

**SECTION 1 - NAME AND OBJECTS**

1. The name of the Berth Holders' Association shall be 'The Ventnor Marina Moorers Association' (hereinafter referred to as the 'Association').
2. The objects for which the Association is formed are:
  - (a) to promote recreational boating.
  - (b) to represent independently of Castle Marinas Limited the interest of members jointly or individually as berth holders at Ventnor Marina.
  - (c) to keep berth or mooring holders informed on any matters relating to their interests within the Ventnor Marina.
  - (d) to promote such services, facilities and social events for members as may from time to time be determined.

**SECTION 2 – OFFICERS**

3. The Officers of the Association shall be Full Members of the Association and shall consist of a Chairman, an Honorary Secretary and an Honorary 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.
4. The Honorary Secretary shall:-
  - (a) Keep a register of Association members' names and addresses and other contact details;
  - (b) Conduct the correspondence of the Association;
  - (c) Keep custody of all Association documents;
  - (d) Keep full minutes of all meetings of the Association and the Committee, which shall be confirmed and signed by the appropriate Chairman upon the agreement of the Association or the Committee at the next following meeting of the Association or the Committee, as appropriate;
  - (e) Administer such insurance policy or policies or affiliation memberships as may be needed fully to protect the interests of the Association, its Officers and its members.
5. The Honorary 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) Make such payments on behalf of the Association as the Committee shall direct.
  - (d) Prepare an annual financial statement each year and cause such financial statement to be independently examined 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
  - (e) Present the annual financial statement to the Association at its Annual General Meeting.

(Adopted March 2015, amended March 2018 & September 2021)

**SECTION 3 – MEMBERSHIP**

6. 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 is the owner or licensee, or joint owner or joint licensee, of a berth or mooring at Ventnor Marina, who shall have one vote, subject to a maximum of two full members per berth or mooring. Any additional joint owner or licensee can join as a Social Member.

A SOCIAL MEMBER – Being a person who supports the objectives of the Association, who shall be entitled to attend and speak at any general meeting of the Association but who shall have no vote.

AN HONORARY MEMBER – any person having an interest in the Association who is proposed by a Full Member and seconded by at least one member of the Committee and is elected by the Association at any general meeting of the Association, who shall be entitled to attend and speak at any general meeting of the Association but who shall have no vote.

7. The rate of annual 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 next annual date agreed for payment of members' annual subscription fees. At the end of the financial year, the Committee may, if they believe it appropriate, reduce or suspend the annual Subscription Fee for certain categories, or sub-categories, of Members for the coming year. The annual Subscription Fee is due in full on the annual date agreed for payment of members' annual subscription fees, or at date of joining if during the course of the Association's financial year.

8. Every member shall furnish the Honorary 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, or email address if stated preference of member, shall be deemed to have been duly delivered.

9. An application for membership shall be in the form from time to time prescribed by the Committee, and shall include the name, address, and boat name of the candidate and, in the case of Honorary Members, the signatures of the Proposer and the Seconder.

10. The Association will confirm acceptance of membership on receipt of any fee due.

11. A member desirous of retiring from membership shall give notice in writing to the Honorary Secretary. No refund of annual Subscription Fee paid will be made for any remaining period of the current financial year.

12. The Committee may cancel, without notice being given, the membership of any member whose annual subscription is 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 Members' Only Association event or vote at any meeting.

(Adopted March 2015, amended March 2018 & September 2021)

**SECTION 3 – MEMBERSHIP** - continued

13. Every member is deemed to have notice of, and impliedly undertakes to comply with, the Association Rules. 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 expulsion by the Committee.
14. 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 explanation to the Committee, or of 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. 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 Honorary Secretary upon the instructions of the Committee.
16. 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**

17. 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.
18. At the Annual General Meeting each year the elected Full Members shall retire.
19. Candidates for election to the Committee (not being Officers of the Association) shall be those members of the retiring Committee who offer themselves for re-election and such other Full Members whose nominations are duly proposed and seconded by Full Members of the Association with their consent either at the Annual General Meeting if all present or received in writing by the Honorary Secretary before the date of the Annual General Meeting in each year
20. If the number of candidates for election is greater than the number of vacancies to be filled then there shall be a ballot.
21. 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.
22. 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.
23. 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.

(Adopted March 2015, amended March 2018 & September 2021)

**SECTION 4 - MANAGEMENT COMMITTEE - continued**

24. The Committee shall aim to meet at least every four months making such arrangements as the conduct, place of assembly and holding of such meetings as it may wish. Committee meetings may be held by video conference and Committee Members may attend a meeting via video conference if they are unable to attend in person. The Chairman or in his absence a chairman elected by those present shall preside.

25. Voting shall be by show of hands. In the case of equality of votes the Chairman shall have a second and casting vote.

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

27. 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 objects of the Association or for a benevolent or charitable purpose nominated by the Association in general meeting.

28. 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.

29. 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.

30. 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.

31. 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 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. 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**

32. An Annual General Meeting of the Association shall be held each year in the month of March on a date to be fixed by the Committee. The Honorary 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.

(Adopted March 2015, amended March 2018 & September 2021)

**SECTION 5 - MEETINGS OF THE ASSOCIATION – continued**

33. No business, except the passing of the Accounts and the election of the Officers, Committee 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 Honorary Secretary at least fourteen before the date of the Annual General Meeting.

34. 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.

35. The Committee shall call a Special General Meeting upon a written request addressed to the Honorary Secretary by at least four 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.

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

37. Four members entitled to vote and present shall form a quorum at any meeting of the Association.

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

39. Voting, except where a ballot is required for the election of members of the Committee, shall be by a show of hands or such other method as the Committee decide.

40. 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.

41. 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.

42. The Committee may, at its discretion, conduct an Annual General Meeting or a Special General Meeting by video conference or allow a Member to attend via video conference if they are unable to attend in person.

43. The Committee may make whatever arrangements they consider appropriate to enable those attending a General Meeting, either in person or via video conference, to exercise their rights to speak or vote at it.

44. In determining attendance at a General Meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(Adopted March 2015, amended March 2018 & September 2021)

**SECTION 6 - 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:

- (a) to another organisation with similar purposes which is a charity and/or
- (b) to another local organisation with similar purposes which is not a charity and/or
- (c) to any other organisation which is a charity.

**SECTION 7 – GENERAL**

46. In this document the masculine includes the feminine and vice versa