

INTERNATIONAL RADIO SAILING CLASS ASSOCIATION

CONSTITUTION

2009

1 NAME

- 1.1 The name of the Association shall be the "**International Radio Sailing Class Association**" (IRSCA).

2 OBJECTS

- 2.1 The objects of the IRSCA are:

- (i) To promote and develop racing under uniform rules for its classes throughout the world, currently the International A Class, the 10 Rater Class and the Marblehead class.
- (ii) To provide a structure for management of its classes and for the exchange of information to enhance the enjoyment of these sailboats.

- 2.2 In furtherance of other events with international participation in its classes the IRSCA will:

- (i) Encourage the formation of National Class Associations (NCA) for its classes in all countries where boats are raced.
- (ii) Ensure that World and Continental Championships are held in appropriate locations and to proper standards, and shall oversee such events.
- (iii) Approve other events of International impact on its classes and ensure they are held to proper standards.
- (iv) Wherever applicable be subject to the regulations of the ISAF and to the Class Rules of its classes, and will endeavour to carry out and respect the same.

3 ORGANISATION

- 3.1 The organisation of the IRSCA shall consist of the World Council Assembly, the Executive Committee, and committees established by the Executive Committee.

4 LANGUAGE

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

5 MEMBERSHIP

- 5.1 Every NCA for one or more of the IRSCA classes, which is in good standing with the World Council, shall be a member of the IRSCA.

6 ELIGIBILITY

- 6.1 Any NCA may, upon application to the Secretary of the Executive Committee, be granted membership provided it satisfies the following requirements of membership to the IRSCA:

- (a) that it has formed a duly constituted NCA for one or more of the IRSCA classes, recognised by their country's ISAF Member National Authority (MNA), or by any

authority delegated by the MNA for the development of racing of radio sailing class(es) within the country;

- (b) that there are not less than (4) four boat registered in that country in each of the IRSCA classes it wants to represent,
- (c) that it has a duly elected committee, including such officers as it shall determine necessary and requisite, and,
- (d) that there is no other NCA in their country already accredited to the IRSCA representing any of its classes.

7 NATIONAL APPLICATIONS FOR IRSCA MEMBERSHIP

- 7.1** Each application for membership shall include a copy of their NCA Constitution, together with a current list of the members of that NCA and the boats registered within that NCA.
- 7.2** Each application shall nominate a NCA representative who shall be the only official channel of communication with the IRSCA and whose address will be the official address until the Secretary of the Executive Committee is advised, in writing, by the NCA of any change of representative and or address.
- 7.3** Each application shall be accompanied by a registration fee/annual subscription in such amount as shall from time to time be fixed by the bylaws enacted by the World Council in accordance with the provisions of this Constitution.
- 7.4** NCAs shall use their best endeavours to ensure that individual members also comply with IRSCA resolutions and directions.
- 7.5** A NCA shall cease to be a member of the IRSCA during any period in respect of which it has not paid its subscription or other monies due to the IRSCA or upon receipt of notice of its resignation by the Executive Committee. Such membership may be renewed with immediate effect by payment of outstanding dues or other monies owing to the IRSCA.

Subscriptions and Fees

- 7.6** The IRSCA shall be funded by:
 - (a) Subscriptions from NCAs.
 - (b) A share of the building fee paid on each boat when there is such a fee.
 - (c) Television rights of international events in accordance with ISAF regulations.
 - (d) A share of the Entrance Fee of World and Continental Championships of its classes, negotiated between the Executive Committee and the Organisers of the event.
 - (e) Any other revenue negotiated and accepted by the Executive Committee.

Each NCA shall pay an annual subscription, in accordance with the subscription group, determined by the Executive Committee. The World Council Assembly shall review the annual subscriptions. The Executive Committee may increase annual subscriptions by not more than 10(ten) percent between World Council Assemblies.

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

The Executive Committee may, at their discretion grant a reduction in the annual subscription, of not more than 10 (ten) percent to those NCAs who both agree to accept all information from the IRSCA website and/or by electronic communication and whose subscription is received before 28th February.

All other fees, such as those for approval of events or for services provided at events, shall be decided by the Executive Committee.

7.7 No NCA 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 World Council Assembly,
 - iii) enter competitors in any of the IRSCA events
- until its subscription and all arrears (if any) have been paid.

7.8 No NCA shall, when it has failed to pay any fees or levies due from hosting a World or Continental Championship one month prior to the commencement of the event, be entitled to any rights as set out in Article 7.7(i), (ii) and (iii) until the arrears are paid.

8 GOVERNANCE

8.1 The IRSCA shall be governed by its World Council and its affairs 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 IRSCA determined by the World Council
- (c) Any directives or guidelines established by the World Council.

9 WORLD COUNCIL ASSEMBLY

9.1 The World Council shall consist of the Officers of the Executive Committee and of one Representative of each NCA.

9.2 An Assembly 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, or alternatively, be conducted by an electronic meeting, at the discretion of the Executive Committee.

9.3 The Agenda for the World Council Assembly shall include the following items:

- (i) Approval of the Agenda
- (ii) Approval of the minutes of the last World Council Assembly
- (iii) Matters arising there from
- (iv) To receive the Officers' Report
- (v) To receive the Audited Accounts
- (vi) To review Subscriptions
- (vii) Receive and decide on resolutions submitted in accordance with 9.5
- (viii) Election of the Officers as set out in Clause 10.1
- (ix) Motions and amendments
- (x) Any other urgent business at the discretion of the Chairman

9.4 A Special meeting of the World Council shall be called by the Secretary of the Executive Committee:

- (a) If the Executive Committee 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 NCAs (which request shall also specify any resolution which the members concerned wish to propose at the meeting).

- 9.5** Resolutions to the World Council shall only be submitted by a member of the IRSCA.
- 9.6** At least 4 weeks written notice shall be given of any World Council Meeting by the Secretary of 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 Secretary of the Executive Committee shall give such notice of, and only of, such resolutions as have been specified to him in writing 6 weeks before the meeting at which they are to be proposed.
- 9.7** The chairman at meetings of the World Council shall be the Chairman, or in his absence, a chairman elected by the meeting.
- 9.8** Nominations for Officers may only be made by NCAs except as provided by 9.9.
- 9.9** Nominations for the Officers standing for election must be received in writing by the Secretary of the Executive Committee six weeks before the World Council Assembly, 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.
- 9.10** 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 proposers of the resolution accept the amendment.
- 9.11** Proposals for amending the Constitution and Class Rules shall be by special resolution to a meeting of the World Council.
- 9.12** Only members of the World Council shall be entitled to vote at a meeting of the World Council. Each NCA shall be entitled to a single vote for each of the classes which it represents in any ballot in meetings of the World Council. Elected Officers of the Executive Committee shall have one vote each.
- When voting on an item specific to one of the classes, such as class rules, only the class votes of the NCAs of boats of that class shall be counted.
- 9.13** 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 chairman of the meeting shall have a casting vote.
- 9.14** The quorum at World Council meetings shall be 40% of the NCAs, represented in person or by proxy entitled to vote at the meetings.
- 9.15** A NCA may not vote more than two (2) proxies.
- 9.16** A special resolution shall be passed at a World Council meeting only if two thirds or more of the votes cast are in its favour.

10 OFFICERS

- 10.1** The Executive Committee of the IRSCA shall have the following Officers:
- (a) Chairman
 - (b) Secretary

- (c) Treasurer
- (d) One Vice Chairman for each IRSCA class, being the Chairman of the Technical committee for that class
- (f) Publicity Officer
- (g) Events Officer
- (h) Measures Officer

Nominations

- 10.2** The Executive Committee shall retire at each World Council Assembly but shall be eligible for re-election subject to being re-nominated.
- 10.3** Any individual, in good standing with a NCA is eligible to be nominated for the Executive Committee by either his own member NCA or any other NCA.
- 10.4** Nominations for Officers of the Executive Committee shall be signed by a Senior Officer on behalf of a NCA. Nominations shall reach the Secretary of the Executive Committee no later than 10 (ten) weeks prior to the World Council 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 an Officer 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 and participate in meetings held electronically.

Functions and Proceedings of the Executive Committee

- 10.5** The Executive Committee shall manage the affairs of the IRSCA in accordance with these articles and shall take such steps, as it shall deem expedient in the interest of the IRSCA.
- 10.6** The Executive Committee shall apply the funds of the IRSCA for its Objects or for such other purpose as it shall deem expedient in the interests of the IRSCA.
- 10.7** There shall be a meeting of the Executive Committee at the conclusion of every World Council Assembly. The Executive Committee shall also meet electronically at such other times as may be convened. The Executive Committee is authorised to hold electronic meetings where all members taking part shall be considered as "present".
- The Secretary of the Executive Committee 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.
- 10.8** 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 IRSCA and shall receive and circulate to IRSCA 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.

- 10.9 Five Officers of the Executive Committee shall form a quorum for the conduct of business.
- 10.10 Meetings of the Executive Committee shall be chaired by the Chairman or in his/her absence an Officer chosen by the Committee.
- 10.11 The Executive Committee may authorise the attendance at its meetings of Observers and Technical Advisers but they shall not be entitled to vote.
- 10.12 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 World Council Assembly.
- 10.13 The Executive Committee may submit motions to the World Council Assembly.
- 10.14 Except as in Article 2.2, 11.3 and 16.1 all directives and decisions made by the Executive Committee shall be binding on all NCAs until ratified, amended or rejected by a World Council Assembly.
- 10.15 The Executive Committee may recommend to the ISAF the granting and withdrawal of International, Recognised and Classic Class status.
- 10.16 The minutes of all meetings of the Executive Committee shall be distributed to all NCAs, and ISAF.
- 10.17 Except for the purpose of Article 5.3 decisions of the Executive Committee shall be taken by a simple majority of votes cast.
- 10.18 The Chairman and each Officer present in person 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

- 10.19 Any vacancy caused by an Officer of the Executive Committee standing down during his term of office, or by no nomination being received for a World Council, may be filled by co-option by the Executive Committee. Before a replacement is co-opted 4 (four) weeks shall elapse after the NCA Members are notified as in Article 10.20
- 10.20 The Executive Committee shall notify the World Council that co-option is necessary and call for nominations.
- 10.21 Officers co-opted shall hold office until the next World Council Assembly but shall be eligible for re-election subject to Article 10.2
- 10.22 Any person nominated for co-option shall comply with the requirements set out in Article 7.4 with respect to commercial interests.

11 COMMITTEES ESTABLISHED BY THE EXECUTIVE COMMITTEE

- 11.1 The Executive Committee shall be empowered to establish such committees, as it deems fit.

11.2 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 Secretary of the Executive Committee 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 11.3.

11.3 The Executive Committee shall, at the first meeting following each World Council Assembly, always establish and appoint members to the Committees as follows:

- (a) For each IRSCA class, a Technical Committee, consisting of a Chairman, and at least two other persons.

The function of each Technical Committee is:

- (a) To advise the Executive Committee on any technical matters relevant to the class.
- (b) In conjunction with the ISAF, to ensure that the control of the Class is properly exercised by the builders and suppliers when a class requires a manufacturing license.

11.4 Decisions of Committees shall be taken by a simple majority of votes cast. The Committee Chairman shall only have a casting vote in the event of equality of votes.

12 EXPENSES

12.1 A budget for expenses shall be agreed by the World Council, and expenses shall be reported under a separate heading in the Annual Accounts.

12.2. The reasonable expenses of the Officers and other members of committees in complying with their obligations and exercising their powers under these rules may be payable out of the funds of the IRSCA on application to the Executive Committee.

13 ACCOUNTS

13.1 The Executive Committee shall cause annual accounts to be prepared for each year which truly and fairly show the IRSCA's capital and its income and expenditure.

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

13.3 A copy of the accounts for the two latest fiscal periods shall be sent by the Secretary of the Executive Committee to each NCA with the notice of the World Council Assembly.

14 NOTICE

14.1 Where under this Constitution the Secretary of 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 Secretary of 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 IRSCA 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 Secretary of the Executive Committee has successfully dispatched the written electronic communication whereto 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 Secretary of 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 IRSCA.

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

15 SUSPENSION AND REMOVAL FROM MEMBERSHIP

15.1 A NCA may be suspended from membership by the Executive Committee only after a hearing protecting its rights to due process including a mutual exchange of evidence prior to the hearing.

15.2 A NCA shall not be entitled to any return of any or any part of its subscription in respect of any period for which it shall be suspended or removed from membership.

16 AMENDMENTS

16.1 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 |Assembly pursuant to the terms and conditions of this Constitution. The motion to amend the Constitution shall be supported by two thirds of the votes cast and shall be subject to the approval of ISAF.

17 LIMITATIONS

17.1 The Officers and other members of committees 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.

17.2 In the execution of their powers and duties under this constitution no Officer or other member of committees shall be liable for any loss to any of the members or former members of the IRSCA or to the assets of the IRSCA by reason of any mistake or omission made in good faith by him or any other Officer or member of the committees or for any other matter other than wilful and individual wrongdoing omission or fraud on the part of the person who is sought to be made liable.

18 DISSOLUTION

18.1 The IRSCA shall not be dissolved while there remains a minimum of six fully paid up NCA Members. On dissolution, the assets of the IRSCA shall be distributed to the remaining NCAs. The total balance, after the payment of all outstanding amounts, shall be divided by the number of NCAs and the classes they represent and each NCA will be entitled to one share of the remaining balance for each class they represent.

19 PROPER LAW AND JURISDICTION

19.1 The proper law of the IRSCA 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 IRSCA 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 IRSCA. The decision of any World Council Assembly shall be final, subject to the judgement of a court of proper jurisdiction in the circumstances applying English law as provided in Article 17 LIMITATIONS.

Adopted by the World Council Assembly 2009

Signed :

Signed :

Chairman

Secretary of the Executive Committee