

Constitution and Rules

22 February 2013

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HBA Constitution and Rules

HBA Rules and Constitution, voted-on and accepted at an EGM in Jamestown, Co. Leitrim, August 2012.

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A. CONSTITUTION

1. Name

The name of the Association shall be the "Heritage Boat Association", which may be abbreviated to HBA.

2. Objectives

The objectives of the HBA are to:

- Â. Promote the use, preservation, restoration, appreciation and awareness of heritage boats in Ireland.
- Â. Provide a forum in Ireland for persons with an interest in heritage boats to meet, discuss and exchange ideas and information on an informal basis.
- Â. Promote the development of skills necessary for the building, repair and maintenance of heritage boats.
- Â. Represent and express the views of the heritage boat owning community in Ireland regarding ownership, maintenance, repair, mooring, handling, insurance and related matters where the interests of that community are affected.
- Â. Promote the restoration of heritage boats in Ireland and the restoration and collection of artifacts relating to them.
- Â. Promote the maintenance of a register of heritage boats in or connected with Ireland.
- Â. Promote and organise any scheme of assistance or any scheme for raising and dispensing funds for educational or benevolent purposes among members and other persons.
- Â. Purchase, acquire, hold, sell, exchange, partition, mortgage, charge, lease, dispose of, hire and rent any property real or personal and to exercise all the powers of the lessor in any lease which the Association may make, acquire or take over.
- Â. Employ delegate to and hire such persons and firms for such purposes and on such terms as to remuneration and otherwise as the Committee may from time to time deem appropriate.
- Â. To do such other things as are incidental or conducive to the attainment of the above objectives or as are calculated to enhance the value and beneficial advantage of the Association's property and of the Association and its members.

3. Heritage Boat

In compliance with the Heritage Act 1995, means a boat over 25 years old which is of significance because of its design or construction or association with the commercial, cultural, economic, industrial, military, political, or other history of Ireland.

4. Members

The number of Members to be admitted to the Association is unlimited

Membership is open to any person who is interested in the objectives of the Association.

5. Executive

The affairs of the Association shall be managed by a Committee.

The Committee may delegate any of its powers to working groups.

6. Flag, Emblem & Logo

The emblem of the Association shall be the white silhouette of a Longship on a navy blue field which may be worn by members of the Association on garments, including ties and scarves. It may be flown in the appropriate manner on vessels owned by or chartered to members as a house flag in accordance with the ancient custom and etiquette of the sea.

The Flag, Emblem or Logo shall not be used by any member in a manner that is disrespectful or brings the Association into disrepute.

The Logo may be licensed by the Committee, from time to time, for use by individuals or organizations where a project is in collaboration with the HBA or supports the objectives of the HBA.

The use of the Logo as above shall be solely confined to any one project by agreement.

B. RULES

1. Membership

Members of the Association shall consist of two categories, namely:

- (a) Any person over 18 years who is interested in the objectives of the Association
- (b) Honorary members

2. Admission of Members

2.1 Candidates for membership must be proposed by a member and approved by a committee member, after they have submitted a Membership Application form

2.2 The form of application for membership shall contain an undertaking to abide by the Objectives and Rules of the Association

2.3 The Committee shall have absolute power to reject any nomination without assigning any reason for such rejection.

2.4 Candidates whose application for admission is accepted by the Committee shall, on payment of their first annual subscription, become Members of the Association

2.5 Members shall uphold the values of the HBA and at no time shall any member bring the HBA into disrepute.

2.6 Honorary Life Membership may be recommended by the Committee as a special accolade for persons who in the Committee's opinion have rendered sustained and exceptional distinguished lifetime service to the Association or who have made an acknowledged eminent and sustained contribution to Heritage Boats. This accolade where so recommended shall be awarded if supported and approved by majority vote of the members of the Association.

2.7 Honorary Members shall have all the rights and duties of paid-up members, except that they shall not be liable to pay an annual subscription.

3. Affiliation with other Bodies

3.1 The Association may grant affiliation to a body interested in the objectives of the Association as defined in the Constitution. Other bodies which are granted affiliation do not have a vote at general meetings of the Association and have no interest in the property of the Association.

3.2 Application for affiliation must be made on a form of application as prescribed by the Committee.

3.3 The Committee shall have absolute power to reject any application for affiliation or to rescind any affiliation without assigning any reason for such rejection.

3.4 The application must be accompanied by the appropriate fee and must be signed by three committee members

3.5 Affiliated bodies shall promote the objectives and support the policy of the Association.

4. Subscriptions

4.1 Subscriptions for members and affiliated bodies shall be as determined by the Committee from time to time.

4.2 Subscriptions shall be payable annually in advance.

4.3 The renewal date for new members shall be the first day of the current year or if the application is proposed and seconded in the last quarter of the calendar year, the renewal date shall be the first day of the following year.

5. Subscriptions in Arrears

5.1 If any member shall permit his/her subscription to remain unpaid and in arrears for a period exceeding three months, the Committee may remove his/her name from the register of members.

5.2 If the arrears are paid in full before the former member's next renewal date, the Committee shall reinstate his/her name on the register of members.

5.3 If any member shall permit his/her subscription to remain unpaid and in arrears for a period exceeding one year, the Committee shall reinstate the former member's name on the register of members if and when either of the following conditions applies:

The former member pays all arrears in full.

The former member reapplies and is re-admitted to membership under Rule 2.

5.4 A member whose subscription has been in arrears shall not be entitled to any property, goods or services provided to members for the period in which he/she was in arrears.

5.5 The provisions of all rules under the heading Subscriptions in Arrears shall apply also to affiliated clubs and bodies in like manner.

6. Continuous Membership

6.1 Continuous Membership is calculated from the date of first admission to membership, or from the date of the most recent re-admission to membership if membership has lapsed at any time.

6.2 The Committee may grant concessions or privileges to members based on their length of Continuous Membership.

7. Financial Years

7.1 The Association's financial year shall begin on the first day of October in each year, and end on the thirtieth day of September in the following year.

8. Expulsion of a Member

8.1 A member who is considered by the Committee, after due enquiry, to have engaged in conduct likely to bring the Association into disrepute may be expelled from membership of the Association following the Expulsion Procedure laid down.

9. Committee

9.1 The Honorary Committee of the Association shall be comprised of duly elected paid up members of the Association and shall consist of

- (a) The Chair, who will act as Chairperson of the Committee
- (b) The Vice-Chair
- (c) Secretary
- (d) Treasurer
- (e) Three (3) Ordinary Members

9.2 Four members of the Committee shall form a Quorum.

9.3 Each Committee member, present at a Committee Meeting, shall be entitled to vote.

9.4 As far as possible the Chairperson shall endeavour to reach decisions by consensus. However, where a vote is necessary, decisions shall be by simple majority of those present and entitled to vote.

9.5 In the event of an equality of votes on any question at a Committee Meeting, the presiding Chair shall exercise a second or casting vote.

9.6 Members who are not Committee members under Rule 9.1 but who are in attendance at a Committee meeting through their work on a working group shall not be entitled to a vote.

9.7 The Committee shall conduct the affairs of the Association, and shall present a report to the Annual General Meeting.

10. Co-option to Committee

10.1 If a vacancy should occur on the Committee, from among those referred to in Section 9, the Committee shall have the power to co-opt a member for the remainder of the year.

10.2 In addition, the Committee shall have power to co-opt not more than three additional members for the remainder of the year.

11. Terms of Office

11.1 The Chair, Vice-Chair and members of the Committee shall be elected annually as provided in Rules 26 and shall hold a term of office until the next Annual General Meeting or until their successors have been elected.

11.2 No person may hold the office of Chair for more than three consecutive terms.

11.3 No person may hold the office of Vice-Chair for more than three consecutive terms.

11.4 No person who is a member of the Committee may serve for more than three consecutive terms.

12. Meetings of the Committee

12.1 Committee meetings, of which there shall be at least four during the year, shall be held on such dates, and at such times and places as may be arranged by the Committee.

12.2 The business at Committee meetings shall be as set out in the notice convening such meetings.

12.3 Minutes shall be kept of all Committee meetings and shall be approved by the Committee.

13. Absence from Meetings

13.1 A member of the Committee absent from more than three consecutive Committee meetings shall, unless excused by virtue of having tendered an apology, be deemed to have vacated office, and the Committee shall have power to fill the vacancy under Rule 10.1.

14. Working Groups

14.1 The Committee shall have power to appoint working groups to carry out any duties which in the opinion of the Committee could best be dealt with by a working group.

14.2 Non-members of the Committee may be appointed to serve on working groups.

14.3 Working groups shall have such power as is delegated to them by the Committee of the Association and one of their members shall also be a member of the Committee.

14.4 A Working Group shall not under any circumstance commit the Association to any financial, joint promotion, use of HBA Logo or any other such undertaking without the prior approval in writing of the Committee.

15. Officers

15.1 As soon as practicable after the Annual General Meeting, the Chair shall have a Committee meeting convened, at which the Committee shall agree amongst their own number, the duties to be performed by each member.

15.2 While the persons appointed to such posts must be members of the Association, they need not necessarily be chosen from the members of the Committee. However, they may attend and participate in committee meetings as the circumstances require.

15.3 If the Committee, after due enquiry, determines that an Officer is not carrying out his or her duties in a satisfactory manner, the officer may be removed from that office following the process set out in Rule 33. In this respect the word "Officer" includes all those appointed to the committee

16. Chair

16.1 The Chair shall preside at all meetings of the Association.

16.2 In the absence of the Chair, the Vice-Chair shall undertake his/her duties.

16.3 In the absence of both the Chair and the Vice-Chair, a Chair for the meeting shall be elected from the members present at the meeting.

16.4 The Chair shall formally address the Association during his/her term of office.

17. Vice Chair

17.1 The Vice Chair shall deputise for the Chair when the Chair is absent.

18. Secretary

18.1 The Honorary Secretary shall be responsible for the proper recording and preservation of the decisions taken at all meetings of the Association and of the Committee.

18.2 Shall issue all notices of meetings of the Association and the Committee.

18.3 Shall present membership information to the Committee

19. Treasurer

19.1 The Honorary Treasurer shall have charge of all Association funds,

19.2 Shall keep correct accounts and books showing the financial affairs, receipts and disbursements of the Association,

19.3 Shall present to the Committee at each committee meeting a summary of the current financial situation

19.4 Shall present to the Annual General Meeting an audited Balance Sheet and Profit and Loss statement as required under Rule 26.2.

20. Ordinary Members

20.1 Ordinary Members of the Committee may be assigned specific roles or responsibilities such as but not limited to Public Relations, Child Welfare, Membership Liaison

21. Membership Records

21.1 An up-to-date register of all members shall be kept.

22. Bank Accounts

22.1 The funds of the Association shall be deposited in accounts in approved banks or other financial institutions.

22.2 All payments must have the sanction of the Committee.

22.3 Cheques and other payments drawn on the Association's bank account shall be signed and authorised by the Honorary Treasurer and the Chair or in the absence of the Chair by a substitute member of the Committee authorised by the Committee.

22.4 The income of the Association, wherever derived, shall be applied solely towards the promotion of the main objectives of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members of the Association.

22.5 Nothing herein shall prevent the payment in good faith of

- reasonable and proper remuneration to any member, officer or servant of the Association in return for services actually rendered to the Association
- reasonable and proper rent for premises let by any member to the Association.
- the repayment of out-of-pocket expenses

23. Retirement or Resignation

23.1 Upon retirement from any office or appointment or on resignation from the Association, the person concerned shall hand over to his/her successor, or to the Chair, all funds, books of account, minute books, trophies or other Association property in his/her possession or under his/her care.

24. Nominations for Office

24.1 The Committee shall prior to the Annual General Meeting create a list of those eligible and willing to serve as Committee members.

25. Election

25.1 At the Annual General Meeting Committee Members shall be proposed and seconded.

25.2 In the event that an election between proposed candidates is required this will be held by ballot of members entitled to vote in accordance with rule 30. Such election shall be either by show of hands or by secret ballot as decided by members entitled to vote at the meeting.

26. Auditors

26.1 Two members of the Association shall be appointed as Honorary Auditors by a simple majority of votes of members at each Annual General Meeting.

26.2 The Honorary Auditors shall audit the accounts for the current year and, if found in order, shall certify them for submission to the next Annual General Meeting.

26.3 In the event of either or both the Honorary Auditors being unable to act for any reason, the Committee shall appoint a member or members, not being members of the Committee, to perform the duty.

26.4 No officer of the Association or member of the Committee shall be eligible to act as auditor for any year or part of a year during which he/she held office or was a member of the Committee.

26.5 The Committee may appoint a professional auditor to audit the accounts for any year, in which case the Honorary Auditors will not be required in that year.

27. Annual General Meeting

27.1 The Annual General Meeting of the members shall be held during the month of November in each year at such time and place as may be appointed by the Committee.

27.2 At such meeting an audited statement of the accounts of the Association for the year ended on 30th September prior to the meeting shall be laid before the members with the report of the Committee for that year.

27.3 The Honorary Secretary shall send to each member at least twenty-one days notice of an Annual General Meeting such notice to include an agenda for the meeting.

27.4 An attendance representing 20 members, or 25% of the current members whichever is the lesser, shall constitute a quorum for the Annual General Meeting.

28. Special General Meeting

28.1 A Special General Meeting shall be convened by the Honorary Secretary when required by the Committee to do so, or not more than 8 weeks after receipt by him of a requisition, stating the purpose for which the meeting is required, and signed by at least 20 members.

28.2 No business or matter other than that contained in the Notice convening the meeting, as issued by the Honorary Secretary, shall be discussed at a Special General Meeting

29. Meetings

29.1 The Honorary Secretary shall send at least twenty-eight days notice of a Special General Meeting to each member.

29.2 An attendance of 20 members, or 20% of the then current paid-up members, whichever is the lesser, shall constitute a quorum for a Special General Meeting.

30. Voting

30.1 Each paid up Member shall have one vote on any issue at a General Meeting.

30.2 Voting will be by way of a show of hands with the sole two exceptions of votes on changes to the Constitution or Rules and votes under Rule 8.

30.3 In the event of an equality of votes on any question, other than an election, the presiding Chair shall exercise a second or casting vote.

31. Alteration of Constitution or Rules

31.1 No alteration or amendment to the Constitution or Rules of the Association shall be made unless proposed in writing by the Committee or by at least twenty paid-up members.

31.2 Every such proposed alteration or amendment shall be discussed and voted upon at a Special General Meeting held as soon as is practicable.

31.3 No alteration or amendment to the Constitution or Rules shall be deemed to be carried unless supported by the votes of at least two-thirds of the paid-up members who are present and voting at such Special General Meeting.

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