



INTERNATIONAL NACRA 15 CLASS ASSOCIATION

Draft CONSTITUTION

(version dd 31 July 2016)

1. NAME

- 1.1 The name of the Association shall be the "International Nacra 15 Class Association" and also entitled with the abbreviation "IN15CA".

2. OBJECTS

- 2.1 The objects of the association are:

- (a) To promote and develop Nacra 15 class racing under uniform rules throughout the world.
 - (b) To provide a structure for class management and for the exchange of information among Nacra 15 sailors to enhance the enjoyment of these sailboats.
- 2.2 In furtherance of other events with international participation the Nacra Class Association will:
- (a) Encourage the formation of National Nacra Class Associations (NNCA) in all countries where boats are raced. These NNCA may represent different classes of the Nacra Brand.
 - (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 Nacra 15 Class and ensure they are held to proper standards.
 - (d) Distribute and review the class rules in association with WORLD SAILING, COPYRIGHT HOLDER, Nautical Sports Holding BV.

- (e) Wherever applicable the National Nacra Class Association is subject to the regulations of the WORLD SAILING, and the Nacra 15 Class Rules and will endeavour to carry out and respect the same.

3. MEMBERSHIP

- 3.1 The classes membership shall be:
 - 3.1.a Full membership, which shall be open to any owner of a Nacra 15 catamaran, any person nominated as the regular helm or crew and coaches.
- 3.2 To be eligible to race in any International Nacra 15 Regatta both helm and crew, individually, shall be a full member of the International Nacra 15 Association.
- 3.3 Full members of the Association shall have voting rights; 1 vote per member.

4. ELIGIBILITY

- 4.1 Any National Association may be granted a charter as a National N15CA providing it satisfies the following requirements:
 - (a) that it has formed a duly constituted National Class Association, recognised by their country's National Authority, for the development of racing Nacra 15s within the country;
 - (b) there are a minimum of (2) two Nacra 15s to form an N15CA;
 - (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 Association in their country already accredited to the World Council.

5. NATIONAL APPLICATIONS FOR WORLD COUNCIL CHARTER

- 5.1 Each application to the Executive Officer of the World Council for a charter shall include a copy of their Constitution, together with a current list of the members of that Class Association and the Nacra 15s registered within that Class Association's territory
- 5.2 Each National N15CA shall appoint a Chair who shall be the recognised contact with the World Council.
- 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 Each Nacra 15 National Class Association 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. National Class Associations shall use their best endeavours to ensure that individual members also comply with such resolutions and directions.
- 5.5 National Class Association shall cease to be a member during any period in respect of which it has not paid its or his subscription or other monies due to the World Council 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 Council.

6. GOVERNANCE

- 6.1 The International Nacra 15 Class Association shall be governed by its World Council and its effective Copyright Holder, Nautical Sports Holding BV, 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.
 - (d) administrative staff provided by the Copyright Holder

7. WORLD COUNCIL

- 7.1 The World Council shall consist of the five members of the Executive Committee and the full members.
- 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 Officer.
- (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 20 full 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 full member of the World Council.
- 7.5 At least 4 weeks written notice shall be given of any World Council Meeting by the Executive Officer 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 Officer 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.

- 7.6 The Chair at meetings of the World Council shall be the President, or in his absence, a Vice-President. If neither the President nor any Vice-Presidents are present, the meeting shall elect a chairman.
- 7.7 Nominations for officers may be made by the members except as provided by 7.8.
- 7.8 Nominations for the officers standing for election must be received in writing by the Executive Officer six 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 Only full members and the members of the Executive Committee shall be entitled to vote at a meeting of the World Council or during an electronic voting by email.

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

- 7.13 Voting at World Council meeting or voting by electronic email 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 and electronic votings shall be 40% of the full members , 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 full member may not vote more than two (2) proxies.
- 7.16 A special resolution shall be passed at a World Council meeting or by electronic voting only if 2/3rds or more of the votes cast are in its favour.
- 7. In the event of the World Council passing a resolution which in the reasonable opinion of COPYRIGHT HOLDER contravenes the copyright rights of the, COPYRIGHT HOLDER may request the resolution be referred to the Executive Committee of the WORLD SAILING for binding arbitration or to such other body selected by WORLD SAILING executives with agreement of the parties.

8. OFFICERS

- 8.1 The World Council of the International Nacra 15 Class Association shall have the following officers:

- (a) President
- (b) 1 Vice President
- (c) Chief Financial Officer
- (d) Chairman of Technical Committee
- (e) 1 Representative appointed by the Copyright Holder

8.2 The President, Vice President, and Chief Financial Officer 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 for a term of (3) three years , but with no fixed limit to the period of office.

8.5 A Chief 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 Chief Executive Officer one of the Vice-Presidents shall fulfil all the obligations and duties of the Chief Executive Officer.

9. THE EXECUTIVE COMMITTEE

9.1 The Executive Committee shall consist of the following:

- (a) President
- (b) 1 Vice Presidents
- (c) Chief Executive Officer = Class Manager
- (d) Chief Financial Officer
- (d) 1 representative appointed by the Copyright Holder
- (e) 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, Chief Executive Officer or Chief Financial Officer 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 Officer 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 3 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 authorised to utilise 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 the elected Chairman, the Chief Measurer and one other member.
- 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 WORLD SAILING, 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 COPYRIGHT HOLDER 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 IN15CA shall be funded by:

- (a) Subscriptions from individual NNCA's.
- (b) A share of the building fee paid on each boat.
- (c) A share of the fee paid on each boat and sail manufactured.
- (d) A share of the fee paid on each country flag.
- (e) Media rights of international events in accordance with WORLD SAILING regulations.
- (f) Sponsor fees.
- (g) A share of the Entrance Fee of World and Continental Championships, negotiated between the Executive Committee and the Organisers of the event.
- (h) 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 COPYRIGHT HOLDER, 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 International Nacra 15 Class Association shall be decided by the World Council.

12.4 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.

15. ADMINISTRATIVE

- 15.1 The general administration of the association will be held by staff provided by the Copyright Holder under supervision of the members of the executive committee.
- 15.2 Financial accounts will be administrated by staff provided by the copyright Holder and report to the class Chief Financial Officer.
- 15.3 Supply and delivery of mainsail National Flags will be administered by staff provided by the Copyright Holder

16. NOTICE

- 16.1 Where under this Constitution the Chief Executive Officer is required to give written notice to any person or body, such notice shall be deemed for the purposed 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 Chief Executive Officer 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 Chief Executive Officer 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 Chief Executive Officer 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.
- 16.2 The Executive Officer shall keep a register of such notices, which shall include evidence that the notice has been sent.

17. SUSPENSION AND REMOVAL FROM MEMBERSHIP

- 17.1 A member 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.
- 17.2 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.
- 17.3 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.

18. AMENDMENTS

- 18.1 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 WORLD SAILING.

19. LIMITATIONS

- 19.1 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.
- 19.2 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.

20. PROPER LAW AND JURISDICTION

- 20.1 The proper law of the International Nacra 15 Class Association and World Council shall be Dutch law and this Constitution shall be construed, take effect and be enforced accordingly.
- 20.2 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 Dutch law as provided in Article 19.1.