

Constitution and Rules of the Leisure Owners Association

SECTION 1 - NAME AND OBJECTIVES

- 1.1 The name of the Association will be "The Leisure Owners Association" (hereinafter referred to in this document as the "Association").
- 1.2 The objectives of the Association will be to:
- a) Maintain a comprehensive Internet presence, including a discussion forum to promote and provide for the exchange of ideas between Members.
 - b) Maintain a comprehensive technical library.
 - c) Periodically publish a digital magazine in which Members can relate their experiences and express their views upon matters of interest.
 - d) Facilitate the supply of specialist spares and moulded parts for Leisure Yachts to Members of the Association.
 - e) Invest in such tools, patterns and moulds as may be required to support the provision of spare parts and mouldings.
 - f) Facilitate social and other functions for Members, if required.

SECTION 2 – MANAGEMENT OF THE ASSOCIATION

2.1 Officers and Committee Members

The Association will be managed by the Committee which will comprise officers and committee members:

- a) All officers and committee members of the Association must be members of the Association.
- b) The officers of the Association will be a Commodore, Administrator and Treasurer. Officers will be elected each year by an on-line vote which will precede the Annual General Meeting. Officers will hold office for one year, retiring at the termination of the next Annual General Meeting.
- c) The officers will jointly manage the affairs of the Association within the duties defined in these Rules. Officers will not act alone when making any significant decision with respect to the affairs of the Association.
- d) Officers will normally be eligible for annual re-election, up to a maximum of three consecutive years in office, at which time upon retiring; will stand down for a minimum period of one year before seeking re-election to any post. However, if no nominations have been received, the retiring officer may be nominated for re-election-providing that he/she agrees.
- e) Two committee members may additionally be elected to assist the Officers in the management of the Association. Committee members will be elected by an on-line vote which will precede the Annual General Meeting, and will hold office for one year, retiring at the termination of the next Annual General Meeting.

2.2 Candidates for Election to Committee

Candidates for election to the Committee will be those members of the retiring Committee eligible and willing to offer themselves for re-election (Rule 2.1d) and such other members whose nomination, with their consent, will have been received by the Commodore, by the due date. Details of all candidates will be included in the Annual Report (see Section 4).

2.3 Election of Committee Members by On-Line Vote

- a) If nominations, received for the committee, match the committee posts required there is no requirement for an on-line vote and the committee will be elected en-bloc if the members present at the Annual General Meeting agree.
- b) If there is more than one candidate nominated for a committee post, then the following shall apply:
 - i) A separate on-line vote shall be conducted for each post where there are multiple nominations.
 - ii) The candidate securing the most votes will be elected to take effect at the conclusion of the subsequent Annual General Meeting.
 - iii) If candidates secure an equal number of on-line votes, then a further vote by show of hands will be conducted at the Annual General Meeting to determine the successful candidate.

2.4 Co-opted Committee Members

If for any reason an unexpected vacancy should occur, the Committee may co-opt a member to fill such a vacancy until the next following Annual General Meeting.

2.5 Management of the Association by Committee

- a) The Committee will manage the affairs of the Association according to the Rules and will cause the funds of the Association to be applied solely to the objectives of the Association or for a benevolent or charitable purpose nominated by a General Meeting.
- b) A minimum of 3 members of the Committee will form a quorum and the Commodore (or Chairman in his/her absence) will have a second or casting vote in the event that equal numbers of Committee Members vote for or against a motion. Decision making may be ex-Committee, e.g. by e-mail, by telephone or by any other means.
- c) Minutes or Notes will be kept of all Committee Meetings and ex-Committee decision making, and will be filed in the Association records.

2.6 Nomination of Honorary Members by Committee

The Committee may nominate in the Annual Report such Honorary Members as the Committee may think fit. The total of such members will not however exceed five percent of the total number of members.

2.7 Duties of the Commodore

The Commodore will:

- a) Lead Association activities, and maintain contact with all Members as far as may be practicable.

- b) Give notice of the Annual General Meeting to the membership by e-mail and invite nominations for officers and committee members, at least 42 days before the date of the Annual General Meeting.
- c) Ensure that an Annual Report is prepared and distributed by e-mail to the Membership, together with an on-line voting invitation and Annual General Meeting Agenda, not later than 21 days before the date of the Annual General Meeting.
- d) Ensure that the Annual Report includes the items of information listed in Section 4.
- e) Organise the venue for the Annual General Meeting at a place and time convenient to as many Association Members as is reasonably possible.
- f) Ensure that the Annual General Meeting is properly established and managed in accordance with the Constitution, and that the minutes of the meeting are made available to the Membership via the Association website.
- g) Prepare an Annual Statement for inclusion in the Annual Report.

2.8 Duties of the Administrator

The Administrator will:

- a) Administer the registration of new membership accounts onto the Discussion Forum after ensuring joining fees are correctly paid.
- b) Ensure that Members use the Discussion Forum correctly and adhere to the Discussion Forum rules.
- c) Cease membership accounts if Members fail to comply with the requirements of membership (Rule 3.2) or persistently fail to comply with the Discussion Forum rules.
- d) Minute Association meetings, and maintain Association records as required by the Rules.
- e) Prepare an Annual Statement for inclusion in the Annual Report.

2.9 Duties of the Treasurer

The Treasurer will:

- a) Ensure such books or records of account are kept as are necessary to give a true and fair statement of the finances of the Association.
- b) Make the books, records and bank statements available upon request to the Commodore and or Committee of the Association.
- c) Prepare an Annual Income and Expenditure Account, a Forecast for the forthcoming financial year, a Statement of Bank balances, and ensure that such accounts are examined independently at least once annually and will make the same available to the Members of the Association in the Annual Report.
- d) Draw to the attention of the Committee any predicted and significant worsening of the Association's financial health.

- e) Recommend to the Committee a person suitable to act as examiner whose duties will be to review the accounts of the Association, when called upon to do so, and will give such assurance as to the accuracy of the said accounts as required by law or by the Committee.

2.10 Support Team

2.10.1 Editor

The Committee will appoint a Member of the Association to be the Editor of a magazine. The magazine will be published periodically, as determined by the Committee, and made available in digital form, on the website, to all Members of the Association.

2.10.2 Webmaster

The Committee will appoint a member of the Association to be Webmaster, who will be responsible for maintaining a website and a technical Internet environment for the Association.

2.10.3 Others

The Committee may create such other Support Team posts as it considers appropriate, including regional coordinators and technical experts.

SECTION 3 - MEMBERSHIP

3.1 Categories and Voting Rights of Membership

There will be the following categories of Membership with power to vote at all meetings of the Association or on-line, as indicated here.

- a) MEMBER - being a person meeting the requirements of Rule 3.2, will have one vote. The expression "Member" will include the partner of the member and immediate children, less than eighteen years of age, of the member. The family unit will have one vote exercisable by either the Member or his/her partner. In the event that more than one member of a family is elected to be an officer of the Association, then each will be entitled to be a Member in their own right and each will be entitled to one vote.
- b) HONORARY MEMBER - who will be nominated and elected in the manner described in Rule 2.6, will have one vote.

3.2 Eligibility for Membership of the Association

- a) All members will have a Discussion Forum account. Active membership of the Discussion Forum constitutes membership of the Association.
- b) Any person, whether or not the current owner (or part owner) of a Leisure yacht will have the right to Membership of the Association, if the prescribed Membership formalities are completed, the person agrees to abide by the Rules of the Association, and they have paid the non-refundable joining fee.
- c) The Committee may exclude Members who persistently abuse the Discussion Forum (i.e. fail to adhere to the Forum Rules).
- d) Membership will automatically lapse for any Member who fails to maintain a valid e-mail address on their membership account. Updated e-mail addresses may be supplied to the Administrator or directly edited by the Member on their Discussion Forum account.

- e) Members who wish to resign may give notice to the Administrator by e-mail. Joining fees and subscriptions are non refundable.
- f) Membership automatically lapses for any member who does not log on to the Discussion Forum for a period of twelve months and the member may thereafter be liable to pay a re-joining fee.

3.3 Joining Fee and Subscriptions

The Joining Fee and any further subscriptions, will be proposed by the Committee to the Members in the Annual Report.

SECTION 4 - THE ANNUAL REPORT

4.1 Decision Making and the Role of the Annual Report

The Annual Report will be the official record of the management of the Association. All significant information relevant to the affairs of the Association, issues arising, proposals for change and end of year financial statement will be contained in the Annual Report.

4.2 Annual Report Contents

The Annual Report will (as a minimum) contain the following items:

- a) Statement from the Commodore on matters arising from previous Annual General Meeting.
- b) The Treasurer's Statement and Annual Accounts.
- c) The Administrator's Statement.
- d) Nominations for the Committee.
- e) Minutes of the previous Annual General Meeting.

4.3 Annual Report Distribution to Members

The Annual Report will be made available on the Association website, and a notification e-mail will be sent to all members. The notification e-mail will include details of the forthcoming Annual General Meeting and the Agenda.

4.4 Annual Report On-Line Vote

- a) Members will be given the opportunity to vote on-line whether or not to accept the Annual Report, and also will have the facility to provide comments on its contents. The results of the on-line vote and any comments received will be presented to the Annual General Meeting.
- b) Members will be granted at least 10 days to record their on-line vote following notification by e-mail.
- c) In the event that the Annual Report is not acceptable to the majority of members voting on-line, or is invalid because less than the required 10 members voted, then this will be reported at the Annual General Meeting to the Members present who will discuss and decide on a suitable course of action.

SECTION 5 - MEETINGS OF THE ASSOCIATION

5.1 Annual General Meeting

- a) An Annual General Meeting of the Association will be held each year on a date to be fixed by the Committee. The principal purpose of the Annual General Meeting will be to receive the Annual Report, the formal acceptance of which will be determined by the results of the on-line voting (Rule 4.4).
- b) A Social Event may be held at the conclusion of the Annual General Meeting e.g. a lunch or other activity as determined by the Committee and Members present.

5.2 Chairman at Meetings

At every meeting of the Association the Commodore, or in his/her absence, a Committee member elected by those present to be Chairman, will preside.

5.3 Quorum at Meetings and On-Line Voting

Ten Members or Honorary Members will form a quorum either at a General Meeting, Annual General Meeting or when voting on-line.

5.4 Business at Annual General Meeting

The business to be completed at the Annual General Meeting will include:

- a) Commodore's address
- b) The Annual Report, including:
 - i) Results of the on-line vote.
 - ii) Results of the Committee election.
 - iii) Comments made on-line by members.
- c) Discussion of Issues arising from the Annual Report.
- d) Other reports and statements, including those from the Support Team as may be available.
- e) Presentation of Awards.

Upon completion of such business any Member having any point to raise in the interests of the Association will be free to make that point known in order that full and free discussion may take place, the depth and extent of such discussion being at the discretion of the Chairman.

The new Committee will become effective at the conclusion of the Annual General Meeting.

5.5 Special General Meeting

- a) The Committee may at any time, upon giving notice of at least 21 days, convene a General Meeting of the Association for any special business the nature of which will be stated in the summons convening the meeting and the discussions at such meeting will be confined to the business stated in the notice sent to the Members.
- b) The Committee will similarly call a General Meeting after a written or e-mailed request by at least ten Members, addressed to the Committee. The discussion at such a meeting will be confined to the business stated in the notice sent to Members.

5.6 Voting On-Line

- a) The on-line voting mechanism will permit a single vote by each Member of the Association and provide facilities for members to add comments to the vote.
- b) The same single vote mechanism will apply to any on-line poll conducted to consider a Rule change, or other significant issue.

5.7 Voting at Meetings

- a) Members will be able to vote upon any proposal that is properly proposed and seconded, at any meeting of the Association. Voting will be by a show of hands.
- b) In the case of an equality of votes, the Chairman will have a second or casting vote.

5.8 Voting on Rule Change

- a) Any resolution relating to the creation, repeal or amendment of any rule or regulation of the Association, will first be placed before either a General Meeting or an Annual General Meeting of the Association.
- b) If at least two thirds of members present agree the resolution; then the resolution will thereafter be will be the subject of an on-line vote.
 - i) If at least two thirds of members voting on-line agree the resolution then the resolution will automatically adopted.
 - ii) If the on-line vote fails to achieve the required two thirds majority, then the resolution will be placed before either a General Meeting or an Annual General Meeting of the Association for further clarification and revision as may be required; before a further on-line vote(s).

SECTION 6 - DISSOLUTION OF THE ASSOCIATION

6.1 Voting to Dissolve the Association

- a) Dissolution of the Association may be proposed in the following circumstances:
 - i) The Association ceases to be financially viable.
 - ii) No members are willing to serve as Officers.
- b) Any resolution to dissolve the Association will first be the subject of an on-line vote:
 - i) If at least two thirds of members voting on-line agree the resolution; then the resolution will thereafter be placed before either a General Meeting or an Annual General Meeting for a final decision.
 - ii) If the on-line vote fails to achieve the required two thirds majority, then the resolution will be placed before either a General Meeting or an Annual General Meeting of the Association for further clarification and revision as may be required; before a further on-line vote(s).

6.2 Distribution of Assets

If, upon winding up or dissolution of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same will not be paid to or distributed amongst the Members of the Association, but will be given or transferred to the Funds of the Royal National Lifeboat Institution.