



## Proposals for updating of the CSORC Constitution at the AGM 2021

MOTION 1 To make a number of changes to the constitution in order to:

- Simplify some wording;
- Bring it into line with other CSSA constitutions;
- Shorten the notice required for an AGM from four to three weeks;
- Remove references to Associate Membership, rename Ordinary to Full membership, rename Temporary to Day membership;
- Include both chartered and club-owned boats, and training in the Club objectives;
- Remove training for certificates from the objectives;
- Clarify membership to be those who have applied to participate in an event or have participated in the running of the club within the previous 2-3 years;
- Simplify and modify the banking process to enable electronic transfers;
- Reflect the need to examine but not audit the accounts;
- Simplify the definition of club assets.

### Proposed Changes to the Constitution

Words shown in **red** are recommended for removal and words shown in **green** are to be added.

1 **There is hereby constituted a Division of the Civil Service Sailing Association (CSSA), to be known as the CIVIL SERVICE OFFSHORE RACING CLUB** **The Civil Service Offshore Racing Club (CSORC)** (the 'Club') is a division of the Civil Service Sailing Association (CSSA) which is a part of the Civil Service Sports Council (CSSC) .

### Interpretation

2 In these Rules, unless the context otherwise requires, "Club" means the Division of CSSA constituted by Rule 1 and "Council" means the Civil Service Sports Council.

### Objectives

3(1) The Objectives of the Club are -

(a) the provision and management of yachts **(in these rules severally referred to as a Club yacht)** for the purpose of racing, **training** and cruising and the promotion thereby of those activities among members of the CSSA and the Club;

**(b) the provision and management of premises and ancillary services for the accommodation and the furtherance of those activities;**

**(c) the organisation and management of training courses whereby members may qualify for certificates of competence, including those issued by the Royal Yachting Association;**

**(db)** the provision and management of a Crewing Bureau to enable such members requiring crews for their yachts and **such** members requiring berths on yachts to be introduced to each other.

3(2) The Objectives shall be promoted subject to and in accordance with any directions of the General Committee of CSSA, and in particular managed subject as aforesaid so far as reasonably practicable to prevent financial loss and to secure and maintain efficiency.

## Burgee

4 The Burgee of the Club shall be identical with that of the CSSA.

## Membership

5(1) Members of the club shall be:

(a) Ordinary Full members, being members of the CSSA and of the CSSC who have sailed or shall have applied to sail in a Club yacht or been involved in related activities within the Club or otherwise applied for membership and have paid their subscriptions and charter or berth fees where appropriate;

(b) Associate members, being persons not eligible for Ordinary Full membership in respect of each of whom an application by the Committee for such membership has been made to and accepted by the General Committee of the CSSA and who shall have applied to sail in a Club yacht and have paid their subscriptions and charter or berth fees; provided that the number of such members shall not exceed 10% of full CSSA members of the Club;

(b) Day members, being those not members of the CSSA and CSSC who have sailed or apply to sail in a Club yacht and have paid their charter or berth fees including a daily supplement for Day Membership;

(c) Family members, being the husband or wife of an Ordinary or Associate Member, together with any of their children under 21 years of age, who apply to sail on a Club yacht;

(d) Temporary members, being persons who apply for such membership to and are accepted by the Committee or delegated authority. Any refusal of such application and the reason therefore shall be reported to the next following meeting of the Committee.

5(2) Subject to 7(7) below, the duration of membership of the Club shall be determined as follows:-

(a) Ordinary Full membership shall commence when an application to sail in a Club yacht or other application for membership has been accepted and the membership fee, charter or berth fee has been paid, and such membership shall terminate on 28 February 31<sup>st</sup> December in the second year after the acceptance of membership;

(b) Associate membership shall commence when an application for such membership has been accepted as in 4(1)(b) above, and shall terminate on the 28 February following the date on which membership commenced or was last previously renewed;

(c) Family membership shall commence when an application to sail on a Club yacht has been accepted and will terminate on the same date as that of the member of the family who is an Ordinary or Associate member of the Club;

(d) Temporary membership shall commence on a date specified by the Committee or delegated authority on acceptance of an application for such membership, for which the berth fee and any membership fee shall have been paid. Temporary membership shall terminate one month following commencement, and shall not be renewable in that year or the following year.

5(3) An application to charter a Club yacht, or for a berth, or for inclusion of a non-member in the crew of a private charter shall be treated as an application for membership.

## Subscription

6(1) The subscription for membership or for any category of membership shall be such sum as may be determined from time to time by a general meeting.

6(2) The subscription shall become payable on application for membership or renewal of membership.

## Management Committee

7(1) The Objectives of the Club shall be promoted by a Committee consisting of the Officers who shall be Captain, Secretary, Treasurer and Crewing Bureau Secretary and other members as elected at a general meeting (jointly referred to as its membership).

7(2) The Committee shall take office immediately after the general meeting at which it is elected; shall, unless previously voted out of office, hold office until the end of the next Annual General Meeting and shall meet as required for the purpose of promoting the Objectives.

7(3) The Committee may appoint such sub-committees as it requires and may delegate to them such powers as it considers appropriate.

7(4) The Committee may:

- (a) co-opt members for special purposes;
- (b) co-opt two skippers from among the members in order to secure the representation in its membership of skippers approved as such by CSSA;
- (c) fill from among its members any vacancy among the Officers.

7(5) The Committee shall make such arrangements for promoting the Objectives as it thinks fit, may charge such fees for participating in such activities as it may arrange and may incur such liabilities as seem proper provided that the Committee may not without the prior approval of the General Committee of CSSA incur liabilities in excess of the reasonably expected income from the then current activities of the Club.

7(6) The quorum for the Committee shall be 4 of whom 2 shall be Officers.

7(7) Subject to sub-paragraphs (a) and (b) below, the Committee may, by a resolution of which not less than two thirds of its membership are in favour, require the resignation from the Committee of any of its membership or from the Club of any member.

(a) Where the Committee proposes so to require, it shall so notify such person who may within seven days of the date of such notification require the Committee to give him within a further twenty one days, an opportunity to make representations whether in writing or in person as he may specify, to show cause why he should not be so required to resign;

(b) Where in default of or after taking into account any such representations, the Committee requires the resignation of such person, but such person fails to comply with such requirement within seven days of its date, he shall be deemed to have resigned;

(c) The Committee may suspend any member from the duties of his office or the privileges of membership while a proposal to require his resignation is being considered.

7(8) The Committee may by a resolution of which not less than two thirds of its membership are in favour, sponsor as an Associate Member of CSSA any person who applies to the Committee for such membership: Provided that the Committee may not so sponsor persons to a total in number which exceeds 10% of the membership of CSSA who are also members of the Council.

7(98) The Committee may make, amend or revoke all such rules, regulations and bye-laws not being inconsistent with this Constitution, as it shall think fit for the management and wellbeing of the Club and for the conduct of sub-committees; and shall do so in respect to the admittance, behaviour and expulsion of guests, visitors or other licensees.

7(109) The Committee shall effect such insurance of the Club and its assets against loss, damage, third party liability and such other risks in such sum as may be requisite to indemnify the Club, CSSA

and the Council against any claim arising out of any activities of the Club in the promotion of its Objectives.

7(110) The proceedings of the Committee shall not be invalidated by any vacancy in, or by any defect in the election of any of its membership.

### **Chairman**

8(1) The Captain shall be the chairman and shall, subject to paragraph (2), preside at all Committee meetings.

8(2) In the absence of the chairman, the Committee shall elect one of its membership present to preside.

### **Secretary**

9 The Secretary shall -

9(1) be responsible for the correspondence and maintain the records necessary for the promotion of the Objectives;

9(2) give to the members notice of all General Meetings, in accordance with rule 11;

9(3) give to the Committee membership notice of all Committee meetings;

9(4) record and publish as appropriate the minutes of such meetings;

9(5) forward copies of such minutes to the Secretary of CSSA.

### **Treasurer**

10 The Treasurer shall -

10(1) keep proper books of account of all monies received and paid on behalf of the Club;

10(2) arrange for receipts to be deposited with such branch of such bank as the Committee may determine to the credit of an account in the name of the Club into, and payments made from, an account in the name of the Club with such bank and in accordance with such mandate as the Committee may determine

10(3) instruct such bank that it shall not honour cheques or other orders on such account for amounts exceeding £150 which are signed by fewer than two of the Officers or such other persons as the Committee shall from time to time authorise for the purpose and notify to it.

10(43) shall prepare an income and expenditure account and a balance sheet as at 31st December in each year;

10(54) cause such accounts and balance sheet to be audited examined and a copy sent to the treasurer of CSSA not less than 14 days before the general meeting of the Club to which they are to be presented.

### **General Meetings**

11(1) (a) An Annual General Meeting shall be called by the Secretary and held as soon as practicable after 31st December;

(b) the quorum for such Meeting shall be 20 10 members;

(c) the Committee shall invite the Captain to preside, failing whom, such person shall preside as accepts such invitation as the Committee shall make;

(d) the Secretary shall give to members at least **one month's 21 days** notice of the date for the Meeting and invite members to nominate members for election as Officers or members of the Committee;

(e) members shall give to the Secretary at least 14 days notice signed by them and their seconders, of motions or nominations which they wish to be considered by the Meeting;

(f) the Secretary shall give to members at least 7 days notice of such motions and nominations;

(g) members shall give to the secretary not later than the commencement of the Meeting, notice in writing signed by them and by their seconders of amendments which they wish to propose to such motions.

11(2) The business of an Annual General Meeting shall be -

(a) to receive and, if it considers appropriate, approve the Captain's report on the previous year;

(b) to receive and, if it considers appropriate, approve the Treasurer's report and the audited accounts for the previous year;

(c) to elect the Committee for the ensuing year;

(d) to elect the **auditor examiner** for the ensuing year, provided that a person may not be so elected if he is or was a member of the Committee for the period to which the accounts relate which he will be required to **audit examine**;

(e) to consider motions on the agenda.

11 (3) Special General Meetings may be held at any time subject to,-

(a) A Special General Meeting may be called at any time by the Secretary on the instructions of the Committee, and shall be called within 28 days of the receipt by him of a request in writing signed by not less than ten members giving the reason therefore;

(b) the Committee shall give members not less than 14 days notice of such Meeting and of its agenda;

(c) the business of such Meeting shall be that for which it is called and no other;

(d) subject thereto, the procedure of an Annual General Meeting shall apply to a Special General Meeting.

## **Nominations**

12(1) Nominations for election to the Committee shall be of **Full members of the Club** who are **nominated by two Full members of the Club. members also of the Council CSSC by at least two such members.**

12(2) Where election is required between nominees, it shall be effected by a majority vote of a General Meeting.

## **Voting**

13(1) Only **Ordinary Full** members of the Club shall be entitled to vote at meetings of the Club and no person shall be entitled to more than one vote, except in the case of an equal vote in the proceedings of the Committee, when the Captain shall have a casting vote.

13(2) Any person entitled to vote at such meetings may give to any other such person a proxy paper which he shall obtain from and return duly completed and signed by him and that other person to the secretary before the meeting begins, stating the name of that other person and authorising him to vote on behalf of the donor on any motion on the agenda of that meeting.

13(3) A proxy paper shall be valid only for the meeting in respect of which it is given and for any adjournment of it.

13(4) The method of voting shall, unless the meeting by resolution determines otherwise, be by a show of hands with an oral declaration by each holder of a proxy paper of the additional votes and the sense in which they are cast by him.

## **Assets**

14(1) Such assets of the Club (not already being apart from this Rule assets of CSSA which the General Committee of CSSA has appropriated and allocated to the use of and management by the Club) as shall be determined by the General Committee of CSSA to be capital assets, shall be held in the name of the Trustees of CSSA, who shall deal with such assets in such manner as that Committee shall from time to time direct by resolution (of which an entry in the minute book of that Committee shall be conclusive evidence).

14(2) All other assets of the Club shall be held on behalf of the Club in the name of and by the member in whose control they are required to be for the discharge of functions for and the pursuit of the Objectives of the Club. All assets of the Club, other than the yacht which is held on behalf of CSSA, shall be held on behalf of the Club in pursuit of the Objectives.

## **Notices**

15 The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to such notice, shall not invalidate the proceedings of that meeting.

## **Expenses**

16 The Committee shall reimburse expenses incurred by its membership on official business in the pursuit of the Objectives, and may authorise and reimburse expenditure by members on any special business on behalf of the Club.

## **Amendments**

17 This Constitution shall not be amended except by a resolution of a general meeting of which not less than two thirds of the members present in person, **online**, or by proxy are in favour and which is approved subsequently by the General Committee of CSSA.

## **Administration**

18 Each member shall on request be provided without charge with a copy of this Constitution; but any member who requests a further copy may be provided with one only on payment of such charge as the Committee may from time to time determine to cover the cost of printing and postage. The Constitution will be made available to members on the Club website and may, on request, be provided to a member by e-mail without charge. A member may also request a printed copy of this Constitution for which the Committee may make a reasonable charge to cover the cost of printing and postage. All requests for copies should be made to the Club Secretary.

## **Dissolution**

19(1) The Club shall not be dissolved except by a resolution of a general meeting of which not less than two thirds of the members present in person, **online**, or by proxy are in favour.

19(2) Upon the passing of such a resolution, the net assets of the Club after the discharge of all liabilities shall become the property of CSSA for the promotion of its Objectives.

**22 August 2021**