April 2005	Jonathan Saunders	Approval at 2005 AGM to create the officer position of Member Secretary Amended para 4 – Duties of Secretary and inserted new para 4a – Duties of Member Secretary. Paras 9 & 11 amended to read: Member Secretary Para 11 amended to include: and subsequent revisions or pertinent Acts.
26 April 2006	Kenneth Wragg	Approval at 2006 AGM to amend the requirement to send notices of AGM to every member. Para 33 amended to read display notice of the AGM at the marina with 28 days notice