

THE CONSTITUTION OF THE CORMORANT CLUB

Adopted on the 16 May 2006

PART 1

1. **Adoption of the Constitution.** The club and its property will be administered and managed in accordance with the provisions in parts 1 and 2 of this Constitution.
2. **The Name.** The fund's name is the Cormorant Club (and in this document it is called the Club).

BACKGROUND

3. The Cormorant Club was founded in early 1947 by the members of the first Joint Services Staff College (JSSC) course, to be a 'means of maintaining contact between those officers who had passed through the College', including US and Commonwealth officers. When the JSSC closed, the Cormorant Club continued as the alumni association of those who had attended the National Defence College (NDC) and the Joint Service Defence College (JSDC). In the same way, graduates and staff of the Joint Services Command and Staff College (JSCSC) are now eligible to apply for Club membership, subject to the conditions outlined in this Constitution.

4. The founder members decided that the Club should be managed by an Executive Committee, that all members of the Directing Staff, Officers who had graduated and 'certain others' would be eligible for membership, that a 'JSSC Gazette' should be produced at the end of each Course (annually at that time), that a portrait of each Commandant and a photograph of each course should be framed and hung in a suitable place, that there should be a Club tie and there should be an annual reunion. These precepts were accepted as the Club's informal Constitution. However, the replacement of the single Service staff colleges and the JSDC by the JSCSC makes it necessary to formalize the Constitution to take proper account of the changed circumstances.

OBJECT OF THE CLUB

5. The Club exists as an Association of those who have graduated from, or taught on, the JSSC, NDC, JSDC and the Advanced and Higher Command and Staff Courses (ACSC and HCSC) of the JSCSC. Its purpose remains the promotion of military efficiency, achieved through the maintenance of contact between those officers who have passed through the Colleges, to the benefit of the individual members, the club and UK Defence.

CHARITY TRUSTEES

6. **The Cormorant Club Committee.** The Commandant of the JSCSC is ex-officio President of the Club, and, together with the officers holding the following posts within the club, will form the Board of Trustees. Civilians may be members, and have voting rights, but should not be in the majority. The board comprises:

- a. The Chairman - an officer not below OF5 rank, on the staff of the JSCSC. (See Note 1)
- b. The Secretary - an officer on the staff of the JSCSC. (See Note 1)

- c. The Treasurer - an officer on the staff of the JSCSC. (See Note 1)
- d. A Magazine Editor - a member of the ACSC DS. (See Note 1)
- e. A Reunion Secretary - a member of the ACSC DS. (See Note 1)
- f. A DSD Member – a member of the JSCSC DSD (See Note 1).
- g. A Navy Member - serving or retired. (See Note 2)
- h. An Army Member - serving or retired. (See Note 2)
- i. An RAF Member - serving or retired. (See Note 2)
- j. A Civilian Member - serving or retired. (See Note 2)

Note 1 JSCSC internal committee members should normally either be Cormorants or officers who are eligible to become Cormorants during their appointment at JSCSC.

Note 2 Members filling these appointments must be external to the JSCSC and will normally be invited to serve for terms of 5 years.

7. **Duties of the Committee.** The trustees must manage the business of the Club and they have the following powers in order to further the Object (but not for any other purpose):

- a. to raise funds. In doing so, the trustees must not undertake any substantial permanent trading activity (unless it is primary purpose trading) and must comply with any statutory regulations;
- b. to buy, take on lease or exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- c. to sell, lease or otherwise dispose of all or any part of the property belonging to the Club. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the charities act 1993;
- d. to borrow money and to charge the whole or any part of the property belonging to the Club as security for repayment of the money borrowed. In exercising this power, the Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993;
- e. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- f. to establish or support any charitable trusts, associations or institutions formed for the Object;
- g. to acquire, merge with or enter into any partnership or joint venture arrangement with any other club formed for the Object;
- h. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

i. to obtain and pay for such goods and services as are necessary for carrying out the work of the Club;

j. to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustees Act 2000;

k. to do all such other lawful things as are necessary for the achievement of the Object.

8. **Appointments.** Those filling the posts of Chairman, Secretary, Treasurer, Magazine Editor, Reunion Secretary and DSD Member will be appointed by the President. Other posts will be filled by seeking volunteers from the membership.

9. **Meetings.** The Management Board will meet routinely at the JSCSC at 6 monthly intervals (normally Apr and Oct) and are empowered to take decisions on behalf of the membership. The requirement for an AGM will be a standing agenda item at these meetings of Trustees. An extraordinary committee meeting may be convened at the written request of 3 or more Trustees or 5 or more members with voting rights.

10. **Changes to Constitution.** No change to the Constitution can be made without the approval of a minimum of 3 trustees.

11. **Archive Record.** To provide a permanent record of important events in the Club's development and as an aid to future sound management, the Chairman will maintain an Archive Record of such events and, where appropriate, the factors which influenced significant decisions taken by the Committee. The Archive Record will be updated annually and such updates will be approved by the trustees. The Archive Record will be an accountable item of the Charity's property and a copy will be issued to trustees.

MEMBERSHIP

12. There are 2 categories of membership. All existing Cormorants will remain members of the Club and along with new members will sit within one of the following categories:

a. **Life Member.** Graduates of the ACSC and HCSC including officers from overseas, and DS/DSD of ACSC and HCSC providing that they have served as a DS/DSD for a complete course. On joining the Club, life members will pay a one-off life membership fee, at a rate to be set by the Committee.

b. **Honorary member.** The Committee may grant honorary membership to distinguished individuals who, by virtue of their rank and position, will enhance the prestige of the Club, or to those who have contributed significantly, and for an extended period, to the Club, the ACSC or the HCSC. The Club Secretary is to administer a documented system to identify those who are suitable for appointment to honorary membership and is to submit proposals for award of honorary status to the President of the Club, via the Chairman, as required. The Secretary is to maintain a list of honorary Cormorants that includes the reasons for award of such status. Honorary members will not be required to pay a membership fee. On appointment they will be given, as appropriate, either a Club tie or a Club brooch. The President will make this award at a suitable occasion, normally in front of the current ACSC or HCSC. Honorary members will be sent Club newsletters and the annual magazine free of charge. They will also be invited, normally as paying guests, to the annual Club reunion. The Committee will normally consider nominations for the award of honorary status at its spring meeting

13. The Club previously awarded Distinguished Honorary membership. This practice has now ceased but existing Distinguished Honorary Cormorants will continue to be referred to as such although the Charity's scroll of honour will use the term 'Honorary' only.

FINANCE

14. The Club Treasurer will maintain books of accounts, which should be audited annually under JSCSC audit arrangements for Service funds. The financial year will end on 31 Jan.

15. The Committee is to make every effort to maintain the financial health of the Club. To this end, the Treasurer is to submit an annual financial plan at the Apr committee meeting, which sets out the detailed financial planning for the next 3 financial years.

16. The Committee is to maintain a Capital Investment Fund, which represents money held in trust for life members and is intended to ensure that the provision of future magazines is secure. The Capital Fund must grow each year at not less than the rate of inflation then prevailing. The Club is also to maintain a Working Capital account, which may be used for any purpose deemed appropriate by the Committee and a Deposit account into which funds considered surplus to foreseeable requirements are to be transferred.

17. The Committee may authorize expenditure on any other item it feels will benefit the Club, subject to the conditions stated above and paragraph 18 below.

18. Application of the Income and Property.

- a. The income and property of the Club shall be applied solely towards the promotion of the Object.
- b. A member of the Committee may pay out of, or be reimbursed from, the property of the Club reasonable expenses properly incurred by him or her when acting on behalf of the Club.
- c. None of the income or property of the Club may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Club. This does not prevent:
 - (1) a member who is not also a member of the Committee from receiving reasonable and proper remuneration for any goods or services supplied to the Club.
 - (2) a Committee member from buying goods or services from the Club or otherwise enjoying the facilities provided by the Club upon the same terms as other members.
 - (3) the purchase of indemnity insurance for members of the Committee against any liability that by virtue of any rule of law would otherwise attach to a trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Club but excluding:

- a. fines:

- b. costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer.
- c. liabilities to the Club that result from conduct that the Trustee or other officer knew, or ought to have known, was not in the best interests of the Charity, or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity.
- d. No member of the Committee may be paid or receive any other benefit for being a Committee member.

DISSOLUTION

19. If the Club is to be dissolved, either by resolution of the members or by directive of the Ministry of Defence, the Committee will remain in office and be responsible for winding up the affairs of the Club in accordance with this paragraph.

- a. The Committee must collect in all the assets of the Club and must pay or make provision for all the liabilities of the Club.
- b. The Committee must apply any remaining property or money as directed by the appropriate higher authority:
 - (1) Directly for the Object;
 - (2) By transfer to any charity or charities for purposes the same or similar to the Club;
 - (3) In such other manner as the Charity Commissioners for England and Wales ("the Commission") may approve in writing in advance.
- c. The members may pass a resolution before or at the same time as the resolution to dissolve the Club specifying the manner in which the Committee is to apply the remaining property or assets of the Club and the Trustees must comply with the resolution if it is consistent with sub-paragraph (b) above.

20. In no circumstances shall the net assets of the Club be paid to or distributed among the members of the Club.

21. The committee must notify the Commission promptly that the Club has been dissolved. If the Committee is obliged to send the Club's accounts to the Commission for the accounting period which ended before dissolution, they must send to the Commission the Club's final accounts.

CHOICE OF LAW

22. The governing law of the Club shall be the law of England and Wales.

AMENDMENTS

23. Any provisions contained in Part 1 of this constitution may be amended provided that:

- a. No amendment may be made that would have the effect of making the Club cease to be a charity at law.
- b. No amendment may be made to alter Paragraph 5 ('Object') or Paragraphs 13-15 ('Membership') without the prior written consent of the Commission.

24. Any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting and by the Commandant JSCSC.

25.. A copy of any resolution amending this constitution must be sent to the Commission within twenty-one days of it being passed.

PART 2

26. The Club shall be managed and administered in accordance with the provisions of Part 1 of this constitution and, insofar as they are not inconsistent with the provisions of Part 1, the Queens Regulations for the Royal Air Force from time to time applicable to the Royal Air Force and the relevant Service instructions as amended or replaced from time to time.

The Charities Act 1993

27. The Trustees must comply with their obligations under the Charities Act 1993 with regard to:

- a. The keeping of accounting records for the Club:
- b. The preparation of annual statements of account for the Club:
- c. The transmission of the statements of account to the Charity Commission:
- d. The preparation of an annual report and its transmission to the Commission:

28. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice or other instructions issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

Central Register of Charities

29. The Trustees must notify the Commission promptly of any changes to the Club's entry on the Central Register of Charities.

Rules and Bye-Laws

30. The Trustees may from time to time make rules or bye-laws for the conduct of their business. The Bye-Laws may regulate the following matters but are not restricted to them:

- a. The admission of members of the Club (including the admission of organisations to membership) and rights and privileges of such members, and entrance fees, subscriptions and other fees or payments to be made by members.
- b. The conduct of members of the Club in relation to one another, and to the Club's employees (if any).

c. The setting aside of the whole or any part or parts of the Club's premises at any particular time or times or for any particular purpose or purposes.

d. The procedure at general meetings and meetings of the Trustees in so far as such procedure is not otherwise regulated by this constitution.

e. The keeping and authenticating of records. (If regulations made under this clause permit records of the Club to be kept in electronic form and require a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated).

31. Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

32. The Club in general meeting has the power to alter, add to or repeal the rules or bye-laws.

33. The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Club.

34. The rules or bye-laws shall be binding on all members of the Club.

35. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution