

CONSTITUTION OF THE EUROPEAN BOATING ASSOCIATION

PART I

NAME, PURPOSE, SECRETARIAT AND DURATION

Article 1 Name and Description

The European Boating Association (Europaischer Sportschiffahrtsverband, Association Européenne de Navigation de Plaisance) (EBA) is a civil, not for profit, recreational boat users' association, founded in 1982, and established in the United Kingdom as an Unincorporated Association whose members agree to be governed by these Articles.

Article 2 Purpose

The purpose of the EBA is to represent the mutually agreed common interests of national recreational boating unions and associations in Europe, and in particular:

- 2.1 To coordinate and develop recreational boating activities in Europe by exchange of information, and action on matters of mutually agreed common interest.
- 2.2 To promote the practice of all activities on the water, promoting and exchanging knowledge and experience between boat users' organisations in Europe.
- 2.3 To represent EBA members in Environmental, Regulatory and Technical matters affecting their safe enjoyment of recreational activities on the water.
- 2.4 To encourage the safe, unhampered and environmentally sustainable use of recreational boats on all European waters.
- 2.5 To provide the link between the European institutions and EBA Members for consultation and information on proposed EU directives and regulations.
- 2.6 To provide the link between other relevant global and regional organisations and EBA Members.
- 2.7 To enter into joint ventures and commercial transactions in pursuance of any of the above purposes.
- 2.8 To support as a Member any organisation agreed by the General Assembly, provided that the EBA shall not represent the policies or interests of its individual Members, or act on matters which are the responsibility of Members within their own states.

Article 3 Secretariat

EBA will not establish a permanent administrative headquarters and the Secretariat shall be at the address of the Federation of the elected President unless the General Assembly decides otherwise. The costs of the Secretariat shall be invoiced to the EBA in accordance with the budget that has been approved by the General Assembly.

Article 4 Duration

EBA is established for an unlimited duration and may only be dissolved by resolution at a Special General Assembly, or otherwise by the operation of Law.

PART II MEMBERS' RIGHTS AND DUTIES

Article 5 Members

There shall be the following categories of members:

- 5.1 Full Members who shall be
 - 5.1.1 National federations in European states which are members in good standing of the International Sailing Federation and/or the Union Internationale Motonautique or otherwise appearing to EBA to represent a substantial number of recreational boat users on a national basis within a European state.
 - 5.1.2 Other national federations in European states which represent other water sports and which are members in good standing of their appropriate international organisation.
(Provided that there shall be no more than four full members from the categories referred to in 5.1.1 and 5.1.2 above from each state)
 - 5.1.3 International groups within Europe representing other relevant user interests.
- 5.2 Observer Members, who shall be other federations, associations, unions or clubs with an interest in the work of the EBA.

Article 6 Admission of Members

Membership of the EBA is voluntary.

Membership of the EBA shall only be granted when the application has been submitted and accepted by the General Assembly and the appropriate fees have been paid.

Article 7 Obligations of Members

Members have the following obligations:

- 7.1 To comply with these Articles.
- 7.2 To pay all fees and other money when due.
- 7.3 To notify the EBA Secretariat of the changes of domicile or residence of the Member's headquarters or delegate and of any other relevant changes.

Article 8 Rights of Members

- 8.1 Full Members of the EBA shall enjoy the following rights, provided that all fees and any other money due have been paid
 - 8.1.1 To participate in ballots and deliberations of the General Assembly and to join in the election of the members of the Executive Committee. The President of a Full Member shall have the right to attend, vote, and speak at meetings. The appointment of a person to act in his name shall be placed on record in writing to the President before the meeting is opened, such appointment to remain valid for so long as the delegate is able to act or until withdrawn by the Member. Each Full Member shall have one vote plus one further vote for every 20,000 members (rounded up). Such

votes shall not be transferable except by formal written notice (which may be by e-mail) to the Secretary.

- 8.1.2 To receive information on EBA activities.
 - 8.1.3 To participate in any activities organised by the EBA.
 - 8.1.4 To use any of the services provided by the EBA.
 - 8.1.5 To have the accounts of the EBA inspected and audited by two Honorary Auditors (being nominated by Full Members from different states), elected at a General Assembly for a period of two years.
 - 8.1.6 To nominate candidates to fill vacancies on the Executive Committee.
 - 8.1.7 Where a Member has been present at a meeting, within two weeks of publication of the minutes on the EBA website, to propose amendments to the Secretariat in writing or electronically to such minutes to be considered at the next following General Assembly (provided that after two weeks of publication, in the absence of any proposed amendments, such minutes will be taken as approved).
- 8.2 Observer Members of the EBA shall enjoy the following rights, provided that all fees and any other money due shall be paid
- 8.2.1 To receive information on EBA activities.
 - 8.2.2 To participate in meetings organised by the EBA.
 - 8.2.3 To speak at meetings, but to have no voting rights.

Article 9 Forfeiture of Membership Status

Membership status will be forfeited by:

- 9.1 Resignation of the Member.
- 9.2 Delay of one year in the payment of fees or other money due.
- 9.3 By resolution of the General Assembly following repeated infringements of these Articles.
- 9.4 Loss of membership status shall be notified to the Member in writing in accordance with Article 25 at least one month before the next EBA General Assembly.

PART III

BODIES OF GOVERNMENT OF THE EBA

Article 10 Government and Administration

There shall be the following bodies of government:

- 10.1 The General Assembly.
- 10.2 The President.
- 10.3 The Executive Committee.

Article 11 General Assembly

- 11.1 The General Assembly is the supreme body of government of the EBA and shall consist of Full and Observer Members as provided in Article 5 hereof.

- 11.2 There shall be two meetings of the General Assembly in each year, to be held in the Spring and Autumn.
 - 11.2.1 The principal functions of the General Assembly shall be:
 - 11.2.2 To determine the purposes of the EBA in pursuance of the Objects referred to in Article 2 hereof
 - 11.2.3 To elect the President, Vice Presidents, Treasurer, Secretary, Auditors, and Committee Chairmen (the “Officers”) from time to time as provided for in these Articles
 - 11.2.4 To control the acts of the Executive Committee
 - 11.2.5 To decide the terms of reference of the specialist Committees
 - 11.2.6 At the Autumn General Assembly to consider and agree the budget and membership fees for the following financial year, and the election of the Officers, and at the Spring General Assembly to examine and approve the accounts, profit and loss account and report for the previous financial year.
 - 11.2.7 To consider and agree applications for Full or Observer Membership of the EBA.
 - 11.2.8 To appoint the Auditors.
- 11.3 Any Member may, not less than 60 days in advance (20 days in case of urgency, with the approval of the president), propose matters for discussion and decision, in accordance with standing orders agreed by the General Assembly from time to time.
- 11.4 Decisions shall be made by simple majority of those voting in person or by formal written notice (which may be by e-mail) to the Secretary.

Article 12 Call for General Assembly

- 12.1 Bids to host future General Assemblies shall, where possible, be discussed and approved at the General Assembly, and the chosen location and dates shall be approved by the Executive Committee and published on the EBA website as long as possible prior to the meeting. The Secretary will notify the Members by e-mail.
- 12.2 Formal notice of General Assemblies shall be given by the Secretary, at the request of the President, as long as possible prior to the date of the meeting, by e-mail to the Members.
- 12.3 The final agenda and any supporting papers shall be published by the Secretary not less than 30 days prior to the meeting by e-mail to Members and on the EBA website.
- 12.4 A Special General Assembly may be called in accordance with the provisions of Article 22 hereof.
- 12.5 A Quorum shall be no less than one third of the EU states represented by Full Members.
- 12.6 The General Assembly may from time to time agree a protocol for decisions to be made by e-mail between members in lieu of a General Assembly.

Article 13 Duties of the President

The President shall have the following duties:

- 13.1 To act as ambassador for the EBA.

- 13.2 To propose Chairmen of the specialist Committees to be appointed by the General Assembly.
- 13.3 To call and preside over meetings of the General Assembly and Executive Committee.
- 13.4 To approve all official EBA written communications.
- 13.5 To appoint the Secretary.
- 13.6 To approve minutes of General Assemblies and Executive Committee minutes for circulation by the Secretary.

Article 14 Executive Committee

- 14.1 The Executive Committee shall consist of:
 - 14.1.1 The President, who shall be entitled to vote.
 - 14.1.2 The three Vice Presidents, who shall be entitled to vote. (A Vice President may also serve as a Committee Chairman).
 - 14.1.3 The Treasurer who shall be entitled to attend and speak at meetings but shall have no vote.
 - 14.1.4 The Secretary who shall be entitled to attend and speak at meetings but shall have no vote.
 - 14.1.5 Meetings of the Executive Committee shall be by the members meeting in person or (provided that no member has objected) by e-mail. Half the voting members shall be a quorum.
- 14.2 In the case of an equality of votes the President shall have a second casting vote.

Article 15 Duties of the Executive Committee

- 15.1 The Executive Committee has full authority to act on behalf of the EBA, in accordance with the requirements of these Articles and with resolutions of the General Assembly and to take all such steps as are necessary in pursuance of those purposes.
- 15.2 Provided that the Executive Committee has no authority to incur financial liabilities in excess of the agreed budget on behalf of the Officers (or Members) of the EBA.
- 15.3 Without prejudice to the generality of Article 15.1 above, the Executive Committee shall have the following specific duties:
 - 15.3.1 To agree procedures for its own operation.
 - 15.3.2 To propose the Treasurer.
 - 15.3.3 To appoint Working Parties, to be sanctioned by the General Assembly following each appointment.
 - 15.3.4 To administer and draw on the budget of the EBA for the administration and management of the EBA and the payment of personal expenses incurred on EBA business.
 - 15.3.5 To sign correspondence and other documentation on behalf of the EBA.
 - 15.3.6 To ensure proper representation of the EBA before authorities, agencies, courts and tribunals of any kind, taking all such action to which it may be entitled, or dismissing it at any instance.
 - 15.3.7 To confer powers of attorney as full as may be appropriate by law upon third parties to represent and defend the interests of the EBA.
 - 15.3.8 To include any matter of interest for EBA in the written agenda of the General Assembly.

- 15.3.9 To delegate any of its powers to an Officer or any other person it may designate or empower for the purpose.

Article 16 Duties of the Vice Presidents

The Vice presidents shall have the following duties:

- 16.1 To replace the President in the event of absence or resignation. (In order of seniority, seniority being determined by length of time served as a vice president)
- 16.2 If a vacancy arises in the post of President, then the provisions of Article 21.6 shall apply.

Article 17 Duties of the Treasurer

The Treasurer shall have the following duties:

- 17.1 To hold and administer the funds of the EBA, acting as representative in any financial transaction, including the opening and closing of bank accounts on behalf of the EBA.
- 17.2 To collect from the Members the ordinary or special fees or other money which may be resolved by the General Assembly.
- 17.3 To make payments approved by the President or the Executive Committee.
- 17.4 To prepare the budget of the EBA and keep a full and accurate record of all the financial transactions, submitting the Statement of Accounts of the EBA to the General Assembly each year or whenever the General Assembly or Executive Committee so requests.
- 17.5 To provide promptly all such documentation, information, explanation, and assistance as the Auditors may request.

Article 18 Duties of the Secretary

The Secretary shall have the following duties:

- 18.1 To administer the business of the EBA.
- 18.2 To maintain the register of Members.
- 18.3 To issue the agendas for meetings.
- 18.4 To write and publish minutes of meetings after approval of the President within 5 weeks of the meeting.
- 18.5 To manage the EBA Website.

Article 19 Appointment and Duties of the Auditors

- 19.1 Two Auditors from Full Members from different states shall be appointed by the General Assembly to serve for a term of two years, subject to a maximum of two terms.
- 19.2 The auditors shall review all the financial actions of the Treasurer and give a report to the General Assembly.
- 19.3 Upon the satisfactory report of the Auditors, and if approved by the General Assembly, the Treasurer and Executive Committee shall be under no further obligation in respect of the relevant accounts.

PART IV

ASSETS OF THE EBA

Article 20 Assets of the EBA

The assets of the EBA shall be as follows:

- 20.1 The amount of the ordinary or special fees or contributions as resolved by the General Assembly.
- 20.2 Subsidies, donations, legacies, pensions or other income, which may be allocated to it or granted by public or private agencies or individuals or corporations.
- 20.3 The real and moveable property of the EBA and the proceeds or income from these and from the ownership of its assets, if any.
- 20.4 The special resources which, as may be the case, are approved by the General Assembly.
- 20.5 Provided that the EBA will not accept any donations, directly or indirectly, without the prior approval of the General Assembly.

PART V

ELECTIONS

Article 21 Election of the President and of the Executive Committee

- 21.1 The President and Vice-Presidents shall be elected for a period of four years by secret ballot. No person shall serve more than two consecutive terms in one post.
- 21.2 The President and the Vice-Presidents shall preferably be from four different states.
- 21.3 Each candidate for election shall be nominated by the Federation of which he is a member.
- 21.4 Nominations by Full Members must be received by the EBA Secretary 90 days before the date of the General Assembly.
- 21.5 A President or Vice-President may be re-elected once, provided that he is nominated by the Federation which first nominated him.
- 21.6 If a vacancy arises in the post of President, he will be replaced by the most senior Vice-President, until the next General Assembly, when a new President will be elected. If a vacancy arises in the post of Vice-President, the Executive Committee may call for a replacement election at the next General Assembly for the remainder of the term.

PART VI

AMENDMENTS TO THE ARTICLES

Article 22 Amendments to the Articles

- 22.1 Any resolution to amend these Articles shall be proposed by the Executive Committee or by a request signed by a Full Member with at least six votes, or six or more Full Members from at least four different states. The Executive Committee shall submit the proposed resolution to the General Assembly called as a Special General Assembly, remitting the proposed amendment together with the notice of call giving not less than four weeks notice.
- 22.2 Such Special Assembly shall be validly assembled when at least 50% of Full Members are present, represented in person or having given formal notice to the Secretary in accordance with Articles 8.1.1 and 11.4.
- 22.3 The Special General Assembly shall have the proposed resolution to amend these Articles as the first item on the Agenda, and this shall be approved with a vote in favour of two thirds of the votes cast in person or by proxy.
- 22.4 Any amendment to the proposed resolution (which originates from the discussion at such Special General Assembly) shall not change the original substance of the resolution.

PART VII

DISSOLUTION AND LIQUIDATION OF THE EBA

Article 23 Dissolution and Liquidation of the EBA

- 23.1 The EBA shall be dissolved:
- 23.1.1 when it is resolved by two thirds of its members voting by personal representative or by proxy at a Special General Assembly called specifically for the purpose or
 - 23.1.2 by mandatory operation of law.
- 23.2 In the event of dissolution, the General Assembly shall appoint two liquidators upon whom the appropriate powers of attorney shall be conferred. The liquidators shall be responsible for the existing funds and other assets (if any) of the EBA so that, after the obligations have been paid, the balance as may be the case shall be distributed in due proportion to their subscriptions among the Full Members.

PART VIII

ADDITIONAL PROVISIONS

Article 24 Applicable Law and Language

- 24.1 Unless and until otherwise determined by the General Assembly, the EBA shall operate as an Unincorporated Association subject to English Law.
- 24.2 The official language of the EBA shall be English; other languages may be used for convenience.

Article 25 Notices and Information to Members

- 25 Notices and information to Members shall be sent to each Member's office and to the address of the designated representative, and may be sent by post, by e-mail or by posting on the EBA website (in which case a direct e-mail alert shall also be sent).

This constitution was agreed in principle at the Plenary Meeting of the European Boating Association at Paris on 30 April 2006, and subsequently formally ratified by the required majority of members voting by post by 13 July 2006.

It was subsequently amended by the Special Assembly of the European Boating Association on 23 April 2010 in Amsterdam.