



## CONSTITUTION OF THE EUROPEAN BOATING ASSOCIATION

### PART I

#### NAME, PURPOSE, SECRETARIAT AND DURATION

##### Article 1 Name and Description

The European Boating Association (Europäischer Sportschiffahrtsverband, Association Européenne de Navigation de Plaisance) (EBA) is a civil, not for profit association of recreational boat users' organisations, founded in 1982 and established 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 boat users' organisations 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 recreational boat users' organisations in Europe.
- 2.3. To represent Full Members in environmental, regulatory and technical matters affecting their safe enjoyment of recreational boating 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 provide support to any Full Member as 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 provided by a Full Member who is willing to do so and who is appointed by the General Assembly for that purpose, unless the General Assembly decides otherwise. The costs of the Secretariat shall be paid by 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 in accordance with Article 23, 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 recreational boat users' organisations in European states which are members in good standing of World Sailing and/or the Union Internationale Motonautique or otherwise appearing to the EBA to represent a substantial number of recreational boat users on a national basis within a European state.
  - 5.1.2. Other national recreational boat users' organisations 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 recreational boat users' interests.
- 5.2. Observer Members, who shall be other federations, associations, unions or clubs that wish to support the work of the EBA.

#### Article 6 Admission of Members

- 6.1. Membership of the EBA is voluntary.
- 6.2. 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

A Member has the following obligations:

- 7.1. To comply with these Articles.
- 7.2. To pay all fees by 1 April in the year to which they relate and other money when due.
- 7.3. To notify the Secretariat of the changes of domicile or residence of the Member's headquarters or delegate and of any other relevant changes.
- 7.4. Not to allow anyone for whom the Member is responsible to do anything that does, or may, bring the EBA into disrepute.

#### 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 elections, ballots and deliberations of the General Assembly.
  - 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 the Auditors appointed pursuant to Article 19.
  - 8.1.6. To nominate candidates to fill vacancies on the Executive Committee.

- 8.2. Each Full Member shall have the right to send a delegate to attend, vote and speak at meetings of the General Assembly.
  - 8.2.1. The appointment of a delegate to represent a Full Member shall be notified in writing by electronic means to the Secretariat before the meeting of the General Assembly is opened.
  - 8.2.2. Each Full Member shall have one vote plus one further vote for every 20,000 declared members. For the purposes of this Article a Full Member's declared membership shall be rounded up to the next multiple of 20,000. Such votes shall not be transferable but they may be cast by a proxy appointed pursuant to Article 11.4.
- 8.3. Observer Members of the EBA shall enjoy the following rights, provided that all fees and any other money due have been paid:
  - 8.3.1. To receive information on EBA activities.
  - 8.3.2. To attend meetings of the General Assembly.
  - 8.3.3. To speak at meetings of the General Assembly, but to have no voting rights.
- 8.4. Where a Member has been present at a meeting of the General Assembly, they shall have the right to propose amendments to the minutes of the meeting of the General Assembly by submitting the proposed amendments to the Secretariat in writing by electronic means within 14 days of publication of such minutes on the EBA website. Any such amendments shall be considered at the next meeting of the General Assembly. In the absence of any proposed amendments, such minutes will be taken as approved 14 days after publication.

#### **Article 9 Forfeiture of Membership Status**

- 9.1. Membership status will be forfeited by:
  - 9.1.1. Resignation of the Member.
  - 9.1.2. Non-payment by the Member of fees by 31 December in the year to which they relate or other money within nine months of the due date.
  - 9.1.3. By resolution of the General Assembly following a single serious infringement or repeated minor infringements of these Articles by the Member.
- 9.2. Forfeiture of Membership status shall be notified to the Member in writing by post and/or by electronic means at least 30 days before the next meeting of the 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.
- 11.2. The principal functions of the General Assembly shall be:

- 11.2.1. To determine the purposes of the EBA in pursuance of the Objects referred to in Article 2.
- 11.2.2. To elect the President and Vice-Presidents and to appoint the Treasurer, from time to time as provided for in these Articles.
- 11.2.3. To control the acts of the Executive Committee.
- 11.2.4. To decide the terms of reference of any Working Groups as may be established from time to time and to appoint their Chairmen.
- 11.2.5. To consider and agree the budget and membership fees for each financial year.
- 11.2.6. To examine and approve the accounts, profit and loss account and report for each 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 in accordance with Article 19.
- 11.3. There shall normally be two ordinary meetings of the General Assembly in each year, to be held in the Spring and Autumn.
- 11.4. A Full Member may appoint another Full Member or the President to be its proxy to vote on its behalf at a meeting of the General Assembly, by giving notice in writing by electronic means to the Secretariat before the meeting of the General Assembly is opened.
- 11.5. A Quorum for an ordinary meeting of the General Assembly shall be one third of the Full Members and shall include any Full Member who appoints a proxy in accordance with Article 11.4.
- 11.6. Decisions at an ordinary meeting of the General Assembly shall be made by a simple majority of the votes cast, whether in person or by proxy.
- 11.7. A Quorum for a Special Meeting of the General Assembly shall be one half of the Full Members and shall include any Full Member who appoints a proxy in accordance with Article 11.4.
- 11.8. Decisions at a Special Meeting of the General Assembly shall be made by a majority of two thirds of the votes cast, whether in person or by proxy.
- 11.9. The General Assembly may from time to time agree a protocol for decisions to be made by electronic means in lieu of a meeting of the General Assembly.

#### **Article 12 Call for Meetings of the General Assembly**

- 12.1. Bids to host future meetings of the General Assembly shall, where possible, be discussed and approved at meetings of the General Assembly. The chosen location and dates shall be published in the General Assembly minutes and on the EBA website.
- 12.2. Notice of meetings of the General Assembly shall be given by the Secretary, at the request of the President, at least 90 days prior to the date of the meeting, in writing by electronic means to the Members.
- 12.3. 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.
- 12.4. A meeting of the General Assembly (or part thereof) may be designated as a Special Meeting of the General Assembly by the Secretary, at the request of the Executive Committee, giving notice to that effect at least 30 days prior to the date of the meeting, in writing by electronic means to the Members.
- 12.5. The final agenda and any supporting papers shall be published by the Secretary not less than 14 days prior to the meeting on the EBA website.

### **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 call and preside over meetings of the General Assembly and Executive Committee.
- 13.3. To approve official EBA written communications.
- 13.4. To appoint the Secretary.
- 13.5. To approve minutes of meetings of the General Assembly 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.
  - 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.
- 14.2. Meetings of the Executive Committee shall be by the members meeting in person or (provided that no member has objected) by electronic means. A Quorum shall be one half of the voting members.
- 14.3. 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 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 Groups, 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 meetings 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 act as President in the event of the President's 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 21.7 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 35 days 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 annually at the Spring meeting of the General Assembly.
- 19.2. The Auditors shall review all the financial actions of the EBA 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 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. Real and moveable property and the proceeds or income from these and from the ownership of such property, if any.
- 20.4. Intellectual property and rights under contracts and the proceeds or income from these and from the ownership of such property, if any.
- 20.5. The special resources which, as may be the case, are approved by the General Assembly.
- 20.6. 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 term of four years by secret ballot. Where a single nomination is received for the post of the President or of a Vice-President, that nominee shall be appointed without ballot.
- 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 Full Member of which he or she is a member. Nominations by Full Members must be submitted in writing by electronic means and must be received by the EBA Secretary 30 days before the date of the meeting of the General Assembly at which the election is due to be held.
- 21.4. A President or Vice-President may be re-elected, provided that he or she is nominated by the Full Member of which he or she is a member, but he or she may not serve more than two consecutive terms in one post unless:
  - 21.4.1. he or she is a Vice-President elected to fill a vacancy pursuant to Article 21.6 and the duration of the remainder of the term is less than one year, in which case that Vice-President may serve a third consecutive term; or
  - 21.4.2. he or she is a President elected to fill a vacancy pursuant to Article 21.7 and the duration of the remainder of the term is less than one year, in which case that President may serve a third consecutive term.
- 21.5. Notwithstanding Article 21.4, in exceptional circumstances the General Assembly may invite a person to serve as President for an additional period of time (up to a maximum of four additional years) following the expiry of his or her term(s) of office.
- 21.6. If a vacancy arises in the post of Vice-President before the expiry of the term, an election will be held for a replacement Vice-President to serve for the remainder of the term.

- 21.7. If a vacancy arises in the post of President before the expiry of the term, the most senior Vice-President (as described in Article 16.1) will act as President until a new President is elected to serve for the remainder of the term. The senior Vice-President's post will not be filled in accordance with Article 21.6 unless the post remains vacant after the election of a new President.
- 21.8. The election to fill a vacancy referred to in Articles 21.6 and 21.7 will be conducted at the next meeting of the General Assembly following the vacancy arising, unless the vacancy arises less than 60 days before the next meeting of the General Assembly. If the vacancy arises fewer than 60 days before the next meeting of the General Assembly then the election will be held at the subsequent meeting of the General Assembly.
- 21.9. The President or Vice-President elected or appointed in accordance with this Article shall commence their duties immediately following the meeting of the General Assembly at which they were so elected or appointed.

## **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 a Special Meeting of the General Assembly, remitting the proposed amendment together with the notice given in accordance with Article 12.4.
- 22.2. Any amendment to the proposed resolution which may arise from the discussion at such Special Meeting of the General Assembly shall not change the substance of the original proposed 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 at a Special Meeting of the General Assembly called specifically for that 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 established in the United Kingdom under English Law.
- 24.2. The official language of the EBA shall be English; other languages may be used for convenience.

#### **Article 25 Notices to Members**

Unless specified otherwise in these Articles, notices to Members shall be sent to each Member's office and/or to the address of the designated representative, and may be sent by post, in writing by electronic means or by posting on the EBA website (in which case a direct alert shall also be sent).

*This constitution was adopted at a meeting of the European Boating Association held on 30 April 2006 in Paris. It was subsequently amended at the Special Meetings of the General Assembly of the European Boating Association held on 23 April 2010 in Amsterdam, on 8 April 2011 in Palma, on 19 October 2012 in Bodrum, on 19 April 2013 in Palma, on 10 April 2015 in Venice and at a virtual meeting held on 16 October 2020.*