CRUISING ASSOCIATION OF IRELAND
CONSTITUTION

NAMES AND OBJECTS

1. The Association shall be called "The Cruising Association of Ireland" hereinafter referred to as "The Association".

2. The objects of the Association shall be the promotion and encouragement of cruising and of social union among it members. The Association shall seek to work with Irish Sailing and other bodies such as the CA and RYA in the UK, that promote cruising in our neighbouring waters.

MANAGEMENT

3. The affairs of the Association shall be managed by a Committee elected annually by the members.

4. The Committee shall consist of the Honorary Officers, and six Ordinary Members.

5. The Association shall have as Honorary Officers: the Commodore, 3 Vice-Commodores, Honorary Secretary, Honorary Treasurer and Membership Secretary

6. The Commodore may only hold office for a maximum of two years. All other officers and members of the committee may hold office for a maximum of five years. If vacancies arise, previous officers and committee members may be re-elected after a period as decided by the committee and approved by members at AGM.

7. (a)The Association shall not support with its funds any object or endeavor to impose on or procure to be observed by its members or others any regulation or restriction, which would make it a Trade Union.

(b) Where an officer is unavailable to perform their duties they may be undertaken by the Commodore or by another member of the committee as appointed by the committee.

INCOME AND PROPERTY

8. The income and property of the organization of the Association shall be applied solely towards the promotion of its main objects as set forth in this Constitution. No portion of the Association's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to member of the Association. No Officer shall be appointed to any office in the Association paid by salary or fees, or otherwise any remuneration or other benefit in money or monies worth from the Association in respect of such office. However, nothing shall prevent any payment in good faith by the Association of:

(a) Reasonable and proper remuneration to any member or Officer of the Association for any services rendered to the Association (other than that as an Officer);

(b) Reasonable and proper remuneration, to any company of which a member or Officer of the organization as a Director or Shareholder, for any services rendered to the Association;

(c) Interest at a rate not exceeding 5% per annum on money lent by Officers or other members of the Association to the Association;

(d) Reasonable and proper rent for premises demised and let by any member of the Association (including any Officer) to the Association;

(e) Reasonable and proper out of pocket expenses incurred by any Officer in connection with their attendance to any matter affecting the Association;

(f) Fee, remuneration or other benefit in money or monies worth to any Company which an Officer may be a member holding not more than 100th part of the issue Share Capital of such Company.

MEMBERSHIP

9. The membership of the Association shall consist of:

(a) Ordinary Members: Gentlemen and ladies, not less than 18 years of age on January 1st of the current year.

(b) Family Members which include partners and children (children being up to the age of twenty or students not in full time employment).

(c) Honorary Members: Persons who have rendered special service to the Association.

10. (a) An application for membership shall be via the Association's website. On submission of an application for membership and on receipt of payment of the annual subscription the applicant will be allocated a provisional membership and will submit to the rules and regulations of the Association.

Full membership will be approved by the committee via the Hon. Sec or Membership Sec.

If the committee disapproves of full membership for an applicant then their provisional membership is revoked and the annual subscription paid by the applicant is refunded.
The name and address of such applicant, together with other details, including but not limited to, Email, Mobile Phone and or landline, Address, Boat Name and Club shall be provided by the member during the application process. The annual subscription shall be processed though the Web site at the time of joining. In addition a standing order must be set up by the member with his/her bank in favour of the Association taking effect 1 January each year, recurring. Alternatively the Standing Order can be set up with immediate effect, and then January 1st recurring. For members who join after the end of September, the first renewal is free.

10 (b) Members are entitled to the protections of GDPR regulations and by submitting the personal information requested above, are assumed to agree to its use by the Association.

11. Membership is reviewed by the committee prior to the annual AGM.

12. On election of a member, notice to that effect shall be sent to him/her by e-mail by the Honorary Secretary or Membership Secretary.

13. On receiving notification of election each member submits to the rules and regulations of the Association.

14. Honorary Membership may be conferred on a nominated person at a General Meeting, on the passing of a resolution to that effect presented by the Committee, subject to the notice of motion being presented to the Secretary by e-mail prior to the meeting and signed by four members.

15. The amounts of the subscriptions shall be such sums as may from time to time be adopted by resolution passed at an ordinary meeting of the Association, and a simple majority of the membership eligible to vote and present at such meeting shall be sufficient for the adoption of such resolution.

16. Subscriptions are payable in advance and are due on January 1st each year.

17. A member whose subscription has not been paid will cease to be a member at the end of February. Individual reminders may be sent by email during February. On re-application, he/she shall be eligible for re-election at the Committee's discretion, on payment of any arrears of subscriptions. The Committee shall have power to suspend this rule regarding cessation of membership due to non-payment of subscription upon delay in payment being accounted for to the satisfaction of the Committee.

TERMINATION / SUSPENSION OF MEMBERSHIP

18. A member may resign his membership by giving the Honorary Secretary or Membership Secretary notice by e-mail to that effect.

19. On application by e-mail, a member may be granted leave of absence at the discretion of the Committee.

20. Should circumstances arise which, for the well being of the Association, would require the suspension or expulsion of any member, power to that effect shall be vested in the Committee.

This power may only be exercised at a Special Committee Meeting called for the purpose of considering the matter. The member complained of shall be afforded the opportunity of a hearing at the Special Committee Meeting. The passing of a Resolution to suspend or expel a member requires the support of three-quarters of the Committee members present at the meeting.

21. Any member expelled in accordance with the rules or otherwise ceasing to be a member of the Association shall forfeit all such rights to or claims upon the Association or its property or funds as he/she would have had by reason of membership apart from any monies advanced to the Associations funds in excess of his/her normal subscription and fees.

GENERAL MEETINGS

22. The Annual General Meeting of the Association shall be held every year between the months of March and June at such time and venue as the Committee shall appoint and shall specify the meeting as such in the notices calling it.

23. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. An Extraordinary General Meeting shall be called by the Secretary on the instruction of the Committee whenever they think fit. An Extraordinary General Meeting shall also be called by the Secretary on receipt of a requisition to that effect, signed by at least fifty Ordinary members. The requisition must state the object for which the meeting is to be called.

24. Notices convening General Meetings shall be posted on the Associations web site only at least 14 days in advance. The non-receipt of notice in the above form by any member entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

25. At all General Meetings of the Association the Chair shall be taken by the Commodore, or in his/her absence, by one of the Vice Commodores selected by the Ordinary Members present by means of a simple majority.

26. No business shall be transacted at any General Meeting unless a quorum of voting members is present at the time when the Meeting proceeds to business. Fifteen Ordinary Members in addition to the committee members present shall be a quorum.

27. If, within an hour from the time appointed for any General Meeting, a quorum is not present, the Meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, unless otherwise notified by notice placed within 24 hours on the Associations web site in the name of the Honorary Secretary.

28. The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other that the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be posted on the Associations web site as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

ADDITIONS, ALTERATIONS OR AMENDMENTS

29. No addition, alteration or amendment shall be made to or in the provision of the main objects, and property and the winding up clauses of this Constitution for the time being in force unless same shall have been previously approved in writing by the Revenue Commissioners.

MEMBERS VOTING ENTITLEMENT AT GENERAL MEETINGS

30. (a}Each Ordinary Membership shall have one vote at General Meetings.

(b) Each Family Membership shall have two votes at General Meetings.

(c) Votes must be given personally. There shall be no provision for voting by proxy.

31. Where there is an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

32. No member with voting rights shall be entitled to vote at any General Meeting unless all monies immediately payable by him to the Association have been paid.

33. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive, subject to the said decision being in accordance with these Rules.

VOTING ON RESOLUTIONS AT GENERAL MEETINGS

34. No resolution or proposal at General Meetings shall be deemed to be carried unless a majority of those present and entitled to vote, support it, except as otherwise provided for in these Rules.

35. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or after the result of the show of hands) demanded:

(a) By the Chairman, or

(b) By at least twenty members.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect made in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

36. The demand for a poll may be withdrawn.

37. Except as provided in Rule 32, (35) if a poll is duly demanded it shall be taken by ballot of members present and eligible to vote and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

38. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

SELECTION OF COMMITTEE

39. The honorary officers and committee then in office shall retire at each Annual General Meeting. Members of the outgoing committee are then eligible for re-election.

At each Annual General meeting the limitations of rules 6 and 39 herein may be extended to an individual for another year provided a two thirds majority of the AGM attendees vote in favour of a term extension for that individual. This will normally only occur if there are insufficient nominations for a vacancy.

Other than the Commodore, where more than one member has been nominated for a position on the committee, then the member(s) who have served five or more consecutive terms on the committee must withdraw their nomination and accept the new member.

40. Nominations for positions as honorary officers, or to the committee, shall be proposed and seconded by two Ordinary Members at the AGM. In the event there are not the requisite number of members elected to committee at the Annual General Meeting the Committee so elected at the said Annual General Meeting may co-opt onto the said committee such persons as they deem suitable to serve on the said committee and they shall serve on the said committee for the remainder of the term of the committee (save as provided in clause 42).

41. Election to all positions on the committee shall be by ballot of the ordinary members present and entitled to vote at the Annual General Meeting by simple majority.

42. Membership of the Committee shall be vacated if the member:

(a) resigns his office by notice in writing to the Honorary Secretary, or

(b) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest.

(c) is adjudged a Bankrupt.

43. Without prejudice to the powers of the Ordinary Members under Rule 40 the Committee shal have power to appoint an Ordinary Member to fill a vacancy arising on the Committee at a time subsequent to the Annual General Meeting. Any member so appointed shall hold office only until the next Annual General Meeting (save as provided in clause 42).

44. A member may be removed from the Committee by the passing of a Resolution to that effect at an Extraordinary General Meeting that has been called for that purpose.

45. The ordinary members may, by passing a resolution to that effect at an Extraordinary General Meeting, appoint an ordinary member in place of a Committee member removed from office under the foregoing Rule (clause 42).

PROCEEDINGS OF THE COMMITTEE

46. The Commodore or in his/her absence the Vice-Commodore, shall act as Chairman at all meetings of the Committee. In the event of their absence, the Committee members present shall elect one of their number as Chairman by simple majority.

47. The Committee shall meet together for the dispatch of business, adjourn, or otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. The Honorary Secretary shall, on receipt of a requisition by email received from at least three (3) Committee members, summon a meeting of the Committee to be held within two weeks. The Honorary Secretary of Committee shall notify all committee members bye-mail at least seven days in advance of the proposed date of an intended meeting. The Committee shall meet at least quarterly in the year.

48. The quorum necessary for the transaction of the business of the Committee shall be four.

49. The continuing members of the Committee may act notwithstanding any vacancy in their number but if and so long as their number is reduced below the number fixed by, or pursued to, these Rules as a necessary quorum of the Committee, the continuing Committee members or Committee member, may act for the purpose of increasing the number of Committee members to that number or summoning a General Meeting of the Club but for no other purpose.

POWERS AND DUTIES OF THE COMMITTEE

50. The Committee shall have authority to pay all expenses incurred in promoting and registering the Association and exercise all such powers of the Association as are not by these Rules required to be exercised by the Association in general meeting, subject nevertheless, to these Rules and such other directions being not inconsistent with the aforesaid

provisions as may be given by the Association in general meeting but no direction given by the Association in general meeting shall invalidate any prior act of the Committee which would have been valid if that direction had not been given.

51. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments and all receipts for monies paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Committee shall, by Resolution, determine.

52. The Committee may, pursuant to a special Resolution passed in accordance with Rule 33, exercise all the powers of the Association to borrow money subject to limits set by General Meetings from time to time, and to mortgage or charge its undertakings and property or any part thereof and to issue debenture, debenture stock, or other securities, whether outright or as security, for any debt, liability or obligation of the Association.

53. All acts done by any meeting of the Committee or of a subcommittee or by any person acting as a Committee Member shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Committee member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duty appointed and was qualified to be a Committee member.

54. The Committee shall have power to make, amend and repeal such bye-laws and regulations as they may deem necessary or convenient for the proper conduct and management of the Association, and in particular, but without prejudice to the generality of the foregoing, may by such bye-laws or regulations regulate:

(a) the rules to be observed by members or visitors to the Association.

(b) the conduct of members on relation to one another and to the Association's employees

(c) the agenda at general meetings and meeting of the Committee of the Association.

55. The Committee shall bring to the notice (by posting/placing a copy of same on the Associations web site) of the members all rules and regulations and all amendments and repeals to these as they become effective.

56. The Committee formed in accordance with these Rules shall cause minutes to be made books provided for the purpose:

(a) of names of members of the Committee present at such meetings of the Committee.

(b) of all resolutions and proceedings at all such meetings.

57. The Committee shall effect insurance covers as advised or as recommended by a reputable Insurance Broker and/or as recommended by the Annual General Meeting and if it is not possible to effect such covers the committee shall convene an Extraordinary General Meeting.

58. The committee may delegate any of their powers to sub-committees consisting of such member or members of the Committee or Association, as they think fit. Any sub-committee so formed shall, in the exercise of the power so delegated, conform to any regulations that may be imposed on it by the Committee or by the direction of the Annual General Meeting.

59. The committee shall appoint a Chairman of each sub-committee. If the Chairman of a Sub-Committee is not present at a sub-committee meeting, the members of the subcommittee present at such meeting shall elect a chairman from their number by simple majority.

60. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and when there is an equality of votes the Chairman shall have the second or casting vote. The quorum necessary for the transaction of the business of each sub-committee is to be fixed by the Committee.

ACCOUNTS

61. The Committee shall cause proper books of accounts to be kept relating to:

(a) all sums of money received and expended by the Association, and the matters in respect of which the receipt and

expenditure takes place.

(b) all sales and purchases of goods by the Association, and

(c) all assets and liabilities of the Association.

62. Proper books shall be deemed to be kept if there are kept such books or accounts as are necessary to give a true and fair account of the state of the Association's affairs and to explain its transactions.

63. The Books of Accounts shall be kept by the Honorary Treasurer at such place as the Committee thinks fit and shall at all reasonable times be open to the inspection of the Committee Members.

64. Authorization to inspect all or part of the Accounts and books of the Association shall be at the discretion of the Committee or of the Members in General Meeting.

65. Committee shall cause to be prepared annually and to be laid before the Annual General Meeting of the Association, Income and Expenditure Accounts, Balance Sheets and Reports for financial year. The financial year of the Association shall commence on January 1st and end on December 31st in the same year.

66. The accounts prepared by Hon. Treasurer will be available prior to the AGM, to two members of the Association, who shall be suitably qualified, who will scrutinise the report for accuracy, errors or omissions. Once satisfied, the two members, will sign off on the accounts. Where the annual income from members exceeds 10,000 euro, consideration will be given to re-instate the use for a Chartered Accountant.

67. Accounts shall be made available to any department of government that has a rightful and lawful need to review same accounts.

68. The Officers and committee of the Association shall jointly and severally be indemnified by all and every member of the Association against all liabilities and expenses incurred by them by reason of their position as Officers and committee of the Association insofar as the assets of the Association may be deficient.

69. These rules shall not be repealed, or amended, nor shall any new rules be enacted except at an Annual General Meeting.

70. Notice of any proposed new Rules, or of the repeal of, or amendment to existing Rules, for submission to a General Meeting must be sent by e-mail not later than the last day in January in each year in the case of an Annual General Meeting or such date as may be notified in accordance with Rules, to the Honorary Secretary, who shall publish notice of same on the Associations web site and in conjunction with the publication of the notice convening the General Meeting. A majority of two-thirds of the members present entitled to vote and voting at any such Annual General Meeting shall be necessary to carry any Resolution to repeal or amend any of these Rules or to enact any new Rules. Proposals to amend the Rules must be proposed and seconded respectively by Ordinary Members of the Association. All amendments approved at the Annual General Meeting shall only come into effect immediately after the said Annual General Meeting.

WINDING UP

71. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed amongst the members of the Association. Instead, such property shall be given or transferred to some other Institution or Institutions having main objects similar to the main objects of the Association. The Institution or Institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association by virtue of clause 8 hereof. Members of the Association shall select the relevant Institution or Institutions at or before the time of Dissolution, and if and so far as the effect cannot be given to such provisions then the property shall be given or transferred to some charitable object.