



CONSTITUTION

of

**West Highland Anchorages and Moorings Association
(hereinafter referred to as WHAM)**

Scottish registered charity number SC044698

Adopted on 21 January 2023

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1 Name

The name of the association is West Highland Anchorages and Moorings Association hereinafter referred to as WHAM.

2 Objectives

WHAM's charitable purposes are:

- a) To work to ensure that west coast natural harbours and anchorages can continue to provide havens of refuge for all seafarers in order to protect life, assist in the provision of facilities for recreation through sailing and fishing, and so aid in the protection of the environment of our coastline and seabed.
- b) To represent the interests of members on matters of overall policy affecting anchorages, moorings and other maritime matters.
- c) To consider anchorage and mooring matters affecting west highland and island areas not covered by member groups and which could affect the interests of recreational boaters and fishers.
- d) To support, when the committee agrees, other organisations in considering Scottish Government consent and licensing decisions affecting the west highland and island harbours and anchorages.

3 Powers

In pursuance of the objectives set out in clause 2 (but not otherwise), WHAM shall have the power to undertake any actions to further the objectives as charitable purposes including the following powers:-

- a) To carry on any other activities which further any of the above objectives.
- b) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.
- c) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
- d) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
- e) To borrow money, and to give security in support of any such borrowings by the association.
- f) To engage such consultants and advisers as are considered appropriate from time to time.
- g) To effect insurance of all kinds which may include officers' and members' liability insurance.
- h) To invest any funds which are not immediately required for WHAM's activities in such investments as may be considered appropriate and to dispose of, and vary, such investments.
- i) To liaise with other voluntary sector bodies, local authorities, UK or Scottish Government departments and agencies, and other bodies, all with a view to furthering WHAM's objectives.
- j) To establish and/or support any other charity, and to make donations or loans for any charitable purpose falling within WHAM's objectives.
- k) To take such steps as may be deemed appropriate for the purpose of raising funds for WHAM's activities.

- l) To accept grants, donations and legacies of all kinds and to accept any reasonable conditions attaching to them.
- m) To do anything which may be incidental or conducive to the furtherance of any of WHAM's objectives.

4 General structure

The structure of the association shall consist of:-

- a) The MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution (the "members").
- b) The MANAGEMENT COMMITTEE - who hold regular meetings during the periods between annual general meetings, and generally control and supervise the activities of WHAM; in particular, the management committee is responsible for monitoring the financial position of WHAM and the management committee members are the charity trustees of WHAM (the "management committee").

5 Qualifications for membership

- a) Membership of WHAM shall be open to mooring associations and organisations with compatible objectives in the west highland and island areas of Scotland.
- b) Associate Members may also join WHAM but in a non-voting capacity. Associate Members may include individuals, commercial marine businesses, marinas or other properly constituted groups ("associate members").

6 Liability of members

- a) The members have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if WHAM is unable to meet its debts, the members will not be held responsible.
- b) Clause 6 a does not exclude (or limit) any personal liabilities they might incur if they are in breach of duties under the Charities and Trustee Investment (Scotland) Act 2005 or in breach of other legal obligations or duties that apply to them personally.

7 Application for membership

- a) To become a member or associate member, the applicant must be proposed and seconded by WHAM Members.
They must complete, sign, and lodge with WHAM, an application form which the management committee will consider.
- b) The management committee may, at its discretion, refuse to admit any member association or group to membership.
- c) The management committee shall consider each application for membership at the first management committee meeting which is held after receipt of the application form; the management committee shall, within a reasonable time after the meeting not exceeding 14 days, notify the applicant member association or group of its decision on the application.

8 Membership subscription

Subscription shall be payable annually by 1st July. The amount will be set at the annual general meeting. Members who do not notify the Secretary of their resignation and who, after due notice, have not paid by 30th September of the same year, shall be regarded as having resigned.

9 Register of members

The management committee shall delegate to the Secretary the tasks: (1) to maintain a register of members, setting out the full name, address, phone number and email of at least one office bearer of the member association or group, the date on which they were admitted to membership, and the date on which any member association or group ceased to be a member (2) to maintain a register of associate members containing appropriate contact details, the date on which they were admitted to associate membership and the date on which associate membership ceased.

10 Withdrawal from membership

Any member that wishes to withdraw from membership shall sign, and lodge with WHAM, a written notice to that effect; on receipt of the notice by WHAM, they shall cease to be a member.

11 Expulsion from membership

Any member may be expelled from membership by way of a resolution passed by majority vote at a general meeting of members, providing the following procedures have been observed:-

- i) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
- ii) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

12 General meetings of members

- a) The management committee may convene a meeting of members at any time.
- b) The management committee shall convene at least one meeting of the members in each year (but excluding the year in which WHAM is formed); not more than 15 months shall elapse between one annual general meeting and the next. One meeting of the members each year shall be designated as the annual general meeting. Any meeting of the members is referred to as a "general meeting" in this constitution. Such meeting may be held in person or using a virtual platform as determined by the management committee.
- c) The business of each annual general meeting shall include:-
 - i) a report by the Chair and / or Secretary on the activities of WHAM
 - ii) consideration of the annual accounts of WHAM
 - iii) the election / re-election of members of the management committee, as referred to in clause 15.

13 Notice of general meetings

- a) At least 14 clear days' notice must be given (in accordance with clause 29a) of any general meeting ; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
- b) The reference to "clear days" in clause 13a shall be taken to mean that, in calculating the period of notice, the day after the notice is posted or sent by email, and also the day of the meeting, should be excluded.
- c) Notice of every general meeting shall be given (in accordance with clause 29) to all the members, and to all the members of the management committee.

14 Procedure at general meetings

- a) No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be one quarter of the membership or 10

members, whichever is the fewer, present in person, or online if a virtual meeting is to be held.

- b) If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chair of the meeting.
- c) The chair of WHAM (appointed under clause 15) shall if present and willing to act as chair preside as chair of each general meeting; if the chair is not present and willing to act as chair within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chair of that meeting.
- d) The chair of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chair may determine.
- e) Every member shall nominate one representative to have one vote, which (whether on a show of hands or on a secret ballot) must be given personally and not by proxy. Associate members do not have voting rights.
- f) If there is an equal number of votes for and against any resolution, the chair of the general meeting shall be entitled to a casting vote.
- g) A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chair of the general meeting or by at least two members present in person at the meeting or who are present via an online meeting platform; a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- h) If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chair of the general meeting may direct to include those members attending in person and members present via an online platform using its voting technology; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

15 Maximum number of management committee members

- a) The Management Committee shall consist of Chair, Vice-Chair, Secretary and Treasurer and up to six other members, all of whom shall be elected at the annual general meeting in terms of clause 20. The maximum number of members of the management committee shall be 10 including non-voting co-opted members.
- b) The Secretary and the Treasurer need not be nominated representatives of member groups. Each shall be elected initially for one year but shall be eligible for re-election.
- c) The Management Committee shall have the power to co-opt up to two people interested in WHAM's objectives. Co-opted members shall not have voting rights.

16 Eligibility for management committee

A person shall not be eligible for election / appointment to the management committee unless they are a member of a member or can demonstrate knowledge, expertise or skills which would be of general benefit to WHAM.

17 Election, retiral, re-election

- a) At each annual general meeting, the members may (subject to clause 15) elect any person to be a member of the management committee.
- b) The management committee may at any time appoint any person to be a member of the management committee (subject to clause 15).
- c) At each annual general meeting, all of the members of the management committee shall retire from office - but shall then be eligible for re-election.

18 Termination of office

A member of the management committee shall automatically vacate office if:-

- i) they become debarred under any statutory provision from being a charity trustee
- ii) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months
- iii) they cease to be a member of a member except in the cases of the Treasurer and Secretary
- iv) they become an employee of WHAM
- v) they resign office by notice to WHAM
- vi) they are absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove them from office.

19 Register of management committee members

The secretary shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

20 Office Bearers

- a) The members present at an annual general meeting shall elect such office bearers as they consider appropriate to fill the positions on the management committee.
- b) All of the office bearers shall cease to hold office at each annual general meeting where indicated in the agenda, but shall then be eligible for re-election.
- c) A person elected to any office shall cease to hold that office if they cease to be a member of the management committee or if they resign from that office by written notice to that effect.

21 Powers of management committee

- a) Except as otherwise provided in this constitution, WHAM and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of WHAM.
- b) A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

22 Personal interests

- a) A member of the management committee who has a personal interest in any transaction or other arrangement into which WHAM is proposing to enter, must declare that interest at a meeting of the management committee; they will be debarred from voting on the question of whether or not WHAM should enter into that arrangement.
- b) For the purposes of clause 22a, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director, has a personal interest in that arrangement.
- c) Provided
 - i) they have declared their interest
 - ii) they have not voted on the question of whether or not WHAM should enter into the relevant arrangement and
 - iii) the requirements of clause 22e are complied with

then a member of the management committee will not be debarred from entering into an arrangement with WHAM in which they have a personal interest (or is deemed to have a personal interest under clause 22b) and may retain any personal benefit which they gain from their participation in that arrangement.

- d) No member of the management committee may serve as an employee (full time or part time) of the association, and no member of the management committee may be given any remuneration by WHAM for carrying out their duties as a member of the management committee other than those in clause 22e.
- e) Where a management committee member provides services to WHAM or might benefit from any remuneration paid to a connected party for such services, then
 - i) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - ii) the management committee members must be satisfied that it would be in the interests of WHAM to enter into the arrangement (taking account of that maximum amount)
 - iii) fewer than half of the management committee members are receiving remuneration from WHAM (or benefit from remuneration of that nature).
- f) The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties. The Treasurer and Secretary will be paid an annual honorarium at a rate recommended by the management committee and agreed at the annual general meeting.

23 Procedure at management committee meetings

- a) Any two members of the management committee may call a meeting of the management committee. Such a meeting will be called by the secretary who will give at least 21 days notice of the meeting and will state in the calling notice the reason for the meeting being called. An agenda will also be issued.
- b) Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chair of the management committee meeting (in terms of clause 23e) shall have a casting vote.
- c) No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum of the management committee shall be four members or one half of its membership, whichever is the fewer, including at least two office bearers.
- d) If at any time the number of management committee members in office falls below the minimum number fixed in clause 15a, the remaining management committee member(s) may act only for the purpose of calling a general meeting to elect new members of the management committee.
- e) Unless they are unwilling to do so, the chair of WHAM shall preside as chair at every management committee meeting at which they are present; if the chair is unwilling to act as chair of the management committee meeting or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chair of the management committee meeting.
- f) The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote..

24 Conduct of members of the management committee

- a) Each member of the management committee shall, in exercising their functions as a member of the management committee, act in the interests of WHAM; and, in particular, must
 - i) seek, in good faith, to ensure that WHAM acts in a manner which is in accordance with its objectives (as set out in this constitution)
 - ii) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - iii) in circumstances giving rise to the possibility of a conflict of interest between WHAM and any other party
 - put the interests of WHAM before those of the other party, in taking decisions as a member of the management committee
 - where any other duty prevents them from doing so, disclose the conflicting interest to WHAM and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question
 - iv) ensure that WHAM complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005 and any other relevant legislation
 - v) ensure WHAM only furthers charitable purposes.

25 Delegation to sub-committees

- a) The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine; they may also delegate to the chair of WHAM or another office bearer such of their powers as they may consider appropriate.
- b) Any delegation of powers under clause 25a may be made subject to such conditions as the management committee may impose and may be revoked or altered.
- c) The rules of procedure for any sub-committee shall be as prescribed by the management committee.

26 Operation of accounts and holding of property

- a) The signatures of two out of three signatories appointed by the management committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by WHAM; at least one out of the two signatures must be the signature of a member of the management committee.
- b) The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the Chair, Treasurer and Secretary of WHAM (and their successors in office) or in name of a nominee company holding such property in trust for WHAM; any person or body in whose name WHAM's property is held shall act in accordance with the directions issued from time to time by the management committee.

27 Minutes

The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of sub-committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chair of the meeting. Minutes shall be reviewed and approved at the next meeting and copies retained by the secretary.

28 Accounting records and annual accounts

- a) The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements. The financial year shall be from 1st January to 31st December each year.
- b) The management committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

29 Notices

Any notice which requires to be given to a member under this constitution shall be in writing or by email. If in writing, such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by them to the association.

30 Dissolution

- a) If the management committee determines that it is necessary or appropriate that WHAM be dissolved, it shall convene a general meeting; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
- b) If a proposal by the management committee to dissolve WHAM is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 30a, the management committee shall have power to dispose of any assets held by or on behalf of WHAM and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other charity or charities having objects similar to those of WHAM; the identity of the body or bodies to which such assets are transferred shall be determined by the members of WHAM at, or prior to, the time of dissolution. A preferred charity at the time of approving this constitution to receive the funds would be the RNLI.
- c) For the avoidance of doubt, no part of the income or property of WHAM shall (otherwise than in pursuance of the association's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of WHAM's existence or on dissolution.

31 Alterations to the constitution

- a) Subject to clause 31b, the constitution may be altered by a resolution passed by not fewer than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 13a, 13b, and 13c.
- b) No amendment to clauses 3, 22d, 30b or 30c of the constitution may be made if the effect would be that WHAM would cease to be a charity.

32 Interpretation

- a) For the purposes of this constitution,
 - i) the expression "charity" shall mean a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 96 of the Charities Act 1993
 - ii) the expression "charitable purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
- b) Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

33 Members of the management committee

The members of the management committee at the date of adoption of this constitution, and the positions held by each, are as set out below.

Signature	Name	Address and post code	Position
			Chair
			Vice Chair
			Secretary
			Treasurer
			Committee member
			Committee member
			Committee member
			Committee member
			Committee member
			Committee member

34 Adoption of the constitution

This constitution was adopted on 21 January 2023

Signature _____

Name _____ (print)

Address _____

Post code _____

Position Chair

Signature _____

Name _____ (print)

Address _____

Post code _____

Position Secretary