

***MEMORANDUM OF ASSOCIATION
OF
COMMONWEALTH SAILING ASSOCIATION***

***ARTICLE ONE
NAME***

The Name of the Association shall be **COMMONWEALTH SAILING ASSOCIATION**

***ARTICLE TWO
OBJECTS***

The Objects of the Association shall be:

1. to promote the sport of sailing particularly sloop sailing, both within the Commonwealth of the Bahamas and internationally.
2. to encourage and protect the art of building the Bahamian designed sailing sloop.
3. to arrange, organize and hold regattas, races and competitions of all sorts and to create and stimulate interest in and publicize the sport of sailing.
4. to arrange, convene, organize and hold exhibitions, shows, displays, meetings, seminars, conferences and discussions and to provide prizes, awards and grants for competitors and other participants.
5. to examine, study, investigate, consider and report on all matters affecting the sport of sloop sailing in the Commonwealth of the Bahamas and collect analyze and distribute information, statistics, opinions and reports thereon.
6. to raise money for the purposes of the Association, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and rights and privileges which the Association may think necessary or convenient for the promotion of its objects.
7. to apply for, promote and obtain any charter, privilege, concession, license and or authorization of any authority enabling the Association to carry any of its objects into effect or for extending or modifying any of the powers of the Association or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the interests of the Association or those of its members.
8. to protect the interests of any member of the Association as it relates to the objects of the Association

ARTICLE 3 ***Membership***

Membership in the Association shall consist of **Individuals** and **Boats** in the following categories:-

Honorary Member

An Honorary Member is any person who the association wishes to honour for their extraordinary contributions to the Association or for the purposes for which the association was formed. Honorary members are not eligible to vote.

Individual Member

Any person resident in the Commonwealth of the Bahamas who is 18 years and older and who is in agreement with the objects of the Association and is interested in promoting and developing the sport of sailing in all its forms, may apply for membership in the Association and pay the appropriate dues. Individual members will have one vote.

Junior Member

Any person resident in the Commonwealth of the Bahamas who has not yet attained 18 years and who is in agreement with the objects of the Association. Junior members are not eligible to vote.

Sailing Sloop

Any sailing sloop fashioned after the Bahamian workboat design. Each sailing sloop registered as a member is entitled to a single representative at any meeting. This representative must be registered as the representative of the boat and will be allowed to vote on all matters of the Association.

ADMISSION TO MEMBERSHIP

Candidates for election to membership must submit the appropriate application form to the **Board of Directors** who shall act on the said application and its decision will be final. The Board of Directors shall not be required to make any explanation for rejecting or accepting any application for membership, except that it thinks such action is in the best interest of the Association

MEMBERSHIP DUES

Dues for each class of membership are as follows:-

Boat Membership - **Class A - \$50, Class B - \$30, Classes C, D, E - \$25**

Individual Membership - \$20

Junior Membership - No Dues

TERMINATION OF MEMBERSHIP

Membership and all rights and privileges shall automatically terminate on the occurrence of any of the following:

Non payment of Dues, Fees and other Charges. If a member fails to pay dues, fees or any other charges levied, after a period of four months after due date, membership will automatically terminate. A member may re-apply for acceptance to the Association upon payment of such dues, fees and charges; such application will be acted upon as if it were a new application.

Misconduct. Membership may be suspended by the Board of Directors of the Association if a member is deemed to have behaved in a manner that is contrary to the objectives of the Association. Such suspension and all facts surrounding, must be reported at the next regularly scheduled meeting of the membership and the expulsion of any member must be on vote of a majority of the members at that meeting.

Members who have been suspended or expelled may make protest in writing to the Grievance Committee and the decision of that committee is final.

ARTICLE 4 ***Meetings of Members***

Regular Meetings

Regular meetings of members shall be monthly at any time and place as may be deemed necessary by the Executive Committee for the proper running of the affairs of the Association. A member has been deemed to be given proper notice of the meeting if the meeting is announced at the previous regular meeting or if notice of such meeting is aired on public broadcasting at least one week prior to such meeting or if notice is printed in one or more of the daily newspapers of the jurisdiction where such regular meeting will be held.

Special Meetings

A Special meeting may be called at any time by the Commodore or by a consensus of one third of the Board of Directors, or by 10% of the voting members. A special meeting is held for the purposes of discussing only that subject for which the meeting was called.

Annual General Meeting

An Annual General Meeting of members shall be held each year on the anniversary of the first General Meeting, which should be held no later than six (6) months following the registration of the Association, at such time and place as may be decided by the Board of Directors. Notice of such time and place must be given at least fourteen days prior.

It shall be the duty of the Executive of the Association to present a full report on the status of the Association. The members shall be presented with a full accounting in writing of their respective offices, from the Commodore, the Treasurer and the Secretary and all standing Committees.

Quorum

Except where specified to the contrary, eleven (11) of the voting members shall constitute a quorum for the transaction of business at a meeting of the members. Business can continue to be transacted at a duly constituted meeting notwithstanding the withdrawal of enough members to leave less than a quorum

ARTICLE 5 DIRECTORS and OFFICERS

Subject only to the limitations in these Bylaws relating to actions requiring the approval of the members, the business and affairs of the Association shall be managed and all corporate powers exercised, by and under the direction of the Board of Directors.

The Board of Directors shall consist of the Executive Board and the Directors. The Executive Board is made up of the Commodore, Vice Commodore, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer who shall be elected at the annual general meeting and hold office for a period not to exceed two years.

At the first regular meeting following their election to office, the Executive Board shall submit for ratification by the members not less than five and not more than eight Directors. Directors are to be appointed by the Executive Board to reflect a representation of the communities in the Commonwealth of the Bahamas which engage in the promotion of sloop sailing and shall be individually ratified by a quorum of members,

RESPONSIBILITY OF OFFICERS

Commodore

The Commodore, subject to the guidance and control of the Board of Directors shall supervise, direct and control the business and the officers of the Association. He shall preside at all meetings of the members and the Board of Directors. The Commodore under the guidance of the Board of Directors, shall be the official spokesperson of the Association. He shall be an ex-officio member of all committees and shall have other such duties as may be prescribed by the Board of Directors.

Vice Commodore

The Vice Commodore shall assist the Commodore and shall perform such duties and chair such committees as may from time to time be prescribed by the Commodore and/or the Board of Directors. In the absence or disability of the Commodore, the Vice Commodore shall perform all duties of the Commodore and when so acting shall have all the powers of and be subject to all the restrictions upon the Commodore.

Treasurer

The Treasurer shall cause to be kept and maintained, adequate and correct books and records of account of the properties and business transactions of the Association. The Treasurer shall cause the deposit of all money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors, and shall cause the disbursement of the funds of the Association as may be ordered by the Board of Directors. He shall present to the Executive Board, upon request an account of all his transactions as Treasurer and of the financial condition of the Association; and shall have other powers and duties as may be prescribed by the Board of Directors

Assistant Treasurer

The Assistant Treasurer shall work along with and assist in carrying out the duties of the Treasurer. In the absence or disability of the Treasurer, the Assistant Treasurer shall perform the duties of Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions on the Treasurer.

Secretary

The Secretary shall keep all minutes and actions of the Board Directors and the Members with the time and place of holding, the notice given, the number of members present, the names of Directors present and the proceedings of the meeting.

The Secretary shall keep a register of the Associations members. This Register shall state the names of the members, the membership class, their addresses and their unique registration number.

The Secretary shall give notice of all meetings of the Directors and the Members and shall be the custodian of the Associations properties and shall have other powers and perform other such duties as may be prescribed by the Board of Directors or the By-Laws.

Assistant Secretary

The Assistant Secretary shall work along with and assist in carrying out the duties of the Secretary. In the absence or disability of the Secretary, the Assistant Secretary shall perform the duties of Secretary, and when so acting shall have all the powers of and be subject to all the restrictions on the Secretary.

ELECTION OF OFFICERS

The officers of the Association shall be elected by a clear majority of members who are financial at least one month prior to the Annual General Meeting at which elections are held. They shall be elected to serve for a term not to exceed **two (2) years**.

Except in the office of the Commodore, if an office is vacated for whatever reason, the Board of Directors shall appoint a member to fill such office and serve until the end of the said officer's term.

It shall be the duty of the Committee in conjunction with the Rules and By-Laws Committee to interpret for the membership the letter and spirit of the Rules which the Association adopts.

Grievance

To hear all grievances of the Membership except as it applies to protests within a regatta. Any member with a grievance must submit that grievance to the Committee in writing and the Committee has the duty to review and make its findings known to the general membership. The decision of this Committee must be within the confines of these By-Laws and that decision is final.

Historical

To keep a record of the history of the Commonwealth Sailing Association and all other aspects of the sport of Sloop Sailing which the Board of Directors may deem appropriate to the furthering of its efforts.

Additional occasional Committees may be appointed by the Executive Board from time to time for specific purposes and shall submit all reports and findings to the Board of Directors.

Article 7
ACCOUNTS

At the Annual General Meeting of Members, the board of Directors shall ensure that an accounting of Income and Expenditure of the Association for the year past be brought before the membership and each member is entitled to a copy of such report.

Article 8
AUDIT

The retiring Board of Directors shall cause an audit of the accounts of the Association by one qualified to examine the correctness of the Income and Expenditure and the Balance sheet of the Association. The Newly elected officers shall cause the Audit report to be presented to the membership at the first regular meeting following their election.

Article 9
AMENDMENTS

These By-Laws may be amended by a two-thirds majority of the voting members present at a Special Meeting, the notice of such meeting stating the substance of the proposed amendment.

Signature of Subscribers to the Memorandum of Association