



# International Radio Sailing Association



[www.rudiosailing.org](http://www.rudiosailing.org)

## CONSTITUTION

May 2014

### 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 World Championships authorized under ISAF Regulation 25.3, and Continental and Regional Championships for all IRSA Classes;
- (iv) To provide input to ISAF on the Appendix for Radio Sailing of the ISAF Racing Rules of Sailing.

#### 3. ORGANISATION

3.1 The Association shall consist of the Membership, the Executive Committee, sub committees and the Class Associations.

#### 4. LANGUAGE

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

#### 5. MEMBERSHIP

5.1 The membership of IRSA (the members) shall comprise:

### **National Members**

National Membership may be granted to an ISAF Member National Authority or to a national body representing all forms of Radio Sailing delegated by the Member National Authority. The Member National Authority has the right to terminate such delegation.

### **Associate Members**

Associate Membership may be granted to any duly constituted Class Association having achieved full IRSA Status for their class.

### **Provisional Members**

Provisional Membership may be granted to a Class Association that has not yet achieved full IRSA Status for their class.

- 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 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 authorised and 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 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 joining after September 30th shall be entitled to membership to December 31st of the following year.

The subscription shall be remitted in the currency set by the Executive Committee from time to

time, and shall be the net amount free from any bank, conversion and/or transfer charges or costs.

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
- A Representative of each National Member
- A Representative of each Associate Member
- An Observer from each Provisional Member.

The appointed representative of each National 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 biennially and not later than 30th April at a date nominated by the Executive Committee.

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

- (i) Approval of the Agenda.
- (ii) Review of the minutes of the last General Assembly, subject to the requirements of Article 6.11.
- (iii) Matters arising therefrom.
- (iv) To receive the Officers' Reports.
- (v) To receive the Accounts.
- (vi) To set the Subscriptions.
- (vii) Election of the Officers as set out in Article 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 not later than 20 (twenty) weeks prior to the date of the General Assembly.
- 6.7 Motions for a General Assembly shall be signed by a Senior Officer on behalf of a National 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 Members within the following 2 (weeks) weeks.
- 6.8 Any amendments to the motions shall reach the General Secretary not later than 6 (six) weeks prior to the General Assembly and shall be included in the Agenda subject to being seconded by another National Member.
- 6.9 The Agenda shall be sent to all Members and the Executive Committee not later than 4 (four) 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.
- 6.11 The Minutes of the General Assembly shall be sent to all Members within 8 (eight) weeks of the completion of the General Assembly. All National Members shall have a period of 4 (four) weeks to comment or approve the Minutes, which shall be subject to review at the next General Assembly.

### **Voting**

- 6.12 With the exception of the members of the Executive Committee, each National Member shall be entitled to one vote. Associate Members may only vote on matters directly related to their class.

Except for the amendment of this constitution (article 10) decisions of the General Assembly and other meetings shall be taken by a simple majority of the votes cast.

Except for votes relating to elections of office bearers, which shall be resolved by the toss of a coin, an equality of votes will result in the status quo remaining.

## **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
  - (iv) The Treasurer (this position may be combined with The General Secretary)
  - (v) The Chairman of the Racing Committee.
  - (vi) The Chairman of the Technical Committee.
  - (vii) The Chairman of the Organisation and Policy Committee.
  - (viii) 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 National Member or any other National 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 Article 7.12.

- 7.4 Nominations for Officers of the Executive Committee shall be signed by a Senior Officer on behalf of a National 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. There shall be an annual Executive Committee meeting and at such other time or times as a meeting may be convened. Discussion Forums may be ongoing throughout the year but decisions from those Forums shall be ratified at a formal meeting of the Executive Committee

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 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 if required, an Annual Statement of Income and Expenditure. The Statement of Account shall be signed by the Treasurer, the Chairman and one of the signatories to an Association bank account. The financial year shall end on December 31st.

Executive Committee approval shall be given prior to any financial commitment being made.

The Executive Committee shall authorise a minimum of two signatories to operate on Association bank accounts. Payments and withdrawals may be made either by cheque or electronic transfer, with one bank account signatory required to process the transaction.

- 7.10 Five members of the Executive Committee shall form a quorum for the conduct of business. In the event that there is no quorum the meeting should be reconvened within 2 (two) weeks of the original date.
- 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 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 Committee, which shall deal with all matters relating to the Racing Rules and Racing.

- (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. IRSA INTERNATIONAL CLASS ASSOCIATIONS**

- 9.1 The government of IRSA Classes may be delegated to an International Class Association. They shall be responsible for implementing the objects and decisions of the Association as they affect their classes and shall establish national class associations directly affiliated to their 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 subject to the requirements of Article 6.12.

## **10. AMENDMENT TO THE CONSTITUTION**

- 10.1 The Constitution may be amended only:
- (i) by 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 shall be 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 wilful 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 May 2014

Signed :



Des Fairbank

Chairman

9th May 2014

Signed :



Richard Rowan

General Secretary

9th May 2014