



I R S A



CONSTITUTION

April 2012

Article

1. NAME

1.1 The name of the Association is INTERNATIONAL RADIO SAILING ASSOCIATION (IRSA).

2. OBJECTS

2.1 The objects of the Association shall be to develop the sport of radio sailing throughout the world. The Association is recognized by the International Sailing Federation as an affiliate member.

2.2 Without limiting the generality of the foregoing, the Association shall be the authority for:

- (i) The promotion and encouragement of designing, building and racing radio sailing boats.
- (ii) The granting and withdrawal of IRSA Class status and the supervision of classes, including the class rating rules and measurement procedures.
- (iii) The organisation, licensing and sanctioning of Continental and Regional Championships for IRSA Classes.
- (iv) To provide input to ISAF on the Appendix for Radio Sailing of the ISAF Racing Rules of Sailing.
- (v) The organisation, licensing and sanctioning of World and Continental Championships authorized under ISAF Regulation 25.5.

3. ORGANISATION

3.1 The organisation of the Association shall consist of the Membership, the General Assembly, and the Executive Committee, Committees established by the Executive Committee, the International Class Associations.



International Radio Sailing Association

www.radiosailing.org



4. LANGUAGE

- 4.1 The official language of the Association is English. The word 'shall' is mandatory and the word 'may' is permissive.

5. MEMBERSHIP

- 5.1 Membership may be granted to an ISAF Member National Authority (MNA) or to a national body delegated by the Member National Authority (DMNA). The Member National Authority has the right to terminate such delegation.

Associate Membership may be granted to any duly constituted International Class Association.

- 5.2 Application for Membership shall be made to the Executive Committee. Election to Membership shall be by resolution of the Executive Committee, which shall take into consideration the requirements of Article 5.1 and the constitution of the appointed national body making the application.
- 5.3 The Executive Committee may, by a resolution supported by two thirds of the votes cast, cancel the membership of any Member at any time but such Member may request that the General Assembly shall review such cancellation on the ground that the Executive Committee acted in error. The decision of the Executive Committee may be overturned if a simple majority of the votes cast support the Association Member.
- 5.4 Any Member wishing to retire from the Association shall give notice of its intention to retire on or before December 31st.

Obligations of Membership

- 5.5 It shall be the obligation of Members:
- (i) To uphold the objects of the Association and ISAF.
 - (ii) To ensure that there shall be no discrimination on grounds of race, religion or political affiliation against any competitor representing a Member, when acting as host for a World or Continental Championship.
 - (iii) To prevent improper use or abuse of terms such as World, Continental or International which properly relate to activities recognised by the Association.
 - (iv) It shall be a continuing obligation of membership that any delegated national body shall maintain its affiliation with the Member National Authority and be recognised by their Member National Authority as the sole body representing Radio Sailing in their country.

Subscription and Fees

- 5.6 Each Member and Associate Member shall pay an annual subscription, in accordance with the subscription group, determined by the Executive Committee. The General Assembly shall set the annual subscriptions. The Executive Committee may waive the annual subscription for any year should they so deem to be expedient. The Executive Committee may increase annual subscriptions by not more than 10 (ten) percent between General Assemblies.

Subscriptions become due on January 1st. New Members and associate Members joining after September 30th shall be entitled to membership to December 31st of the following the year.

5.7 No Member shall, in any year when its subscription remains unpaid by March 1st, be entitled to:

- (i) any of the privileges of membership,
- (ii) be represented at any General Assembly,
- (iii) enter in any of the Association events or events organized by any duly constituted international class association,

until its subscription and all arrears (if any) have been paid.

5.8 No Member shall, when it has failed to pay any fees or levies due from hosting a World or Continental Championship one month after the conclusion of the event, be entitled to any rights as set out in Article 5.7 (i), (ii) and (iii) until the arrears are paid.

6. MEETINGS

Meetings of the General Assembly

6.1 Except as in Article 2.2, 8.3 and 10.1 a General Assembly acts as the final authority of the Association on all matters relating to International Radio Sailing. The business of the Association shall be conducted electronically.

6.2 A General Assembly may be participated in by the following:

- Members of the Executive Committee
- Representatives of ISAF
- Representatives of each Member
- Representatives of each International Class Association
- Observers from each Associate Member.

The appointed representative of each Member shall be a national or a resident of the country concerned.

The Member shall give written notice of the appointed representative to the General Secretary prior to the appointed time for the start of the General Assembly. The written notice shall be signed by a Senior Officer of the Member.

6.3 A General Assembly shall be held at intervals of not less than 78 (seventy eight) weeks and not more than 130 (one hundred thirty) weeks at a time nominated by the Executive Committee.

6.4 The Agenda for a General Assembly shall include the following items:

- (i) Approval of the Agenda
- (ii) Approval of the minutes of the last General Assembly
- (iii) Matters arising therefrom
- (iv) To receive the Officers' Report
- (v) To receive the Audited Accounts
- (vi) To set the Subscriptions
- (vii) Election of the Officers as set out in Clause 7.1.

- (viii) Motions and amendments
 - (ix) Any other urgent business at the discretion of the Chairman.
- 6.5 General Assemblies shall be chaired by the Chairman or Vice-Chairman or in the absence of both, a member chosen by the General Assembly.
- 6.6 Notice of the General Assembly, inviting the submission of motions and nominations for the Executive Committee shall be sent to all Members and International Class Associations 26 (twenty six) weeks prior to the date of the Assembly.
- 6.7 Motions for a General Assembly shall be signed by a Senior Officer on behalf of an Member and shall reach the General Secretary not later than 12 (twelve) weeks prior to the General Assembly. All motions shall be sent to all Association Members and International Class Associations within the following 4 (four) weeks.
- 6.8 Any amendments to the motions shall reach the General Secretary not later than 8 (eight) weeks prior to the General Assembly and shall be included in the Agenda.
- 6.9 The Agenda shall be sent to all Members, the Executive Committee and International Class Associations not later than 6 (six) weeks prior to the General Assembly.
- 6.10 Motions and amendments may be accepted at a General Assembly provided that all appointed representatives of Members participating consider them to be urgent.

Voting

- 6.11 Each Member shall be entitled to one vote. Associate Members may only vote on matters directly related to their class

Decisions of the General Assembly and other meetings shall be taken by a simple majority of the votes cast except for the amendment of this Constitution (Article 10).

In the event of an equality of votes, the Chairman of the Assembly shall have a casting vote, except in the case of equality of votes relating to elections, which shall be decided by the toss of a coin.

7. EXECUTIVE COMMITTEE

Membership

- 7.1 The Executive Committee shall consist of the officers who are:
- (i) The Chairman
 - (ii) The Vice - Chairman
 - (iii) The General Secretary/Treasurer
 - (iv) The Chairman of the Racing Rules Committee
 - (v) The Chairman of the Technical Committee
 - (vi) The Chairman of the Organisation and Policy Committee
 - (vii) The Publicity Officer
 - (ix) The Regional Officers for Europe, the Americas and Oceania

Nominations

- 7.2 The Executive Committee shall retire at each General Assembly but shall be eligible for re-election subject to being re-nominated.

7.3 Any individual, in good standing with his Member is eligible to be nominated for the Executive Committee by either his own Member or any other Member. Associate Members may elect from within their membership a representative to take part in Executive Committee meetings so far as it pertains to their class as set out in Clause 7.12

7.4 Nominations for Officers of the Executive Committee shall be signed by a Senior Officer on behalf of a Member. Nominations shall reach the General Secretary no later than 8 (eight) weeks prior to the General Assembly.

Nominations to the Executive Committee shall be accompanied by a 'Statement of Commercial Interest' setting out any commercial interests the nominee or his immediate family, may have in radio sailing. The nominee shall sign the statement and the information contained therein will be published. If during the period of tenure there is a change in the status of the Commercial Interest of a member of the Executive Committee he/she shall forthwith declare the commercial interest. In addition individuals nominated for the Executive Committee shall confirm that they are able to send and receive electronic mail.

Functions and Proceedings of the Executive Committee

7.5 The Executive Committee shall manage the affairs of the Association in accordance with these articles and shall take such steps, as it shall deem expedient in the interest of the Association

7.6 The Executive Committee shall apply the funds of the Association for its Objects or for such other purpose as it shall deem expedient in the interests of the Association.

7.7 There shall be a meeting of the Executive Committee at the conclusion of every General Assembly. The Executive Committee shall also meet at intervals of not less than 35 (thirty-five) weeks and not more than 70 (seventy) weeks and at such other time or times as a meeting may be convened.

The General Secretary shall convene a meeting of the Executive Committee on the instruction of the Chairman or, if requested to do so, by any five members of the Executive Committee.

7.8 Where the Chairman or in his absence the Vice Chairman, decides that an item of business is urgent he may authorise that such business is conducted by telephone and/or facsimile and/or electronic mail. A time scale for replies shall be set consistent with the urgency of the matter.

7.9 The Executive Committee shall cause proper books of account to be kept for all income and expenditure and all dealings with the assets of the Association and shall receive and circulate to Members and the ISAF, an annual income and expenditure account, together with an auditor's report thereon. The financial year shall end on October 31st. There shall be three authorised signatories for withdrawals from banking accounts, with two to sign at any one time. In the case where there are not three Executive Committee Members from a single country, then the Executive Committee may authorize other personnel from one country to sign on the account providing such expenditure has been approved by the Executive Committee .

7.10 Five members of the Executive Committee shall form a quorum for the conduct of business.

7.11 Meetings of the Executive Committee shall be conducted electronically..

- 7.12 The Executive Committee may authorise Technical Advisers from International Class Associations to take part in the meeting but they shall only be entitled to vote on matters pertaining directly to the Class they represent .
- 7.13 The Executive Committee shall have the power to make Regulations to carry out the purposes of the Constitution and/or amend any existing Regulations. Such Regulations shall not be in conflict with the Constitution and shall be reported to and reviewed by the General Assembly.
- 7.14 The Executive Committee may submit motions to the General Assembly but except for those of its members, who are appointed representatives and/or proxies, shall have no vote.
- 7.15 Except as in Article 2.2, 8.3 and 10.1 all directives and decisions made by the Executive Committee shall be binding on all Members until ratified, amended or rejected by a General Assembly.
- 7.16 The Executive Committee may grant and withdraw International, Recognised and Classic Class status.
- 7.17 The minutes of all meetings of the Executive Committee shall be distributed to all Members, International Class Associations, and the Executive Committee.
- 7.18 Except for the purpose of Article 5.3 decisions of the Executive Committee shall be taken by a simple majority of votes cast.
- 7.19 Voting shall be carried out electronically. The Chairman and each member present shall be entitled to one vote. The Chairman shall have a second or casting vote in the event of an equality of votes.

Casual Vacancies

- 7.20 Any vacancy caused by a member of the Executive Committee standing down during his term of office, or by no nomination being received for a General Assembly, may be filled by co-option by the Executive Committee. Before a replacement is co-opted 4 (four) weeks shall elapse after the Association Members are notified as in Article 7.21.
- 7.21 The Executive Committee shall notify the Members that co-option is necessary and call for nominations.
- 7.22 Officers co-opted shall hold office until the next General Assembly but shall be eligible for re-election subject to Article 7.2
- 7.23 Any person nominated for co-option shall comply with the requirements set out in Article 7.4 with respect to commercial interests.

8. COMMITTEES ESTABLISHED BY THE EXECUTIVE COMMITTEE

- 8.1 The Executive Committee shall be empowered to establish such committees, as it deems fit.
- 8.2 The Executive Committee shall have authority over all committees and may delegate to any committees so established such of its powers, duties and responsibilities as it may think fit. The Chairman of any Committee shall be responsible for sending forthwith to the General Secretary all decisions made following any such delegated authority. Such

decisions shall not be binding until ratified by the Executive Committee with the exceptions stated in Article 8.3.

- 8.3 The Executive Committee shall, at the first meeting following each General Assembly, always establish and appoint members to the Committees as follows:
- (a) The Racing Rules Committee, which shall deal with all matters relating to the Racing Rules.
 - (b) The Technical Committee, which shall deal with Class Rules and Measurement.
 - (c) The Organisation and Policy Committee, which shall deal with:
 - (i) The Constitution and Regulations
 - (ii) The Structure of the Association
 - (iii) General Policy and long term planning
 - (iv) Policy relating to Class Association organisation and establishment.

Interpretations issued by the above committees shall be binding until ratified, amended or rejected by the Executive Committee.

- 8.4 Decisions of Committees shall be taken by a simple majority of votes cast. The Committee Chairman shall have a second or casting vote in the event of equality of votes. The Committee Chairman shall arrange electronic mail voting amongst the Committee members.

9. INTERNATIONAL CLASS ASSOCIATIONS

- 9.1 The government of International, Recognised and Classic Classes recognised by the Association and ISAF may be delegated to an International Class Association. They shall be responsible for implementing the objects and decisions of the Association affecting their classes and may establish national class associations within Member National Authorities where there is no delegated Member National Authority.
- 9.2 One representative of each international Class Association may participate on behalf of his class at General Assemblies and shall be entitled to vote on technical matters relating to their class.

10. AMENDMENT TO THE CONSTITUTION

- 10.1 Constitution may be amended only:
- (i) a resolution of the General Assembly or;
 - (ii) in exceptional circumstances by a postal or electronic mail vote of Association Members requested by the Executive Committee,
 - (iii) in either case the motion shall be supported by two thirds of the votes cast and subject to the approval of ISAF.

11. LIMITATIONS

- 11.1 In the execution of their powers and duties under this Constitution and the provisions of the Regulations no Officer or other committee member of the International Radio sailing

association shall be liable for any loss of the Association members or former members of the Association or of the assets of the Association by reason of mistake or omission made in good faith by him/her or any other Officer or committee member of the Executive Committee and committees appointed by 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.

12. DISSOLUTION

- 12.1 The Association shall not be dissolved while there remains a minimum of five fully paid up Association Members. On dissolution, the assets of the Association shall be distributed in equal parts to the remaining Association Members after the payment of all outstanding amounts.

13. PROPER LAW AND JURISDICTION

- 13.1 The proper law of the International Radio Sailing Association and the Executive Committee shall be English law and this Constitution shall be construed, take effect and be enforced accordingly.
- 13.2 The decision of the General assembly shall be final, subject to the judgement of a court of proper jurisdiction in the circumstances applying English law as provided in Article 11 LIMITATIONS.

Adopted by the General Assembly 2012

Signed :

Chairman

Signed :

General Secretary