

**BRITISH MARINE FEDERATION GROUP ASSOCIATION CONSTITUTION**

**BMF BOAT RETAILERS AND BROKERS GROUP ASSOCIATION RULES**

**DEFINITIONS**

In these Rules:

'Act' means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

'BMF' means the British Marine Federation, a company limited by guarantee, incorporated and registered in England and Wales with company number 2592536 whose registered office is at Marine House, Thorpe Lea Road, Egham, Surrey, TW20 8BF;

'BMF Financial Year' means the accounting period running 01/07 to 30/06;

'BMF Management Board' means the board of directors having the powers of management on behalf of BMF Members;

'BMF Rules' means the written rules and policies for the time being of the BMF;

'BMF Member' means a Member of the BMF;

'Bye-laws' means the bye-laws for the time being of BMF BRB;

'Clear Days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

'Council' means the strategic overarching body of the BMF, who shall delegate to the BMF Management Board;

'Electronic form' has the meaning given in section 1168 of the Act;

'Executed' includes any mode of execution;

'Executive Committee' means the executive committee for the time being of BMF BRB;

'Honorary Member' means a person designated as such by the BMF;

'Member' means a member of BMF BRB;

'Notice' means notification of a meeting by Writing in any form;

'Office' means the principal office of BMF BRB;

'Office Bearer' means the individual person who shall be a Member being a sole trader, partnership or company Member or Strategic Partner who sits on the Executive Committee;

'Ordinary Resolution' has the meaning given in section 282 of the Act;

'President' means the president for the time being of the BMF;

'Rules' means these Rules of BMF BRB, as amended from time to time which shall be binding on all of its Members;

'Secretary' means the Secretary of BMF BRB or any other person appointed to perform the duties of the Secretary of BMF BRB;

'Special Resolution' has the meaning given in section 283 of the Act;

'Writing' means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

Unless the context otherwise requires, other words or expressions contained in these Rules bear the same meaning as in the Act.

Words importing the masculine gender also include the neuter and feminine gender and words importing the singular number include also the plural number.

## **1. NAME/OFFICE**

- 1.1. The BMF Boat Retailers and Brokers Group Association, hereinafter called BMF BRB is an unincorporated Group Association of and regulated by the BMF.
- 1.2. The BMF is the trade association for the leisure, Superyacht and small commercial marine industry and the organiser of the London International Boat Show and Southampton International Boat Show, usually held annually by its subsidiary companies; National Boat Shows Ltd and Southampton International Boat Show Ltd.
- 1.3. The "BMF BRB" principal office is at Marine House, Thorpe Lea Road, Egham, Surrey, TW20 8BF.
- 1.4. Provided that BMF BRB complies with these Rules and the BMF Rules, the BMF shall provide adequate insurance for BMF BRB for normal business practices as shall be notified to the BMF and provide an annual grant in accordance with these Rules; however, this shall be the limit of the BMF's liability to BMF BRB.
- 1.5. In no circumstance shall BMF be liable in contract, tort (including without limitation negligence or breach of statutory duty) or otherwise, howsoever caused, for any direct or indirect or consequential losses, including without limitation any loss of profits, production, turnover goodwill or other economic loss resulting from the activities of BMF BRB

## **2. OBJECTS**

- 2.1. The objects of BMF BRB as a representative Regional Group/ Group Association of the BMF are: -
  - 2.1.1. to be charitable in nature and to promote commerce, help, assist and further the interests of those engaged in the marine industry;

- 2.1.2. to promote, encourage and *protect in every way possible* the interests of all Members in the Boat Retailing and Broking industry in the EU or any trade associated with or allied to that industry.
- 2.1.3. to collect, disseminate and facilitate the exchange of information; technical, statistical or otherwise and to facilitate discussion and communication between Members and the BMF, increasing Member engagement and the BMF BRB's place within the industry in order to promote Members;
- 2.1.4. to represent Members on questions affecting the industry in BMF discussions and communications with the United Kingdom government departments and other United Kingdom statutory bodies or organisations;
- 2.1.5. to print, publish or procure to be printed and published and circulate such papers, periodicals, books, circulars and other literary undertakings as may be conducive to any of the objects of the BMF BRB.
- 2.1.6. to advise Members where practical and on request from a Member provide guidance on any matter arising in the course of their business relating to the Boat Retailing and Broking industry and to render any assistance possible in the circumstances or procure that such assistance is rendered;
- 2.1.7. to promote and in every way encourage public interest in Boating and any other product or service associated with or allied to the Boat retailing and Broking industry or any allied or associated trade.
- 2.1.8. to encourage recruitment training and further technical and/or management education in the industry or associated trade;
- 2.1.9. to engage, promote and assist in the development and research of any subject of interest to the Members.
- 2.2. BMF BRB shall act in accordance with these objects and BMF Rules and policies at all times.
- 2.3. The income and property of BMF BRB, shall be applied solely towards the promotion of its objects set forth in these Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to Members of BMF BRB.
- 2.4. The liability of BMF BRB is limited to the amount of each Member's subscription fee, being the amount that each Member undertakes to contribute to the assets of BMF BRB in the event of its being wound up for:
  - 2.4.1. the payment of BMF BRB's debts and liabilities contracted before he ceases to be a Member;
  - 2.4.2. payment of the costs, charges and expenses of winding up;
  - 2.4.3. adjustment of the rights of the contributories among themselves.
- 2.5. If upon winding up or dissolution of BMF BRB there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed

amongst the Members of BMF BRB, but shall be given or transferred to the BMF in the first instance or in the BMF's absence some other charitable society, institution, or organisation having objects similar to the objects of BMF BRB and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as it imposed on BMF BRB under or by virtue of the objects of this BMF BRB, such Society, Institution or organisation to be determined by the *Members* of BMF BRB at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some other charitable object approved by the BMF.

### **3. MEMBERSHIP**

- 3.1. Members of BMF BRB must first be a BMF Member.
- 3.2. On application to enter BMF Membership or request to transfer Regional Group or Group Association BMF Members shall be allocated to an appropriate Regional Group or Group Association based on geographic region and goods/services delivered, subject to approval from the Regional Group or Group Association applied to.
- 3.3. Classes of Members and eligibility for BMF Membership shall be determined from time to time by the BMF in accordance with the BMF Rules. No person shall be admitted into BMF Membership without satisfying the BMF Rules requirements for Membership and being approved by a Regional Group or Group Association; such approval not to be unreasonably withheld.
- 3.4. The BMF shall not admit into Membership any person unanimously refused by the Regional Group or Group Associations applied to following consultation; such approval not to be unreasonably withheld.
- 3.5. Membership criteria of BMF BRB shall be those set out in the BMF Rules and BMF BRB Rules by virtue of this Constitution.
- 3.6. A Member shall cease to be a Member and an Office Bearer of the Executive Committee if:
  - 3.6.1. He ceases to be a BMF Member;
  - 3.6.2. He breaches the BMF Rules, BMF BRB Rules, Code of Practice or Constitution;
  - 3.6.3. He applies to transfer to another Regional Group or Group Association;
  - 3.6.4. He ceases to trade within the objects of the Boat Retailing or Broking industry.

### **4. GENERAL MEETING**

- 4.1. BMF BRB shall in each calendar year hold a General Meeting as its annual general meeting, at such time and place as the Executive Committee shall decide.
- 4.2. All Members of BMF BRB shall be entitled to attend.
- 4.3. All General Meetings other than the annual General Meeting shall be called Extraordinary General Meetings.

- 4.4. The annual General Meeting shall transact the following business:
- 4.4.1. to consider and approve the minutes of the last annual general meeting;
  - 4.4.2. to receive the report of the Chairman on the activities of BMF BRB during the previous year;
  - 4.4.3. to elect/ re-elect the Chairman for a 12 month period;
  - 4.4.4. to elect/re-elect two Vice Chairman for a 12 month period;
  - 4.4.5. to elect/ re-elect Members to the Executive Committee for a 12 month period;
  - 4.4.6. to elect/ re-elect the Secretary for a 12 month period;
  - 4.4.7. to elect/ re-elect the Treasurer for a 12 month period;
  - 4.4.8. to receive and consider the accounts for the previous year and the Treasurer's report as to the financial position;
  - 4.4.9. to decide on any resolution which may be duly submitted in accordance with these Rules;
  - 4.4.10. to transact any Special Resolutions; including but not limited to dissolution of BMF BRB, adoption of and amendment to this Constitution and incorporated Rules.
- 4.5. The Executive Committee may at their discretion or on the written request of 10 (ten) Members of BMF BRB convene an Extraordinary General Meeting for a date not later than 7 weeks after receipt of the request.
- 4.6. A General Meeting or an Extraordinary General Meeting called for the passing of a Special Resolution or an Ordinary Resolution appointing a person as a Member of the Executive Committee shall be called by at least 21 Clear Days' notice. All other Extraordinary General Meetings shall be called by at least 14 Clear Days' notice, but a General Meeting may be called by shorter notice if it is so agreed by at least 10 Members.
- 4.7. The Chairman may with the consent of a General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the General Meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a General Meeting is adjourned for 14 days or more at least 7 Clear Days' notice in Writing shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

## **5. QUORUM (GENERAL MEETING)**

- 5.1. No business shall be transacted at a General Meeting unless a quorum is present.
- 5.2. The quorum for an annual General Meeting or Extraordinary General Meeting shall be 10 (ten) persons entitled to vote upon the business to be transacted each being a Member or a proxy for a Member.

**6. VOTING (GENERAL MEETING)**

- 6.1. Each Full or Honorary Member shall have 1 (one) vote at any General Meeting of BMF BRB.
- 6.2. A resolution put to the vote of a meeting shall be decided on a show of hands unless the Members determine that such vote should take place by way of a ballot.
- 6.3. On a show of hands, a voting Member present by proxy only shall have no vote. A proxy need not be a Member.
- 6.4. If the numbers of votes for and against a proposal are equal whether on a show of hands or on a ballot the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 6.5. A Member may not vote or be counted as participating in the decision-making process for quorum or voting purposes where there is at that time or there is a foreseeable potential for a conflict of interest to arise.

**7. EXECUTIVE COMMITTEE**

- 7.1. The BMF BRB shall be managed by an Executive Committee, appointed annually at the General Meeting.
- 7.2. Office Bearers of the Executive Committee shall hold office for an elected term of 3 years which shall be approved annually at the General Meeting and would be eligible for re-election
- 7.3. Unless otherwise determined by Ordinary Resolution the number of elected Members of the Executive Committee inclusive of the Chairman, two Vice Chairman and immediate Past Chairman shall be subject to a maximum of 14 (fourteen) but shall be not less than 5 (five).
- 7.4. The Chairman shall be appointed by and from the Executive Committee and is appointed for a period of 3 years, which can at the discretion of the Executive Committee be extended to a 4 year period in total and whose appointment shall be approved annually at the General Meeting.
- 7.5. The two Vice Chairman shall be appointed by and from the Executive Committee and are appointed for a period of no more than 3 years, which shall be approved annually at the General Meeting.
- 7.6. The immediate past Chairman shall be an ex officio Member of the Executive Committee for a period of 1 year, after which he must seek re-election to remain an Office Bearer.
- 7.7. An Office Bearer shall cease to be so if he is absent from 3 consecutive Meetings without permission from the Chairman.
- 7.8. The first Members of the Executive Committee shall be the following representatives: -

Sean Noble	(Chairman)	Ancasta International Boat Sales Ltd
Dominic Smulders	(Chairman)	Bray Marine Sales Ltd
Simon Walworth		Boatmatch.com

Alex Grabau	Berthon Boat Company Ltd
Neil Chapman	Boatshed.com
Trefor Jones	Calibra Marine International Ltd
Chris Hill	Droitwich Brokerage Ltd
Philip Hutchins	Hutchins Marine Sales Ltd
Christian Moore (ABYA Representative)	Moore Yachts Ltd
John Currer	Virginia Currer Marine Ltd
David De Vere	W Bates & Son Ltd

- 7.9. The Executive Committee format shall include a fair representation of the Boat Retailing and Brokerage sector, with no less than one representative at all time of the following;
- 7.9.1. the Marine Surveyors Association, a sub- group of the BMF BRB; and
  - 7.9.2. the Association of Brokers and Yacht Agents (ABYA).
  - 7.9.3. For the avoidance of doubt the positions created by 7.9.1 and 7.9.2 shall be co-opted, non-voting positions.
- 7.10. BMF BRB Members who provide services relating to the survey of a vessel shall be allocated to the Marine Surveyors Association (MSA). The MSA shall be a sub- group of the BMF BRB, designed to facilitate the relationship and communication between boat retailers and brokers and Members who provide services relating to the survey of vessels. For the avoidance of doubt those BMF BRB Members allocated to the MSA shall reside within the BMF BRB for the purpose of Membership of the BMF.
- 7.11. The MSA shall be governed by such rules as the BMF BRB Executive Committee decide from time to time and may be formed, disbanded and regulated by the Executive Committee at their ultimate discretion.
- 7.12. Officers of the Executive Committee must be Full or Honorary BMF Members unless appointed as a Strategic Partner; meaning an overarching not for profit organisation designed to further the interests of the Marine industry. Such Strategic Partners include but are not limited to the Royal Yachting Association, The Royal National Lifeboat Institution, The Maritime Coastguard Agency or International Council of Marine Industry Associations.
- 7.13. No Office Bearer shall remain in office if, for any reason, he/she ceases to be a Member or employed by a BMF Member.
- 7.14. The Executive Committee shall hold at least 3 (three) meetings in each year BMF Financial Year and minutes shall be taken and recorded which must be retained for 10 years.
- 7.15. A decision of the Executive Committee is taken in accordance with these Rules when [all/a simple majority] of the Executive Committee indicate to each other by any means that they share a common view on a matter.
- 7.15.1. Such a decision may take the form of a resolution in writing, where a simple majority of Executive Committee members has signed one or more copies of it, or to which a simple majority of Executive Committee members has otherwise indicated agreement in writing.
  - 7.15.2. A decision may not be taken in accordance with these Rules if the Executive Committee Members would not have formed a quorum at a directors' meeting to vote on the matter in accordance with these Rules.

- 7.16. Subject to the Rules, the Executive Committee participate in a Executive Committee meeting, or part of a Executive Committee meeting, when:
- 7.16.1.1. the meeting has been called and takes place in accordance with the Rules, and;
  - 7.16.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 7.16.2. In determining whether Office Bearers are participating in an Executive Committee meeting, it is irrelevant where any Office Bearer is or how they communicate with each other.
- 7.17. The Executive Committee may from time to time elect a Treasurer and/or Secretary, to whom powers with regard to the accounts and administration of BMF BRB may be delegated.
- 7.18. Neither the Secretary nor the Treasurer need be a Member and are elected at the discretion of the Executive Committee for a 12 month term to be approved annually by Ordinary Resolution at the General Meeting.
- 7.19. The Chairman of the Executive Committee shall call a meeting of the Executive Committee; it shall not be necessary to give notice of a meeting to a Member of the Executive Committee who is absent from the United Kingdom in any form other than electronically by writing.
- 7.20. The Chairman shall on the written request of 6 (six) Office Bearers call a meeting of the Executive Committee for a date not later than 7 weeks after receipt of the request.
- 7.21. Office Bearers of the Executive Committee shall be the only persons with authority to enter into any contractual arrangement on behalf of BMF BRB, such contracts must be agreed by no less than 7 Office Bearers and be executed for and on behalf of the Executive Committee of BMF BRB.

## **8. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

- 8.1. Any eligible person who is willing to act as an Office Bearer, and is permitted by law to do so, may be appointed to the Executive Committee and approved by the Members of BMF BRB at a General Meeting.
- 8.2. Appointment to the Executive Committee is by submission of a request for election in Writing to the Chairman.
- 8.2.1. Applications received during the year will be considered by the Executive Committee at the following meeting. If the Candidate is approved for election they will be co-opted onto the Committee prior to formal appointment by the Members at the General Meeting, after which his term in office shall formally commence. Candidates will not be permitted to vote whilst co-opted.
- 8.3. The Executive Committee in Office shall be elected/re-elected at each General Meeting. At the meeting prior to the General Meeting the Executive Committee shall be approved for election prior to formal appointment at the General Meeting.
- 8.4. A retiring Member of the Executive Committee may offer himself for re-election.



- 8.5. A Member of the Executive Committee so appointed shall hold office only until the next General Meeting; if re-elected such appointed Office Bearer shall vacate his office at the conclusion thereof.

**9. QUORUM (EXECUTIVE COMMITTEE MEETING)**

- 9.1. At an Executive Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 9.2. The quorum for Executive Committee meetings may be fixed from time to time by a decision of the Executive Committee, but it must never be less than two, and unless otherwise fixed is 7 (seven).
- 9.3. An Executive Committee Member may not vote or be counted as participating in the decision-making process for quorum or voting purposes where there is at that time or there is a foreseeable potential for a conflict of interest to arise.

**10. VOTING (EXECUTIVE COMMITTEE MEETING)**

- 10.1. Any business put to the vote of a meeting shall be decided on a show of hands by a majority unless the Members determine that such vote should take place by way of a ballot.
- 10.2. On a show of hands an Executive Committee Member present by proxy only shall have no vote. A proxy need not be a Member.
- 10.3. If the numbers of votes for and against a proposal are equal whether on a show of hands or on a ballot, the Chairman or other director chairing the meeting has a casting vote.
- 10.4. A Member of the Executive Committee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

**11. PROXY**

- 11.1. Proxies may only validly be appointed by a notice in Writing (a "proxy notice") which:
- 11.1.1. states the name and address of the Member appointing the proxy;
  - 11.1.2. identifies the person appointed to be that Member's proxy and the meeting in relation to which that person is appointed;
  - 11.1.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Executive Committee may determine; and
  - 11.1.4. is delivered to BMF BRB at their Principal address at least 48 hours in advance of such meeting in accordance with these Rules and any instructions contained in the notice of the meeting to which they relate.

**12. EXPENSES OF MEMBERS OF THE EXECUTIVE COMMITTEE**

- 12.1. The Members of the Executive Committee may be paid all reasonable expenses properly incurred by them in connection with their attendance at meetings of the Executive Committee

or any committee of the Executive Committee or general meetings or otherwise in connection with the discharge of their duties.

### 13. MINUTES

13.1. Minutes of meetings of the Executive Committee shall be maintained for the purpose of recording:

13.1.1. all appointments of Officers made by the Executive Committee and all proceedings at meetings of BMF BRB including the names of the Members of the Executive Committee present at each such meeting.

### 14. ACCOUNTS

14.1. The BMF shall provide an annual sum to BMF BRB to facilitate the pursuit of its objects as defined by these Rules.

14.1.1. The Executive Committee shall submit to the BMF a budget request and consolidated accounts for each financial year, being the 01/07 to the 30/06 no later than the following February; following receipt of which **and after the BMF shall have consulted with BMF BRB** the BMF shall allocate such sum as shall be agreed.

14.2. The Executive Committee shall maintain proper books of account with respect to:

14.2.1. all sums of money received and expended and the matters in respect of which such receipts and expenditure take place;

14.2.2. all sales and purchases of goods; and

14.2.3. the assets and liabilities

14.3. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs and to explain its transactions.

14.4. At the annual General Meeting the Executive Committee shall lay before the Members a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of BMF BRB) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date.

### 15. AUDIT

15.1. The Accounts of BMF BRB shall be open to audit by the BMF at any time with regard to any Financial Year.

15.2. BMF BRB agree by virtue of these Rules that the BMF or its auditors may at its discretion, where appropriate audit the accounts; which shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained.

**16. THE BYE-LAWS**

16.1. The Members may adopt Bye-laws by a Special Resolution in General Meeting which shall be binding upon the Members of BMF BRB and are intended to assist in the furtherance of the objects of BMF BRB pursuant to these Rules.

16.2. Bye-laws may only be adopted, amended or deleted by a resolution passed by Special Resolution at a General Meeting. Such adoption, amendment or deletion shall be communicated to the Members and notified to the BMF Council.

16.3. The Bye- laws in force at present are as follows:

16.3.1. The Members shall comply in full with the BMF BRB Code of Practice as amended by the Executive Committee from time to time, non compliance may result in termination of BMF BRB Membership

**17. NOTICES**

17.1. Any notice or communications to be given to or by any person pursuant to the Rules shall be in Writing (including Electronic Form); except that a notice calling a meeting of the Executive Committee need not be in Writing.

**18. INDEMNITY**

18.1. Subject to the provisions of the Act but without prejudice to any indemnity to which a Member of the Executive Committee may otherwise be entitled every Member of the Executive Committee, Secretary or Treasury of BMF BRB shall be indemnified out of the assets of BMF BRB against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of BMF BRB.

**19. AMENDMENT OF THE RULES**

19.1. The Rules may only be amended by Special Resolution of the Members at General Meeting.