



INTERNATIONAL MELGES 24 CLASS ASSOCIATION

CONSTITUTION PROPOSED CHANGES FOR 2013 SUBMITTED BY THE IMCA EXECUTIVE COMMITTEE

(All changes highlighted in red with accompanying comments)

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1. Name

1.1 The International Melges 24 Class Association shall be known and referred to as the IMCA.

2. Objects

2.1 The IMCA shall encourage, promote and develop the Melges 24 Class internationally throughout the world.

2.2 The IMCA shall coordinate and manage the affairs and rules of the International Melges 24 Class and shall oversee and advise its National Class Associations (NCA's). It shall provide a structure of management, develop a forum for the exchange of information among Melges24 owners and sailors and shall cooperate with the ISAF, Member National Sailing Authorities (MNA's), National Melges 24 Class Associations (NCA's) and the copyright holder.

2.3 The IMCA holds, subject to ISAF regulations, absolute rights to the titles and management of World and Continental championships and the structure of any series organised in the name of the IMCA. It shall coordinate and select venues for the championships, and shall work with any sponsors and management bodies involved:

3. Other Terms and Definitions

3.1 ISAF shall mean the International Sailing Federation.

3.2 The Class shall mean the international class of sailing yachts designed by Reichel/Pugh Yacht design and constructed in accordance with the building specifications and known under the name of Melges 24.

3.3 The Class Rules shall mean the rules relating to measurement, equipment, racing condition of a Melges 24, and the practices of its crew, annexed hereto and incorporated herein as a by-law of this Constitution.

3.4 The Event Regulations shall mean the rules and requirements relating to the conduct and organisation of the IMCA events, annexed hereto and incorporated herein as a by-law of this constitution.

3.4 The World Council shall mean the governing body of the IMCA, the composition of which is defined in Article 10.

3.5 The Executive Council is defined in Article 13.

3.6 MNA shall mean the National Authority recognized by the ISAF to control and organize sailing on a national basis in any country.

3.7 NCA shall mean the National Melges 24 Class Association organized inside the individual countries and officially recognized by the IMCA and its MNA.

3.8 Each NCA shall be governed by a constitution which operates inline with the IMCA Constitution and Class Rules.. If the Officers of an NCA fail to comply with the rules of their own Constitution, the IMCA Constitution or Class rules, the IMCA may take action under Article 8. Within these limitations an NCA has the right to organize itself at its own discretion. A country by definition may have districts and fleets.

3.8(a) A District shall be a territorial unit comprised of three or more adjoining fleets and independent boat owners within a specific geographic area. Designation of districts shall be the responsibility of the executive officers of their respective NCA. Each district shall by a vote of their fleet captains within the district, elect officers. The chief executive officer of the district shall be known as the District Governor and shall have general supervision over Melges 24 activities within the district. Each governor shall represent their district to the NCA.

3.8(b) A Fleet shall be a local territorial unit that is self governed in matters not conflicting with these by-laws and chartered by a NCA upon application by three or more MELGES 24 owners who are in good standing of the NCA and are not within the established territory of an existing fleet. A fleet shall elect its own officers from among boat owners who shall include a Fleet Captain and a Fleet Secretary/Treasurer. An owner may maintain an independent membership without affiliation within a fleet.

3.9 The official language of the IMCA shall be English.

3.10 The Emblem of the Melges 24 shall be as shown on the sail plan of the Melges 24 Class Rules.

3.11 The IMCA Class Register shall be the register of Melges 24 boats and their owners, and full and associate members as kept herein provided.

3.12 The Copyright holder shall mean Reichel-Pugh Yacht Design.

3.13 Licensed Builder shall mean a person or corporation holding a valid license issued by ISAF and the copyright holder to build the Melges 24.

3.14 Class Sanctioned Event shall mean those regattas organized or approved by the IMCA or in which the IMCA sanctions the various events to form a series and in which the IMCA may act with a title sponsor.

4. Jurisdiction

As an International Class under ISAF, the IMCA shall conform to the jurisdiction and requirements of ISAF and the International Class regulations. The IMCA Constitution, the By-laws and other regulations are binding on all NCA's and members, and all registered Melges 24's shall conform to Class Rules and any limitations imposed by the IMCA and ISAF.

5. Offices

5.1 The World Headquarters of the IMCA shall generally located at the address most convenient to the Chairman and Secretary and shall be determined by the Executive Committee.

5.2 Other offices may also be established at such places as the Executive committee may determine.

6. Membership

6.1 Membership of the IMCA shall be open only to National Melges 24 Class Associations

recognised and/or affiliated to their National Authority.

The following types of membership to National Melges 24 Class Associations shall be recognised.

6.2 Full Members shall be boat owners - individuals, companies or associations - who have paid the full NCA and IMCA dues. (NOTE: only full members are entitled to vote. Votes are limited to one vote per boat. In the case of two or more owners of the same boat, only one vote will be allowed. In the case of two or more boats owned by one owner, then two or more votes will be allowed.

6.3 Associate Members shall be those not included in Article 6.2, or those who have an interest in the class be it as a crew or supporter and who have paid the NCA associates dues. They shall not vote, nor are they eligible to hold office.

6.4 Honorary Members shall be nominated by the NCA and conferred on individuals or companies who have provided a special service to the class. They shall not vote and term of membership shall be decided by the NCA Committee.

6.5 Proof of class membership will be by listing on the IMCA website. The NCA's shall be responsible for maintaining the lists of their class members. Access to the membership edit area shall be provided to the nominated NCA representative by the IMCA.

7. Annual Subscriptions and Fees

7.1 The IMCA shall be financed as follows:

- (a) The annual IMCA fee shall be collected by NCA's and paid to the IMCA. This fee shall be added to any NCA annual fee.
- (b) Sail royalty labels shall be sold direct by the IMCA secretariat.
- (c) ISAF building fees shall be collected by the IMCA as arranged with ISAF.
- (d) The IMCA shall be responsible for the collection of money from other sources as necessary.

7.2 Subscriptions and fees for each calendar year are due and payable to the IMCA on January 1 and thereafter as new members are acquired. The Treasurer will invoice NCA's not less than twice a year for these fees.

7.3 Any NCA, which has not remitted its annual fees, may cease to be recognized by the IMCA. Reinstatement to the list of recognised NCA's would be at the discretion of the World Council after payment of amounts due.

7.4 Subscriptions and fees shall be levied following approval by the World Council. Detailed figures shall be recorded in the minutes available on the IMCA website and from the Secretary.

8. Suspension, Expulsion and Disciplinary action against NCA's

8.1 Should any member of a National Class Association - or a competitor on a boat owned by a member of a National Class Association - have a case proven against them under RRS 69 'Gross Misconduct, Gross Breach of a Rule, Good Manners or Sportsmanship', has wilfully disregarded a ruling of the IMCA, or has been found to have brought the class into disrepute, either under the rules or in any other way, the IMCA reserves the right to take further action which may include but not be limited to:

- (a) withdrawal of class association membership and the refusal of any entry in any regatta.
- (b) Recommendation that membership be denied for a period to be decided. This period of suspension may be applied to a current or succeeding year.
- (c) Take further legal advice to protect the good name and reputation of the International Class.

8.2 There shall be not less than 30 days notice given preceding a hearing under this rule.

8.3 The World Council shall vote with 75% in favour of expulsion, suspension or similar to be passed.

8.5 Should a minimum of 25% of the full members of an NCA lobby the IMCA, the IMCA will investigate the complaints against the officers of that NCA and decide on a course of further action.

9. Management of the IMCA

The affairs of the IMCA shall be managed by a World Council assisted by an Executive Committee and by a Technical Committee.

10. World Council

10.1 The World Council shall consist of one (1) member appointed by each officially recognised NCA, the Chairman, 2 Vice Chairmen, 2 Ordinary Members, Secretary and Treasurer of the Executive Committee and Councillors of Honour.

10.1.1 Councillors of Honour may be appointed by the World Council in recognition of service to the Class Association. The role is advisory to the World Council and is nonvoting.

10.2 Each World Council Member shall have one (1) vote. In addition, each World Council Member appointed by an NCA shall have one (1) vote for every five (5) boats owned by members of their respective NCA and for which the IMCA has received and recorded appropriate dues paid. No NCA shall ever be allowed to cast more than 42.5% of the total votes available at that meeting.

10.3 The World Council shall have the power to select any person or entity to assist it whether a member or not, but such a member shall have no vote on the World Council.

10.4 The Annual General Meeting shall take place at a date and venue to be decided by the Executive Committee. The choice of venue is optional, but shall take into account cost and the ease of attendance of the majority of national representatives. At Meetings of the World Council five (5) members shall form a quorum, of which two (2) members shall be from different continents. The date of the AGM will be notified by announcement on the IMCA website not less than 85 days before the date of the meeting.

10.4.1. Motions, amendments and nominations for the AGM shall be proposed only by the Executive Committee, NCA's, the Technical Committee and ISAF. Class rule change submissions are covered under Article 16.1.

10.4.2 Motions and nominations to be proposed at the AGM shall be submitted to the International Secretary not less than 8 weeks before the date of the said AGM. See also Article 12.2 for Constitution changes and Article 16.1 for Class rule changes. The Executive committee may submit motions up until the date specified in Article 10.4.4.

10.4.3. The Secretary shall distribute an Agenda of all motions nominations and relevant paperwork for the AGM not later than 6 weeks before the date of the said AGM.

10.4.4. Amendments to the above motions shall be submitted no later than 4 weeks before the date of the said AGM.

10.4.5. The Secretary shall distribute an attachment to the Agenda of any such amendments not later than 3 weeks before the date of the said AGM.

10.4.6. Only the motions, amendments and nominations on the Agenda and its attachment

shall be voted upon.

10.4.7 The Agenda shall contain all motions and amendments in their original form. However, the Executive committee shall have the discretion to produce composite motions for the agenda, drawing on any amendments submitted. However, "slate" motions shall not be permitted for the election of officers and the selection of championship venues.

10.4.8 The Chairman may, in exceptional circumstances, accept amendments from the floor of the AGM when, in his opinion, this will assist the resolution of issues on which the World Council have had an opportunity to express their views.

10.5 In the case of retirement or replacement of an NCA appointed World Council member, his NCA may appoint a substitute provided that person is a member of that NCA.

10.6 If a World Council Member is unable to attend a meeting, his NCA may appoint a substitute for that meeting only. Such designations shall be in writing and received by the Secretary of the IMCA prior to the meeting.

10.7 Each NCA must inform the IMCA Secretary of the name of their appointed World Council member or proxy substitute by not less than 6 weeks before the date of the AGM.

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Comment: This change is proposed to help with planning for the meeting in terms of numbers and to ensure that the correct individuals receive copies of all paperwork and any logistical notifications about the coming meeting.

10.8 Extraordinary General Meeting. An EGM may be called at any time by the Executive Committee or by not less than 50 individual requests from sailors from not less than 4 different countries. The Secretary shall receive and check that the requests are from valid members before any EGM can be called.

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10.8.1 If the conditions have been met or the Executive Committee has called an EGM, there shall be not less than 6 weeks notice given and the subject circulated to all World Council members at this time.

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10.8.2 The Executive committee may call a meeting in persons or it may decide on a meeting of World Council members using other technology, including but not limited to email, skype or internet based conference calls.

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10.8.3 All other voting procedures etc shall proceed in the same way as the AGM.

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11. Election of Officers

At its AGM the World Council shall elect an Executive Committee consisting of a Chairman, 2 Vice Chairman from two (2) different continents and 3 Ordinary Members from three (3) different continents, a Secretary and Treasurer. The composition of the Executive Committee should as far as possible reflect the distribution of the fleet globally so that all active Melges 24 sailing continents are represented. They shall be elected for their skills to fulfil the requirements of the position. They need not be the representatives of their NCA. All Executive Committee members shall be full members of their NCA.

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11.1 The Chairman, the Vice Chairman and the Ordinary Members shall be elected for a period of two (2) years.

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Comment: Traditionally the Melges 24 Executive Committee has comprised representatives from the European and North American fleets as these were the only significant fleets racing. The 2 Vice Chairman and 2 Members have represented Europe and North America. Now that Australasia is a fully active Melges 24 sailing continent and with Asia and South America beginning to develop, these changes to the constitution are proposed to ensure that the membership of the Executive Committee continues to reflect the views of the majority of the sailors worldwide.

The Secretary and Treasurer shall be elected for a period of three (3) years.

Officers may be elected for a second and final period in the same post. Under special circumstances, where there is a need for continuity and with the approval of the World Council, an Officer may serve one further term of one (1) year in the same post. Officers shall have one vote each on the World Council for all matters except the election of officers.

The period of office shall run from AGM to the following AGM.

11.2 The Chairman shall be responsible for the day to day running of the IMCA and organisation of the AGM.

11.3 The two Vice-chairman shall assist the Chairman and the Secretary as necessary.

11.4 The Secretary shall be responsible for the minutes at all official World Council and Executive Committee meetings and shall hold the official records. The Secretary shall coordinate the organisation of the class including distributing and receiving official paperwork and shall work with the Chairman in the day to day running of the class. The Secretary shall be the first official point of contact with the class for ISAF and all other parties.

11.5 The Treasurer (who may also be the Secretary) shall be responsible for the funds of the IMCA. The Treasurer shall keep an accurate record of the financial affairs of the IMCA and shall make disbursements as the World Council or Executive Committee may direct. Financial statements shall be presented at each meeting and a budget prepared for each AGM.

11.6 Because of the potential workload of the Executive Committee, it is recommended that the members of the Executive Committee do not also represent the NCA.

11.7 A qualified auditor shall be appointed by the World Council, who shall examine the correctness of the accounts and certify the annual financial statement.

11.8 At the AGM the World Council shall appoint a Chairman to the Technical Committee. The Technical Committee Chairman, with the approval of the Executive Committee, shall appoint a Committee of not less than three (3) and not more than ~~ten~~ (10) people who have the knowledge and the experience to serve on the technical committee. The Technical Committee Chairman shall be appointed for his skills in fulfilling the position. The members of the Committee shall be actively involved with the class, but need not be boat owners. They may be employed within the Marine Trade.

11.9 The World Council shall establish guidelines to be followed by the Executive Committee in selecting the location and dates for the future World and Continental Championships. They shall be responsible for keeping the Event Regulations book up to date.

11.10 The World Council may appoint paid assistants to handle duties as directed. These people shall not be members of the World Council nor the Executive Committee and shall have no voting rights, but may be invited to attend the AGM and any other meetings as required.

12. Voting, Motions and Resolutions

12.1 Decisions of the World Council shall be taken by a simple majority of votes cast. Each motion shall be voted upon individually and no slate votes shall be permitted, particularly for the election of officers and the selection of championship venues. A two-thirds majority is required to make changes to the IMCA Constitution. A two-thirds majority vote by the entire IMCA membership, taken by individual ballot is required for any change to the Class rules that effect cost or performance.

12.2 NCA's are expected and required to consult their members to ensure that they have an accurate representation as to how to vote at the AGM. NCA representatives may be required at any time to show the method and figures by which they consulted their membership.

12.3 Motions having an effect upon the Constitution (other than amendments thereto) to be voted upon at a World Council meeting must be received by the Secretary and the Executive World Council at least 8 weeks before the date of the meeting.

13. Executive Committee

13.1 The Executive Committee shall consist of the Chairman, two (2) Vice Chairman, two (2) Ordinary Members, the Secretary, the Treasurer and the Chairman of the Technical Committee. Decisions shall be made by a simple majority vote on the basis of one vote per person irrespective of the number of positions held (e.g. Secretary and Treasurer). In

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Comment: This is a housekeeping change to reflect the growth of the class internationally into Australasia, South America and Asia and the addition of the Builder's Rep to the Exec Comm who presence on the Tech Comm would be very beneficial. In the near future an International Measurer based in Australia will be appointed and others Int Measurers will be added as the class grows in other continents.

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addition a Builder's Representative will be appointed by the builder's to represent them on the Executive Committee. The Builder's Representative will be a non-voting position. In the event that a simple majority cannot be reached, the Chairman shall have the casting vote. Should a member of the Executive Committee not fulfil their term of office for any reason, their vote shall not be transferred to any other member. The Executive Committee may fill any casual vacancies among the officers and any persons so appointed shall hold office until the next AGM.

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Comment: This is a house keeping change to correctly reflect the decision made at the 2011 IMCA World Council AGM to include a non-voting Builder's Rep on the Exec Comm (not Federico Michetti was appointed to this post in 2011)

13.2 At meetings of the Executive Committee, three shall form a quorum.

13.3 The Executive Committee may co-opt other members as necessary for particular duties such as championship organisation. They may appoint other subcommittees which shall have authority designated to them by the Executive Committee. The Executive may appoint outside consultants from various fields to advise or act for them as necessary.

13.4 Accounts

13.4.1 The Treasurer shall cause accounts to be kept giving particulars of:

13.4.1.1 All amounts of money, assets and liabilities of the IMCA.

13.4.2 All amounts of money received and expended by the IMCA, and a detailed description of such receipts and expenditures.

13.4.3 The Treasurer and/or any appointed financial officer shall have the power to validate payments under terms to be set out by the Executive Committee reflecting the needs of the class at the time.

13.4.4 A budget for the coming year shall be presented to the World Council for approval at the annual meeting. Payments exceeding the budget adopted by the World Council require prior Executive Committee approval in writing. The Executive Committee may amend the budget as required to run the day to day affairs of the IMCA.

13.4.5 The fiscal year of the IMCA shall be the 1st of January throughout the 31st of December.

13.4.6 The accounts shall be inspected and independently reviewed by a qualified external accountant in accordance with Article 11.7, and certified as showing a true and fair view of the Association's financial situation.

13.4.7 The IMCA Bank account shall have a minimum of 3 signatories with 2 to sign. There shall be a minimum of 2 people with access to the on line banking system used by the IMCA.

14. Technical Committee

14. 1 The Technical Committee shall be responsible for:

- (a) Considering all technical matters concerning class rules.
- (b) Putting forward proposals for amendments to class rules, building specifications and measurement form.
- (c) Monitoring and supervising the work of the Class Chief Measurer (if appointed).
- (d) Arranging and monitoring measurement checks at the World and Continental Championships and at any other regattas deemed necessary.
- (e) Monitoring the performance of class measurers throughout the world with a view to ensuring that all Melges 24 comply strictly with the class rules. This shall include through the NCA's the approval of measurers and the holding of a list of names and addresses. The final appointment of measurers may be the responsibility of the MNA where they undertake the class administration and the Technical Committee shall liaise with them if necessary.

14.2 The Technical Committee shall liaise with the ISAF and MNA's as necessary and may seek the views and opinions of boat builders, sailmakers, spar makers and other commercial

views as necessary.

14.3 The Technical Committee shall seek to ensure that the IMCA maintains an original, completed copy of the first measurement form for each boat, and shall ensure that each builder, MNA and/or NCA understands that they are to forward a copy of the same to the IMCA upon issuance.

14.4 The Technical Committee with the approval of the World Council may appoint a Chief Measurer who must at a minimum be a national Measurer and who shall report to the Chairman of the Technical Committee and whose responsibilities shall be assigned by the Committee and may include the following:

- (a) Overseeing class measurement throughout the world including liaison with all class measurers.
- (b) Monitoring the standard of registered builders throughout the world.
- (c) Attendance at the World and Continental Championships in order to oversee measurement checks.
- (d) Advising the Technical Committee on matters regarding the class rules.
- (e) Attending an ISAF measurement seminar when necessary.

If no Chief Measurer is appointed the above matters shall be the responsibility of the Technical Committee.

14.5 There shall be an annual meeting of the Technical Committee at a time and place to be agreed by the Executive Committee

14.5.1 The meeting shall be open to the Technical Committee, Executive Committee, builders and other suppliers and any other specifically invited parties.

14.5.2 There shall be not less than 4 weeks notice given of the Technical Committee meeting. If there are specific subjects to be discussed and rule proposals to consider these should be circulated not less than 2 weeks before the meeting.

14.6 The Technical Committee shall be responsible to ensure that class has an adequate number of ISAF International Measurers and that one is in attendance at the World and Continental Championships as necessary. They shall ensure that each IM is able to attend enough events to maintain their IM status.

15. Protection of One-Design

15.1 Tight one-design control of the Melges 24 Class shall be maintained throughout the world by the class rules and the ISAF Regulations.

16. Changes in Class Rules

16.1 Changes to Class Rules may be proposed to the Executive Committee by a licensed builder, a MNA, a NCA, the Technical Committee or by the ISAF.

16.1.1. Class rule change submissions shall be submitted to the secretary not later than 8 weeks before the AGM of the World Council.

16.2 The proposed changes will be reviewed by the Technical Committee, which will formulate a resolution for review by the Executive Committee.

16.3 The Executive Committee may elect on of two methods of approval:

16.3.1 A vote of the World Council at the Annual Meeting.

16.3.2 A vote of the owners by ballot, after presenting the resolution/motion in writing by mail, e-mail or by facsimile, when performance or investment is affected. The owners' response shall be accepted by the same methods.

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Comment: The current constitution requires 20 weeks notice for a Technical Committee Meeting. This is an extremely long notice period and in reality can hamper the work of the Tech Comm who may need to meet at short notice to deal with urgent issues. Sufficient notice of a meeting must be given to allow delegates to plan their attendance and review the issues and it is felt that 4 weeks should be more than adequate bearing in mind modern communication options.

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Comment: This is changed to reflect the shorter notice period for the meetings described above.

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16.3.3 If passed by one of the above methods, they will be submitted to ISAF for ratification by the appropriate committee on their rolling agenda. If ratified by the ISAF, they will be implemented as per Article 16.5.

16.4 If then approved by ISAF, the Secretary shall communicate notification of such changes to NCA's within fifteen (15) days of the ISAF notification.

16.5 Approved changes shall apply to all International events occurring on or after January 1 of the year following approval by ISAF or earlier if deemed appropriate by the Executive Committee.

17. Amendments to the Constitution

17.1 The Constitution and specifications may never be suspended but may be amended at an annual or extraordinary meeting of the World Council by two thirds of the votes present.

17.2 All proposed amendments at either annual meeting or a special meeting must be included in the notice thereof, which shall be mailed, e-mailed or telexed to the World Council members not less than 6 weeks prior to the date of the meeting.

17.3 Any amendments to the IMCA Constitution shall be subject to approval of the ISAF.