

Dated:

15 December 2016

**Constitution
of the
Chart and Nautical Trade Association**

INTERPRETATION

1. Defined terms

The interpretation of this constitution is governed by the provisions set out in the Schedule at the end of the Constitution.

OBJECTS AND POWERS

2. Objects

2.1 The objects of the Association are:

2.1.1 to promote and protect trade and commerce;

2.1.2 to organise, promote, protect and defend the interests of the Members;

2.1.3 to secure by mutual co-operation a general improvement in the manufacture and production of the instruments manufactured or dealt in by the Members;

2.1.4 to originate, develop and promote all means within the scope of the trade for ensuring and increasing the safety and efficiency of navigation and shipping;

2.1.5 to advance and improve the education, technical and general knowledge, and apprenticeship of persons engaged in, or about to engage in, the trade, or any employment in connection therewith; and

2.1.6 to promote the interests of the Members with government departments, international organisations, public bodies and others.

3. Powers

The Association may do all such lawful things as may further its objects.

4. Indemnity

Without prejudice to any indemnity to which a Council Member may otherwise be entitled, every Council Member of the Association shall be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity and every other officer of the Association may be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity.

COUNCIL MEMBERS

5. Council Members' general authority

Subject to the Constitution, and subject to review by the Members at a General Meeting, the Council Members are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

6. **Council may delegate to committees**

Subject to the Constitution, the Council may delegate any of its powers or functions to any Committee. The Council has the right to appoint and remove Committees as it sees fit that would benefit the Association. The appointment and removal of Committees will be annually at the AGM. The chair of each Committee will set the terms of reference for the Committee and will provide a report of the work of the Committee to the AGM and as required by the Council. The chair of each Committee shall co-opt additional members of the Committee as required.

7. **Council Members to take decisions collectively**

Any decision of the Council Members must be by decision of a majority of the Council Members present and voting at a quorate Council Members' meeting. If the numbers of votes for and against a proposal at a Council Members' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

8. **Council Members' meetings, voting and quorum**

8.1 Meetings of the Council shall be called by the Secretary on the requisition of the President or Vice-President or any Council Member.

8.2 The quorum for a Council Members' meeting may be fixed from time to time by a decision of the Council Members but it must never be less than two.

8.3 The President, or, failing he or she, the Vice-President, shall preside at all meetings of the Council. Each member of the Council in attendance shall be entitled to one vote. In case of an equality of votes the chair of the Meeting shall be entitled to a second or casting vote.

9. **Appointment and Retirement**

9.1 The Council comprises the President, Vice President, chairs of each Committee and the Publicity Manager.

9.2 Each Council Member may be either: an employee of an Ordinary Member; or an employee of an Associate Member.

9.3 The Association shall appoint, by majority vote of the attending paid-up Members at the AGM:

9.3.1 A President and Vice-President at each alternate AGM to be in office for two years (except in exceptional circumstances);

9.3.2 A Chairman and Vice-Chairman of each Committee at each AGM to be in office for one year;

9.3.3 A Publicity Manager to be elected at each AGM to be in office for one year;

9.3.4 Any other Officers that they deem fit for the running of the Association.

9.4 Each Officer shall commence and end his or her term at the AGM including where that means their term is slightly more or less than the number of years given in clause 9.3.

9.5 All Officers shall continue to act until their successors are elected or appointed.

10. Disqualification and removal of Council Members

10.1 Should any Council Member cease to be an employee of an Ordinary Member or an Associate Member, he or she shall be deemed to have resigned his or her post.

10.2 A Council Member shall cease to hold office if:

10.2.1 he or she is prohibited from being a Council Member by law;

10.2.2 the Council Members reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;

10.2.3 notification is received by the Council from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Council Members will remain in office when such resignation has taken effect);

10.2.4 he or she fails to attend three consecutive meetings of the Council Members and the Council Members resolve that he or she be removed for this reason;

10.2.5 at a General Meeting, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; or

10.2.6 at a meeting of the Council Members at which at least half of the Council Members are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Council Members.

MEMBERS

11. Becoming a Member

11.1 With the exception of the subscribers to the Memorandum, no firm may become an Ordinary Member or an Associate Member unless:

11.1.1 that firm is, in the opinion of the Council, engaged in the nautical chart, nautical data or nautical instrument trade;

11.1.2 that firm has applied for membership in writing;

11.1.3 that firm has accepted the Constitution; and

11.1.4 the Council Members have approved the application.

11.2 In addition, the Council Members must consider, before approving an application for Associate Membership, that the firm applying to be an Associate Member is of particular benefit to the Association.

11.3 No individual may become an Honorary Member unless that individual is engaged in the nautical chart, nautical data or nautical instrument trade and Council Members grant that individual an Honorary Membership for service to the Association.

11.4 The Council Members may in their absolute discretion decline to accept any person as a Member and need not give reasons for so doing.

12. **Termination of membership**

12.1 Termination of membership shall be in writing, by the Member giving two months' notice to the Secretary.

12.2 A Member shall cease to be a Member:

12.2.1 if the Member, being an individual, dies;

12.2.2 on the expiry of at least seven Clear Days' notice given by the Member to the Association of his, her or its intention to withdraw;

12.2.3 if any subscription or other sum payable by the Member to the Association is not paid on the due date and remains unpaid;

12.2.4 if, in the reasonable opinion of the Council, the Member fails to comply with the Constitution or acts in any way that is contrary to the interests of the Association. Such a decision may not be made by the Council unless the Member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Council Members. A Member expelled by such a resolution shall nevertheless remain liable to pay to the Association any subscription or other sum owed by him, her or it.

13. **Categories of membership**

13.1 The Council Members may establish such different categories of membership as they think fit. The Council Members may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.

13.2 All Members of the Association shall, in the opinion of the Council, be engaged in the nautical chart, nautical data or nautical instrument trade.

13.3 Any firm considered by the Council as of benefit to the Association may be an Associate Member. Associate Members do not hold voting rights.

13.4 The Council may confer Honorary Membership on an individual from time to time in their sole and absolute discretion. Honorary Membership shall be granted for service to the Association, and shall be reviewed on an annual basis. Honorary Members do not pay a subscription and do not hold voting rights.

14. **AGMs**

The Association must hold an AGM once in every calendar year and not more than 15 months shall pass between one AGM and the next. It shall be held at such time and place as the Council Members think fit. The Secretary shall provide the Members with at least fourteen day's clear notice of an AGM. The business of the AGM shall include, but shall not be limited to, considering the accounts of the Association and the election of Council Members (under clause 9.3).

15. **Other general meetings**

15.1 An extraordinary general meeting (EGM) shall be called by the Secretary on the request of the President, Vice-President or any five Members of the Association. The Secretary shall give Members at least fourteen days' clear notice of an EGM.

15.2 Any request made by Members for an EGM must state the objectives of the meeting proposed to be called and must be signed by those requesting the meeting.

15.3 Members only shall be entitled to vote at AGMs and EGMs and each shall have one vote. A Member in arrear of payment of the annual subscription or levy (which shall be deemed to be six months after request for payment) shall not be entitled to vote. Associate Members and Honorary Members shall be entitled to attend and take part in the discussion at General Meetings but not vote.

15.4 The President, or, failing him or her, the Vice-President, shall preside at all general meetings, or, failing them, the Members, shall elect a chair at the meeting. In case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote.

15.5 At any General Meeting unless a poll is demanded by at least five Members, a declaration by the chair that a resolution has been carried, and an entry to that effect in the minutes, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. If a poll is demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

15.6 No proposal for which the authority of a General Meeting is required by this Constitution shall be of effect until such proposal has been adopted by the Association in a General Meeting. No such proposal shall be in order or acceptable at any General Meeting unless not less than seven days' clear notice giving particulars of the proposal has been duly issued to each Member prior to the meeting.

15.7 Decisions arrived at by vote or otherwise at General Meetings shall be binding, and may be reversed or modified only by a decision at a subsequent General Meeting.

15.8 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. The greater of (a) one tenth of the Members and (b) six Members, in either case present in person, shall be a quorum.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

16. Communications by the Association

Methods of communication

- 16.1 Subject to the Constitution, any Document or information (including any notice, report or accounts) sent or supplied by the Association under the Constitution may be sent or supplied in any way, including without limitation: in Hard Copy Form; in Electronic Form; or by making it available on a website.

Deemed delivery

- 16.2 A Member present in person at a meeting of the Association shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 16.3 Where any Document or information is sent or supplied by the Association to the Members:

- 16.3.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

- 16.3.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

- 16.3.3 where it is sent or supplied by means of a website, it is deemed to have been received:

- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

Exceptions

- 16.4 Copies of the Association's annual accounts and reports need not be sent to a person for whom the Association does not have a current address.

- 16.5 Notices of general meetings need not be sent to a Member who does not register an address with the Association, or who registers only a postal address outside the United Kingdom, or to a Member for whom the Association does not have a current address.

17. Secretary

A Secretary may be appointed by the Council Members for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them.

18. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

19. **Association Crest**

19.1 The Crest adopted as the Association Crest may be used only by Members on their stationery or other printed matter and subject to the approval of the Council, in any other way. No other Crest or design containing the name of the Association or the initials "C.N.I.T.A.", "CNITA", "C.A.N.I.T.A." or "CANITA" shall be used by any Member.

19.2 On a firm ceasing to be a Member, it shall immediately erase the Crest from all stationery, or promotional material, correspondence, websites and social media.

20. **Subscription**

20.1 Each Member shall pay an annual subscription, the terms of which shall be set by the Council.

20.2 Each Member shall pay a levy as and when the Council may decide.

20.3 There shall be paid to the Association such amounts as may from time to time be fixed by the AGM.

20.4 Each new Member shall pay an entrance fee on being elected to membership which is a pro-rata proportion of the annual subscription for election part way through the membership year.

20.5 Each Member shall be bound to pay the entrance fee, annual subscription and levy made on him or her. They shall be recoverable by the Council and the validity thereof shall not be open to question on any ground.

21. **Finance**

21.1 The financial year of the Association shall be from 1st August to 31st July, or as may be varied by the Council from time to time.

21.2 A statement of accounts shall be prepared and submitted at each AGM.

21.3 The accounts shall be audited annually by auditors, appointed by the Association at the AGM. At each subsequent AGM the Council shall review the appointment of the auditors and consider whether to reappoint the auditors for the next year.

21.4 A "banking account" may be kept in the name of the Association, from which all payments due from and to the Association shall be made, by cheque. The banking account shall be approved at each AGM and signed by two authorised signatories, appointed by the Council.

22. **Winding up**

22.1 At an EGM specially called to consider the winding up or dissolution of the Association, the Members may resolve that the Association is dissolved or wound up.

22.2 An EGM called under clause 15.1 shall be called on 14 days' clear notice, and any resolution about the winding up or dissolution of the Association shall be passed by no less than two thirds of the votes of those attending such meeting in person and voting on the matter.

22.3 Any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Association be divided equally among those Members who are on the register of Members at the date of the notices calling the first EGM to consider the question, in such proportions as shall be determined by such meeting.

23. **Alteration of the Constitution**

Alterations to the Constitution may be made at a general meeting called for the purpose or at any general meeting. The exact particulars of the proposed alterations shall be issued to Members with fourteen days' clear notice.

SCHEDULE

INTERPRETATION – DEFINED TERMS

In the Constitution, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
"AGM"	means the annual general meeting of the Association;
"Associate Member"	means any firm considered by the Council as of benefit to the Association and appointed an Associate Member under clauses 11.1 and 11.2;
"Associate Membership"	means the category of membership described under clause 13.3;
"Council"	means the executive board of the Association, comprised of the Council Members;
"Council Member"	means the President, Vice President, chairs of each Committee and the Publicity Manager;
"Electronic Form and Electronic Means"	a document is sent or supplied in electronic form if it is sent or supplied: by electronic means (for example, by email or fax), or by any other means while in an electronic form (for example, sending a disk by post);
"Hard Copy Form"	a document or information is sent or supplied in hard copy form if it is sent or supplied in a paper copy or similar form capable of being read;
"Honorary Member"	means a Member of the Association appointed under clause 11.3;
"Honorary Membership"	means membership granted to an individual for service to the Association as described under clause 13.4;
"Member"	means a member of the Association appointed under Clause 11;
"Officers"	means the President, Vice-President, chair of each Committee, Publicity Manager, and any other Officers that the Council deems fit for the running of the Association;

"Ordinary Member"	means a Member of the Association appointed under clause 11.1;
"Publicity Manager"	means a director partner or principal of a Member firm, or a manager in the employment of a Member firm who, in the opinion of the Council, is competent, through his or her knowledge of the trade, to assist in directing the affairs of the Association, and who shall be responsible for putting into effect the policy on publicity laid down by the Council from time to time;
"President"	means the president of the Council; and
"Vice-President"	means the vice-president of the Council.