



Constitution

National Squib Owners Association (N.S.O.A.)

Last updated: April 2024

Status: v23.9.1

Section A - Names and Objects
Section B – Class Officers
Section C - Membership
Section D - Executive Committee
Section E - Meetings of the Association
Addenda

The National Squib was designed in 1967 by Oliver Lee
and was adopted as an RYA National Class in 1972

SECTION A - NAMES AND OBJECTS

1 Title

The full title of the Association will be 'THE NATIONAL SQUIB OWNERS ASSOCIATION'.

2 Insignia

The insignia of the Class shall be as shown in the Class Rules.

3 Objects

The objects of the National Squib Owners Association shall be to promote the National Squib one-design keelboat and to manage and further the interests of the Class.

- 3.1 To promote, manage and maintain the one-design character of the National Squib, including but not limited to collaborating with The RYA with regard to the Class Rules, to the allotment and issue of sail numbers and measurement certificates, and in the keeping of relevant class records.
- 3.2 To assist in promoting the Class and its activity at all levels including club fleets and open events.
- 3.3 To promote and assist the development of the Class in all countries with Squib fleets.
- 3.4 To co-ordinate and manage the affairs and the rules of the Class.
- 3.5 To make recommendations on the control of such matters to The RYA.
- 3.6 To serve the interests of the Owners in the Class by co-ordinating the activities of Squib owners and by maintaining close co-operation with Squib National Associations and other yachting organisations.

4 Terms and Definitions

Throughout this constitution document the following terms are used:

- 4.1 'NSOA' shall mean the National Squib Owners Association.
- 4.1 'RYA' shall mean the Royal Yachting Association.
- 4.3 A 'National Association' shall mean any National Squib National Association organised in an individual country other than the United Kingdom and officially recognised by the NSOA and normally by the relevant National Authority.
- 4.4 'The National Authority' shall mean the World Sailing recognised Member National Authority (MNA) or an organisation controlling and organising the sport of yachting and sailing on a national basis in any country.
- 4.5 'The Exec Committee' shall mean the Executive Committee of NSOA consisting of duly elected Class Officers and other representatives, each of whom shall be a member of the NSOA.
- 4.6 'The Association Rules' shall mean the documents governing the conduct of the NSOA. These include this Constitution, the Event Manual and other documents relevant from time to time to governing the operation of the Class
- 4.7 A Register of Members of NSOA shall be kept to maintain a current record of membership.
- 4.8 'The Class' shall mean the class of racing keelboats designed by Oliver Lee and made in accordance with the plans and specifications now held by the copyright holders the RYA and known under the name 'The National Squib Class'.
- 4.9 'The Class Rules' shall mean the current version of the National Squib Class Rules as published by The RYA and relating to the construction and measurement rules of the Class.
- 4.10 'The Class Register' shall mean a Register of National Squibs and their owners as be kept by a National Association and/or a National Authority, as appropriate.
- 4.11 'The Registered Sail Number' shall mean the sail number allocated to each National Squib.
- 4.12 'The Class Secretary' shall mean the duly appointed Honorary Secretary of the NSOA.
- 4.13 A 'valid Measurement Certificate' shall mean a certificate issued, ratified and endorsed as prescribed in the Class Rules-
- 4.14 'The Owner' shall mean any person or persons, corporation or association entered on the Measurement Certificate as Owner or joint Owner of National Squib. Acceptance of a

Measurement Certificate by an Owner shall render them subject to the jurisdiction of the NSOA in any matter pertaining to the Class Rules.

4.15 'In writing' shall mean a written notice sent either by post or email or both.

SECTION B – CLASS OFFICERS

5 Class Officers and their Duties

5.1 The Class Officers of NSOA shall be the Chair, the Class Secretary, the Treasurer, the Membership Secretary and the Chairs of the Events Sub-committee and the Technical Sub-committee. They shall be members of the Association.

5.2 Class Officers shall be elected at an Annual General Meeting and hold office for a two year term. Retiring Class Officers shall be eligible for re-election but other than the Honorary Class Secretary and the Honorary Treasurer and the Membership Secretary shall not serve more than two terms in succession, unless dictated by exceptional circumstances.

5.3 The Chair shall chair all meetings of the NSOA and represent the NSOA as required. The Chair will oversee all functions of the NSOA and along with the other Class Officers shall conduct the business of the NSOA, including the approval of all payments and receipts.

5.4 The Class Secretary shall keep all records of the NSOA and shall be responsible for communicating all decisions of the Exec Committee to the Members of NSOA and where directed by the Committee, to owners not being members of a National Association in such terms as the Exec Committee may prescribe. The Class Secretary shall be responsible for any interpretation of the Association Rules for the conduct and functioning of the NSOA, as well as running the bank accounts and making such financial disbursements as the Exec Committee directs.

5.5 The Treasurer shall have oversight of the funds of the NSOA, cause such books of account to be kept as are necessary to give a true and fair view of the state of finances of the NSOA, and prepare an annual balance sheet as at the 1st January in each year and cause such balance sheet (and accounts as are necessary) to be independently financially verified at least once annually.

5.6 The Chair of the Events Sub-committee shall be responsible for the operation of the Sub-Committee in line with its published Terms of Reference.

5.7 The Chair of the Technical Sub-committee shall be responsible for the operation of the Sub-Committee in line with its published Terms of Reference.

5.8 The Membership Secretary shall be responsible for subscriptions, membership renewals and membership records. The Hon Membership Secretary shall liaise with the Class Secretary and others as required with regard to boat ownership and records.

5.9 An Independent Financial Assessor, who is not a committee member, shall be appointed at an AGM in each year and shall certify the annual balance sheet. If the Independent Financial Assessor is unable to act the Exec Committee shall appoint an alternate to hold office until the termination of the next AGM.

SECTION C - MEMBERSHIP

6 Membership

6.1 Full Membership of the Association shall be open to any owner or co-owner of a Squib.

6.2 Associate Membership shall be available to such other categories and persons as the Exec Committee shall from time to time determine.

6.3 By resolution in General Meeting the Association may elect as a Life Member any person who has rendered exceptional service the Class.

6.4 The Exec Committee may assign Honorary Membership to persons engaged in support of the Association's activities, such as the Exec Committee shall from time to time decide.

- 6.5 Full Members and Associate Members shall be liable for the payment of such annual subscriptions as shall be approved on the recommendation of the Exec Committee at an Annual General Meeting. Life and Honorary members shall not be liable for any subscription.
- 6.6 Any changes to the annual subscription shall be approved by a majority vote in General Meeting and shall become operative on the 1st day of January in the year following.
- 6.7 Subscriptions are annual and shall fall due for renewal twelve months after joining the Association and on that same date in subsequent years.

7 Conduct of Members

- 7.1 Every NSOA Member is deemed to have notice of, and impliedly undertakes to comply with, the Association's rules.
- 7.2 Conduct injurious to the interests of the NSOA may render a Member liable to action which may at the Committee's discretion include but is not limited to expulsion from the Association.

SECTION D - EXECUTIVE COMMITTEE

8 The Committee

- 8.1 The Exec Committee shall consist of at least 7 representatives including the Class Officers. It shall consist of the Chair, the Class Secretary, the Treasurer, the Membership Secretary, the Chair of the Technical Sub-Committee the Chair of the Events Sub-Committee and no more than 8 other members including National Association representatives.
- 8.2 The Class Officers shall be elected at a General Meeting of Members (as in 5.2)
- 8.3 Any Full Member or Associate Member of the NSOA may stand for election to the Exec Committee. The candidate must be proposed and seconded by Full Members or Associate Members of the NSOA.
- 8.4 Exec Committee members shall be elected at a General Meeting of Members for a period of two years, and as elected members shall hold office until the conclusion of the appropriate AGM.
- 8.5 A retiring Member of the Exec Committee shall be eligible for re-election but shall not serve more than two terms in succession.
- 8.6 A National Association may nominate a maximum of two members to the Exec Committee on an annual basis.
- 8.7 The Exec Committee shall have power to fill not more than three additional committee positions by the co-option of Full Members or Associate Members for any period of not more than twelve months by reason of specific competency not adequately covered by the committee membership.
- 8.8 The Exec Committee shall have two standing subcommittees, the Technical Sub-committee and the Events Sub-committee, whose Terms of Reference it shall determine and may from time to time revise.

9 Powers of the Committee

- 9.1 The Exec Committee need not fill a vacancy arising in the committee unless the total number of committee members has dropped below the minimum of 7. Co-opted members shall hold office only until such time when the subsequent and next AGM takes place.
- 8.2 Subject to the provision of these rules, and in particular to the objects of the NSOA, The Exec Committee shall be empowered to perform all functions of management and administration, including the provision of stipend payments and honoraria.
- 9.3 The Exec Committee shall have the power to make recommendations to the Members in General Meeting or by open ballot for alterations in or additions to the Association Rules, and the Class Rules.
- 9.4 In addition to the Technical Sub-committee and the Events Sub-committee, The Exec Committee shall have power to appoint subcommittees and working groups with such constitution and for such purpose as it shall from time to time determine. On each such sub-

committee or working group there shall be at least one elected member of the Exec Committee.

- 9.5 The Exec Committee may appoint a Chief Measurer, who is not an ex-officio member of the committee, to liaise with the Technical Sub-committee, to manage matters relating to RYA Squib Class Measurers, certification, measurement and equipment control at events in line with NSOA policy.
- 9.6 The Exec Committee shall arrange an annual Championship of the Class. All matters pertaining to these Class Championships shall be settled by the committee in consultation with the sponsoring club or clubs and/or the relevant National Authority.

10 Meetings of the Committee

- 10.1 The Exec Committee shall meet a minimum two times per annum.
- 10.2 Conflicts of interest must be declared in accordance with NSOA policy.
(See Appendix B)
- 10.2 Exec Committee meetings shall be conducted in such manner as the Chair directs.
- 10.3 If an Exec Committee meeting is to be held the Class Secretary shall give each committee member by email at least 2 weeks notice of the date and time, including the agenda. Agreement shall normally be by consensus, but if not, simple majority shall rule, or the matter shall be referred to the AGM. At meetings of the Exec Committee 4 of the elected members shall form a quorum.
- 10.4 Outside of Exec Committee meetings, its business shall be mainly conducted by correspondence through the Class Secretary. All communications shall be sent by email. Any committee member not answering a motion communicated via email by a specified time and date shall be deemed to have agreed to the motion.
- 10.5 Elected, ex-officio and co-opted members shall each have one vote in the conduct of Exec Committee business,
- 10.6 The Chair shall have a second casting vote.

SECTION E - MEETINGS OF THE ASSOCIATION

11 Business at an AGM

- 11.1 The AGM of the NSOA shall elect a Chair, Class Secretary and Treasurer. It shall also appoint the Auditor, the Membership Secretary the Chair of the Technical Sub-Committee and the Chair of the Events Sub-Committee.

12 General Meetings

- 12.1 The Annual General Meeting of NSOA shall be held each year at the National Squib Championships. Any Full Member or Associate Member may attend but only Full Members may vote. In case of no National Squib Championships, the Exec Committee shall call an AGM at a place considered convenient to the majority of members, the precise date, time and place being at the Exec Committee's discretion. If a physical AGM is not possible then an online AGM may be arranged at the Exec Committee's discretion.
- 12.2 Notice of any General Meeting, including agendas and supporting papers, shall be sent to NSOA Members by email and posted on the official Class Website no less than 21 days before the meeting.
- 12.3 The quorum necessary for the conduct of business at any General Meeting shall be not less than fifteen Full Members present in person
- 12.4 Voting shall be by a simple majority of the votes counted except for those decisions concerned with the either the Association Rules or the Class Rules. Decisions to change the Association Rules and decisions to recommend to the RYA a change or changes to the National Squib Class Rules shall require a two-thirds majority of the votes counted.

- 12.5 At any General Meeting a resolution put to the meeting shall be determined by a show of hands, unless an e-vote is demanded (before or on the declaration of the result of the show of hands) by:
- (i) The Chair, or
 - (ii) At least ten Full Members present in person
- and unless an e-vote be so demanded a declaration by the Chair that a show of hands has been carried or carried unanimously, or carried by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
- 12.7 If an e-vote is duly demanded as above it shall be conducted in such manner as the Chair dictates and the result of the e-vote shall be deemed the resolution of the Meeting at which the e-vote was demanded.
- 12.8 E-vote ballots may be conducted for significant changes to either the NSOA Rules or the National Squib Class Rules. These shall be conducted electronically. The results of the ballot must be auditable. Such ballot will be equivalent to a poll at a General Meeting and the same majority rules shall apply.
- 12.9 At any meeting and in any ballot the Chair shall have a second casting vote.

13 Submissions

- 13.1 The Submissions deadline for the AGM is 6 weeks before the published date of the meeting.
- 13.1 Submissions for amendments to the NSOA Rules or National Squib Class Rules shall only be made by the Exec Committee.
- 13.2 Class Rules Submission proposals shall be made to the Chair of the Technical Sub-Committee at least 8 weeks before the AGM
- a) The Technical Committee may modify any such proposal where as it sees fit and shall vote on whether to recommend the proposal to the Exec Committee.
 - b) If the Technical Committee or the Exec Committee votes against any such proposal it may still be submitted to the General Meeting with a 'not recommended' note.
- 13.3 Resolutions to modify the NSOA Constitution or the National Squib Class Rules must achieve the support of not less than a two thirds majority to be carried.
- 13.4 Notwithstanding the above the Exec Committee has the power to approve minor Class Rules amendments which are recommended by the RYA.
- 13.5 Urgent Submissions may be accepted at the discretion of the NSOA Chair.

14 Election of officers

- 14.1 Nominations for available positions should be sent to the Secretary no less than 4 weeks before the AGM.

15 Special General Meetings

- 15.1 A Special General Meeting may be called by the Exec Committee or upon receipt by the Class Secretary of a written or emailed request from not fewer than twenty Full Members of the NSOA. The business of this meeting shall be confined to the business stated in the formal Notice of the Meeting. The rules of notification and conduct for such meetings shall be as for a General Meeting except for the time and place. Not less than 14 days notice shall be given for a Special General Meeting.

16 WINDING UP

- 16.1 If, upon the winding up of the Association, residual funds remain after the realisation of all assets and the satisfaction of any debts and liabilities, such funds shall at the discretion of The Committee be donated to:
- (i) The Royal National Lifeboat Institution
and/or
 - (ii) A charity or charities with similar sporting objectives to the NSOA.

Addendum

Appendix (A)

NSOA SUB-COMMITTEE TERMS OF REFERENCE

1. The Technical Sub-committee

Constituting the Sub-committee:

- The Technical Sub-committee has been established as a permanent sub-committee of the NSOA Executive Committee.
- The Technical Sub-committee shall consist of the Chair and no more than 6 additional members appointed by the Exec Committee from the NSOA membership.
- The Technical sub-committee shall meet a minimum two times per annum. Committee meetings shall be conducted in such manner as the Chair directs.

Authority:

- Unless otherwise decided by the Exec Committee, the Chair of this Sub-committee shall be the Class Representative delegated to correspond with the RYA regarding technical matters.
- The Technical Sub-Committee shall be responsible for advising the Exec Committee and NSOA members on interpretations, proposed amendments or additions to the Class Rules and for making recommendations to the Exec Committee.
- The Technical Sub-Committee shall liaise with the NSOA Chief Measurer on matters relating to certification, measurement and equipment control in line with NSOA policy.

2. The Events Sub-committee

Constituting the Sub-committee

- The Events Sub-committee has been established as a permanent sub-committee of the NSOA Executive Committee.
- The Events Sub-committee shall consist of the Chair and no more than 6 additional members appointed by the Committee from the NSOA membership.
- The Events sub-committee shall meet a minimum two times per annum. Committee meetings shall be conducted in such manner as the Chair directs.

Authority

- Unless otherwise decided by the Exec Committee, the Chair of this Sub-committee shall be the Class Representative delegated to correspond with the RYA and host clubs on events-related matters.
- The Events Sub-Committee shall be responsible for advising the Exec Committee on the events calendar, on event procedures and regulations and for making recommendations to the Exec Committee.
- The Events Sub-committee shall be responsible for maintaining the NSOA Event Manual in line with NSOA policy.

Appendix (B)

NSOA CONFLICTS OF INTEREST POLICY

1. It is inevitable that the decisions made by the NSOA Executive Committee or one of its sub-committees might, to a greater or lesser extent, have a personal impact on those individuals serving on the NSOA Committees. In many cases, it helps the work of the NSOA that it is able to draw on the expertise and experience of these individuals .
2. In order to protect the integrity of the NSOA, however, it is important that decisions made by its committees are made, and are seen to be made, without having been influenced unduly by individuals who are likely to benefit from such decisions.
3. On joining an NSOA committee, individuals may be asked to sign a declaration specifying any interests they have that might be relevant to the work of the NSOA or their specific role.
4. This Policy is intended to assist members of the NSOA and its committees in identifying when a member has an interest in a particular matter and in managing any conflict or potential conflict between the member's personal interest and the interests of the Association..

INTERESTS

5. A member of the NSOA or one of its committees (the "Member") has an Interest in a particular matter when:-
 - (a) The matter will or is likely to affect materially (positively or negatively) the financial position of the Member* or of a body in which the Member* has a significant beneficial interest¹.
 - (b) The matter otherwise relates to or is likely to affect materially (whether positively or negatively):-
 - (i) any body of which the Member* is in a position of general control or management;
 - (ii) any employment, office, trade, profession or vocation carried on by the Member*, whether or not for profit or gain;
 - (iii) any person or body who employs the Member*, or who has appointed the Member*, whether or not for profit or gain;

* For the purposes of paragraphs 5(a), 5(b), 6(a) and 6(b), each reference to a "Member" in these paragraphs includes a reference to a member of the Member's immediate family.

- 1 A 'body in which the Member has a significant beneficial interest' includes (1) a firm in which the relevant person is a partner; (2) a body corporate of which the relevant person is a director; or (3) a body corporate in the securities of which the relevant person has a beneficial interest representing 3% or more of the total issued securities. For the avoidance of doubt, such a body does not include the RYA itself.

DECLARATION OF INTERESTS

6. The following should be recorded as Declared Interests on any declaration signed by the Committee Member if, at the time of submitting the Declaration, the work of the NSOA or the committee on which the Member is to serve might reasonably be expected to give rise to an Interest falling within paragraph 5(a) above:-
 - (a) The employment, office, trade, profession or vocation carried on by the Member*;
 - (b) The body or bodies in which the Member* has a significant beneficial interest.
7. If a Member subsequently has an Interest in a particular matter to be considered by he NSOA or one of its committees then the Member should declare that Interest to the NSOA Chair or Secretary, as soon as reasonably possible after that Interest becomes apparent.
8. If a Member has an Interest in a particular matter to be considered by the NSOA or one of its committees then that Interest should be recorded in the minutes of any meeting of the NSOA its committee, as appropriate, at which that matter is discussed.

MANAGING CONFLICTS OF INTEREST

9. If a Member declares an Interest falling within paragraph 5(a) above, that Member may not take part in any discussion of the matter by NSOA or its committee, as appropriate, and may not take part in any vote.

10. If a Member declares an Interest falling within paragraph 5(b) above, that Member may take part in any discussion of the matter by the NSOA or its committee, as appropriate, but may not take part in any vote.

11. Members who are precluded from voting on a matter in accordance with paragraphs 9 and 10 will not form part of the quorum of the NSOA or its committee, as appropriate, for the purposes of that vote. The NSOA should therefore ensure that the composition of the respective committees is such that the proportion of Members so precluded from voting on particular matters does not render the committee's decisions inquorate.
12. If a Member of a committee of NSOA requires assistance with determining whether a Member has an Interest in relation to a particular matter then they should, in the first instance, seek advice from the NSOA Chair. Any dispute as to whether a Member has an Interest in relation to a particular matter will be resolved by the NSOA Executive Committee and if necessary referred to the RYA for resolution.