

Constitution of the Cape 31 Class Association

adopted 10 July 2018



1. TITLE AND NATURE

The name of the Association shall be the Cape 31 Class Association ("Association"). This is an unincorporated voluntary Association without separate legal personality.

2. PURPOSE OF THE CLASS ASSOCIATION

- a. The purpose of the Association is to provide fair, fun and safe sailboat racing for its members by:
 - i. Providing a structure for the administration of the Cape 31 One-Design class of boats ("Cape 31" and "Class"), and for the exchange of information and ideas amongst members.
 - ii. Protecting the one-design integrity of the Class and the Cape 31 One-Design Class Rules ("Rules"), without restricting owners' rights to participate in handicap racing.
 - iii. Protecting the Owner-Driver status of the Class
 - iv. Endeavoring to keep the building and maintenance costs as low as possible consistent with racing efficiency.
 - v. Sharing knowledge to broaden participation and expertise. Encouraging more experienced sailors to connect with those less experienced to provide direction and quicker learning.
 - vi. Organising one-design class racing, regattas and championship events.
 - vii. Promoting the Class throughout South Africa and beyond.
 - viii. Developing an ethos in the Class that will strongly attract new owners and young sailors.

3. CLASS MEMBERSHIP

- a. **Owner Members.** Cape 31 owners or co-owners, whose boat has a valid Builder Certificate, and who have paid the prescribed annual Owner Membership dues shall be Owner Members of the Association. For the purpose of this rule a co-owner shall legally own at least a one-third share of a Cape 31, have paid at least one-third of the initial cost and pay at least one-third of the yacht's expenses and running costs.
- b. **Ordinary Members.** Ordinary Membership of the Association is open to, but not limited to, all Cape 31 sailors who have paid the Ordinary Membership dues.

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- c. **Honorary Members.** The Founder of the Cape 31 Class, Lord Irvine Laidlaw, and the Cape 31 designer, Mark Mills, shall be Honorary Members of the Association.
- d. If the owner of a Cape 31 is an entity other than a natural person, that entity shall nominate in writing a natural person, who shall be a member in good standing of the Association, to represent it.
- e. All members shall be bound by this Constitution, and to any amendments thereto.
- f. Membership, along with all rights and privileges, shall be suspended automatically during any period of unpaid membership dues or other delinquent payments due to the Association.
- g. A member may be suspended by a majority vote of the Executive Committee, for a period decided by the Executive Committee, but only after a hearing protecting his or her rights to due process, including a mutual exchange of evidence prior to the hearing, for:
 - i. Committing an act in gross violation of the Rules or of this Constitution.
 - ii. Serious breaches of sportsmanship or conduct determined by the Executive Committee to be unacceptable and contrary to the interest of the members and the Class.
- h. The Executive Committee may delegate the hearing to a suitable person who (if appointed) shall make a written report to the Executive Committee (with a copy to the member) with or without a recommendation of what action to take, whereafter the Executive Committee shall make a decision. The Executive Committee may call for further written or oral submissions (at the discretion of the Executive Committee) from the member after receiving the written report.
- i. A suspended member seeking reinstatement prior to the end of the term of suspension may apply to the Executive Committee. Reinstatement will be upon majority vote of the Executive Committee.
- j. A member may be expelled from the Association only if the issue of his/her expulsion is brought before a Special Membership Meeting and at least three-fourths of the votes cast are in favour of expulsion.
- k. When members are required to vote at a Membership Meeting or via email, each boat whose owner or owners are members in good standing shall be entitled to one vote each. In addition, Lord Irvine Laidlaw and Mark Mills shall each have one vote.
- l. For the purpose of this Constitution, the only Voting Members are:

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(i) Owner Members who wholly own their boat, (ii) Owner Members who co-own a boat and are authorised in writing by the remaining co-owners to vote on behalf of that boat, (iii) Members authorised in writing to vote on behalf of a boat owned by an entity which is not a natural person, and (iv) Lord Irvine Laidlaw and Mark Mills.

4. EXECUTIVE COMMITTEE AND SUPPORT SERVICES

- a. The Executive Committee shall consist of at least three members, with the majority being Owner Members.
 - i. Executive Committee members shall be elected by Owner Members.
 - ii. Executive Committee members may serve a maximum of two consecutive terms, each term being two years, and thereafter are eligible to serve again only after a full additional term has passed.
- b. The Executive Committee shall elect a Class Chairman
- c. The Class Chairman shall:
 - i. Act as spokesman for the Association and for the Class.
 - ii. Chair Executive Committee meetings.
 - iii. Chair the Technical Committee.
 - iv. Manage member communication.
 - v. Take responsibility for promoting the Cape 31.
 - vi. Ensure that there is an appropriate program of Class racing and Class regattas in place.
 - vii. Ensure that the Association abides by this Constitution.
- d. The Executive Committee shall appoint a Class Treasurer and Class Secretary, who may be the same person.
- e. The Class Treasurer shall:
 - i. Maintain records of the funds and assets of the Association in a manner approved by the Executive Committee.
 - ii. Present financial statements and a budget at the Annual Membership Meeting.
- f. The Class Secretary shall:
 - i. Carry out all tasks as reasonably required by the Executive Committee including but not limited to administration of the Association's activities and maintenance of Class records.

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- ii. Keep minutes of meetings and give notice to members of meetings.
- iii. Communicate the decisions of the Executive Committee to the members and such other persons as the Executive Committee shall direct.
- iv. Maintain an up-to-date register of all Voting Members, their contact details, and the written authorisation entitling them to vote on behalf of a boat where this is required.
- v. Provide such support as may reasonably be requested by the Class Chairman.

5. MANAGEMENT OF THE CLASS ASSOCIATION

- a. The members delegate to the Executive Committee the responsibility for the day-to-day management of the affairs, activities and property of the Association in accordance with this Constitution.
- b. The Executive Committee may delegate to any one or more of its members such powers and duties as it shall determine except for:
 - i. Suspension or reinstatement of a member.
 - ii. Setting Association dues.
 - iii. Appointment of officers and members of the Technical Committee.
- c. The Executive Committee shall appoint a Technical Committee and a Class Measurer who shall serve on the Technical Committee.
- d. The Technical Committee shall consist of the Class Chairman, Class Measurer, a representative of the Licenced Builder, a representative nominated by the Licence Holder, and at least one other member in good standing with the Association.
- e. The Technical Committee shall be responsible for making recommendations to the Executive Committee regarding Class Rules, Building Specifications and Measurements, including suggested amendments or additions and interpretations.
- f. The Class Measurer shall establish and oversee procedures for ensuring compliance with Rules at Class events.

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6. EXECUTIVE COMMITTEE MEETINGS

- a. Executive Committee meetings shall be held at such times and at such locations as necessary to carry out efficiently the business of the Association. Meetings may be called by the Class Chairman or may be agreed at a previous meeting of the Executive Committee. There shall be at least one meeting per quarter.
- b. Three members of the Executive Committee shall constitute a quorum. The Class Chairman shall chair all meetings at which he or she is present. In his or her absence, the Class Chairman shall appoint one of the other members elected by the Owner Members an alternate.
- c. Each member of the Executive Committee shall be entitled to one vote when deciding Executive Committee matters. The Chairman shall have a casting vote in the event of a tie in votes.
- d. Minutes will be made available to Owner Members on request.

7. MEMBERSHIP MEETINGS

- a. An Annual Membership Meeting shall be held in such place and at such time as the Executive Committee may consider most convenient to the majority of the voting members.
- b. A Special Membership Meeting may be called :
 - i. On resolution of the Executive Committee, or
 - ii. Not more than three weeks after receipt by the Class Secretary of a written demand, from not fewer than eight voting members or one third of the number of voting members, whichever is the lesser, for a Special Membership Meeting, which demand shall also specify and include any resolution which the members concerned wish to propose at the meeting.
- c. The Class Secretary shall give at least three weeks written notice to members of the Annual or any Special Membership Meeting, together with a copy of the agenda for the meeting and of any resolutions which have been provided.
- d. The chairperson at any Membership Meeting shall be the Class Chairman. In his or her absence, the Class Chairman shall appoint one of the other Executive Committee members elected by the Owner Members to chair the meeting.
- e. Each Voting Member present in person or by written proxy shall be entitled to one vote per section 3.k of this Constitution.

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- f. Members representing Voting Members by proxy at any Membership Meeting shall declare at the start of the meeting the names of the Voting Members represented in proxy, and provide copies of the written proxy.
- g. Members representing half of the current Voting Membership, present in person or by written proxy, shall form a quorum at Membership Meetings. If a quorum is not present a further Membership Meeting shall be called 21 days later, and that Meeting shall decide the business of the original Meeting as if a quorum was present.
- h. Unless a resolution has been specifically designated as a “Special Resolution” within the Constitution, any resolution presented at a Membership Meeting shall be considered a General Resolution. A Special Resolution is a resolution that would change this Constitution.
- i. A General Resolution at Membership Meetings shall be decided by simple majority of the votes cast, provided that in the event of a tie, the chairperson of the Meeting shall have a casting vote.
- j. A Special Resolution at a Membership Meeting shall be decided by a two-thirds majority of votes casts. If two-thirds or more of the Voting Membership are not present in person or by written proxy then a Special Resolution shall be decided by a two-thirds majority of the votes cast provided those majority votes are greater than the half of the Voting Membership. If this condition is not met, a further Membership Meeting shall be held 21 days later, and that Meeting shall decide the business of the original Meeting by a two-thirds majority of the votes cast.

8. AMENDMENTS TO THE CONSTITUTION

- a. This Constitution may be amended by the members in accordance with the provisions as set out in section 7.

9. AMENDMENTS TO CLASS RULES

- a. Only Voting Members of the Association or the Technical Committee may propose a Rule change. The proposed change, and motivation for the proposal, must be submitted in writing to the Executive Committee.
- b. The Executive Committee may refer the proposed Rule change to the Cape 31 designer or the Technical Committee for review and recommendation.

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- c. The Executive Committee shall refer any proposed Rule change to the License Holder. The views of the License Holder shall be taken into account.
- d. Upon written opinion by the License Holder, the Executive Committee shall determine if the proposed Rule change will be:
 - i. Added to the agenda for a vote at the next scheduled Membership Meeting.
 - ii. Submitted for a vote via email to the Voting Members.
- e. If approved for a vote at the next scheduled Membership Meeting, any such proposed change shall meet the requirements for the meeting agenda spelled out in section 7.c of the Constitution.
- f. If approved for a vote via email, the Class Secretary shall send a notice to vote and a copy of the proposed Rule change and motivation by email to all Voting Members. Members shall be given a minimum of fifteen working days to respond. The outcome of the vote via email shall be decided by simple majority of votes cast, with the Class Chairman having a casting vote in the event of a tie.
- g. Approved Rule changes shall be communicated in writing to all members within 10 days of the closing date of the vote, stating clearly the date the rule will take effect.

10. MEMBERSHIP DUES AND OTHER FEES

- a. Membership dues shall be determined by the Executive Committee, taking into consideration the Class Treasurer's recommendation.
- b. All other fees, such as those for services provided at events, professional, or other shall be decided by the Executive Committee.
- c. The Executive Committee may set special fees based upon unique or differing circumstances, such as establishing an additional fee for boats utilizing advertising, or such other circumstances as the Executive Committee may deem appropriate.

11. CLASS ONE-DESIGN EVENTS

- a. All Class One-Design Events shall be organized in accordance with the World Sailing Racing Rules of Sailing.
- b. All Class One-Design Events shall be conducted in accordance with the South African Cape 31 Class Rules.
- c. Boat owners shall be members of the Association before racing in a Class One-Design Event.

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- d. Only events sanctioned by the Association shall be considered when calculating Class rankings, sail limitation marks and such other considerations as the Executive Committee may decide.
- e. The Association and the License Holder shall work together to maximize revenue from sponsorship rights relating to all Class events.

12. FUNDS, ACCOUNTS, AND EXPENSES

- a. Accounts which show and receipt and expenditure of funds and the assets and liabilities of the Association shall be kept by the Class Treasurer, updated not less than quarterly.
- b. A statement of accounts for the preceding year shall be presented by the Class Treasurer at the Annual Membership Meeting. A fully transparent statement of accounts of all revenue and expense items shall be made available to the Executive Committee not less than annually, and at any other time within 30 days of a written request from the Executive Committee.
- c. All accounts of the Association shall be available to Voting Members upon request.
- d. Every member has the right to inspect the books of account of the Association and to obtain electronic copies thereof.
- e. The reasonable expenses of the Executive Committee in meeting their obligations under the provisions of this Constitution shall be payable out of the funds of the Association.
- f. All membership fees and other Association income shall be paid into the bank account of the Association.

13. LICENSE HOLDER AND LOCATION OF THE ASSOCIATION OFFICES

- a. The current License Holder is Cape Sailboats (Pty) Ltd
- b. The current address and phone number of the Association Office are:

Mega Park 45 & 46, c/o Peter Barlow & Robert Sobukwe Road
Bellville South
Cape Town
7530

Tel 021 511 7035

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14. BUILDER'S CERTIFICATE

- a. No yacht shall be a Cape 31 One-Design under this Constitution unless it holds a current valid Builder Certificate provided by the licensed builder.
- b. No yacht shall race in a Cape 31 Class One-Design Event, unless it holds a current valid Builder Certificate provided by the licensed builder.

15. LIMITATIONS

- a. Members of the Executive Committee shall not be obliged to do any of the things required of them by this Constitution if the Association is unable to pay reasonable costs and expenses thereof.
- b. In the execution of their powers and duties under this Constitution, no Class Officer or Executive Committee member shall be liable for any loss or damages to any of the members or the former members of the Association or the assets of the Association by reason of any mistake or omission made in good faith by such officer or Executive Committee member or for any other matter, other than willful wrongdoing, or fraud on the part of the person who is sought to be made liable.
- c. Officers and Executive Committee members shall be indemnified and held harmless by the Association.