



RC 44 CLASS CONSTITUTION

1 NAME

- 1.1 The RC 44 Class Association shall be known and referred to as the RC 44 CA (the association).

2 OBJECTS

- 2.1 The objects of the Association are:

- (a) To promote and develop RC 44 class racing under uniform rules throughout the world.
- (b) To coordinate and manage the affairs and rules of the RC 44 Class.
- (c) To provide a forum for the exchange of information among RC 44 owners and sailors and to cooperate with ISAF, National Sailing Authorities (NA's), National RC 44 Class Associations (NCA's), the Licensed Builders and the Copyright Holder.

- 2.2 In furtherance of other events with international participation, the RC 44 Class Association will:

- (a) Encourage the formation of National RC 44 Class Associations (NCA) in all countries where five or more boats are raced.
- (b) Ensure that World and Continental Championships are held in appropriate locations and to proper standards. The Association shall appoint organizers and oversee such events.
- (c) In appropriate areas, encourage the formation of Regional Associations with responsibility for organizing regatta programs including Regional Championships.
- (d) Approve other events of International impact on the RC 44 Class and ensure they are organized to proper standards.
- (e) Promulgate and review the RC 44 One Design Class Rules in association with Coutts Justin Design and the Licensed Builders.
- (f) Ensure the NCA's are subject to the regulations of the ISAF and the RC 44 Class Rules and regulations.

3 MEMBERSHIP AND GOVERNANCE

- 3.1 Full members of the RC 44 Class shall be boat owners – individuals, companies, association - who have paid the full RC 44 Class Association and NCA dues and whose boat has a valid measurement certificate. All owners shall be members of their respective NCA, if any. Membership is also open to Associate members, who wish to support the Class, as a crew or supporter (NOTE: only full members are entitled to vote, votes are limited to one vote per boat). All members shall be bound by this Constitution, by the RC 44 Class Rules and any and all regulations issued by the Class from time to time.

- 3.2 The affairs of the Association will be managed by a World Council. The World Council shall delegate its functions to the Executive Committee. The Executive Committee is in charge of the affairs of the Association on a daily basis and shall be assisted by a Technical Committee.
- 3.3 The affairs and property of the RC 44 Class Association shall be managed and administered on an ongoing basis by the EC in accordance with:
- (a) The provisions of this Constitution and any Regulations passed under this Constitution,
 - (b) Any policies for the operation of the RC44 Class Association determined and voted on at the Annual General Meeting (AGM).
 - (c) Any directives or guidelines established by the Executive Secretary (ES) or Class Measurer (CM).
- 3.4 The EC may, by byelaw, authorize persons or classes of persons who are not members of a NCA to be assigned to an existing NCA to represent them upon such terms and conditions as the EC may determine.

4 NATIONAL CLASS ASSOCIATION ELIGIBILITY

- 4.1 Any country may, upon application to the Executive Secretary of the EC, be granted a charter as a NCA provided it satisfies the following requirements of membership to the RC44 Class Association:
- (a) That it has formed a duly constituted NCA, recognized by their country's National Authority, for the development of racing RC 44's within the country;
 - (b) That there is an active RC 44 fleet registered in that country;
 - (c) That it has a duly elected committee, including such officers as it shall determine necessary and,
 - (d) That there is no other RC 44 Class Association in their country already accredited to the EC.

5 NATIONAL APPLICATIONS FOR EXECUTIVE COMMITTEE CHARTER

- 5.1 Each application to the ES of the EC for a charter shall include a copy of their Association Rules.
- 5.2 Each applicant shall appoint a member who shall be the only official channel of communication and whose address and contact details will be the official address of that NCA until the ES is advised, in writing, by that Class Association of any change of member and or address.
- 5.3 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.
- 5.4 The members of the 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. NCA's shall use their best endeavor to ensure that individual members also comply with such resolutions and directions.
- 5.5.1 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 EC or upon receipt of notice of

its or his resignation by the EC. Such membership may be renewed with immediate effect by payment of outstanding dues or other monies owing to the EC.

5.5.2 National Class Authorities shall endeavor to:

- (a) Set national schedules, in consultation with the RC 44 Class Association
- (b) Organize national championships
- (c) Encourage NCA's members to participate in the organized RC 44 races
- (d) Maintain national subscription/sponsorships accounts
- (e) Maintain the one-design integrity of the RC 44 Class

6 WORLD COUNCIL AND ANNUAL GENERAL MEETING

6.1 The Council shall consist of the members of the EC and of one elected Representative of each officially recognized NCA. Until a critical number of NCA have been duly constituted, the Council shall consist of the members of the EC and one representative per boat. It shall be the owner, the representative of joint owners or a representative appointed by the owner.

6.2 An Annual General Meeting (AGM) of the Council shall be held in such place and time as the EC may consider most convenient to the majority of the members.

This meeting shall:

- (a) Receive from the EC Treasurer, and approve, a statement of accounts for the preceding accounting year, forecast accounts for the current year, and a budget for the next year.
- (b) Approve the annual racing program.
- (c) Receive and decide on Resolutions submitted in accordance with 6.4.
- (d) Vote on and approve the election of new owner representatives.
- (e) Approve the election of one President, two Vice Presidents and one Treasurer.

6.3 A Special meeting of the Council shall be called by the ES.

- (a) If the EC 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 NCA members or boat owners (which request shall also specify any resolution which the members concerned wish to propose at the meeting).

6.4 Motions, amendments and nominations for the AGM shall only be submitted by the Executive Committee, NCA's, the Technical Committee or ISAF. Any owner can submit a motion, amendment or nomination to the EC. The EC shall study this proposal and submit it to the AGM if approved.

6.5 At least 4 weeks written notice shall be given of any AGM by the ES, together with a copy of the agenda for the meeting and of any resolutions which are to be proposed at the meeting. The ES shall give such notice of (and only of) such resolutions as have been specified to him in writing 5 weeks before the meeting at which they are to be proposed. Only motions, amendments and nominations on the Agenda and its attachment shall be voted upon (and no amendments thereto shall be permitted).

6.6 The chairman at meetings of the Council shall be the EC President, or in his absence, an EC Vice-President. If neither the President or the Vice-President are present, the meeting shall elect a chairman.

- 6.7 Nominations for EC President, EC Vice President and EC Officers standing for election must be received in writing by the ES 5 weeks before the annual meeting of the Council, provided that if there are not nominations for all the available posts the outgoing EC may make such additional nominations as it considers necessary.
- 6.10 Proposals for amending the Constitution shall be by special Resolution to a meeting of the Council.
- 6.11 Proposals for amending the Class Rules shall be made in writing by a NCA to the EC and shall only be considered if more than ten Owners support the amendment. Such amendment shall not be approved by the EC if it damages the one-design concept of the Class and/or the Licensed Builders interests.
- 6.12 Four weeks before the meeting of the Council, member NCA's should certify in writing or written electronic communication, by boat number and owners name the number of registered RC 44's that NCA represents.

7 VOTING

- 7.1 Only Owners who have paid the annual Membership dues and members of the EC shall be entitled to vote at a meeting of the Council. Owners who own more than one boat shall be entitled to one vote for each boat that has a valid measurement certificate. Joint Owners of a boat shall be together entitled to one vote. The person listed first on the measurement certificate shall have the right to this vote. Associate members and Honorary members have no right to vote.
- 7.2 Decisions of the World Council shall be taken by a simple majority of the votes cast. A two-thirds majority is required to make changes to the RC44 Class Constitution. Any vote to change a Class Rule shall be approved only if it receives the prior unanimous consent of the EC. 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.
- 7.3 The quorum at Council meetings shall be 50% of the Council members, represented in person and who are entitled to vote at the meetings.
- 7.4 A special Resolution shall be passed at a Council meeting only if 2/3rds or more of the votes cast are in its favor.
- 7.5 The Executive Committee shall not pass to the Council any motion which is contrary to the interests of a Licensed Builder and/or harms the one-design concept of the RC 44 Class. Any dispute concerning a Resolution shall be referred to the Executive Committee of ISAF for binding arbitration.

8 COUNCIL OFFICERS

- 8.1 At its General Assembly, The Council shall elect an Executive Committee consisting of:
- A President (owner)
 - One Vice President (owner)
 - Two Ordinary Members (owners)
 - One Secretary, who shall act as Treasurer (not an owner)
- 8.2 The President and Officers shall be members of the Class Association or of one of its member NCA's, and be elected for a term of one year. Any retiring Officer shall be eligible for re-election provided that he has not served more than three (3) consecutive years in that office. The period of officer shall run from one GA to the following GA.
- 8.3 The Council may pass regulations to provide for the method of election of all Officers.

- 8.4 A Chief Measurer (CM) shall be appointed by Coutts Justin Design in consultation with the EC on an annual basis, but with no fixed limit to the period of office.
- 8.5 The Executive Secretary shall be employed by the EC at such times and on terms and conditions determined between them. The ES shall manage the Class bank account on a daily basis and arrange the book-keeping. The EC shall survey the class accounting and operate random checks in coordination with the ES.

9 THE EXECUTIVE COMMITTEE

- 9.1 The President shall be responsible for the day to day running of the Class and organization of the GA.
- 9.2 The Vice President shall assist the President and the Secretary as necessary.
- 9.3 The Secretary shall hold a full time position in the Class Association Office. The Secretary shall hold the official records of the Association. The Secretary shall coordinate the organization of the Class and shall work in coordination with the President in the day to day running of the Class. The Secretary shall be the first official point of contact for the Members, the ISAF, NCA's and other parties.
- 9.4 The Treasurer shall be responsible for the funds of the Association. The Treasurer shall keep an accurate record of the financial affairs and present financial statements at the meetings and a budget at the AGM.
- 9.2 During the EC meetings, each officer shall have only one vote. The EC shall co-opt any person to assist it as Co-opted Member, but such person shall have no vote in Committee.
- 9.3 In the event that vacancies shall occur on the Committee between GA:
- (a) In the event that a vacancy occurs in any of the posts of President or Vice President the remaining members of the EC shall forthwith appoint one of their number or a person co-opted in accordance with 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.

10 EXECUTIVE COMMITTEE MEETINGS

- 10.1 EC meetings shall be held on such occasions and at such places as are either called by the President or decided by previous meetings.
- 10.2 The ES shall give at least 3 weeks notice of such meetings, where possible.
- 10.3 5 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, the Vice President if present shall chair, otherwise the meeting shall elect a chairman from among themselves.
- 10.5 Resolutions at EC Meetings shall be passed by a simple majority of the voting members present. In the event of a tied vote the chairman of the meeting shall have a casting vote.
- 10.6 The EC is authorized to utilize for meetings telephonic communications providing all participants can hear and participate in all communications. The EC is authorized to use electronic communications to perform its tasks.
- 10.7 The EC 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 CHIEF MEASURER

- 11.1 Coutts Justin Design in consultation with the EC shall appoint a Chief Measurer. The CM shall co-opt additional members to form a Technical Committee. Such members shall be involved in the Class but need not be boat owners. One representative of each Licensed Builders, one representative of Coutts Justin Design, the Primary Measurer and the Class Secretary shall be members of the Technical Committee.
- 11.2 The functions of the CM and Technical Committee are:
- (a) To advise the Council and EC on any technical matters relevant to the Class Rules.
 - (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.
 - (c) To investigate any query made by a boat owner regarding the one design or specification of this boat, and to report to the EC.
 - (d) To consult with the builders on any development of the boat or equipment deemed to be desirable as a result of production requirements, components availability or sailing experience.
 - (f) To ensure that the boats used in World and Continental Championships and comply with the Class Rules.

12 FINANCIAL MATTERS OF THE ASSOCIATION

- 12.1 The Association shall be financed as follows:
- (a) The annual Class Association fee. The International Class shall collect the annual fee from the NCA's. This fee shall be added to any NCA's annual fee.
 - (b) ISAF building fees shall be collected by the association as arranged with ISAF.
 - (c) Sail buttons (or stickers, as appropriate) shall be sold directly by the Class Office.
 - (d) The measurement certificate fee shall be paid by each boat owner.
 - (e) Television rights of international events in accordance with ISAF regulations.
 - (f) A share of the Entrance Fee of Races or Championships, agreed between the EC and the Event Organiser.
 - (g) Any other revenue including Class sponsorship.
- 12.2 EC shall make best endeavors to raise funds in accordance with 12.1 to cover the expenses of the Association.
- 12.3 Initial funding of the Association to cover the shortfall and expenditures to meet the required funding to carry out the essential duties of the Association shall be provided by the Licensed Builders and Coutts Justin Design. The Association shall reimburse Coutts Justin Design if funding is available.
- 12.4 The Association's subscription year shall run from 1 January to 31 December.
- 12.5 The initial 2006 Class Association fees shall be: annual membership fee € 2000, measurement certificate fee € 600, sail button fee € 60. Thereafter the amount of the fees shall be amended by the EC when required without modifying the Class Constitution.
- 12.6.1 Licensed Builders shall ensure that the ISAF plaque fee is paid to ISAF and finally to the RC 44 Class Association for each new boat purchased.
- 12.7 Member National Class Associations shall ensure the Owner subscription fee is paid for each member of their Association. These fees shall be payable by the 1st of February, in respect of their membership at that date.

12.8 All other fees, such as those for approval of events, professional or other, or for services provided at events, shall be decided by the EC when necessary.

13 EXPENSES

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

14 ACCOUNTS

14.1 The EC Treasurer 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 Council shall be 1 January to 31 December each year unless changed by resolution of the Council.

14.3 A copy of the accounts for the latest complete fiscal period shall be sent by the ES to each member with the notice of the AGM of the Council.

15 NOTICE

15.1 Where under this Constitution the ES 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 ES 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 ES has successfully dispatched the written electronic communication where to or not it shall in fact have been received by the person or body concerned within that time or at all.

(c) Provided that the ES 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 Council.

15.2 The Association shall give priority to electronic communications for its notices.

16 SUSPENSION AND REMOVAL FROM MEMBERSHIP

16.1 A member, or individual of a NCA, may be suspended from membership by the EC only after a hearing protecting his rights to due process. Any dispute concerning a suspension shall be referred to the Executive Committee of ISAF for arbitration.

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 un-sportsmanlike conduct contrary to the interest of the members of the Association, or
- (c) For intentional violation of the Class Rules.

16.3 A member NCA shall apply any such suspension to any of its individual members so suspended.

- 16.4 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.

17 AMENDMENTS

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

18 LIMITATIONS

- 18.1 The Officers and EC shall not be obliged to do any of things required of them by these rules if the 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 EC including Class Association Secretary, no Licensed Builder nor Coutts Justin Design representatives shall be liable for any loss to any of the members or former members of the Council or to the assets of the Council, by reason of any mistake or omission made in good faith by him or any other officer or member of the EC 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 RC 44 Class Association and Council shall be Swiss law and this Constitution shall be construed, take effect and be enforced accordingly.
- 19.2 The decision of the EC shall be final in matters of the management of the Class and only if the actions or decisions of the EC are disputed formally in writing by a NCA or a group of more than 10 Owners shall a decision be reviewed. Such decision shall be final, subject to the judgement of a court of proper jurisdiction in the circumstances applying Swiss law as provided in Article 19.1.

This Constitution has been accepted by the General Assembly,

In: Portoroz, Slovenia.

On: March the 28th, 2007

RC 44 Class Office