

**MINUTES OF THE 12th ANNUAL GENERAL MEETING of the NATIONAL ASSOCIATION of BOAT OWNERS, held on 15th NOVEMBER 2003 at the WILLOW TREE, WEST BRIDGFORD**

**Present:** Sue Burchett, chairman, in the chair, Trevor Rogers, vice chairman, Carole Sampson, general secretary, Gordon Reece, treasurer, eight other Council members and 19 members.

Sue Burchett, chairman, welcomed everyone to the meeting.

**Apologies for absence:** received from Tony Haines, David Daines, Peter Goodman, Roger Davis, Ann Ridley, Sadie Dean, John & Melanie Darlington, Paul Herbert, Nigel Parkinson, and Simon Angel.

**Minutes.** The minutes of the 11th AGM held in 2002 were distributed. Two typing errors were amended, proposed by Stephen Peters, seconded by Peter Lea, they were accepted as a true record.

**Chairman's Report.** Sue opened her report by saying that this had been her last term as Chairman, and that she is looking forward to being able to do some cruising. She reminded members that Council members are all volunteers, some with specific abilities, others who just wish to serve. They have other demands on their time, some even have jobs. Members should not just think that Council will do all the work - they can't, and need help. She told those present that an opportunity for members to become involved would be presented by Adrian Stott later, and she hoped that help would be forthcoming.

Regarding meetings attended, Sue reported that all local User Group meetings had been covered, as well as regional and national meetings. NABO had been represented at the London Boat Show, which had been prohibitively expensive: this would not be repeated. Rallies at Crick, Penton Hook, and the national at Beale Park had all been attended and manned with the help of members.

NABO has worked with other organisations, such as with Hannah Luff. The results of the questionnaire which had been sent out with NABO News were available today for perusal at lunchtime. Meetings had taken place with Robin Evans down to Sally Ash at BW regarding the new Moorings Code. NABO supports charging for overstaying on moorings but feels the code in its present form to be legally unsound.

The campaign for an independent waterways regulator is starting to yield interesting results. The revised Boat Safety Scheme, with which Trevor Rogers has been heavily involved, is to be re-launched at the London Boat Show 2004.

Current issues concern the debate about business barges - Sue commented that those such as cafes, restaurants, craft boats and the like are acceptable, those that are two and three storey office blocks are not - , and the Environment Agency is seeking a Transport and Works Act, which NABO is monitoring carefully.

Sue concluded by thanking her colleagues, especially Peter Lea who is standing down from Council, and Stephen Peters who has given his time unstintingly to the reading of heavy documents and the formalisation of NABO's replies.

**Financial statement.** The accounts had been distributed to the members present. In the temporary absence of the Treasurer, Peter Lea went through each item in detail, and answered questions from the floor.

- After last year's increase in fees, does the lack of increased income from fees reflect a drop in membership?

Answer - no. The majority of membership renewals happen in the autumn, so the increased income is only now beginning to show, and as the fees are proportioned into the financial year which ends in March, only a small fraction of the increase shows in this year's figures.

- What are sundries?

Answer - unknown, would find out.

- The £1000 Provision against Investment expense is the cost of NABO's share in Boats on Show Ltd. The show put on at Penton Hook Marina had made a loss this year, and so the writing off of the investment has been recommended by the auditor. Adrian Stott informed those present that he had been to a meeting that although the show would not be held next year, talks are in progress with Beale Park about a joint event. He assured members that all the outlay was not yet lost.

- In the light of the expenses, one member asked if Council members had budgets.

Answer - no. The member thought this should be considered for the future.

- In view of the fact that the accounts are six months out of date, a member wondered if an interim statement could be given?

Answer - this would be looked into.

- A member asked if all the (sizeable) funds were kept in a current account.

Answer - yes. Gordon Reece, treasurer, answered that:

- 1) interest rates are so low - he quoted one as 0.75% - that it isn't worth having
- 2) many banking organisations that do offer a reasonable rate will not accept NABO as it is an organisation
- 3) the difficulty we had had arranging transfer of funds between deposit and current accounts as they had been held with different banks.

He accepted that in view of the size of the funds, some sort of investment needs to be made.

It was proposed by Adrian Stott, and seconded by Stuart Sampson that the financial report be accepted. All were in favour.

**Annual subscription fees.** Sue Burchett reminded members that last year's increase had been set at £5 to avoid all the extra work involved in another rise in the near future. She therefore proposed, seconded by Peter Lea, that the fees should remain the same. All present agreed.

**Appointment of the auditor.** An appeal in NABO News had produced two volunteers, subject to the requirement as stated by the Constitution. Alan Davis, a member living in Tring, was proposed by Carole Sampson and seconded by Peter Lea. All were in favour.

Sue Burchett explained that it has been normal practice for the auditor to receive a liquid honorarium at Christmas time, and asked members if they were in favour of continuing the same this year. All agreed.

**Change of Constitution.** Peter Lea explained that he had been co-opted onto Council for the purpose of re-writing the Constitution, and why changes were needed. These were:

- clearer wording, but substantially saying the same, as in clause 4.1 - membership

- \* incorporating what has previously been normal practice, as in clause 7(j) - members entitlement to attend Council meetings
- substantive changes, as in clauses 5.3 (c), and 5.1

Peter then enlarged on the reasons for the substantive changes.

5.3 (c): a new clause designed so that NABO would not be brought into disrepute. It is envisaged that this clause is so that Council will be informed, rather than create a need for a member to be excluded from Council.

5.1: the reduction in Council members from sixteen to twelve is proposed for three reasons:

- 1) sixteen people at a meeting can be unwieldy
- 2) it is difficult to fill all the places
- 3) it might create an opportunity to involve more members without them having to attend Council meetings.

Peter then answered questions from the floor.

Penny Barber suggested that the Council nomination form should contain space for a member to make the appropriate declaration of interest as stated in 5.3 (b). This was thought to be a good idea, and will be adopted. She was further concerned by the use of the word 'threatened' in 5.3 (c). Peter explained that this was not meant to be anything sinister, just that someone may have received a letter suggesting litigation etc. Geoff Rogerson said it was merely a provision.

Mike Kelly asked if it was legal. Peter answered that it is.

Chris Boxall asked for confirmation that there is not change to the range of NABO's representation, as in 2 (a). Peter Lea confirmed this

John Denton felt that the General Secretary and Treasurer should always be Council members. Peter reminded him of the times when a treasurer would go to a meeting, sign a few cheques, and whinge about having to go. He therefore felt it possible for the work to be done by both posts whilst not on Council. Christine Denton agreed with Peter regarding the treasurer, as finding someone to do the work is always difficult.

Carole Sampson felt that all officers of the Association should be on Council. As the General Secretary is currently writing letters of a personal nature - bereavement for example - to members, she felt these would have more standing if the author were on Council. She further questioned the advisability of having to rely on one of just the Chairman and Vice-Chairman to make a meeting quorate, and thought there was an anomaly about Council electing officers who weren't there at the time, should they not be on Council.

Peter, supported by Adrian Stott, felt that either the Chairman or Vice-Chairman SHOULD always be at Council meetings, that the personal letters can be signed by the Chairman, and that the anomaly did not exist as Council could elect someone in their absence.

Stuart Sampson felt that if adopted, it would mean that two officers of NABO would not have a vote at Council meetings. Peter felt that this didn't matter.

Penny Barber felt that an additional sentence is required, namely "In the event that they are not (on Council). clause 5.3(c) applies to them."

Chris Boxall asked if the clause - 5.3(c) - would apply to those members who attend local User Group meetings.  
Peter replied 'no'.

Peter Foster felt that the six-week in advance deadline for the submission of a nomination for Council to be too long a period.  
Peter explained that the time is needed for the mailing out of the details of the nominees and any resolutions, as processing and printing are involved.

Peter Foster also reminded us that inland waterways include rivers as well as canals. He suggested that in clause 2 (a), 'waterways' should be changed to 'waters'.  
Chris Boxall felt that this might be a substantive change, as it could include dinghies on ponds etc., and that such waters and vessels have not traditionally been part of NABO's remit. He suggested it be considered further by Council and be raised at the next AGM.

Peter Foster felt that clause 5.6 needed clearer wording, to specify that the Chairman and Vice-Chairman should be Council members.  
Peter felt that this is stated by default.

Proposed Peter Lea, seconded by Stephen Peters that the changes be adopted.

The vote: In favour 13, Against 1, Abstentions 4.  
The changes were adopted.

Election of Council Members. Eight people are standing for Council, namely, Aileen Butler, Celia Kennedy, Stephen Peters, Gordon Reece, Geoff Rogerson, Carole Sampson, Stuart Sampson, and Peter White.

As there was no need for an election, proposed Sue Burchett, seconded Peter Lea, and with all in favour, all were elected to Council for the year 2003-2004.

At this point, the new Council adjourned to elect its officers whilst lunch was taken.

Introduction of new Officers. For the year 2003-2004,

Chairman	Stuart Sampson
Vice Chairman	Geoffrey Rogerson
General Secretary	Carole Sampson
Treasurer	Gordon Reece, with David Harle continuing to do the book-keeping.

Stuart Sampson thanked Sue Burchett for her work as Chairman, and presented her with a pair of cut-glass, engraved, wine goblets, and Geoff Rogerson presented her with something to put in them. Stuart told members about meetings he had attended, with the National Navigation Users' Forum, British Waterways, and the Parliamentary Waterways Group. He noted at the latter, that Robin Evans, BW Chief Executive, talked about rebuilding trust with boaters.

Presentation. Adrian Stott gave a presentation entitled "Waterway Dossier Initiative". He explained that the idea had come as means of getting the membership involved, as Council cannot do everything, and, as NABO has been accused of always being negative, it would enable a

more positive approach, dealing with matters which directly concern members.

He proposes a dossier for each waterway, pound by pound, covering all issues, such as moorings, towpath, grass, lock equipment, etc.

Council will delegate responsibility for co-ordinating the scheme to one person. Regional Secretaries will contact local members for help. Hopefully, members will undertake to keep a notebook on one stretch of waterway, either one which they cruise regularly, or cycle the towpath or where the dog is walked. Each stretch would need to be visited 2-4 times per year, preferably by land and by water. The Regional Secretary would collate the information, meeting those helpers as necessary.

This would lead to better contact with Waterway Managers. A meeting would be held between staff, Reg. Sec. and helpers annually, to go through the dossier from the following standpoints:

- Do you agree these things aren't right?
- What can be done about them?
- When will it be done?

Proposed actions can be followed up the following year.

This will have a beneficial knock-on effect. Are problems more widespread? This could lead to Council becoming more aware of potential national issues. Other advantages are that more of the membership would become involved, who may then wish to join Council, and it may lead to formation of policy.

How will this be done? Adrian will run a pilot scheme in the London area this winter, with other areas next year. He will organise the criteria, and a form to use so that all reporting will be consistent.

Christine Denton asked if the dossier would include incidents of vandalism. Adrian replied that it could, and should include anything of concern to boaters.

Peter Foster asked Adrian to remember that rivers need different criteria to canals.

Carole Sampson asked, of those members present who had perhaps never been to an AGM before, how many would volunteer to help with this. There was a unanimous show of hands.

The Chairman thanked Adrian. The discussion ended with applause to him.

### Questions from the floor.

1) Chris Boxall asked about developments regarding the Boat Safety Scheme. Trevor Rogers, as NABO's representative, came forward to reply.

He explained that there are three committees, the Technical Committee which is made up of representatives from the trade and surveyors - NABO is the lone user group here - , the Advisory Committee which is made up of representatives from the trade and user groups, and the Management Committee which makes the decisions.

After much pressure, the Technical Committee agreed to adopt a risk-based approach, taking into account the Regional Craft Directive. Each item has been considered with regard to essential safety requirements: which mandatory items could become advisory, or be removed altogether. Six sections have already been re-appraised, there are two more to go. Concern has been expressed about variability between examiners.

The re-launch is due in January at the Boat Show, but Trevor is pressing for a delay in order to do the job properly. January should bring a statement of progress, and Trevor thought the re-launch would occur in April at the earliest.

The Chairman thanked Trevor.

2) Information about the trial Moorings Code was requested. Mike Kelly asked how big the problem is. The Chairman replied that on the Kennet & Avon, South Oxford, and southern Grand Union, there are a lot of problems, but not elsewhere. NABO had taken legal advice about this, and had been told that it is ultra vires. Stuart further informed members of the on-line poll, which had produced a wide variety of responses, but that it would seem that boaters were in favour of a system of charging for overstaying.

Penny Barber felt that BW haven't got to the bottom of the problem.

Stuart Sampson said that NABO had a problem when told of an adjudicating panel made up from representatives from user groups: what if the scheme is unlawful? He had since been reassured that such a panel would deal with appeals only.

Geoff Rogerson said that the Moorings Code could not be a condition of licence.

Penny Barber felt that bullying was built into the scheme.

Peter Lea feels that there is a 'parking' problem, and should be dealt with as such. A housing problem should be dealt with accordingly.

Adrian Stott said that the use of existing powers by BW does not work, as cases have been thrown out of court due to the lack of definition of the word 'place'.

Geoff Rogerson says there will be a finalised Mooring Code eventually, once the consultation process is complete (!). We will have to decide what to do about it, and would need to consult members if Council feels the need to go for a judicial review.

Stuart Sampson thought we could approach other bodies to share in the cost of a judicial review.

Stephen Peters said that other bodies and our own members feel that everyone should have an official mooring, and that NABO should not be involved with this issue.

David Fletcher, as a continuous cruiser, feels sorry for those who have to pay mooring fees even when they are cruising. He would urge such folks to branch out as the towpath scene is a lovely

life and the camaraderie is second to none.

Trevor Rogers stated that BW have admitted that they cannot enforce the code, but threats are still being made on the ground.

Geoff Rogerson finished by saying that NABO's objection is that the code is not legal, and exceeds BW's powers.

3) Geoff Monk asked about progress with the Charter Mark Issue, wondering if it was a good idea for NABO to be challenging in this area, as it would be very demoralising for BW staff.

Carole Sampson explained that she had only received a small amount of feedback, all of which describes bad experiences with BW. She told those present about recently-written letters which have not been replied to, and feels that we have to do something when BW seem to have no intention of getting its act together.

Stephen Peters thinks there is no chance of having the Charter Mark removed, but the Openness and Accountability document had appeared, so we must try to make BW conform to its own procedure as stated.

Carole Sampson said that whilst we will probably do nothing with the information, at least BW know that we are keeping an eye on its performance.

Peter Lea agreed with this, also adding that BW are doing a good job of demoralising its staff without any outside help, and that he had heard the 'rebuilding trust' sentiment many times before. We should believe it when we see it.

There being no further business, the meeting closed at 3p.m.

**NATIONAL ASSOCIATION OF BOAT OWNERS**

**ACCOUNTS**

**31 MARCH 2003**

**AUDITOR'S REPORT TO THE MEMBERS OF THE  
NATIONAL ASSOCIATION OF BOAT OWNERS  
For the year ended 31 March 2003**

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**Page 1**

We have examined the books and records of the Association and have verified that the Association's accounts are in accordance with them, and the information and explanations provided, and are free of material misstatement.

We have not carried out an audit as defined by the Auditing Practices Board of the Consultative Committee of Accountancy Bodies.

Tilman + Co  
Chartered Accountants  
05 November 2003



**INCOME AND EXPENDITURE ACCOUNT**  
**For the year ended 31 March 2003**

	Notes	£	31 3 03 £	£	31.3.02 £
<b>INCOME</b>					
Membership fees	1		17,712		17,217
Donations			1,302		1,448
Profit on merchandise sales			92		313
Advertising revenue			385		638
Deposit interest	3		245		531
<b>TOTAL INCOME</b>			<u>19,736</u>		<u>20,147</u>
<b>LESS EXPENSES</b>					
Printing & distribution of newsletter			7,413		6,776
Rallies & marketing expenses			5,505		2,046
Printing postage & stationery			2,496		2,016
Telephone & office expenses			935		1,314
Travelling & conference expenses			4,068		4,606
Room hire & meeting expenses			615		1,447
Subscriptions & donations			303		702
Insurance			634		528
Secretarial & computer support			649		195
Storage costs			335		301
Legal costs			0		874
Web Site costs			182		69
Sundry expenses			612		138
Provision against investment			1,000		0
Depreciation of fixed assets			900		576
			<u>25,647</u>		<u>21,588</u>
<b>EXCESS OF EXPENDITURE OVER INCOME</b>			<u>(£5,911)</u>		<u>(£1,411)</u>

**BALANCE SHEET**  
**Monday, March 31, 2003**

	Note	£	31 3 03 £	£	31 3 02 £
TANGIBLE FIXED ASSETS	2			2,060	1,542
INVESTMENT					
Share (Boats on Show Ltd)	3			0	0
CURRENT ASSETS					
Stock - Merchandise			692		603
- Promotional goods & stationery			650		995
Debtors & prepayments			731		598
Bank current account			29,391		1,864
Cash on deposit			0		32,245
			<u>31,464</u>		<u>36,305</u>
CURRENT LIABILITIES					
Trade creditors			1,798		1,413
Accruals			862		1,051
Advance subscriptions			9,943		8,551
Corporation tax	4		427		427
Capital Gains tax			169		169
			<u>13,199</u>		<u>11,611</u>
NET CURRENT ASSETS				18,265	24,694
TOTAL NET ASSETS				<u>20,325</u>	<u>26,236</u>
RESERVES					
Balance brought forward 31 March 2002				26,236	27,647
Excess of Expenditure over Income for the year				(5,911)	(1,411)
				<u>£20,325</u>	<u>£26,236</u>

## NOTES TO THE ACCOUNTS

Monday, March 31, 2003

## 1. MEMBERSHIP FEES

Membership fees are shown net of a reserve for advance subscriptions. At any time the Association has a commitment to each member to provide a service for the length of time up to his or her renewal date. The reserve accounts for this commitment. No provision for debts has been included in respect of unpaid increases in membership fees. This cannot be quantified.

## 2. TANGIBLE FIXED ASSETS

	Total	Office Equipment	Other Fixtures
Cost brought forward	6500	5732	768
Additions	1418	1418	0
Cost carried forward	<u>7918</u>	<u>7150</u>	<u>768</u>
Depreciation brought forward	4958	4208	750
Charge for the year	900	894	6
Depreciation carried forward	<u>5858</u>	<u>5102</u>	<u>756</u>
Net book value 31 March 2003	<u>2060</u>	<u>2048</u>	<u>12</u>
Net book value 31 March 2002	<u>1542</u>	<u>1524</u>	<u>18</u>

## 3. INVESTMENT

One share is held at cost of £1,000 in Boats on Show Limited. No accounts have been prepared to date. A full provision has been made against this investment as it is not considered to be worth cost.

## 4. INVESTMENT

Deposit interest is received gross. Provision for Corporation Tax is not payable at this level of income (2002 10%). Previous years Corporation Tax is included under Current Liabilities.

## 5. BOOKS OF ACCOUNT

All members are welcome to inspect the Association's financial records at any time mutually convenient to the member and the Treasurer. Please contact the Treasurer if you wish to exercise this right.

# THE NABO CONSTITUTION (from 2003)

## 1. NAME

The Association shall be known as the National Association of Boat Owners.

## 2. OBJECTS

The objects of the Association shall be as follows:

- (a) to provide effective representation for owners of vessels on Britain's inland waterways on any subject or matter which is relevant to the owners of such vessels.
- (b) to organise events, demonstrations, rallies or other activities which in the opinion of the Council will further the object in clause (a) above, but not to organise or actively engage in any event which would in the opinion of the Council bring the Association into disrepute.

## 3. POWERS

In furtherance of the above objects, the Association shall have the following powers:

- (a) to assist financially or otherwise any appropriate bodies whether official or otherwise;
- (b) to promote by visits, meetings, publications, exhibitions or lectures, any of the above objects;
- (c) to secure publicity for the promotion of the objects of the Association.

## 4. MEMBERSHIP

### 4.1 Classes

The Association shall have the following classes of member:

- (a) **Full** member, entitled to attend and vote at general meetings, subject to Clause 6.1 (c). Family members shall have full membership rights.
- (b) **Associated** member, entitled to attend, but not to vote at, general meetings.
- (c) **Affiliated** member, entitled to have a representative attend, but not to vote at, general meetings.

### 4.2 Eligibility

An applicant shall be eligible for membership of the Association only if the applicant supports the objects of the Association set out in Clause 2 and agrees to be bound by this Constitution. In addition:

- a) An applicant shall be eligible for full membership only if the applicant is a person who owns a vessel capable of use on Britain's inland waterways.
- b) An applicant shall be eligible for associated membership only if the applicant is an individual.
- c) An applicant shall be eligible for affiliated membership only if the applicant is an organisation.

### 4.3 Becoming a Member

A person or organisation shall become a member of the Association only by:

- a) Being admitted by the Council, having applied for membership using the application form prescribed by the Council, or being co-opted by the Council, and
- b) Paying the applicable subscription fee.

The Council shall have the power to:

- Refuse to admit any applicant as a member and need give no reason for such refusal unless a request for a reason is made by the applicant in writing.
- Decide that an organisation and its representatives shall be ineligible for membership on the grounds that the organisation's aims may be incompatible with the objects of the Association.

### 4.4 Information for Applicants

The Association shall provide on request to each prospective applicant for membership:

- A membership application form.
- A copy of this constitution.

### 4.5 Period of Membership

Membership shall continue until one of the following occurs:

- a) Fourteen months has elapsed from admission to membership or renewal of membership, whichever is more recent.
- b) The member submits his resignation from membership to the Council in writing.
- c) The membership is cancelled by the Council.

#### **4.6 Renewal**

A member may renew membership for a further year by applying to the Association and paying the required subscription fee.

### **5. THE COUNCIL**

#### **5.1 Composition**

- a) The management of the Association shall be carried out by a Council hereinafter referred to as "the Council".
- b) The Council shall consist of not less than four and not more than twelve full members.

#### **5.2 Becoming a Council Member**

A person shall become a member of the Council only by being eligible and being either elected at a General Meeting of the Association or co-opted by the Council.

#### **5.3 Eligibility**

- a) Only full members are eligible to be nominated for election to or to be members of the Council.
- b) Any member seeking election or re-election to the Council who is, or has at any time in the previous 12 months, held any position of influence or authority in any organisation which is involved with the inland waterways, or has any personal interest which is likely to affect their dealings with outside bodies on behalf of the Association, shall declare their interest at the time of being nominated for the Council. In the event that no such declaration of interest has been made and such an interest is subsequently found to exist then that person will be debarred from continuing to serve on the Council.
- c) Any member seeking election or re-election to the Council who is, or has been at any time in the previous six years convicted of any criminal offence, or involved in or threatened with litigation, or involved in or threatened with formal insolvency proceedings, or the subject of a formal inquiry, shall declare the full circumstances and current status at the time of being nominated for the Council. In the event that no such declaration has been made and such circumstances are subsequently found to exist then that person will be debarred from continuing to serve on the Council. If such a declaration is made and the member is elected to Council, then they shall inform Council promptly of any significant changes to their interest or the circumstances. In the event that Council considers that any of the matters disclosed are sufficiently serious they may apply the criteria and procedures set out in Clause 7(f) to exclude the member from Council or from eligibility for election to Council.

#### **5.4 Election**

- a) Members of the Council shall be elected at the AGM for a term of one year from among those nominated.
- b) Each nomination for election or re-election to the Council shall include the name of the person nominated, be signed by the nominee to indicate willingness to be nominated, be signed by a proposer and seconder who are both full members, and be received by the General Secretary not less than forty two days before the AGM.
- c) In the event of a contested election a ballot shall be taken and two tellers shall be appointed to collect and count all the votes.

#### **5.5 Period of Being a Council Member**

- a) The term of office of each member of the Council shall expire at the beginning of the succeeding AGM, or immediately upon resignation of the member from the Council, or upon the member of the Council ceasing to be a full member of the Association, or upon the member being excluded from Council.
- b) Any member of the Council absenting himself or herself for three consecutive meetings without reason acceptable to the Council shall be deemed to have resigned from the Council.

#### **5.6 Officers**

The Council shall elect the Association's Officers who shall comprise a Chairman, Vice Chairman, General Secretary and Treasurer. An Officer's title, e.g. "Chairman", identifies the position, not the sex of the holder. The election shall be by secret ballot if this is requested. These elections shall take place during a formal Council meeting held as soon as practicable after the election of the Council. The General Secretary and Treasurer need not be Council members. In the event that they are not, Clauses 5.3 (b) and (c) nonetheless apply to them.

## **6. GENERAL MEETINGS**

### **6.1 Annual General Meeting**

a) An Annual General Meeting shall be held each calendar year to:

- Receive the Chairman's report.
- Approve audited financial statements for the previous financial year ending on 31st March.
- Determine the annual subscription rates.
- Elect the Council members.
- Appoint an auditor.
- Consider any proposed alterations to the Constitution.
- Deal with business brought forward by the Council or members' resolutions. Such resolutions duly proposed and seconded must be received by the General Secretary not less than forty two days before the meeting, and shall be distributed to all members before the meeting.

b) Council shall make arrangements for members to be able to submit postal or proxy votes in the event of an election being required under Clause 5.4 (c), or a vote under any of the sub-clauses of (a) above, if they so request.

c) Full members joining the Association less than 42 days before an Annual or Special General Meeting, or under eighteen years of age, shall not be entitled to vote at that Meeting.

d) A notice convening the AGM together with an agenda shall be sent to all members no less than twenty one days before the date of the meeting. Council shall give adequate notice of meeting dates and deadlines for motions and nominations to enable members to put them forward within this Constitution's time limits if they so wish, and provide full details to members of any proposed motions or amendments to this Constitution.

### **6.2 Special General Meetings**

A Special General Meeting may be called by sending to the General Secretary a resolution or resolutions signed by at least twenty five full members, or by resolution of Council.

a) The Special General Meeting is to be held within fifty six days of the General Secretary receiving such a resolution or resolutions.

b) Notice convening this meeting shall be circulated to all members not less than fourteen days before the date of the meeting.

c) The meeting shall consider the resolution or resolutions referred to above but shall conduct no other business.

d) Council shall make arrangements for postal or proxy votes, as in Clause 6.1 (b).

## **7. COUNCIL MEETINGS, POWERS AND PROCEDURES**

a) The Chairman shall call a meeting of the Council as required but not less than once every three months. A special meeting of the Council may be called on the written application of at least three of the Council members.

b) The Chairman of the Association shall be the Chairman of the Council and shall chair all Council meetings unless absent or unwilling to do so, in which case Council shall elect one of its members to chair that meeting.

c) The quorum at a meeting of the Council shall be one third of the number of the Council members holding office at that time, but shall never be less than three, and shall include one of the Association's Officers.

d) The Council may co-opt full members on to Council, subject to Clauses 5.1 (b), 5.3 and 5.5 above. No individual shall be co-opted for more than two successive years.

e) The Council may make rules of procedure not at variance with this Constitution.

f) The Council is authorised to prepare a newsletter or magazine and other publications for members' benefit.

g) The Council may exclude from membership any member if there is evidence that the actions of the member are in opposition to the objects of the Association, or are likely to bring the Association into disrepute, providing that a resolution is passed by a two thirds majority of the Council. Prior to exclusion the member shall be informed of the intention to exclude, and shall be given the opportunity to state his or her case at the next meeting of the Council.

h) Minutes of all the Council meetings shall be taken and shall be approved as a true representation at the following meeting of the Council. All minutes shall be available for inspection by any member of the Council and by any member of the Association except for minutes involving personal matters relating to individual

members or matters falling under Clauses (g) above and 5.3 (b) and (c) which shall remain confidential.

i) Notice (including an agenda) shall be given to every member of the Council, and should be at least 14 days in advance of all meetings of the Council. In special circumstances shorter notice may be necessary but shall never be less than 48 hours. Where less than 14 days notice has been given, the reasons for the short notice shall be recorded in the minutes of the meeting.

j) Members of the Association shall be informed of the dates and venues of Council Meetings and shall have the right to attend, provided they advise the Chairman or General Secretary of their intention to do so. They may be allowed to speak, but may not vote.

## **8. FINANCIAL MATTERS**

### **8.1 Bank accounts and Signatories**

The Treasurer shall have charge of the funds of the Association. These shall be deposited in accounts in the Association's name with a clearing bank or other United Kingdom licensed deposit taker. Cheques or other withdrawals shall be signed or authorised by any two of the Officers of the Association. In the event that two or more Officers are related then Council shall designate alternative Council members as signatories.

### **8.2 Audits**

The Association's financial statements shall be audited annually. The auditor shall be a member of a professional body recognised by the Companies Act 1985 as Auditors, but need not be currently registered as an Auditor. The auditor must not be an Officer of the Association or a member of the Council. Council may set the scope of the audit, but with the agreement of the auditor.

### **8.3 Subscriptions and Donations**

The Association shall have the power to levy and collect membership subscriptions as they fall due.

The Association shall not accept donations or any other forms of benefit where such donations or benefits are given subject to conditions which would restrict the activities of the Association or where the donor may obtain influence over the Association in consequence of giving the donations or benefits.

## **9. GENERAL MATTERS**

### **9.1 Alterations to the Constitution**

Alterations to this Constitution can only be made at the AGM or at a Special General Meeting, notice of which must specify the proposed changes. Any alteration to the constitution must have a two thirds majority of those present voting in favour of the resolution, provided that no alteration is made to this clause, clause 2 or clause 9.3.

### **9.2 Honorary Officers**

The Association may have an Honorary President and Vice-President(s) who shall be invited by the Council to hold office until either they or Council decide otherwise.

### **9.3 Winding Up**

If on the winding up or dissolution of the Association there remains after the settling of all liabilities any property whatsoever, this shall not be paid to or distributed among the members of the Association, but shall be given to such a registered Charity or charities established for similar charitable purposes as the Association shall decide.

*Accepted at AGM 15/10/03*