



## **INTERNATIONAL MELGES 24 CLASS ASSOCIATION**

### **CONSTITUTION 2004**

#### **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, provide a structure of management, develop a forum for the exchange of information among Melges24 owners and sailors and shall cooperate with the ISAF, National Sailing Authorities (NA's), National Melges 24 Class Associations (NMCA's) and the copyright holder.

2.3 The IMCA shall coordinate and select venues for the following International Championships, and shall work with any sponsors and management bodies involved:

- (i) World Championships
- (ii) Continental Championships

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

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

3.8 Each NCA has the right to organize itself at its own discretion. A country by definition may have districts and fleets.

3.8a 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 NMCA. 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 NMCA.

3.8b A Fleet shall be a local territorial unit that is self governed in matters not conflicting with these by-laws and chartered by a NMCA upon application by three or more MELGES 24 owners who are in good standing of the NMCA 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 issue by ISAF and the copyright holder to build the Melges 24.

3.14 Class Sanctioned Event shall mean those regattas organized by IMCA, a NA, or NMCA.

#### **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 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 NMCA 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 6.2, or those who have an interest in the class be it as a crew or supporter and who have paid the NMCA associates dues. They

shall not vote, nor are they eligible to hold office.

6.4 Honorary Members shall be nominated by the NMCA 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 NMCA Committee.

## **7. Annual Subscriptions and Fees**

7.1 The IMCA shall be financed as follows:

- (i) The annual IMCA fee shall be collected by NMCA's and paid to the IMCA. This fee shall be added to any NMCA annual fee.
- (ii) Sail royalty labels shall be sold direct by the IMCA secretariat.
- (iii) ISAF building fees shall be collected by the IMCA as arranged with ISAF.
- (iv) 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 quarterly thereafter as new members are acquired.

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

7.4 Assessments may be levied only when approved by the majority vote of the World Council.

## **8. Suspension, Expulsion**

8.1 Should any member of the 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 willfully 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:

- (i) withdrawal of class association membership and the refusal of any entry in any regatta.
- (ii) Recommendation that membership be denied for a period to be decided. This period of suspension may be applied to a current or succeeding year.
- (iii) 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 favor of expulsion. suspension or similar to be passed.

## **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 NMCA, the Chairman, 2 Vice Chairmen, 2 Ordinary Members, Secretary and Treasurer of the Executive Committee and Councilors of Honor.

10.1.1 Councilors of Honor may be appointed by the World Council in recognition or 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 NMCA shall have one (1) vote for every five (5) boats owned by members of their respective NMCA and for which the IMCA has issued a yearly sticker. No NMCA 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 which adequately precedes the documentation submission date for the annual General meetings of the ISAF. The choice of venue is optional, but shall take into account 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.

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 16.1.

10.4.2 Motions and nominations to be proposed at the AGM shall be submitted to the International Secretary not less than 60 days before the date of the said AGM. See also 12.2 for Constitution changes and 16.1 for Class rule changes. The Executive committee may submit motions up until the date specified in 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 six weeks before the date of the said AGM.

10.4.4. Amendments to the above motions shall be submitted no later than one month 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 three 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.

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 NMCA appointed World Council member, his NMCA may appoint a substitute provided that person is a member of that NMCA.

10.6 If a World Council Member is unable to attend a meeting, his NMCA 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.

## **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 2 Ordinary Members from two different continents, a Secretary and Treasurer. They shall be elected for their skills to fulfil the requirements of the position. They need not be the representatives of their NMCA. All Executive Committee members shall be full members of their NMCA.

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

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

Officers may be elected for a second and final period. Officers shall have one vote each on the World Council for all matters except the election of officers.

The period of officer 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. One may chair the Technical Committee but shall be a member of it, the other shall coordinate the championship liaison.

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 NMCA.

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 who may be Vice Chairman. 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 six (6) 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. The Technical Committee Chairman shall be a full member.

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 regatta regulations book up to date.

11.10 Should the work overload of the Secretary become too great, the World Council may appoint a paid assistant to handle some of the paperwork as directed. This person shall not be a member of the World Council nor the Executive Committee and shall have no voting rights.

## **12. Voting, Motions and Resolutions**

12.1 Decisions of the World Council shall be taken by a simple majority of votes cast. 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 rules that effect cost or performance.

12.2 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 60 days 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.

13.2 At meeting 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 signature of the Treasurer and one other nominated officer shall validate the payments of money.

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 August throughout the 31st of July.

### **14. Technical Committee**

14. 1 The Technical Committee shall be responsible for:

- (i) Considering all technical matters concerning class rules.
- (ii) Putting forward proposals for amendments to class rules, building specifications and measurement form.
- (iii) Monitoring and supervising the work of the Class Chief Measurer (if appointed).
- (iv) Arranging and monitoring measurement checks at the World and Continental Championships and at any other regattas deemed necessary.
- (v) 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 NMCA's the approval of measurers and the holding of a list of names and addresses including their signatures. The final appointment of measurers is the responsibility of the NA and the Technical Committee may liaise with them if necessary.

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

14.3 The Technical Committee shall seek to ensure that a completed copy of the measurement form on each boat is kept by the IMCA. The Technical Committee shall ensure that the IMCA maintains a current, completed copy of the measurement form for each boat, and shall ensure that each NA 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 shall report to the Chairman of the Technical Committee and whose responsibilities shall be assigned by the Committee and may include the following:

- (i) Overseeing class measurement throughout the world including liaison with all class measurers.
- (ii) Monitoring the standard of registered builders throughout the world.
- (iii) Attendance at the World and Continental Championships in order to oversee measurement checks.
- (iv) Advising the Technical Committee on matters regarding the class rules.

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

## **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 NA, a NMCA, the Technical Committee or by the ISAF.

16.1.1. Class rule change submissions shall be submitted to the Secretary not later than 1st June in any year, to allow them to be submitted to ISAF by the closing date of the 1st August. This means that the submission if passed by the class can be ratified by the ISAF November Conference for implementation the following 1st March.

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 in writing after presenting the resolution/motion in writing by mail or by facsimile, when performance or investment is affected.

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

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

## **17. Amendments**

17.1 The Constitution and specifications may never be suspended but may be amended at an annual or special 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 that 30 days prior to the date of the meeting.

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