

# CSSA CONSTITUTION

(including changes proposed by the General Committee on 15<sup>th</sup> October 2020 for endorsement at the SGM to be held on 21<sup>st</sup> November 2020)

## 1. NAME

The Association shall be called the Civil Service Sailing Association (hereinafter "the Association"). The Association shall be affiliated to the Civil Service Sports Council (hereinafter 'the Council').

## 2. OBJECTS

The objects of the Association shall be to:

- (1) Promote and encourage cruising under sail or power, and racing under sail, for members of the Council.
- (2) Carry out the policy of the Council.

## 3. MEMBERSHIP

There shall be the following classes of members:-

- (1) (a) Full Members: Any person who is a member of the Council and is registered as such with the Association shall be eligible for full membership of the Association. ~~without payment of further subscription.~~

~~(b) Associate Members: The General Committee (as described in Rule 5 below) may on such conditions as it determines and subject to the limit in number of 10% of the voting members of the Association (as calculated at the preceding 31<sup>st</sup> December) admit as Associate Members persons ineligible for Full Membership. Applications for Associate Membership must be sponsored by a resolution of a Committee or Division of the Association. They shall be admitted to membership until 31<sup>st</sup> December next following and may be eligible for re-election.~~

~~(be) Honorary Life Members: The General Committee may propose to a General Meeting and, with the consent of a majority of not less than two-thirds of the votes cast in general meeting, elect Honorary Life Members in recognition of distinguished service rendered to the Association. Before such election, candidates must be Full Members of the Association and, on election to Honorary Life Membership, shall retain all the rights and privileges of Full Members.~~

~~(cd) The General Committee may, at its discretion and for such period as it may decide, elect Honorary Members of the Association.~~

- (2) (a) All applications for membership shall be made to the Membership Secretary in writing on a form approved for the purpose, duly signed and dated. Information from approved applications shall be recorded in the membership register and the applicant informed of his admission to membership. The General Committee may refuse any application without giving a reason but, in that event, the form shall be cancelled ~~and a sum equivalent to any subscription paid returned.~~ A copy of the Constitution shall be available to all members on request.

(b) It shall be a condition of continuing membership that all members, other than Honorary ~~or Associate~~ Members, shall on request provide evidence satisfactory to the Membership Secretary of their continued membership of the Council.

~~(c) No member other than hHonorary mMembers shall in any year be entitled to exercise his vote or enjoy any other rights or privileges until he has satisfied the Membership Secretary, on request, as to his continued membership of the Council.~~

~~(de) All members shall abide by this Constitution and by any policies rules and guidance of the Association from time to time in force.~~

(3) A member may resign at any time on giving notice to the Membership Secretary. ~~No rebate of subscription shall be payable on resignation save in special circumstances at the General Committee's discretion. A member whose notice of resignation is received on or after 1<sup>st</sup> January shall be liable for any subscription payable to the Association for the year then beginning.~~

(4) For the avoidance of doubt references in this constitution shall apply equally to the female gender.

#### 4. SUBSCRIPTIONS

~~Recognising that members must be members of the Council and so make annual payments for their Council shareholding, and that the Council pays the Association an annual Membership Grant, the Association does not levy an additional membership subscription. (1) Subscriptions of Associate Members shall be due on 1<sup>st</sup> January of each year. They shall pay an annual subscription of 120% of the annual cost of the full annual cost of membership of the Council.~~

~~(12) The first such annual subscription due from a new member shall be payable on election. An Associate Member elected after 30<sup>th</sup> September in any year, who has paid the subscription due for that year, shall not be required to pay any subscription due for the following year.~~

~~(23) No member shall in any year be entitled to exercise his vote or any other rights or privileges until he has satisfied the Membership Secretary, on request, as to his continued membership of the Council or that his subscription (if any) for that year, and any arrears, have been paid.~~

#### 5. THE GENERAL COMMITTEE

(1) The management of the Association shall be vested in a General Committee.

(2) The General Committee shall consist of the honorary officers of the Association, the nominated representative of each Division, other members elected under Rule 8, and the Chief Executive of the Council.

(3) The General Committee shall meet at least four times a year. Meetings shall be called by a Flag Officer. The senior Flag Officer present shall preside over meetings of the Committee. In the absence of a Flag Officer, the meeting shall elect a chairman for that meeting. A quorum for a meeting of the General Committee shall be five, of which at least one member shall be a Flag Officer, the General Secretary or the Treasurer. Records of the General Committee's

meetings shall be kept by the General Secretary. The General Committee shall determine its own procedure.

- (4) The General Committee shall be empowered to further the objects of the Association and in particular shall have the power -
- (a) to conduct the financial affairs of the Association, but shall not, without the prior approval of a General Meeting of the Association, incur liability in excess of that which can be met from the reasonably expected income of the then current activities of the Association;
  - (b) to establish Divisions of the Association, and approve applications for the affiliation of Clubs submitted in accordance with Rule 13, and may revoke such decisions in appropriate circumstances;
  - (c) to elect Full Members, ~~Associate Members~~, Honorary Members and, in accordance with Rule 3(1)(c), propose to a General Meeting the election of Honorary Life Members;
  - (d) to cancel the membership of any member who fails to satisfy the Membership Secretary, on request, as in Rule 3(2)(b), ~~or whose subscription remains unpaid for more than three months~~, but may grant reinstatement;
  - (e) to expel from the Association or, for such period as it may decide, suspend from the privileges of membership of the Association, or impose sanctions against, any member who has been judged by the General Committee to have acted in a manner detrimental to the interests of the Association in any respect. Any member who has been so judged shall have a right of appeal against the decision of the General Committee, and that appeal shall be referred to the CSSC Discipline and Complaints Committee.
  - (f) to appoint such Officers, additional to those prescribed in Rule 7(1), as it may deem necessary for the convenient conduct of business;
  - (g) to fill at its discretion vacancies occurring among the Officers or other members of the General Committee by co-opting members of the Association;
  - (h) to manage the interface with the Royal Yachting Association in all matters affecting the Association;
- (5) The General Committee shall appoint from among the members of the Association such committees as it may deem necessary to promote the objects of the Association. The committees so appointed shall be responsible to the General Committee;

## 6. TRUSTEES

The assets of the Association shall be vested in not less than two and not more than four Trustees who shall be appointed by the General Committee and each of them shall hold office until death, resignation or revocation of his appointment by the General Committee. The Trustees shall deal with the assets in accordance with the Constitution and as directed from time to time by the General Committee.

## 7. OFFICERS

- (1) There shall be the following honorary officers of the Association:

The Commodore

The Vice-Commodore  
One Rear-Commodore (Offshore Sailing)  
One Rear-Commodore (Dinghy Sailing)  
The General Secretary  
The Treasurer  
The Offshore Secretary  
The Dinghy Secretary  
The Membership Secretary  
The Public Relations Officer  
The Training Officer  
The Safety Officer

- (2) The Commodore shall be elected by the General Committee for a three-year term and shall be eligible for re-election.
- (3) The other honorary officers prescribed in Rule 7(1) shall be elected by members of the Association as provided in Rule 8.
- (4) Members who are not Full Members of the Association shall not be eligible for election as Commodore, Vice-Commodore, Rear-Commodore, General Secretary or Treasurer of the Association.

#### 8. APPOINTMENT OF OFFICERS AND COMMITTEE MEMBERS

- (1)
  - (a) The Vice-Commodore shall serve for a period of three years and shall be eligible for re-election for one further three-year term, but shall then retire for not less than three years.
  - (b) The Rear-Commodores shall each serve for a period of two years and shall be eligible for re-election for a further two-year term; but shall then retire for not less than two years. They shall be elected in alternate years.
  - (c) The honorary officers not otherwise specified, and up to nine other members, shall be elected annually and shall then be eligible for re-election.
- (2) Each Division may nominate one voting member as its representative on the General Committee. Nominations shall be for a period of a year and shall be forwarded to the General Secretary by 14th February in each year but the nominee may be changed at any time following notification to the General Secretary.
- (3) Nominations for the posts of Flag and other Officers (except that of the Commodore) and members of the General Committee which are to fall vacant at the next Annual General Meeting shall be sent in writing to the General Secretary not later than 14th February preceding it. Each nomination shall be proposed by at least two voting members. If the nominations so received exceed the number of vacancies, the General Secretary shall ensure they be circularised with particulars in the form of a ballot sheet with the notice of the Annual General Meeting. Members entitled to vote at General Meetings will be requested to record their votes on the ballot sheet and return it so as to reach the General Secretary at least four days before the Meeting. The result of the ballot shall be announced at the Meeting and the new Officers and members of the General Committee will take office at the end of the Meeting.

#### 9. ANNUAL GENERAL MEETING

- (1) An Annual General Meeting of the Association shall be held in-between 1<sup>st</sup> April and 30<sup>th</sup> June of each year for the purpose of:

- (a) receiving the General Committee's report for the period ended 31st December, and statements of account for the previous year, made up to 31st December;
- (b) appointing Auditors;
- (c) considering any business submitted in accordance with this Constitution.

(2) The General Secretary shall give notice of the Annual General Meeting to all members and to the Secretary of each Affiliated Club not less than fourteen days before the Meeting.

(3) A text of every motion intended to be brought before the Annual General Meeting, proposed by not less than two voting members, shall be sent to the General Secretary so as to arrive not later than 14th February preceding it. The General Secretary shall ensure a copy of every such motion is made available to members of the Association and to the Secretaries of Affiliated Clubs at least fourteen days ahead of the Annual General Meeting.

#### 10. SPECIAL GENERAL MEETING

On the application in writing of not less than twenty-five Full Members to the General Secretary, stating the business to be submitted, a special General Meeting shall be called within twenty-eight days, not less than fourteen days' notice being given. The General Committee may call a special General Meeting at any time, subject to not less than fourteen days' notice. Notice of a special General Meeting shall be sent to all members and Affiliated Clubs as for an Annual General Meeting.

#### 11. PROCEDURE AT GENERAL MEETINGS

(1) Subject to Rule ~~3(2)(c)4(3)~~, all members of the Association may attend at General Meeting and speak, but only a Full Member or Honorary Life Member may be a voting member. A member who is entitled to ~~exercise a~~ vote but who is unable to attend the meeting may, by ~~written authority~~ an authorising document given to another voting member, cast his vote or votes by proxy; ~~the written authority shall be handed by the proxy to the Secretary before the meeting starts.~~ the Secretary shall receive the authorising document before the start of the meeting. Voting for the appointment of Officers and Committee members is by ballot of members before the General Meeting (Rule 8). The General Committee may make provision for remote electronic participation and voting.

(2) The chair shall be taken by the senior Flag Officer present or if none by the most senior honorary officer present, seniority for this purpose being determined by the order in Rule 7(1).

(3) A quorum shall be twenty voting members present in person or remotely, of which at least one member shall be a Flag Officer, the General Secretary or the Treasurer. If a quorum is not reached the meeting shall be postponed and reconvened in accordance with Rule 9 or 10 and the members present shall be deemed a quorum.

(4) Except in respect of Rule 16 of this Constitution, voting shall be by simple majority. The Chairman of the meeting shall have no vote except in the case of an equality of votes.

(5) Business, other than that of a routine nature, shall not be transacted at a General Meeting unless notice of it has been given in accordance with this Constitution or the Chairman so decides; provided that business involving any change in the Constitution of which no notice has been given under Rule 9(3) or Rule 10, as appropriate, shall not be discussed.

## 12. DIVISIONS OF THE ASSOCIATION

A Division of the Association established under Rule 5(4)(b) shall set up its own organisation and frame and amend its own Rules, subject to the prior approval of the General Committee, which may include provision for membership fees and subscriptions additional to those of the Association. All members of a Division who are eligible for full membership of the Association shall be Full Members. ~~The number of CSSA Associate Members of a Division shall not be more than 10% of the number of Full Members of that Division.~~—The Commodore or Captain, Secretary and Treasurer, of a Division shall be Full Members of the Association.

## 13. AFFILIATED CLUBS

- (1) Sailing clubs whose membership consists predominantly of persons eligible for membership of the Council may become affiliated to the Association, subject to their Constitutions being first approved by the General Committee of the Association. The authorised representative of such an Affiliated Club may on behalf of that Club propose motions for and speak at General Meetings of the Association.
- (2) Sailing clubs whose membership consists predominantly of persons eligible for membership of the Council, and which are structured as a Company Limited by Guarantee or similar entity, may become affiliated to the Association, subject to the approval of the General Committee of the Association. The authorised representative of such an Affiliated Club may on behalf of that Club propose motions for and speak at General Meetings of the Association.

## 14. FINANCE

- (1) The Treasurer shall administer the funds of the Association under the direction of the General Committee.
- (2) The Treasurer shall from the funds of the Association reimburse members, including himself, all costs and expenses, including authorised travelling expenses, which have been properly incurred by them in or about the discharge of their duties in connection with the business of the Association and all cost and expenses which have been specifically authorised by the General Committee.
- (3) The Treasurer, officers and members of the General Committee and Trustees of the Association shall be indemnified out of the funds of the Association for all losses by them and all claims made against them in connection with the business of the Association not caused by their own misbehaviour or lack of reasonable care.
- (4) Financial statements as at 31st December shall be prepared annually on behalf of the General Committee by the Honorary Treasurer. They shall be prepared in accordance with the United Kingdom Generally Accepted Accounting Practice and be subject to audit. The audited financial statements shall be submitted to the Annual General Meeting of the Association.

- (5) The Association's bankers shall be such one or more banks as the General Committee shall resolve.
- (6) The Association may not borrow money, except as may be authorised by resolution of a General Meeting.

## 15. FLAGS

- (1) The Burgee of the Association shall be white, surrounded by red and blue bands of equal width, the red border being within the blue border and separated from it by a white fimbriation. The vertical side of the white area shall be two-thirds of the height of the hoist. At the centre of the Burgee there shall be a blue anchor inclined so that the ring is further from the hoist, fouled with red tape.
- (2) The Commodore's Flag shall be a swallow-tailed flag bearing the design of the Burgee of the Association.
- (3) The Vice-Commodore's flag shall be the same as that of the Commodore with the addition of a blue ball in the upper part of the hoist.
- (4) The Rear-Commodore's Flag shall be the same as that of the Vice-Commodore with the addition of a blue ball in the lower part of the hoist.
- (5) A member of the Association may fly the Burgee of the Association on any boat of which he is in effective control.
- (6) The Burgee of the Association may be flown by Divisions of the Association and club boats of Affiliated Clubs.
- (7) The membership flag of the Association shall be a square flag bearing the colours and design of the Burgee. It may be flown at the cross-trees or yard-arm of any vessel of which the skipper is a member of the Association.

16. AMENDMENT

This Constitution shall not be altered or amended unless a motion proposing such alteration shall have been sent to all members in accordance with Rule 9 or 10 and carried by a majority of not less than two-thirds of the votes cast at a General Meeting of the Association. Such alteration shall not take effect unless approved by the Council.

17. INTERPRETATION

(1) Any matter not covered by the Constitution or any question as to the interpretation thereof shall be decided by the General Committee.

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

18. DISSOLUTION

On dissolution of the Association, its assets shall be used to pay all debts, and any residue of such assets shall become the property of the Council.

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