

**INTERNATIONAL MELGES 24 CLASS ASSOCIATION WORLDS COUNCIL**  
**EXTRAORDINARY GENERAL MEETING 2015**  
**Friday, 6th November 2015**  
**Skype**  
**MINUTES**

**Present:**

**Voting Delegates:**

Jens Wathne – Chairman & representing NOR and DEN  
Michael Schineis - Vice Chairman Europe & representing AUT and CZE  
Brian Hutchinson – Interim Vice Chairman US & representing USA  
Michael Good - Executive Committee Member EU & representing SUI, ITA  
Warwick Rooklyn - Executive Committee Member ASIA/PAC & representing AUS  
Duncan Stamper - Executive Committee Member NA & representing CAN  
Tomi Hakola - Executive Committee Member & representing FIN + EST + UK  
Peter Göckel - Technical Committee Chairman & representing SLO  
Fredrik Wenhult – representing SWE

**Non-voting Delegates:**

Piret Salmistu – IM24CA Administrator (minutes taker)

**Agenda: Approving the new International Melges 24 Class Association constitution**

**Chairman's introduction**

"As the Chairman for IM24CA I have the pleasure to welcome you all to the EGM regarding the update of the Constitution for the international class. Calling for an EGM is a sign of progress in this case. We are acting and moving the class and its framework forward.

The first year of my service as Chairman I have had time and room to deal with our Constitution. The existing constitution originates to the early 1990s and is in many points out of date. Tomi Hakola has been working with me and together with people in ISAF to update it to 2015 standards and to the template used by many ISAF classes today.

Leading up to this meeting we have received some feedback from the NCA's, but in my view given the process, the class agrees to update towards the ISAF template. The most important thing is that class will welcome the concept of the new Constitution and World Council to update this. The devil is in the details and I think it's important to go thru each paragraph one by one.

After we have held this EGM the constitution goes back to the ISAF Constitution Committee lead by Chairman Phillip Tolhurst, a lawyer in London. They will review and ratify it. Only after this has been done this new Constitution is valid. If and when this Constitution is a subject to change it follows standard procedures.

NCA constitutions are somewhat different from the IM24CA Constitution in several senses. IM24CA constitution is governed by the English law. NCAs need to consider national legislations, National Sailing Federations prescriptions and other items in their Constitutions. The meeting tonight will not deal with NCA constitutions. The update may influence those, but that will be the next step in this process and not a part of tonight's meeting.

Invitation to EGM was sent to all delegates on 25<sup>th</sup> September 2015 – six (6) weeks before the meeting date. Invitation was published on the website the same day.

<http://melges24.com/news/extraordinary-general-meeting-im24ca-november-6th-0>

Tomi explained the process of rewriting this Constitution together with Piret and Jens over the summer. The new template of Constitution originates from ISAF and IM24CA specific needs have been added into this. Fourteen (14 - Denmark, Norway, Estonia, Czech Republic, Great Britain, Italy, Slovenia, Canada, Australia, Austria, Sweden,

Switzerland, Finland, United States) out of the nineteen (19) paying NCAs are represented making it as a majority of the NCAs and as a valid EGM.

- All sent motions for the new constitution will be read through at the specific point
- The IM24CA Chairman will go the new proposed Constitution through point by point and get an approval from each NCAs. For voting all representatives will use the Skype message to give your vote in written as following style at each point: "Point 8. Approved NOR (or the other NCA represented)."

All participants agreed that EGM was called in a proper way and were voting in favour of the described process of the EGM.

Tomi was leading the process of reading the draft of new Constitution paragraph by paragraph followed by Jens calling the voting.

Hereafter the voting results with major changes comparing the current constitution and the draft sent out will be described, otherwise the new Constitution is added to the Minutes.

### **Point 1 – NAME**

The name of the Association shall be the "International Melges 24 **Class** Association. Hereafter in this document to be written as "**IM24CA**".

*"Class" was added to the name and IMCA was replaced with IM24CA as more relevant.*

Unanimously approved (14:0).

### **Point 2 - OBJECTS**

2.1. The objects of the IM24CA are:

- a) To promote and develop Melges 24 class racing under uniform rules throughout the world.
- b) To provide a structure for class management and for the exchange of information among Melges 24 sailors to enhance the enjoyment of these sailboats.
- c) Subject to ISAF regulations, hold absolute rights to the titles and management of World and Continental championships and the structure of any series organized in the name of the IM24CA. It shall coordinate and select venues for the championships, and shall work with any sponsors and management bodies involved.

2.2. In furtherance of other events with international participation the IM24CA will:

- a) Encourage the formation of National Melges 24 Class Associations in all countries where boats are present and raced.
- b) Ensure that World, Continental and National Championships are held according to the approved Event Regulations, and shall oversee such events.
- c) Approve other events of International impact on the Melges 24 Class and ensure they are held to proper standards.
- d) Promulgate and review the class rules in association with COPYRIGHT HOLDER.
- e) Wherever applicable the National Class Association is subject to the regulations of the ISAF, and the **IM24CA Constitution** and will endeavor to carry out and respect the same.

*In point 2.2.e Melges 24 Class Rules was replaced with IM24CA Constitution.*

Unanimously approved (14:0).

### **Point 3 – TERMS AND DEFINITIONS**

3.1. ISAF shall mean the International Sailing Federation.

3.2. The Class shall mean the international class of Melges 24 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 organization of the IM24CA events, annexed hereto and incorporated herein as a by-law of this Constitution.

3.5. The World Council shall mean the governing body of the IM24CA, the composition of which is defined in Point 12.

- 3.6. The Executive Committee is defined in Point 5.
- 3.7. MNA shall mean the National Authority recognized by the ISAF to control and organize sailing on a national basis in any country.
- 3.8. NCA shall mean the National Melges 24 Class Association organized inside the individual countries and officially recognized by the IM24CA and its MNA.
- 3.9. Each NCA shall be governed by a constitution which operates inline with the IM24CA Constitution and Class Rules. If the Officers of an NCA fail to comply with the rules of their own Constitution, the IM24CA Constitution or Class Rules, the IM24CA may take action under Point 17. Within these limitations an NCA has the right to organize itself at its own discretion. A country by definition may have districts and fleets.
- 3.10. The official language of the IM24CA shall be English.
- 3.11. The Emblem of the Melges 24 shall be as shown on the sail plan of the Melges 24 Class
- 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 IM24CA or in which the IM24CA sanctions the various events to form a series and in which the IM24CA may act with a title sponsor.

*Reichel/Pugh Yacht Design was written correctly.*

Unanimously approved (14:0).

#### **Point 4 – IM24CA OFFICE**

- 4.1. The World Headquarters of the IM24CA shall be generally located at the address most convenient to the **Chairman** and **Treasurer** and shall be determined by the Executive Committee.
- 4.2. Other offices may also be established at such places as the Executive Committee determines.

*President was changed to Chairman and Secretary/Treasurer with Treasurer – see Point 5.*

Unanimously approved (14:0).

#### **Point 5 - IM24CA EXECUTIVE COMMITTEE OFFICERS**

- 5.1. The Executive Committee of the IM24CA shall have the following officers:
  - a) Chairman
  - b) Vice Chairman Europe
  - c) Vice Chairman America (either representative from south, central or north)
  - d) Vice Chairman Asia Pacific
  - e) Member Europe
  - f) Member America (either representative from south, central or north)
  - g) Member Asia Pacific
  - h) Treasurer
  - i) Chairman of Technical Committee
- 5.2. Each Executive Committee member shall be a Melges 24 boat owner and current full member of a National Class Association for the past two (2) years.
- 5.3. Each Executive Committee position is for three (3) year term period. Term limits are set to two consecutive terms in the same Executive Committee position. For the position of Treasurer, if no nominations for replacement at the term completion are forthcoming, World Council can extend the term on a year to year basis by majority vote.
- 5.4. The Executive Committee may pass Regulations to provide for the method of election of all officers.
- 5.5. The Chairman of the Technical Committee shall be appointed by the Executive Committee on an annual basis, but with no fixed limit to the period of office.
- 5.6. The Chairman shall be responsible for the day to day running of the IM24CA and organization of the AGM.
- 5.7. An Executive Officer may be employed by the Executive Committee at such times and on terms and conditions determined by it.
- 5.8. In the event of the absence or vacancy of the position of Executive Officer one of the Vice-Presidents shall fulfill all the obligations and duties of the Executive Officer.
- 5.9. No person who is a member of or employed by COPYRIGHT HOLDER or a commercial undertaking involved with the IM24CA may be elected to any Office within the IM24CA.
- 5.10. Each member of the Executive Committee shall have only one vote except that the Chairman or acting chairman shall have a casting vote in the event of a tie vote. The Chairman of the Technical Committee shall not have a vote.

5.11. In the event of the absence or vacancy of the position of Executive Officer an Acting Executive officer nomination shall be found by a special election held by the NCA's associated with that officer and approval must be made at an IM24CA EGM.

*Point 5.1 - Discussion was held whether to have Chairman or President in IM24CA's structure. According to ISAF the class leaders are presidents. From USMCA's perspective would be easier to stick to our current title Chairman as the heads of the NCA's are presidents and would be easier to understand IM24CA's hierarchy having only one Chairman like we used to have. Michael Schineis seconded this proposal saying the Board has usually Chairman who is chairing the Board. Despite of ISAF recommendations this is the IM24CA's Constitution and it's up to the class to have more relevant Constitution for the class.*

Voting in favour or against the title Chairman – votes: 10 vs 4 (FIN, EST, UK, AUS).

*Point 5.1 - Discussion was held whether to have two or three Vice Chairmen having additionally third Vice Chairman representing Asia Pacific. ISAF recommends three Vice Chairmen to represent all continents.*

Voting in favour of adding 5.1.d Vice Chairman Asia Pacific as an extra member to Executive Committee - Unanimously approved (14:0).

*Point 5.2 - Discussion was held about the requirements to the Executive Committee member to be nominated for the election. It was agreed that the person to be nominated has to be well known for the class, who has been actively racing but not necessarily racing during the period of the term. Clear requirement is that the person has to be Melges 24 boat owner and current full member of the NCA.*

Unanimously approved (14:0).

*Point 5.3 - Discussion was held about the term limits of the Executive Committee members. Proposed wording was not clear enough and new wording for the term limits was created during the meeting. It's been a topic for several years at the AGM and the reason for that is to have continuity of the work. Regards to Secretary/Treasurer position there's more office work than for any other committee member and the class haven't had nominations for that post lately. To secure continuity for this job and to have a safety vow it was proposed that the term can be extended on a year to year basis. Also the title was proposed to change to Treasurer instead of Secretary/Treasurer as we have had Fiona and now Piret working as a Secretary or Administrator for the class.*

*Voting on NEW WORDING: Each Executive Committee position is for 3 year term period. Term limits are set to two consecutive terms in the same Executive Committee position. For the position of Treasurer, if no nominations for replacement at the term completion are forthcoming, World Council can extend the term on a year to year basis by majority vote.*

Unanimously approved (14:0).

*Points 5.4 - 5.10 – Voting on the points, no changes there.*

Unanimously approved (14:0).

*Point 5.11 – Discussion was held how to act in case of the absence or vacancy of the position of Executive Committee member and new wording was created.*

*Voting on NEW WORDING: In the event of the absence or vacancy of the position of Executive Officer an Acting Executive officer nomination shall be found by a special election held by the NCA's associated with that officer and approval must be made at an IM24CA EGM.*

Unanimously approved (14:0).

*Point 5.9 in the draft sent out – As it duplicates the topic (the event of the absence or of vacancy) in point 5.7 it was proposed to delete it.*

Unanimously approved (14:0).

As Jens was forced to end the meeting, Michael Schineis as the Vice Chairman stepped in and took over from this point on.

It was proposed to conclude the meeting in this point and not to waste the job done.

Unanimously approved (12:0).

The rest of the document will be reviewed, grammar and typo errors will be corrected, new draft of the Constitution will be distributed among Executive Committee members and NCA members on Monday lunchtime for the final sign off and to will be send to ISAF.

Unanimously approved (12:0).