

CONSTITUTION OF THE ELECTRIC BOAT ASSOCIATION

1. Title

1.1 The name of the Organisation shall be The Electric Boat Association hereinafter referred to as the “Association”.

2. Objects (See also Appendix B)

2.1 The objects of the Association are to encourage and promote the construction, development, restoration, conversion to and use of electrically powered boats by all suitable means.

2.2 To stimulate public interest in electrically powered boats and their environmental benefits.

2.3 The Association is a non-profit making and non-political organisation.

2.4 For its better administration the Association recognises various regions of the UK details of which may be amended by the Committee. (See appendix B)

3. Membership

3.1 Membership of the Association shall comprise three Groups and shall be open to those interested in furthering the objects of the Association, who pay the annual subscription at the appropriate rate or rates and by such times as shall be determined by the Committee.

3.2 No individual shall be excluded from membership of the Association or de-barred from any official capacity on the Committee on the grounds of sex, race, colour, age, religion, sexual orientation, disability or political affiliation.

3.3 All applications for membership shall be made in writing to the Membership Secretary. The Committee shall be responsible for admission or expulsion of all members. Membership will lapse on failure to pay the subscription at the due date.

3.4 Business Group:

3.4.1 Any business organisation, company or authority.

3.4.2 A Representative of the Business Group shall be elected by a simple majority of the Business Members present at a General Meeting.

3.4.3 The Representative of the Business Members Group serves on the Committee until the next AGM.

3.5 Private Members' Group

3.5.1 Open to private owners and users of electrically powered boats and other individuals interested in furthering the objectives of the Association.

3.5.2 Private 'Membership' paying a single subscription, may be deemed to include a spouse or partner, either one or both having but one vote at meetings.

3.5.3 Events organized by members under the auspices of the Association shall be subject to the approval of the Committee. The Committee must approve all financial commitments. This may be retrospective if so agreed.

3.5.4 A Representative of the Private Members' Group shall be elected by a simple majority of the Private Members' present at a General Meeting.

3.5.5 The Representative of the Private Members' Group serves on the Committee until the next AGM.

3.6 President and Honorary Members

3.6.1 The Association shall have a President who shall be a person prominent or closely allied to the electric boat industry. The President shall be elected by a General Meeting until the next AGM by a simple majority of members eligible to vote and present at the General Meeting. The President shall be an ex-officio member of the Committee.

3.6.2 The President may, if requested by the Committee, represent the Association in dealing with third parties. The President shall not act as a representative of his or her own organisation at General or Committee Meetings.

3.6.3 The General Meeting shall have power to appoint one Honorary Vice-President at any one time in recognition of his or her services to the Association and the cause of electric boating. This appointment will have effect for the person's lifetime unless that person resigns the office or leaves the Association.

3.6.4 Association members may be given honorary status on the recommendation of the Committee because of their contribution to electric boating warranting special recognition by the Association. An Honorary Member shall have one vote at a General Meeting. This honorary status will have effect for the person's lifetime or until that person leaves the Association.

4. Officers and Committee

4.1 The Officers and Committee shall be responsible for formulating the policy of the Association in furthering the Objectives as set out in paragraph 2 and Appendix B and for carrying out the agreed policies.

4.2 The management of the Association shall be in the hands of a Committee consisting of the following Officers: President, Chairman of the Association, Vice Chairman of the Association, Secretary and Treasurer and not fewer than three or more than six other members of the Association. Committee members shall be elected by and out of the Association's members at the Annual General Meeting. They shall hold office until the next Annual General Meeting and be eligible for re-election.

4.3 Nominations for membership of the Committee must be signed by a proposer and a seconder and sent to the Secretary two weeks before a General Meeting. Committee Members will be elected by a simple majority of those present and eligible to vote. Every member shall have one vote.

4.4 The Committee shall endeavour to meet at least every other month. Any Vice Presidents are invited to attend Committee Meetings should they so wish and can be provided with the Minutes of every Meeting. Any member of the Committee not able to attend a meeting should submit a summary of relevant activities in their field since the last meeting.

4.5 A quorum at a Committee Meeting shall be four.

4.6 A meeting may be called i) at any time by the chairman, or by any 2 members of the committee, upon not less than 4 days' notice being given to the other members of the committee of the matters to be discussed but if the matter includes the appointment of a co-opted member then not less than 7 days' notice must be given. and ii) Must be called with at least 7 days' Notice in the case of any appeal against a decision of the Committee to be heard at a General Meeting. (See Paragraph 6 below)

4.7 Meetings of the Committee shall be Chaired by The Chairman. If the Chairman is absent from any meeting, then by the Vice Chairman and if neither is present the members of the Committee present shall choose one of their number to be Chairman before any other business is transacted.

4.8 The Committee shall implement the policies agreed by a General Meeting and manage the day-to-day affairs of the Association. The Committee shall render reports on decisions taken and progress to the Association's next General Meeting.

4.9 Every matter shall be determined by a simple majority of votes of the members of the Committee present and voting on the question, but in the case of equality of votes, the Chairman of the meeting shall have a second or 'casting' vote.

4.10 The Committee shall keep minutes of the proceedings at meetings of the Committee and any Sub-Committee, and shall ensure that these are stored safely and that they are available for inspection as required.

4.11 The Committee may from time to time make and alter rules for the conduct of their own business, the summoning and conduct of their meetings, and the custody of documents. No rule may be made which is inconsistent with this Constitution.

5. Powers

In furtherance of the objects but not otherwise, the Committee may exercise the following powers:

5.1 power to raise funds and to invite contributions and shall conform to any relevant requirements of the law;

5.2 power to buy, take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use;

5.3 power, subject to any consents required by law, to borrow money and to charge all or part of the property of the Association with repayment of the money so borrowed;

5.4 power to employ such staff as necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;

5.5 The Association may be affiliated to or give support to other organisations subject to the approval of the Committee.

5.6 power to appoint and constitute such advisory or sub-committees as the Committee may think fit;

5.7 power to co-opt not more than six Association members to the Committee holding Committee Membership until the next AGM.

5.8 power to expel any member from the Association if it is felt that their conduct is rude, offensive, disruptive or not in harmony with the aims and objectives of the Association. Any person or company refused admission to, or expelled from the Association shall have the right of appeal to a General Meeting. The appeal shall be heard at the meeting, and decided by a two-thirds majority of those eligible to vote present at that meeting.

6. GENERAL MEETINGS – ADMINISTRATION **(See also Appendix A)**

6.1 An Annual General Meeting (“AGM”), open to all members of the Association, shall be held annually no later than nine months after the end of the Association’s Financial year.

6.2 An Extraordinary General Meeting (“EGM”) shall be convened by the President at any time if written applications, with reasons, are received and signed by at least 25% of the Members from the Business Members or at least 10% of the Private Members or by a simple majority of the Committee. An EGM shall consider and make decisions upon the reason for its calling.

6.3 The AGM shall receive the reports of the Chairman, the Secretary and Treasurer, adopt the Accounts and shall elect the President, any Vice Presidents and Members of the Committee.

6.4 Any Member of the Association may put forward items for the agenda of the AGM no later than two weeks before the General Meeting

6.5 The members present at a General Meeting may resolve that the meeting shall be adjourned. The Chairman must decide the date, time and place at which meeting is to be re-convened unless those details are specified in the resolution.

6.6 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days’ notice shall be given of the re-convened meeting stating the date time and place of the meeting.

7. GENERAL MEETINGS VOTING

7.1 A Quorum shall be ten members who are entitled to vote.

7.2 Voting at a General Meeting shall be by a show of hands.

7.3 The Secretary shall state, after the counting of a vote in the meeting, the number of proxy votes received to be included in the final count.

7.4 If more than 10% of the members attending and entitled to vote (including proxy votes) request a secret ballot to be expressed in writing there and then, such a motion shall be adopted by the Chairman and shall take precedence over an open show of hands.

7.5 Decisions on Ordinary motions shall be taken by a simple majority of those voting.

7.6 Honorary Members shall have one vote each. The President (or deputy) shall have a casting vote in the event of equal votes for and against a resolution.

7.7 Notice of the date, time, place and proposed Agenda of a General Meeting shall be notified to the Membership at least four weeks beforehand. A summary report of the General Meeting shall be published in the EBA Magazine. Full minutes shall be made available to Members upon request.

7.8 Members unable to attend a General meeting may opt to exercise a proxy vote in one of two ways as follows by registering the Proxy Vote with the Secretary of the Association in the format required:

i. A Proxy Vote at least 7 days before the General Meeting allocated to a named member of the Association who will be and is present at the meeting to vote on the absent member's behalf in accordance with his/her instructions.
OR

ii. For the Chairman to exercise the absent member's vote on motions circulated in advance, as indicated by the absent member. To exercise this vote, the absent member must return the proxy voting form, completed, signed and dated to arrive with the Secretary at least 48 hours before the start of the meeting, indicating how the vote is to be exercised on the motions circulated.

7.9 Any Communication, document or information is validly sent or supplied by the Association to a member and by a member to the Secretary of the Association:-

i. by hand, ii. by post or iii. in electronic form (unless a member in writing expressly refuses such service). Committee meetings may be held by personal attendance, by telephone, text message, e mail, voicemail or any other electronic means agreed by the Committee.

8. Finance

8.1 All monies expended shall be in furtherance of the aims of the Association. Out of these monies, the Committee shall pay all proper expenses of the administration incurred. The Honorary Treasurer shall open bank accounts and investments as approved by the Committee.

8.2 The Treasurer and Secretary shall draw up an Annual Budget for approval by the Committee within the terms of a one-year forecast.

8.3 Documents, e.g. cheques, relating to the Association's accounts shall be countersigned by two authorised signatories of the Committee.

8.4 The annual accounts shall be prepared by the Treasurer and presented to the membership at the Annual General Meeting.

8.5 A suitably qualified examiner, who is independent of the Committee, shall be appointed at the Annual General Meeting to examine the annual accounts of the Association for the following year and report on them.

8.6 The Financial Accounts year shall run from 1st April to 31st March.

8.7 The Association shall not be liable for any statement or act other than those authorised on behalf of the Committee by the President, Chairman or other committee member designated by the Committee.

8.8 Members of the Association shall undertake to accept liability for their own advice, services and products.

9. Alterations to the Constitution

9.1 This Constitution may be altered by a two-thirds majority of the members with voting rights present and voting at any General Meeting, and/or through the exercise of the right of Proxy Votes properly registered in accordance with this Constitution, provided that fourteen days' notice of the proposed alteration has been sent to all members.

10. Dissolution

10.1 The Association will be dissolved in the event of a Resolution to Dissolve the Association being passed at a General Meeting of the Association by a two thirds majority of members with voting rights present and voting at that meeting and/or through the exercise of the right of Proxy Votes properly registered in accordance with this Constitution.

10.2 Any assets of the Association remaining upon dissolution, after the payment of proper debts and liabilities, shall, upon the decision of the Committee, be :

a) Transferred to an organisation having similar objects to those of the Association

or

b) Distributed among the Association members in proportion to their annual membership subscription. The liability of each member shall not exceed one year's subscription. Any amounts a member should owe to the Association on the day of dissolution shall be deducted from these payments.

Dated this 30th day of August 2014

APPENDIX A – SUGGESTED FUNCTIONS OF THE GENERAL MEETING

1. Apologies for absence
2. Minutes of the previous AGM (dated)
3. Chairman's Report
4. Secretary's Report
5. Treasurer's Report and approval of the Accounts
6. Election of the President and any Vice President
7. Election of the Chairman and officers in the Committee
8. Election of the Committee (on block or individually)
9. Election of any Honorary Members
10. Appointment of the Independent Financial Examiner
11. Approval of budgets and membership subscriptions
12. Ratification of proposals put forward by the Committee
13. Items put forward for consideration by members.
10. Alterations to the Constitution
11. Dissolution of the Association
12. Any other business (discretionary as all issues should have been Covered on due notice to secretary.)

APPENDIX B - Suggested Practical Application of the EBA Objects

See Paragraph 2.4

The regions of the UK for which Committee Representatives may be appointed include: London and the South : West of England, Eastern Counties, East Midlands, Wales, West Midlands, North of England and Scotland or as defined by the Committee from time to time.

- a) Promote and assist in the development, marketing and use of electrically powered boats and the expansion of existing applications.
- b) Provide a forum for the exchange of information and discussion concerning the development, production and use of electric boats and associated equipment.
- c) Provide for and maintain archives of information on electric boats and propulsion systems.
- d) Disseminate knowledge pertaining to the electric boat industry and users' experience worldwide.
- e) Provide for and be a central medium of useful or confidential information available to members.

- f) Produce and market periodical publications and other material providing news of the Association's activities, information on new developments and projects worldwide, and discussions on issues affecting the electric boating industry and users' interests.
- g) Represent the interests of the electric boat industry and users in discussions with government, agencies, authorities and other parties.
- h) Promote, support or oppose legislative or other measures affecting the objectives of the Association.
- i) Raise funds and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise; any sum so received to be applied solely in meeting the expenses incurred in promoting the aims of the Association.
- j) Bring together owners of and others interested in electric boats for the enjoyment of social occasions, rallies and meetings appertaining to electric boating.
- k) Organise solely or in association with other bodies the holding of competitions and events aimed at enhancing knowledge of electric boating.
- l) Become the recognised UK body for regulating and approving the measurements of record-breaking events for electrically powered boats.
- m) Do all such other lawful things incidental or conducive to the attainment of the objectives of the Association.