

CONSTITUTION

Cruiser Owners' Association

1. The name of the Association shall be the "Cruiser Owners' Association".
2. The Registered Office of the Association shall be situated in the Hong Kong Special Administrative Region of the People's Republic of China ("Hong Kong").
3. The Objects of the Association shall be:
 - I. To promote the growth of safe and economical enjoyment of Hong Kong waters by owners of cruising yachts;
 - II. To undertake activities, conduct events and/or offer products and services of interest to owners of Hong Kong-based cruising yachts;
 - III. To promote and organise races amongst Hong Kong-based cruising yachts;
 - IV. To represent the interests of cruiser owners;
 - V. To encourage protection of the marine environment from which cruiser owners derive their enjoyment;
 - VI. To support a local charitable cause; and,
 - VII. To control the affairs of the Association;
4. The Association shall be non-profit making.
5. The Association shall be a Member Association of the Hong Kong Sailing Federation.

Membership

6. The Association shall consist of the following classes of Members:
 - a. A Full Member – a Member who owns (wholly or partially) a cruiser yacht (or is the nominated owner in the case of corporate ownership), duly licensed with the HK Marine Department and has declared this ownership with the Association.
 - b. An Associate Member – a Member who does not own any portion of a cruiser yacht, but is interested in cruising yacht activities or who is a part owner in a cruiser yacht where a nominated owner is a Full Member.
7. Members' have the right to:
 - a. Enjoy the benefit of the Association's pursuit of its Objects;
 - b. Receive notice of, and to attend, all General Meetings of the Association; and,
 - c. If a Full Member, to propose, vote, elect, and be elected to the COA Council.
8. Members' obligations are:
 - a. To hold current membership of any sailing organisation affiliated to, or have individual membership of, the HK Sailing Federation

- b. To abide by the Constitution of the Association and by decisions of General Meetings of the Council;
 - c. To pay the prescribed fees as may be established from time to time; and,
 - d. If a Full Member, maintain and operate their cruiser yacht in keeping with Hong Kong Marine Department regulations.
9. Members who commit any of the following breaches may, subject to the approval of an Extraordinary General Meeting, be warned or expelled from the Association by the Council:
- a. Infringement of the Constitution or any decision of any meeting of the Association;
 - b. Violation of any local criminal law, having been so convicted;
 - c. Conduct impairing the good name, integrity or standing of the Association; or,
 - d. Arrears of payment of monies due to the Association for more than six months.

Officers

10. The supreme authority of the Association shall be its General Meetings, during the recess of which the Officers and any Secretary-General shall be the executive organ of the Association who shall attend to the routine and daily matters and business of the Association.
11. The Flag Officers (“Officers” or “Office-Bearers”) shall consist of the following:
- a. a Chairman, who shall publicly represent the Association, direct the work of the Association, and nominally preside over all formal meetings of the Association;
 - b. a Vice-Chairman, who shall assist the Chairman;
 - c. an Honorary Secretary; who will track the management decisions of the Association, ensure agendas and minutes are produced for all Meetings, all documents and seals are under safe custody, manage the compilation of any annual written reports or filings and amendments to any Association documents, and conduct any internal and external secretarial reporting required (e.g. to the Hong Kong Societies Office); and,
 - d. an Honorary Treasurer, who will oversee the financial transactions of the Association, manage the compilation of the annual statement of accounts, and conduct any internal and external financial reporting required (e.g. to the Hong Kong Inland Revenue Department)

of whom the Honorary Secretary and Honorary Treasurer may be the same individual, but all other offices must be held exclusively, and all of whom shall be Full Members and shall be elected at the Annual General Meeting to serve until the next Annual General Meeting. The Council shall have the power to appoint any person to fill any casual vacancy in any of the aforesaid offices.

Council

12. The Council shall consist of:
 - a. The Officers;
 - b. Not more than five (5) Full Members elected to specific or general mandates at the Annual General Meeting to serve until the next Annual General Meeting. The Council shall have the power to appoint any Full Member to fill any casual vacancy.
 - c. A representative from each of the other Member Clubs and Member Associations of the Hong Kong Sailing Federation deemed by Council to have a substantial cruiser owner membership. At each Annual General Meeting, and upon any casual vacancy, the Member Club or Member Association shall first be invited to appoint a representative, and failing that, Council may co-opt a representative, to serve until the next Annual General Meeting. These representatives need not be Full Members of the Association, but must be a member in good standing of the Member Club or Member Association they represent. They shall be invited to all Council Meetings and to vote on issues considered at those Meetings.

13. The Council will:
 - a. Implement decisions of General Meetings;
 - b. Prepare the budget for the coming year;
 - c. Attend to the day-to-day affairs of the Association;
 - d. Decide on the employment, discharge and terms of any employees;
 - e. Make, amend or revoke Bye-laws to govern any aspect of the Association; and,
 - f. Make reports and recommendations to General Meetings.

14. The Council does not have the power to commit Members to matters that relate to or would result in payment of money, for or in connection with cruiser yachts owned by Full Members.

Delegation

15. The Council may from time to time appoint and dissolve such committees, sub-committees, working parties and task forces as it may deem necessary in pursuance of its objects, and may delegate to any such organ powers and duties of the Council as it may think fit. Each such organ shall have a Terms of Reference approved by, and regular progress reports submitted to, the Council, but otherwise may regulate their procedure as they think fit.

16. If necessary, the Association may take on employees, such as a Secretary-General, whose employment, discharge and terms and conditions of service shall be decided by the Council.

Meetings

17. An Annual General Meeting shall be convened by the Chairman, within 14 months of the preceding Annual General Meeting, unless deferred by an Extraordinary General Meeting. Notice of such meeting shall be communicated to the last-known (postal or e-mail) address of each Member with at least 15 days notice. Accidental non-receipt of any member's notice shall not invalidate the meeting.

The quorum for such Annual General Meeting shall be 10 or half of the number of Full Members, whichever is the less.

In the absence of a quorum, the meeting will be adjourned for 7 days, or less if unanimously agreed by those present. Notice of the rescheduled meeting shall be communicated with at least 5 days notice, and any number of valid attendees present for the rescheduled meeting shall constitute a quorum.

The Annual General Meeting will consider the Report of, and Accounts for the past year, elect the Officers and Council and appoint the Honorary Auditor for the coming year.

18. An Extraordinary General Meeting may be called at the request of any two of the Officers, or by half of the Council, or by 10 Full Members of the Association, in writing to the Chairman, specifying the matter for discussion, and duly signed by them all. This request shall be sent to the registered address of the Association, or by email to the Honorary Secretary, or handed to the Chairman. Upon receipt of such request, the Chairman shall convene such meeting within 15 days, notice of which shall be communicated to each member with at least 5 days notice. Discussions and decisions of any such Extraordinary General Meeting shall be confined to the specific matters for which the Meeting was requested.

The provisions regarding quorum, and adjournments in absence of a quorum shall be as for an Annual General Meeting.

An Extraordinary General Meeting is required in order to approve any changes to this Constitution.

19. The Council shall hold Council Meetings on a regular basis, no less than four times per year. Extraordinary Council Meetings may be held whenever the Chairman deems it necessary. Seven days written notice, sent by email, shall be given to all Council Members.

The Council Meeting quorum shall be one-third of the Council Members, of which no less than three must be Full Members.

In the absence of a quorum, the meeting will be adjourned for 7 days, or less if unanimously agreed by those present. Notice of the rescheduled meeting shall be communicated with at least 5 days' notice.

20. Decisions at all meetings shall be by simple majority of all present and entitled to vote. Written proxies are acceptable at Annual General Meetings and Extraordinary General meetings. In the event of a tie, the Chairman shall have a second and casting vote.
21. The Chairman shall preside at all Meetings, or in his absence the Vice-Chairman. If neither are present within fifteen (15) minutes after the time appointed for holding the meeting, those Full Members present shall elect from among themselves a temporary Chairman to preside at that meeting.

Accounts

22. A Bye-law shall be approved by the Council to govern the handling of the funds of the Association. Until such time, the following shall apply:
 - a. Association cheques shall be signed jointly by two Officers;
 - b. Funds of the Association in excess of HK\$2000 shall be deposited with a bank designated by the Council; and,
 - c. Non-recurrent items of expenditure of less than HK\$2000 may be authorised by any Officer. Any items of expenditure exceeding HK\$2000, and any recurring items of expenditure, need the approval of the Chairman and at least one other Officer.
23. Monies paid to the Association by Members who resign or who are expelled from the Association shall not be recoverable by the member.
24. Monies paid to the Association shall be applied solely to meet its recurrent expenditure and for expenditure in furtherance of its objectives and shall not be used for any other purpose.
25. All debts of the Association shall be borne equally by the Full and Associate Members of the Association of the year in which the debts were incurred.
26. In case the Association dissolves, such dissolution must be agreed by over half of the Members present and eligible to vote at a General or Extraordinary General Meeting, correctly constituted. Any remaining assets of the Association upon its dissolution shall be donated to a suitable local charity or to an Association having generally similar objectives to this one.
27. The Association may from time to time collect and distribute monies to charitable organisations so as to promote causes with objectives or interests similar or related to those of the Association.

Any reference to the male gender shall be read so as to include the female gender; similarly any reference to the singular shall be read so as to include the plural.

This constitution was presented to, and accepted by the Extraordinary General Meeting of the Association held on Friday 18th, January 2013.