



The Workboat Association Constitution

Revision 6 – Adopted: EGM 11.05.2021

Title

The Association shall be known as the “The Workboat Association”. Hereafter referred to as “the Association”.

Structure of the Association

- a) The Association shall have a Committee formed by representatives from the membership, hereafter referred to as “the Committee”.
- b) The membership shall comprise of owners, operators, charterers, builders and kindred spirits.

Objectives of the Association

- a) To promote Safe Working Practices and a positive Safety Culture among members of the Association.
- b) To liaise with and petition Government Agencies and other relevant bodies on behalf of members of the Association.
- c) To promote the exchange of knowledge within the workboat sector, with particular reference to professional training & certification as well as marine engineering and construction, dredging, navigation and emerging technologies.
- d) To improve and maintain the standard of maritime skills within the Association.
- e) To promote good fellowship and communication amongst members.

Objectives of the Committee

- a) To oversee the administration of the Constitution.
- b) To be responsible for the organisation of the Annual General Meeting (AGM).
- c) To assist members by representing the Association through liaison with relevant authorities.
- d) To promote the Association through publicity and by liaison with other organisations and interested parties.

Membership

- a) The Committee may establish classes of membership with different rights and obligations.
- b) The classes of membership are currently:
 - Full member
 - Corporate member
 - Associate member
 - Honorary member

But the Committee shall have the power to add to the classes at any time.



- c) Only full members have voting rights, one vote per Company, except companies with more than 10 vessels of less than 15m or more than 5 vessels over 15m shall have two votes.
- d) Anyone seeking to become a member shall complete and sign a membership application form and send it to the Chief Executive. Should there be any concerns regarding the applicant, the Chief Executive will refer the application to the Committee.
- e) The Committee may refuse membership as they see fit, with or without explanation.
- f) Only full members may serve on the Committee or be elected as an official of the Association.
- g) Suppliers and those with a specific interest in the work of Association members will be allowed to join as 'Corporate' members for an agreed fee. They would be able to attend meetings, receive Newsletters, take advertising space on the NWA web site at agreed rates but, will be expected to respect the usual business protocols at any Association social functions. Any corporate member seen to be abusing this entitlement will lose their right to membership at the discretion of the Committee.
- h) Associate membership may be conferred on companies or individuals, who provide a specific service to the benefit and development of the Association.
- i) Honorary membership may be conferred by the Committee on any person deemed suitable.
- j) Any member wishing to terminate their membership must provide written notice to the Association and upon receipt of such notice such membership shall be deemed to have come to an end.
- k) Any member may be expelled from membership by way of a resolution passed by a majority vote at a general meeting of the Association, provided that at least 28 days prior written notice of the proposed resolution has been given to the relevant member. The member has the right to be heard on the proposed resolution at the general meeting of which the resolution is to be proposed.

Finance and Subscriptions

- a) The financial year of the Association shall commence on the 1st January in each year.
- b) The Annual Subscription shall be payable on the issue of subscription invoices in February each year.
- c) Any member joining the Association on or after 1st November shall be deemed to have paid his or her membership for the ensuing year.
- d) Any member whose subscription is not paid by 31st May shall have his or her name removed from the membership list, after written notice to that effect has been sent.
- e) Subscriptions shall be paid electronically into the Association bank account, or by cheque to the Treasurer.
- f) The annual subscription rates will be determined by the Committee and voted on by members at the AGM each year.
- g) The income and property of the Association must be applied solely towards the promotion of the objectives of the Association



Association Administration

- a) The Chief Executive shall be responsible for the ordinary business of the Association under the direction of the Committee.
- b) The Committee shall consist of a minimum of six, maximum of nine elected members, as well as any serving President. Elected members will usually serve for a three-year term and may offer themselves for re-election. The Committee members shall be elected at the Annual General Meeting of the Association or via an Extraordinary General Meeting if necessary.
- c) The Committee will meet with the Chief Executive at least four times per year, with at least two of those meetings being face to face. Four elected members, plus a chairman, shall form a quorum.
- d) Nominations for election to the Committee, correctly proposed and seconded must be sent in writing to the Chief Executive of the Association, not later than four weeks prior to the AGM. Nominees may send a resume of their intentions, which will be sent out with the papers for the AGM.
- e) The Committee will appoint a Chief Executive at such remuneration and upon such conditions as they may think fit and any Chief Executive so appointed may be removed by them, with 6 months' notice to be given either way.
- f) The Committee must appoint annually the following to the Association;
 - Association Treasurer
 - Any other appointments as deemed necessary by the Committee for the running of the Association.

These appointments can be co-opted. Co-opted members will not be eligible to vote. In the event of any of these positions becoming vacant during the year, the Committee shall have the power to fill the vacancy, but any person so co-opted shall retain office until the following AGM and shall then be eligible for re-election.

- g) The Committee may appoint sub-committees or Working Groups for any special activities of the Association, which may include but shall not be limited to the following:
 - Training Group, including Apprenticeships
 - Safety Forum
 - Technical Workgroup
 - Disciplinary Committee
 - Such specialist Committees as shall be required

It is agreed that the members not part of the sub-committees or Working Groups shall not be liable for the actions taken by such sub-committees or Working Groups. The members of the sub-committees or Working Groups shall, in so far as the law allows, be indemnified from the assets of the Association in respect of any and all claims raised against them as individuals as a result of their position as a member on a sub-committee or Working Group.

- h) The Treasurer will maintain proper accounts which will be audited by the Committee prior to presentation to the AGM.
- i) The Committee shall have the final authority for the interpretation of the Association Rules and Constitution, unless this authority is delegated to a Disciplinary Committee, or over-ruled by a General Meeting.
- j) The decisions of the Committee shall be final unless over-ruled by a General Meeting.



The Chief Executive

Subject to the discretion of the Committee, it shall be the duty of the Chief Executive to;

- Represent the Association at meetings with government agencies and other representative bodies,
- Further the interests of members generally in all dealings with 3rd parties,
- Seek to raise the profile and so increase the influence of the Association,
- Ensure an appropriate budget is set each year, in conjunction with the Committee and the Treasurer to be presented to the AGM,
- Ensure that Subscription invoices are issued and monies collected in a timely fashion,
- In conjunction with the Committee, to organise the AGM and other meetings as required,
- Make members aware of new/impending legislation, applicable to the Workboat sector,
- Carry out all other reasonable requests as directed by the Committee including entering into contracts for the advancement of the Association's purposes.

It is the duty of the Chief Executive to exercise his or her powers in good faith to further the purposes of the Association. The Chief Executive shall be indemnified, in so far as the law allows, against any actions or claims raised against the Chief Executive as an individual as a result of the fulfilment of the Chief Executive role. Appropriate indemnity insurance shall be procured on behalf of such liabilities by the Association.

Association Annual General Meeting (AGM)

Notice convening the AGM shall be sent to the members not less than twenty-one days before the meeting and shall include an Agenda. The following business will be transacted at the AGM each year;

- a) To receive and approve the minutes of the previous AGM;
- b) To receive and, if approved, to adopt an audited statement of the Association's Accounts to the end of the preceding year,
- c) To accept elected members to serve on the Committee,
- d) To deal with any matter which the Committee may desire to bring before the members for consideration at the meeting,
- e) To deal with any proposals which have been received from members for changes to;
 - Constitution,
 - Administration and running of the Association.

All proposals from members must be sent in writing, correctly proposed and seconded, to the Chief Executive of the Association, to arrive no later than the 1st December each year.

All proposals will be published with the notice convening the AGM.



Extraordinary General Meeting (EGM)

- a) An EGM of the Association may be called by either the Committee, or by a request signed by not less than 33% of the votes of the eligible members of the Association.
- b) Requests for an EGM must specify the business to be discussed.
- c) The Chief Executive must ensure that the date of any such meeting is arranged within Seven days of receipt of the request. The date of this meeting must be within Thirty-Five days of the request being received.
- d) Members of the Association must be given Twenty-One days' notice of the date of such a meeting. The business to be dealt with must be specified in this notice. No other business will be discussed at such a meeting other than that specified by the Chief Executive in the notice to the members.
- e) Notice may be given to any member by sending it by e-mail or post to him or her at the address in the United Kingdom registered in the records of the Association. The accidental omission to give notice to any member shall not invalidate the proceedings of that meeting.

Changes to the Constitution and Rules

- a) The Constitution may only be added to, repealed or amended by resolution at an AGM or EGM of the Association.
- b) No such resolution shall be deemed to have passed unless carried by 60% of the members present and voting thereon.

Good Conduct and Discipline

- a) The Committee will deal with the following matters;
 - An allegation that an Association member has brought the Association into disrepute through any act or omission, or
 - A complaint by any member regarding the conduct of Association business
- b) The Committee is required to act quickly (normally within 21 days) to address and resolve such situations. The powers of the committee, if it is satisfied that a contravention has taken place, shall include;
 - A written reprimand,
 - Suspension from Association activities for a specific period of time, or
 - Expulsion from the Association.

Dissolution

- a) In the event of the dissolution of the Association, the funds shall be used to settle all outstanding debts due. The balance, if any, shall be donated to a body or organisation, in the United Kingdom, having similar objectives to those of the Workboat Association. There shall be no distribution of funds or property among members. If the total assets of the Association do not cover its debts, each member of the Association is only liable to the amount of his subscription. No member shall be liable to a creditor, unless he has assented to the creditor's contract under which the liability has arisen.



- b) The Association can only be dissolved in the following circumstances:
- i. by conducting a postal ballot of all voting members. Such resolution will not be deemed to have passed, unless carried by 60% of all the total eligible voting membership of the Association.
 - ii. by agreement of all members;
 - iii. Immediately in the circumstance that the association can no longer fulfil its purpose or when the membership drops below two members;
 - iv. By court order. This is likely where there is a dispute whether the rules require dissolution or where it is necessary to resolve title to property where the title is shared amongst a group of individuals. The Committee may apply to the court for dissolution to pre-empt a spontaneous dissolution or where the drop in membership has made the continuance of the association unfeasible.

Liability

- a) The liability of a member of the association to any other member for all claims or losses caused by the Association, its Committees or persons acting on their behalf arising out of any breaches of this Constitution or any negligent act or omission shall not in any circumstances whatsoever exceed the value of the Annual Subscription paid by that Member. This limitation does not include or limit the Association's liability for death or personal injury resulting from negligence or for fraud or fraudulent misrepresentation to the extent such liabilities cannot be excluded or limited by law or for any other liability which it is not possible to limit liability for. The Association, its Committees or persons acting on their behalf shall not be liable to any Member for any damage to or loss of property howsoever caused.
- b) No office holder or Committee member shall proffer advice or opinions to any 3rd party on behalf of the Association, which could result in the Association being held liable for any loss or damage, including damage to reputation, or any unintended outcome as a result of such statements being relied upon by a 3rd party and shall be liable to all the other members in respect of any costs, actions and claims as a result of providing such advice or opinions.
- c) The Committee and its officers are appointed agents for and on behalf of the membership of the Association and shall be authorised to execute contracts, "for and on behalf of The Workboat Association".
- d) The Committee shall procure indemnity insurance for the benefit of all officers and members in respect of all actions claims and demands to an amount which is not less than:

Employers Liability	£10,000,000
<i>Any one claim or series of claims arising out of one occurrence including costs & expenses</i>	
Public Liability	£2,000,000
<i>Any one occurrence or series of occurrences arising out of one cause</i>	
Professional Indemnity	£500,000
<i>Any one occurrence</i>	
Cyber Liability	£50,000
<i>Maximum value any one contract</i>	
Directors & Officers	£500,000
<i>Any One Claim and in the aggregate</i>	