

# INTERATIONAL MELGES 24 CLASS ASSOCIATION CONSTITUTION

## 1 NAME

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

## 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 Melges 24 Class Rules and will endeavor to carry out and respect the same.

### **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
- 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

#### **4 IM24CAIM24CA OFFICE**

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

#### **5 IM24CAIM24CA EXECUTIVE COMMITTEE OFFICERS**

- 5.1 The Executive Committee of the IM24CA shall have the following officers:
- (a) President
  - (b) *Vice President Europe*
  - (c) *Vice President America (either representative from south, central or north)*
  - (d) *Member Europe*
  - (e) *Member America (either representative from south, central or north)*
  - (f) *Member Asia Pacific*
  - (g) *Secretary / Treasurer*
  - (h) Chairman of Technical Committee
- 5.2 Each Executive Committee member shall be a Melges 24 boat owner, a actively racing paying full member of an National Class Association for the past 22 years.
- 5.3 Each Executive Committee position is for 3 years, except the President, Technical Committee Chairman and Secretary / Treasurer. Any retiring officer shall be eligible provided that he has not served more than 2 consecutive 3 year terms in that position of office. The exception of the President and the Technical Committee Chairman having a maximum of 2 consecutive 3 year terms. The secretary / treasurer position is without term restrictions but reviewed every year.
- 5.3 The Executive Committee may pass Regulations to provide for the method of election of all officers.
- 5.4 The President shall be responsible for the day to day running of the IM24CA and organization of the AGM.
- 5.5 An Executive Officer may be employed by the Executive Committee at such times and on terms and conditions determined by it.
- 5.6 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.
- 5.7 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 International Class Association.

- 5.8 Each member of the Executive shall have only one vote except that the President or acting chairman shall only have a vote in the event of a tie vote of the Executive Committee and the Chairman of the Technical committee shall not have a vote.
- 5.9 In the event that vacancies shall occur on the Committee between meetings of the annual World Council.
- (a) In the event that a vacancy occurs in any of the posts of President, Vice Presidents or Secretary / Treasurer the remaining members of the Executive Committee shall forthwith appoint one of their number or a person co-opted in accordance with (b) to fill the vacancy and the remaining members of the Committee may, but shall not be obliged to, co-opt such member or members as they shall consider fit to fill any vacancy.
- (b) Members so co-opted or appointed shall remain in office until the next meeting of the annual World Council.

## **6 EXECUTIVE COMMITTEE MEETINGS**

- 6.1 Executive Committee meetings shall be held on such occasions and at such places as are either called by the President or decided by previous meetings of the committee.
- 6.2 Five (5) voting members of the Committee shall form a quorum of the total Executive
- 6.3 The Executive Officer shall give at least 3 week notice of such meetings, unless 5 of the voting member of the committee gives their prior consent to a reduced notice period.
- 6.4 The President shall chair all meetings at which he is present. At meetings where the President is not present a Vice President if present shall chair, otherwise the meeting shall elect a chairman from among themselves.
- 6.5 Resolutions at Executive Committee Meetings shall be passed by a simple majority of the voting members of the Committee present and voting. In the event of a tied vote the chairman of the meeting shall have a casting vote.
- 6.6 The Executive Committee is authorised to utilise for meetings telephonic communications providing all participants can hear and participate in all communications.
- 6.7 The Executive Committee may delegate to any one or more of its members such powers and duties as it shall determine for special purposes for a limited period.

## **7 TECHNICAL COMMITTEE**

7.1 The World Council will appoint a Technical Committee consisting of a Chairman plus 2 other members.

7.2 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.

7.3 The function of the Technical Committee is

- (a) To advise the World Council and Executive committee on any technical matters relevant to the Class.
- (b) In conjunction with the Technical Department of the ISAF, to ensure that the One Design control of the Class is properly exercised by the builders and suppliers in accordance with the Manufacturing specifications and Handbook.
- (c) To investigate any query by a boat owner regarding the one design or specification of this boat, and to report to the Executive Committee.
- (d) To consult with the COPYRIGHT HOLDER on any development of the boat or equipment deemed to be desirable as a result of sailing experience.
- (e) To ensure that the boats used in World and Continental Championships and major regattas comply with the Class Rules.

## **8 NATIONAL CLASS ASSOCIATION ELIGIBILITY**

8.1 Any nation recognized by ISAF shall, upon application to the Executive Committee of IM24CA, be granted a charter as a National Class Association provided if it satisfies the following requirements of membership to the World Council:

- (a) all Melges 24 boats in the country are sailing under the official Melges 24 insignia on the cabin top and main sail
- (b) there are (4) four or more Melges 24 boats sailing under the country national letters;
- (c) shall / has formed a duly constituted National Class Association, recognized and approved in written by their country's National Authority, for the development of racing Melges 24s within the country;

- (d) that it has a duly elected executive committee, including such officers as it shall determine necessary and requisite, and,
- (e) that there is no other Association in their country already accredited to the World Council.

## **9 NATIONAL APPLICATIONS FOR WORLD COUNCIL CHARTER**

- 9.1 Each application to the Executive Committee of the IM24CA for a charter shall include a copy of their Class Association Rules, together with a current list of the members of that Class Association and all the Melges 24s registered within that Class Association. This member and boat/hull list shall be updated by each NCA secretary on a quarterly basis to IM24CA official membership list.
- 9.2 Shall appoint a council member and a vice council member who shall be the only official channel of communication with the World Council and whose address will be the official address of that National Class Association until the World Council Secretariat is advised, in writing, by that Class Association of any change of Council member and or address.
- 9.3 Each application shall be accompanied by a registration fee in such amount as shall from time to time be fixed by the by-laws enacted by the Council in accordance with the provisions of this Constitution.
- 9.4 The members of the World Council shall be bound by this Constitution, and duly enacted amendments thereto and shall comply with all resolutions and regulations made in accordance with this Constitution. National Class Associations shall use their best endeavours to ensure that individual members also comply with such resolutions and directions.
- 9.5 A member shall cease to be a member during any period in respect of which it or he has not paid its or his subscription or other monies due to the World Council or upon receipt of notice of its or his resignation by the Executive Committee. Such membership may be renewed with immediate effect by payment of outstanding dues or other monies owing to the Council.

## **10 MEMBERSHIP**

- 10.1 Every member in good standing of a National Class Association with all fees paid, which is also in good standing with the World Council, shall be a member of the IM24CA. The World Council may, by bye-law, authorize persons or classes of persons not members of a National Class Association to be members of the IM24CA upon such terms and conditions as the Council determine except that any individual member without a national authority be assigned an existing National Class Association to represent them.
- 10.2 Membership of the IM24CA shall be open only to National Melges 24 Class Associations recognized and/or affiliated to their National Authority.

The following types, mentioned in points 10.3, 10.4, 10.5, of membership to National Melges 24 Class Associations shall be recognized.

- 10.3 Full Members shall be boat owners - individuals, companies or associations - who have paid the full NCA and IM24CA dues. 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.
- 10.4 Associate Members shall be those not included in Point 10.3, 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.
- 10.5 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.
- 10.6 Proof of class membership shall be only by listing on the IM24CA website. The NCA's shall be quarterly fully responsible for maintaining the lists of their class members, their boats and boat certificates to IM24CA website. Access to the IM24CA membership edit area shall be provided to the nominated NCA representative by the IM24CA.

## **11 GOVERNANCE**

- 11.1 The IM24CA shall be governed by its World Council and its Copyright Holder and property shall be managed and administered on an ongoing basis by its Executive Committee in accordance with:
  - (a) the provisions of this Constitution and any Regulations passed under this Constitution,
  - (b) any policies for the operation of the Association determined by the World Council
  - (c) or any directives or guidelines established by the World Council.

## **12 WORLD COUNCIL**

- 12.1 The World Council shall consist of the members of the Executive Committee and of one Representative of each member National Class Association.
- 12.2 A meeting of the World Council shall be held annually in such place and time as the Executive Committee may consider most convenient to the majority of the members. This meeting shall:
  - (a) Receive the result of postal ballots.
  - (b) Receive from the Executive Committee, and approve, a statement of accounts for the preceding accounting year, forecast accounts for the current year, and a budget for the next year.

- (c) Receive and decide on resolutions submitted in accordance with 12.5
- 12.3 A Special meeting, called as Extra Ordinary Meeting of the World Council shall be called by the President.
- (a) If the Executive Committee unanimously so resolves and in accordance with that resolution, or
  - (b) forthwith upon (but not less than 6 weeks after) receiving the written request of not less than 10 National Class Association members (which request shall also specify any resolution which the members concerned wish to propose at the meeting).
- 12.4 Resolutions to the World Council shall only be submitted by a National Class Association.
- 12.5. Timing of the World Council meeting
- (a) Called here and after as Annual General Meeting (=AGM)
  - (a) The date of the AGM will be notified by announcement on the IM24CA website not less than 85 days before the officially announced date of the meeting.
  - (b) Motions, amendments and nominations for the AGM shall be proposed only by the Executive Committee, NCA's, the Technical Committee and ISAF.
  - (c) Motions and nominations to be proposed at the AGM shall be submitted to the International Secretary not less than 8 weeks before the officially announced date of the meeting.
  - (d) The Secretary shall distribute an Agenda of all motions nominations and relevant paperwork for the AGM not later than 6 weeks before the officially announced date of the meeting.
  - (e) Amendments to the above motions shall be submitted no later than 4 weeks before the officially announced date of the meeting.
  - (f) The Secretary shall distribute an attachment to the Agenda of any such amendments not later than 3 weeks before the officially announced date of the meeting.
  - (g) Only the motions, amendments and nominations on the Agenda and its attachment/s shall be voted upon.
  - (h) 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.
  - (i) 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.



- (j) 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.
- (k) 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 IM24CA prior to the meeting.
- (l) Each NCA must inform the IM24CA Secretary of the name of their appointed World Council member or proxy substitute by not less than 3 weeks before the date of the AGM.

12.6 The chairman at meetings of the World Council shall be the President, or in his absence, a Vice-President. If neither the President nor any Vice-Presidents are present, the meeting shall elect a chairman.

12.7 Eight (8) weeks before the meeting of the World Council the Executive Committee shall certify from the official membership listing in writing to the agenda the number of registered Melges 24s that Class Association represents.

12.8 Only member National Class Associations and the members of the Executive Committee that IM24CA has received and recorded appropriate dues paid shall be entitled to vote at a meeting of the World Council. The number of votes to be cast by National Class Associations in any ballot in meetings of the World Council shall be in accordance with the number of boats registered in its country. Always one (1) country vote plus a vote/s per boats registered per country as follows:

<i>0 - 4 boats</i>	<i>1 country vote + 0 membership vote</i>
<i>5 - 9 boats</i>	<i>1 country vote + 1 membership vote</i>
<i>10 - 14 boats</i>	<i>1 country vote + 2 membership vote</i>
<i>15 - 19 boats</i>	<i>1 country vote + 3 membership vote</i>
<i>20 - 24 boats</i>	<i>1 country vote + 4 membership vote</i>
<i>25 - 29 boats</i>	<i>1 country vote + 5 membership vote</i>
<i>etc.</i>	

Elected Members of the Executive Committee shall have one vote each.

12.9 Voting at World Council meetings shall be by simple majority of the votes cast. In the event of a tied vote the President shall have a casting vote. If the President is absent from the meeting the Chairman of the meeting shall have a casting vote.

12.10 The quorum at World Council meetings shall be 60% of the member National Class Associations, represented in person or by proxy, who shall be from at least two Continents and who are entitled to vote at the meetings.

12.11 A member National Class Association may not vote for more than two (2) proxies.

- 12.12 No NCA shall ever be allowed to cast more than 42.5% of the total votes available at that meeting.
- 12.13 A special resolution shall be passed at a World Council meeting only if 2/3rds or more of the votes cast are in its favor.
- 12.14 In the event of the World Council passing a resolution which in the reasonable opinion of COPYRIGHT HOLDER is contrary to the business interests of the themselves and the Builders, COPYRIGHT HOLDER may request the resolution be referred to the Executive Committee of the ISAF for binding arbitration or to such other body selected by ISAF executives with agreement of the parties.

### **13 EXTRAORDINARY GENERAL MEETING**

- 13.1 Called here and after as "EGM"
- 13.2 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.
- 13.3 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.
- 13.4 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.
- 13.5 All other voting procedures etc shall proceed in the same way as the AGM.

### **14 FINANCIAL MATTERS OF THE IM24CAIM24CA:**

- 14.1 The association shall be funded by:
- (a) Subscriptions from National Class Association and individual members. Shall be invoiced direct by the IM24CA secretary / treasurer
  - (b) A share of the building fee paid on each boat. Shall be collected by the IM24CA as arranged with ISAF.
  - (c) A share of the fee paid on each sail manufactured. Shall be sold and invoiced direct by the IM24CA secretary / treasurer
  - (d) Television rights of international events in accordance with ISAF regulations. Shall be sold and invoiced direct by the IM24CA secretary / treasurer
  - (e) A share of the Entrance Fee of World and Continental Championships, negotiated between the Executive Committee and the Organisers of the event.
  - (f) Any other revenue negotiated and accepted by the Executive Committee.

Initial funding of the Association to cover the period before the above sources meet the expenditure required to carry out the essential duties of the

Association shall be provided by COPYRIGHT HOLDER, in negotiation with the Executive Committee.

- 14.2 The IM24CA subscription years shall run from 1 January to 31 December.
- 14.3 The amount to be paid as subscriptions and other annual fees to the IM24CA shall be decided by the World Council.
- 14.4 Member National Class Associations shall pay a fee for each paid up member of their Association. These fees shall be payable at the end of each quarter in respect of their membership fees received in that quarter. The amount of the fee shall be decided by the World Council.
- 14.5 All other fees, such as those for approval of events, professional or other, or for services provided at events, shall be decided by the Executive Committee.
- 14.6 Any NCA, which has not remitted its annual fees, may cease to be recognized by the IM24CA. Reinstatement to the list of recognized NCA's would be at the discretion of the World Council after payment of amounts due.

## **15 EXPENSES**

- 15.1 A budget for expenses shall be agreed each year by the World Council, and expenses shall be reported under a separate heading in the Annual Accounts.
- 15.2. The reasonable expenses of the Officers and other members of the Executive Committee in complying with their obligations and exercising their powers under these rules may be payable out of the funds of the Association on application to the Executive committee.

## **16 ACCOUNTS**

- 15.1 The Executive Committee shall cause annual accounts to be prepared for each year which truly and fairly show the Association's capital and its income and expenditure.
- 15.2 The fiscal period of the World Council shall be 1 January to 31 December each year unless changed by resolution of the World Council.
- 15.3 A copy of the accounts for the latest complete fiscal period shall be sent by the Executive Officer to each member National Association with the notice of the Annual meeting of the World Council.
- 15.4. The accounts of the IM24CA shall be audited by a third party financial company. This financial company shall not have any relations to the IM24CA and it's Executive Committee.

## **16 NOTICE**

- 16.1 Where under this Constitution the Executive Committee is required to give written notice to any person or body, such notice shall be deemed for the purposes of this Constitution to have been given if it is given by post or written electronic communication and so that:
- (a) If it is given by post it shall be deemed to have been given on the 7th day after the Executive Committee shall have posted such notice by Copyright Holder class or air post to the person or body concerned at the address given for such person or body in the records of the Association whether or not it shall in fact have been received by the person or body concerned within that time or at all;
  - (b) If it is given by written electronic communication it shall be deemed to have been given 24 hours after the Executive Committee has successfully dispatched the written electronic communication where to or not is shall in fact have been received by the person or body concerned within that time or at all.
  - (c) Provided that the Executive Committee shall only be entitled to give notice to a person or body by way of written electronic communication if that person or body shall have provided (and not withdrawn) the address or number for the electronic communication to the World Council.
- 16.2 The Executive Committee shall keep a register of such notices, which shall include evidence that the notice has been sent.

## **17 SUSPENSION AND REMOVAL FROM MEMBERSEIIP**

- 17.1 A member, or individual of a National Class Association, may be suspended from membership by the Executive Committee only after a hearing protecting his rights to due process including a mutual exchange of evidence prior to the hearing.
- 17.2 A member may be suspended for the following:
- (a) Committing an unlawful act in relation to the Association or one of its members, or
  - (b) For any unsportsmanlike conduct contrary to the interest of the members of the association, or
  - (c) For intentional violation of Class Rules.
- 17.3 A member National Class Association shall apply any such suspension to any of its individual members so suspended
- 17.4 A member shall not be entitled to any return of any or any part of his subscription in respect of any period for which he shall be suspended or removed from membership.

## **18 AMENDMENTS**

- 18.1 This Constitution may only be amended by a special resolution for which notice has been duly given and which is duly proposed and passed at a World Council meeting pursuant to the terms and conditions of this Constitution and ISAF.

## **19 LIMITATIONS**

- 19.1 The Officers and Executive Committee shall not be obliged to do any of things required of them by these rules if the World Council shall not reasonably be expected to be in funds sufficient to pay their reasonable cost and expenses by the time these costs and expenses are estimated to come due.
- 19.2 In the execution of their powers and duties under this constitution no officer or other member of the Executive Committee shall be liable for any loss to any of the members or former members of the World Council or to the assets of the World Council by reason of any mistake or omission made in good faith by him or any other officer or member of the Executive Committee or for any other matter other than willful and individual wrongdoing omission or fraud on the part of the person who is sought to be made liable.

## **20 PROPER LAW AND JURISDICTION**

- 20.1 The proper law of the IM24CA and World Council shall be English law and this Constitution shall be construed, take effect and be enforced accordingly.
- 20.2 The decision of the Executive Committee shall be final in matters of the management of the World Council and only if the actions or decisions of the Executive Committee are disputed formally in writing by any member or group of members of the World Council. The decision of the World Council shall be final, subject to the judgement of a court of proper jurisdiction in the circumstances applying English law.