



The Warsash Association

CONSTITUTION (~~October 2017~~)

OF

~~The Organization is known as~~ THE WARSASH ASSOCIATION

1 Objectives

The Warsash Association ~~shall be~~ **is** an organization where past and present Cadets, Officer Cadets, students who have undertaken certification and training courses, and faculty staff, can meet and communicate on a world-wide basis to reunite in friendship and for the promotion of the excellence of the Warsash Maritime Academy, formerly known as the Maritime Training Centre, the College of Maritime Studies and the School of Navigation Warsash. Through its website and membership database the Association provides a business and social network that offers its members a medium to obtain information and advice from their peers as they progress through their careers at sea and in shore positions.

The direction of the Association ~~is shall be~~ guided by the [Vision and Mission Statement](#) which can be viewed on the Warsash Association website by clicking on the aforementioned link.

2 Management

The Executive Committee of the Association shall be based in the UK. The general management of the financial and business affairs of the Association shall be the responsibility of the Executive Committee. It shall establish and keep current the Association's administrative processes and policies as may be amended from time to time by the Executive Committee.

Current roles and responsibilities of Executive Committee Office Holders are available near the top of the WA website [Committees](#) page. They may be revised from time to time by the Executive Committee to meet administrative needs and the composition of the Committee.

Members are encouraged to form groups to support local informal gatherings. To avoid conflict with Branch and Executive Committee meetings/activities, local groups should inform their parent bodies of their formation and advertise/publish their activities on the website for the interest of the wider membership.

For the avoidance of doubt, references to a “meeting”, whether Annual General Meetings or Committee meetings, in the UK or in branches, includes conventional face-to-face meetings and any form of on-line or telephonic voice communications. Participants contributing in such a manner will also be considered as part of the quorum requirements specified in clause 9. below.

3 Branch Committees

Members located outside the UK may form a branch under the auspices of the UK Executive Committee. **Such Branches should act as follows:**

- a) A branch may be formed based upon a specific geographical area e.g. country. The term 'branch' shall apply only where formal administration, committees and the collection of subscriptions is required.
- b) A branch shall follow the Association's administrative processes and policies and have the authority to collect subscriptions and organize Annual General Meetings and events.
- c) Branches shall maintain their own financial accounts and report them every year at the close of the Financial Year (31st March) to the Treasurer of the Association.
- d) Branch fees due to the UK Administration will be transferred prior to the date in (c) which may include remitting by electronic means.
- e) Agendas and minutes of Branch Committee meetings and Annual General Meetings shall be provided to the Secretary of the Association. The Branch Chairman's Annual Report should be submitted to the Secretary not less than 21 days prior to the UK Annual General Meeting.

4 Membership

Membership shall be open to all of the following :-

- a) Current Officer Cadets and ex-Cadets/ Officer Cadets, students and staff of the Warsash Maritime Academy.
- b) Students studying, or who have studied for their Certificates of Competency at the Academy, or on various training Courses on safety and other aspects concerning safety at sea which are regulated by the IMO.
- c) Attendees of the Warsash Superyacht Academy.
- d) Membership will also be open to relatives and friends of the above categories and those with a genuine interest in maritime training and the marine industry as may be approved by the Executive Committee.

5 Changes to the Constitution

The Secretary is responsible to the Executive Committee for accurately updating approved changes to the Constitution in line with any proposals agreed at the UK Annual General Meeting (AGM) **or Extraordinary General Meeting (EGM)**.

The Executive Committee, Branch Committee, or any member, may propose a change to the Constitution at any time. A member shall forward their proposal to the Branch Committee in the country where they reside or directly to the Executive Committee in the UK. If a Branch Committee approves the proposal it shall be forwarded to the Executive Committee for further approval. All proposals should **normally** reach the Secretary not less than 60 days before the next UK AGM **or EGM** in order that they may be fully considered by the Executive Committee in ample time prior to the AGM **or EGM**. In exceptional circumstances proposals received less than 60 days before ~~an AGM~~ **such a meeting** may be brought forward by the Executive Committee at its discretion.

Once approved by the Executive Committee the proposal shall be submitted to the UK AGM **or EGM** as a formal proposal. A majority vote at ~~the AGM~~ **such a meeting**, including proxy votes (as reported by the Secretary), shall be required for the proposed change to take effect.

6 Honorary and Life Membership

6.1 Qualification

A nomination for Honorary Membership can be made to non-members. It must be shown that the nominee has demonstrated that they have rendered extraordinary service to the Association on an on-going basis.

An existing Warsash Association member may be nominated for Life Membership. Such nominations shall be for members who have made long-standing contributions and provided dedicated service in the interests of the Association.

6.2 Nomination

Any member may nominate a person for Honorary or Life Membership. The member shall forward their nomination to the Branch Committee where they reside or directly to the Executive Committee in the UK. If a Branch Committee approves such a nomination, it shall be forwarded to the Executive Committee for further approval. All nominations should reach the Secretary not less than sixty (60) days before the forthcoming UK AGM in order that they may be fully considered by the Executive Committee prior to the AGM.

Once approved by the Executive Committee, the nomination shall be submitted to the UK AGM and a majority vote, including proxy votes (as reported by the Secretary), shall be required to allow the nominee to become an Honorary or Life Member.

~~The only exception to this nomination process shall apply to an incoming Director/Head of Faculty with direct responsibility for the Warsash School of Maritime Science and Engineering or its successor where the incumbent may be invited by the Executive Committee to become an Honorary Member. It is not envisaged that a large number of Honorary and Life memberships will be given.~~

7 Membership Fees

Annual membership fees, and other possible membership costs, shall be determined by the Executive Committee which shall review and adjust them as may be required, in GBP, to continually meet financial requirements. A Branch shall set their Membership Fee, in their local currency, based upon the Association's current GBP fee.

A Branch shall contribute a percentage of each member's Membership Fee to the Association. Any changes to this percentage will be discussed and agreed between the Executive and Branch Committees.

Payment of the annual Membership Fee to the Association will be as determined by the Executive Committee in accordance with the guidelines published on the WA website.

The subscription amount due, method of payment, and certain conditions which apply on joining, are explained on the following WA website page [About applications, subs and updating personal details](#) which is also open to guest visitors to the website.

Every Member is required to pay their annual Membership Fee on or before the due date stated in the guidelines referred to above. Any Member failing to do so by the end of a thirty (30) day grace period following that due date, and who has failed to respond to a reminder from the Membership Secretary, may be removed as a member

In exceptional circumstances, any Member who, due to extreme financial difficulties, wishes to cancel their WA membership, may, following Executive Committee review and approval, remain as an active Member without subscription.

8 Executive and Branch Committees

8.1 Executive Committee

There shall be an Executive Committee for the Association comprising a minimum of the following elected members;

- Chairman

- Secretary
- Treasurer
- Branch Chairmen

In addition, such other members as determined from time to time by the Executive Committee and as published on the website.

Renewal of the minimum Executive Committee positions will occur at three (3) year intervals on a staggered basis. Refer to the WA website [Committees](#) page for current Executive Committee composition and renewal dates for each position, by clicking on the aforementioned link.

A newly elected Branch Chairman will automatically replace the former chairman of that Branch, on the Executive Committee.

8.2 Branch Committees

Branch Committees should comprise the following positions: Chairman, Secretary, Treasurer, and Committee Member.

8.3 Election to Executive and Branch Committees

All members are eligible for election and re-election to these positions for a period of three years and may nominate themselves without the requirement for a proposer or seconder. If nominated by another member then the nominator must confirm to the Secretary that they have the agreement of the nominee as per 8.3 (c).

- The Association shall not have mandatory stand-downs of Committee positions.
- All elected members of each Committee shall be eligible for re-election at an Annual General Meeting at the end of their three year term of office.
- Names of candidates, together with their agreement to stand for an open Committee position, should be forwarded to the appropriate Secretary not less than sixty (60) days before the date fixed for the election at the appropriate Annual General Meeting.
- A nominated person for a ~~n-Executive or Branch~~ Committee position must be elected by a majority vote of those members present at the relevant Annual General Meeting. In the unlikely event of a clear majority not being determined by a show of hands, the Chairman has the right to conduct a ballot.
- In the event of any casual vacancy occurring, the ~~Executive or Branch~~ Committee may appoint a member to act until the end of a three year term subject to confirmation of the appointment at the next Annual General Meeting.
- Suitable non-members may, at the discretion of the Executive Committee, fill vacant Executive Committee roles as ex- officio members in the absence of any members offering to do so.

9 Quorum

- Four (4) members of the Executive Committee and two (2) members of a Branch Committee shall constitute a quorum of the Committee.
- At the Association's UK AGM, six (6) ~~Ordinary~~ members shall form a quorum. At a Branch AGM, four (4) Members shall form a quorum. ~~In recognition of the vast distances separating some branch members in North America, Australia, and New Zealand, a member or committee member participating by 'Skype' or similar would count towards a quorum.~~

- c) Each member shall have one (1) vote on each item on the agenda except that in the case of a tie, the Chairman or other member presiding at an Executive Committee, Extraordinary or Annual General Meeting, shall have a second or casting vote.

10 Annual General Meeting

A meeting of Association Members ~~shall~~ **should normally** take place annually in the UK and in Branches. Such meetings will be arranged by the Association or Branch Chairman and Secretary and will be referred to as the Annual General Meeting (AGM). Notice ~~shall~~ **should normally** be given of the proposed date and venue no later than ninety (90) days before the meeting.

Agenda items, including those proposed in accordance with the rules stated in Sections (5) and (6) of the Constitution, may be submitted at any time after the last AGM but should **normally** reach the Secretary not later than sixty (60) days before the next AGM. A seconder is not required when submitting agenda proposals. There should **normally** be a thirty (30) day consultation process by Executive Committee members to review the agenda items, especially changes to the Constitution that may require the Chairman to give guidance at the AGM

No submitted agenda item will be rejected or modified during this process except with the agreement of the proposer.

The Secretary ~~is to~~ **should normally** publish the AGM agenda and all available supporting documentation relevant to voting items, on the website no later than twenty-one (21) days prior to the AGM. Members registered as not online will receive above mentioned voting documentation by mail

The purpose of the Annual General Meetings shall be to receive and note the following:

- a) The Chairman's Report on the progress of the Association or Branch during the preceding year.
- b) The Treasurer's Financial Report. This is a Financial Report of the Association or Branch at the close of the Association's Financial Year on the 31st March. The Accounts must be submitted to the Executive or Branch Committee for approval prior to the AGM. Final approval of the accounts will be sought at the meeting by majority vote.
- c) The Membership Secretary's Report shall provide statistical information on membership numbers and trends during the past year.
- d) The All Hands Journal Editor's Report.
- e) The Webmaster's Report (website usage, performance, maintenance and development plans for the future).
- f) Other reports by the Association and Branch Chairmen.
 - i. For the Association AGM in the UK; Branch Chairmen's reports at the latest Branch AGMs.
 - ii. For Branch AGMs; the Association Chairman's report submitted at the latest UK Annual General Meeting.
- g) Agenda items for approval or noting as submitted in accordance with Sections (5) or (6).

11 Extraordinary **General** Meeting

In exceptional circumstances an Extraordinary General Meeting may be convened and may assume some or all of the normal responsibilities of the AGM. A minimum of four (4) members of the Executive Committee and one (1) member of a Branch Committee can call such a meeting and shall determine the rules and procedures governing such a meeting after consultation with Branch Chairmen.

12 President

The Executive Committee may approach a suitable candidate to serve as President for a term of three years from date of appointment. Six (6) months before the end of such term of office the Executive Committee may request the incumbent President to agree to serve for a further three (3) year term, or appoint another candidate.

13 Social Events

UK social events will be at venues and dates as agreed by the Executive Committee. They will be arranged and coordinated by the Social Events Secretary (if in post) and/or members who reside in, or close to, a proposed event location, assisted as required by other committee members. Details of the forthcoming events shall be published on the Association website and in 'All Hands' as applicable.

Branch social events will be held at venues and dates as agreed by the Branch Committee who may delegate the co-ordination of the event to a Committee Member, assisted by other members as required. Notification of Branch events may be conducted through the Association website and 'All Hands' if required.

14 Dissolution

The Association shall neither be dissolved, nor the funds be disposed of, without the consent of a majority of the paid up membership of the Association. **A decision to hold a ballot** ~~A ballot~~ for dissolution shall be **decided by the Executive Committee and** notified to all members at the earliest opportunity in "All Hands", and/or a website notice, and by post for those members registered as not online. ~~The ballot shall be held at the next UK Annual General Meeting or at an Extraordinary General Meeting convened for that purpose.~~ **The rules and procedures governing the ballot will be determined by the Executive Committee.**

The ballot will be decided by votes cast by online voting, postal voting for members registered as not online, proxy votes (as reported to the Secretary) and attendees at the UK Annual General Meeting or Extraordinary General Meeting **as appropriate.**

Branch funds, after all debts have been settled, will be returned to the Association in the UK.

After all debts have been settled, any funds left to be disposed of shall be donated to an appropriate maritime charity as agreed by the Executive Committee.