



INTERNATIONAL MELGES 32 CLASS ASSOCIATION CONSTITUTION

1. NAME

1.1 The name of the Association shall be the "International Melges 32 Class Association".

2. OBJECTS

2.1 The objects of the association are:

- (a) To promote and develop Melges 32 class racing under uniform rules throughout the world.
- (b) To provide a structure for class management and for the exchange of information among Melges 32 sailors to enhance the enjoyment of these sailboats.

2.2 In furtherance of other events with international participation the Melges 32 Class Association will:

- (a) Organize the International Melges 32 Class Association which will oversee the Melges 32 class racing and rules throughout the World.
- (b) Ensure that World and Continental Championships are held in appropriate locations and to proper standards, and shall oversee such events.
- (c) Approve other events of International impact on the Melges 32 Class and ensure they are held to proper standards.
- (d) Promulgate and review the class rules in association with the builder.
- (e) Wherever applicable the National Class Association is subject to the regulations of the ISAF, and the Melges 32 Class Rules and will endeavor to carry out and respect the same.

3. MEMBERSHIP

3.1 Every member in good standing of a National Class Association, which is also in good standing with the World Council, shall be a member of the International Melges 32 Class Association. The Council may, by bye-law, authorize persons or classes of persons not members of a National Class Association to be members of the International Melges 32 Class Association 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.

4. ELIGIBILITY

4.1 An owner is eligible to race and vote in the Melges 32 Class if they have met the following criteria:

- (a) All class dues paid to date.
- (b) All class measurement forms complete and on file with the class secretary.
- (c) All class rules have been adhered to

5. NATIONAL APPLICATIONS FOR WORLD COUNCIL CHARTER

5.1 The International Melges 32 Class Association shall govern the class on an international level and no class associations shall be formed to ensure the unity of the class on a global level.

5.2 The International Melges 32 Class Association shall appoint a 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.

5.3 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. The Class Association shall use their best endeavors to ensure that individual members also comply with such resolutions and directions.

5.4 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.

6. GOVERNANCE

6.1 The International Melges 32 Class Association shall be governed by its World Council, its Copyright Holder and Builder 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.

7. WORLD COUNCIL

7.1 The World Council shall consist of the members of the Executive Committee and of one Representative of the International Melges 32 Class Association.

7.2 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 7.4.

7.3 A Special meeting of the World Council shall be called by the Executive Committee.

- (a) If the Executive Committee so resolves and in accordance with that resolution, or
- (b) Forthwith upon (but not less than 4 weeks after) receiving the written request of not less than 10 Class Association members (which request shall also specify any resolution which the members concerned wish to propose at the meeting).

7.4 Resolutions to the World Council shall only be submitted by a National Class Association or a member of the World Council.

7.5 At least 4 weeks written notice shall be given of any World Council Meeting by the Executive Committee to the members of the World Council, together with a copy of the agenda for the meeting and of any resolutions which are to be proposed at the meeting. The Executive Committee shall give such notice of (and only of) such resolutions as have been specified to him in writing 4 weeks before the meeting at which they are to be proposed.

7.6 The chairman at meetings of the World Council shall be the President, or in his absence, a Vice-President. If neither the President or any Vice-Presidents are present, the meeting shall elect a chairman.

7.7 Nominations for officers may only be made by a Class Association member /owner except as provided by 7.8.

7.8 Nominations for the officers standing for election must be received in writing by the Executive Committee four weeks before the annual meeting of the World Council, provided that if there are not nominations for all the available posts the outgoing Executive Committee may make such additional nominations as are necessary in order to fill all available posts.

7.9 At any World Council meeting only resolutions of which notice has been given in accordance with this Constitution may be proposed and no amendments thereto shall be permitted, unless the amendment is accepted by the proposers of the resolution.

7.10 Proposals for amending the Constitution and Class Rules shall be by special resolution to a meeting of the World Council.

7.11 Four (4) weeks before the meeting of the World Council member/owners of the Class Association should certify in writing or written electronic communication, by boat number and owners name.

7.12 Only member/owners of the Class Association and the members of the Executive Committee shall be entitled to vote at a meeting of the World Council. The number of votes to be cast by any one member/owner of the Class Association in any ballot shall be one vote each.

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

7.13 Voting at World Council meetings shall (unless otherwise stated by this constitution) 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.

7.14 The quorum at World Council meetings shall be 40% of the member/owners of the Class Association, represented in person or by proxy, who shall be from at least two Continents and who are entitled to vote at the meetings.

7.15 A member/owner of the Class Association may not vote more than two (2) proxies.

7.16 A special resolution shall be passed at a World Council meeting only if two-thirds or more of the votes cast are in its favor.

7.17 In the event of the World Council passing a resolution which in the reasonable opinion of COPYRIGHT HOLDER and the BUILDER is contrary to the business interests of the themselves and the Builders, COPYRIGHT HOLDER and the BUILDER 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.

8. OFFICERS

8.1 The World Council of the International Melges 32 Class Association shall have the following officers:

- (a) President
- (b) 3 Vice Presidents, from at least two continents
- (c) Honorary Treasurer
- (d) Chairman of Technical Committee

8.2 The President, Vice President, and Honorary Treasurer shall be members of the Association, and be elected by the World Council by postal ballot or written electronic communication for a term of two years. Any retiring officer shall be eligible for re-election provided that he has not served more than 8 consecutive years in that office, with the exception of the Chairman of the Technical Committee.

8.3 The World Council may pass Regulations to provide for the method of election of all officers.

8.4 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.

8.5 An Executive Officer may be employed by the Executive Committee at such times and on terms and conditions determined by it.

8.6 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.

8.7 No person who is a member of or employed by COPYRIGHT HOLDER or the BUILDER or a commercial undertaking involved with the Melges 32 Class may be elected to any Office within the International Class Association.

9. THE EXECUTIVE COMMITTEE

9.1 The Executive Committee shall consist of the following:

- (a) President
- (b) 3 Vice Presidents, from at least two continents
- (c) Honorary Treasurer
- (d) 1 Member elected by the World Council
- (e) 2 representatives appointed by MELGES PERFORMANCE SAILBOATS
- (f) Chairman of the Technical Committee

9.2 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.

9.3 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 Honorary 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.

10. EXECUTIVE COMMITTEE MEETINGS

10.1 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.

10.2 The Executive Committee shall give at least 3 weeks notice of such meetings, unless 75% of the voting member of the committee give their prior consent to a reduced notice period.

10.3 Four (4) voting members of the Committee shall form a quorum.

10.4 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.

10.5 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.

10.6 The Executive Committee is authorized to utilize for meetings telephonic communications providing all participants can hear and participate in all communications.

10.7 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.

11. TECHNICAL COMMITTEE

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

11.2 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 BUILDER 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.

12. FINANCIAL MATTERS OF THE INTERNATIONAL CLASS ASSOCIATION

12.1 The association shall be funded by:

- (a) Subscriptions from individual members.
- (b) A share of the building fee paid on each boat.
- (c) A share of the fee paid on each sail manufactured.
- (d) Television rights of international events in accordance with ISAF regulations.
- (e) A share of the Entrance Fee of World and Continental Championships, negotiated between the Executive Committee and the Organizers 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 BUILDER, in negotiation with the Executive Committee.

12.2 The Association's subscription years shall run from 1 January to 31 December.

12.3 The amount to be paid as subscriptions to the shall International Melges 32 Class Association be decided by the World Council.

12.4 Members of the Class Association shall pay an annual fee. 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.

12.5 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.

13. EXPENSES

13.1 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.

13.2. 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.

14. ACCOUNTS

14.1 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.

14.2 The fiscal period of the World Council shall be 1 January to 31 December each year unless changed by resolution of the World Council.

14.3 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. NOTICE

15.1 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 purpose 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 first 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.

15.2 The Executive Committee shall keep a register of such notices, which shall include evidence that the notice has been sent.

16. SUSPENSION AND REMOVAL FROM MEMBERSHIP

16.1 A member, or individual, 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.

16.2 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.

16.3 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.

17. AMENDMENTS

17.1 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.

18. LIMITATIONS

18.1 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.

18.2 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.

19. PROPER LAW AND JURISDICTION

19.1 The proper law of the International Melges 32 Class Association and World Council shall be English law and this Constitution shall be construed, take effect and be enforced accordingly.

19.2 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 as provided in Article 19.1.