



This Model Constitution is intended as an aid to Berth Holders' Associations when drafting their constitutions. Berth Holders' Associations are free to modify the content or form of the Model Constitution to suit their particular circumstances.

When amending any rule to suit a particular Berth Holders' Association's purpose, care should be taken that such amendment does not vary the meaning or intent of any other rule.

Where words are enclosed in square brackets they may be omitted as required or, where alternatives are offered, amended to suit the special requirements of a particular Berth Holders' Association.

The side-headings are provided for convenience and do not affect the meaning of any clause.

The Model Constitution is divided into the following sections:

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

SECTION 1 - NAME AND PURPOSES

1. The name of the Berth Holders' Association shall be 'The [] Berth Holders' Association' (hereinafter referred to as the 'Association').
2. The purposes for which the Association is formed are:
 - (a) to promote recreational boating
 - (b) to represent the interest of Members jointly or individually as berth holders at [] marina / mooring area.
 - (c) to keep berth or mooring holders informed on any matters relating to their interests within the [] marina / mooring area.
 - (d) 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 and a Treasurer. 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.

Duties of Secretaries etc.

Duties of [Honorary] Secretary

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

Duties of [Honorary] Treasurer

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 and shall thereafter cause the same to be sent to all Members of the Association at least fourteen days before the date of the Annual General Meeting
 - (d) Present the annual Balance Sheet to the Association at its Annual General Meeting.

- Duties of Reviewer
6. The Reviewers shall:-
- (a) Be appointed at the Annual General Meeting in each year [and shall be two appropriately experienced / qualified Members of the Association other than the Treasurer or Committee Members];
 - (b) The Reviewers shall review the accounts [* and Annual Balance Sheet] of the Association when called upon to do so and shall give such certificate of 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 termination of the next Annual General Meeting.

SECTION 3 - MEMBERSHIP

- Categories and votes of Membership
7. There shall be the following categories of Membership with power to vote at all meetings of the Association as indicated hereunder.

A FULL MEMBER – Being a person who, at the date of election, is the owner or licensee of a berth or mooring at [] marina / mooring area, who shall have one vote.

A JOINT MEMBER – Which expression shall include two or more persons being joint owners or licensees of a berth/mooring at [] marina / mooring area. The joint unit shall have [one vote per unit exercisable by either adult / one vote per adult / half a vote per adult].

AN ASSOCIATE MEMBER – Being a person who supports the objectives of the Association, who shall have no vote.

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
8. 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
9. Every Member shall furnish the Secretary with an up-to-date address which shall be recorded in the register of Members of the Association and any notice sent to such address as shall be deemed to have been duly delivered.

Election and Retirement of Members

- Application for Membership
10. 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 applicant.
- Election of Members
11. The election of all classes of Members is vested in the Committee and shall be a simple majority vote of those of the Committee.
- The Secretary shall inform each applicant in writing of the applicant's election or non-election. He shall furnish an elected applicant with a copy of the Rules and Byelaws of the Association and make request for such payments as are necessary.
- Payment of Fees upon Election
12. Upon election by the Committee, an applicant shall pay, within one calendar month, such Entrance and other Fees as shall be requested. In default of such payment, the election shall be void unless sufficient cause for delay be shown.
- Retirement of a Member
13. 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.
- Upon re-application by a past Member the Committee may, at its discretion, waive any Entrance Fee.
- A Member who retires in accordance with this Rule shall not be entitled to have any part of the annual Membership fee or any other fees refunded.
- Arrears of Subscription
14. 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 provided that 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.
- Nomination of Honorary Members by Committee
15. 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 [] 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 16. Every Member, upon election and thereafter, is deemed to have notice of, and impliedly undertakes to comply with, the Association Rules.

Disciplinary action against Members 17 Any refusal or neglect to do so, 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 18. 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 19. Membership of the Association 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 Acts.

SECTION 4 - MANAGEMENT COMMITTEE

Constitution of Committee 20. 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 Members (who 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 21. At the Annual General Meeting each year [two] of the elected or region-appointed Full Members 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 the rule shall not be eligible for re-election to the Committee until the Annual General Meeting next following the meeting at which they retire.

- | | |
|--|--|
| Candidates for election to Committee | 22. Candidates for election to the Committee (not being Officers of the Association) shall be those Members of the retiring Committee eligible to offer themselves for re-election and such other Full Members whose nominations (duly proposed and seconded in writing by Full Members of the Association) 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 Secunder shall be sent to the Members of the Association at least fourteen days prior to the date of the Annual General Meeting. |
| Election of Committee by ballot
No contest for election | 23. If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot.

24. 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 | 25. If, for any reason, 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 | 26. The Committee shall meet at least every [two] 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 | 27. 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 | 28. [Five] Members personally present shall form a quorum at a meeting of the Committee. |
| Powers of the Committee | |
| Management of Association by Committee | 29. The Committee shall manage the affairs of the Association according to the Association Rules 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
30. 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
31. 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
32. 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
33. 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/Trustees] 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
34. 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
35. An Annual General Meeting of the Association shall be held each year in the month of [November] on a date to be fixed by the

Committee. The Secretary shall at least fourteen days before the date of such meeting post or deliver to each Member notice hereof and of the business to be brought forward thereat.

- | | | |
|---|-----|---|
| Business at Annual General Meeting | 36. | 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 [] 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. | [Fifteen] 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 at any meeting of the Association. Other Members may attend and speak but are not entitled to vote. |
| Voting at Meetings | 42. | Voting, except upon the election of Members of the Committee, shall be by show of hands. |
| 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 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 Rule of the Association such Rule shall not be created, repealed or amended except by a majority vote of at least two-thirds of those present and entitled to vote. |

On any resolution properly put to a meeting of the Association relating to the creation, repeal or amendment of any Class Rule, such resolution shall not be adopted 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:
- (i) to another organisation with similar sports purposes which is a charity or a CASC and/or
 - (ii) to the sport's national governing body for use by it for related community sports.
- Acknowledgement of Rules
46. The Members acknowledge that these Rules constitute a legally binding contract to regulate the relationship of the Members with each other and the Club.

For more information kindly contact the RYA Legal Team on 023 8060 4223 or legal@rya.org.uk

RYA Responsibility Statement:

The RYA Legal Team provides generic legal advice for RYA members, affiliated clubs, class associations and Recognised Training Centres. The information contained in this Guidance represents the RYA's interpretation of the law as at the date of this edition. The RYA takes all reasonable care to ensure that the information contained in this Guidance is accurate and that any opinions, interpretations and guidance expressed have been carefully considered in the context in which they are expressed. However, before taking any action based on the contents of this Guidance, readers are advised to confirm the up to date position and to take appropriate professional advice specific to their individual circumstances.



LEGAL COPYRIGHT NOTICE

The RYA Legal Team produce information leaflets, standard templates, agreements and documents for use by members and affiliated Clubs. This material is protected by copyright which is owned by the RYA.

USE:

- RYA members may use the material for non-commercial private purposes.
- Affiliated Clubs may use the material for non-commercial purposes such as attracting and retaining members, regulating the affairs of the Club and organising events for members and non-members.

The material produced by the Legal Team is not otherwise to be incorporated or distributed in any work or in any publication in any form without the permission of the RYA Legal Team.

MODIFICATION:

The standard documentation produced by the Legal Department is intended to be reasonably comprehensive but cannot cover all eventualities. It is therefore anticipated that, in many instances, RYA members / affiliated Clubs will need to amend the documentation to meet specific requirements. Where members / affiliated Clubs do amend RYA standard documentation they should make this clear on the documentation.

For more information kindly contact the RYA Legal Team Tel: 023 8060 4223 or email: legal@rya.org.uk