

# INTERNATIONAL ASSOCIATION OF CLASS 40 FOOT MONOHULLS CONSTITUTION

(Updated as of the Extraordinary General Meeting held on 29<sup>th</sup> May 2010)

## DEFINITION

In this constitution, the terms in capital letters shall have the meaning below:

**Class40:** indicates the class of mono hull sail boats of limited budget, whose length is 40 feet, and which meet the norms specified in the Class Rules "Class40 box-rule 2009" approved by the Ordinary General Meeting held on 10<sup>th</sup> January 2009 and validated by the FF Voile.

**Disciplinary Committee:** indicates the disciplinary body of the association in conformity with article 6 of the Internal Regulations.

**Executive Committee:** indicates the management team of the association in conformity with article 9 of the constitution.

**Extraordinary General Meeting:** indicates the general meeting of the association members which is empowered to modify the constitution and the box-rule in conformity with article 16 of the constitution.

**FF Voile:** indicates the French Sailing Federation ("*Fédération Française de Voile*").

**Internal Regulations:** indicates the document validated by the Ordinary General Meeting or Extraordinary General Meeting specifying the terms of the management of the association.

**Ordinary General Meeting:** indicates the general meeting of the association members in conformity with article 15 of the constitution.

**President:** indicates the president of the Executive Committee whose powers are described in article III of the Internal Regulations.

**Secretary:** indicates the secretary of the Executive Committee whose powers are described in article III of the Internal Regulations.

**Technical Committee:** indicates the committee nominated by the Board of Directors in conformity with article III of the Internal Regulations.

The definition of the terms above will apply for both singular and plural unless otherwise stated.

## ARTICLE 1. FORM - AIMS

The association is a registered association governed by the French "1<sup>st</sup> July 1901" law relating to the associations and the texts currently in force which have amended or supplemented this law, as well as the current constitution.

The aims of the association are as follows:

- To bring together the skippers of Class40 boats, as well as any parties interested in the development of these sailing boats;
- To manage and organise the activities of the Class40 class;
- To establish the Class40 rules and regulations, with the constant aim of developing onboard safety, and to authorize to practice the sport on these boats at moderate cost;

- To manage and co-ordinate the national and international calendar of events for these boats;
- To apply and promote respect for matters concerning it - rules, regulations and prescriptions of the national and international authorities;
- To promote navigation and competition with these boats;
- And in a general sense, to conduct any activity in the interest of its members and to contribute to the development of the Class40.

**ARTICLE 2. NAME**

The name of the association is:

Association Internationale des Monocoques Class 40 pieds/ International Association of Class 40 foot monohulls.

**ARTICLE 3. HEADQUARTER**

Its headquarter is established at: 2 rue Colbert, 85100 LES SABLES D'OLONNE (France).

It may be transferred to any other part of the country (France) by simple decision of the Executive Committee.

**ARTICLE 4. DURATION**

The duration of the association is unlimited.

**ARTICLE 5. MEMBERS**

The association is composed of:

**Active Member** (individual who is a Class40 owner or rent a Class40 following a LOA, or a legal representative of a company-owned Class40, or the individual appointed by the legal representative of the owning company. Only one Active Member per boat, even where there is co-ownership): 2 votes at the Ordinary General Meeting and Extraordinary General Meeting.

**Associate Member** (individuals involved in the development of the Class40 and not included in the above category. In particular the co-skipper member of the association): 1 vote at the Ordinary General Meeting and Extraordinary General Meeting.

**Honorary Member** (honorary title awarded by the Executive Committee for services provided, and elected at the unanimity of the Executive Committee): 1 vote at the Ordinary General Meeting and Extraordinary General Meeting.

The active members and the associate members annually pay their membership within the time limit indicated in the call for the membership which the Executive Committee shall send each year. The voting rights of the active members and the associate members at the Ordinary General Meetings and Extraordinary General Meetings is subject to the payment of their membership.

A person must have been a member for 6 months to be eligible to vote at the Ordinary General Meetings and Extraordinary General Meetings. Then, this member can be elected to the Executive Committee.

For transatlantic races, either double-handed or crewed, the skipper and co-skipper must be Class40 members, one as active member and the other as associate member.

**ARTICLE 6. ADMISSION PROCEDURES**

Admission of the members is decided by the Executive Committee, which, in the event of refusal, does not have to justify its decision. Any person requesting membership must complete the subscription form.

By signing the subscription form, the applicant states on his/her honour that he/she fully accepts the rules, the conditions for obtaining a Class40 certificate, as well as the internal regulations and operating rules of the Executive Committee approved by the last Ordinary General Meeting or Extraordinary General Meeting.

The non-respect of this commitment after having joined the association will lead to a warning from the President, or a hearing before the Disciplinary Committee if requested by the Executive Committee.

#### **ARTICLE 7. SUBSCRIPTIONS**

The subscription amount shall be set during the annual Ordinary General Meeting.

#### **ARTICLE 8. RESIGNATION –SUSPENSION**

Membership can be suspended as follows:

- By resignation;
- By suspension decided by the Executive Committee as a result of non-payment of subscription fees and voted by the majority;
- By suspension decided by the Executive Committee for serious reasons, involving moral or material damage to the association;
- By decision of the Disciplinary Committee for non-respect of the Class40 rules, Internal Regulations and operating rules of the Executive Committee.

The member concerned will be called upon beforehand to provide his/her explanations, written then oral. The decisions of the Executive Committee and Disciplinary Committee shall be applicable immediately without appeal. Suspension may be temporary.

#### **ARTICLE 9. EXECUTIVE COMMITTEE**

The association is administered by a committee comprising nine members elected by secret ballot selected from members of the Ordinary General Meeting, it being understood that members, even those not present in person at this Ordinary General Meeting, are eligible. Their mandates terminate at the end of the Ordinary General Meeting ruling on the accounts of the second fiscal year of their election.

This Executive Committee is renewed at a rate of four or five members each year according to a leaving order determined in the first instance by drawing lots, and then by the length of time the member has served. New members of the Executive Committee will come into office at the end of the Ordinary General Meeting which ruled on their election.

Any retiring member of the Executive Committee may stand for re-election. A minimum of four member of the Executive Committee out of nine must be active members.

In the case of an member of the Executive Committee resigning or of hindrance causing vacancy during his/her term of office, he/she will be replaced by a provisional member of the Executive Committee until the next annual Ordinary General Meeting, where new members of the Executive Committee will be elected.

If the resigning or hindered member of the Executive Committee is part of the members of the Executive Committee to be renewed at the next annual Ordinary General Meeting, the mandate of the provisional member of the Executive Committee will end up automatically followed by the vote relating to the election of the members of the Executive Committee.

If not, the provisional member of the Executive Committee will be the one who had the fewest votes during his/her election, and his/her term will be for one year.

Meetings shall be registered in minutes which are signed by the President and the Secretary present in person at the meeting. The minutes are transcribed unchanged in a book for this purpose.

## **ARTICLE 10. INTERNAL REGULATIONS**

Internal Regulations must be approved by the Ordinary General Meeting or by the Extraordinary General Meeting (and notwithstanding the dispositions relating to the Extraordinary General Meeting, at the majority of 50% of the members present in person or represented) and is enclosed to the constitution.

The Internal Regulations specify the functioning rules of the association. The Internal Regulations are given to each member after payment of the membership fees. The Internal Regulations can be changed without any particular formalities during an Ordinary General Meeting or Extraordinary General Meeting (and notwithstanding the clause of the Extraordinary General Meeting, at the majority of 50% of the members present in person or represented).

The Internal Regulations are part of the whole contract to which the member joins by paying the membership fees, therefore the member is required to comply with the Internal Regulations.

## **ARTICLE 11. MODIFICATION TO THE CLASS40 RULE**

### **11.1 – Stable box-rule**

The 2008 version of the rule which was voted on at the Annual General Meeting on the 10th of February 2008 is fixed for a period which ends on the 31st December 2011.

A new period of stability will begin on the 1st of January 2012, for a duration of 4 years finishing on the 31st of December 2015. This period of fixed rules will be renewed every 4 years

### **11.2 – Interpretation of the box-rule**

Interpretations of the rule shall be requested in writing by the members and are public.

Responses to requests for interpretation will be given by the Rules Committee within 30 days after the question is received, and are public.

The Rules Committee is competent to verify whether the application of the rule, its interpretation, its control mode, the answers to challenges and the compensation penalties are complied with.

The definitive refusal to award a measurement certificate, and the application of penalties, will be submitted for approval to the Executive Committee.

### **11.3 – Modification of the box-rule**

The rules and any potential developments shall be approved at an Extraordinary General Assembly with the quorum required to modify the constitution (cf. art. 61.I.3 internal regulations of the FFVoile, obligatory reference) as defined in article 16 below.

Thus, the rules can be modified through an Extraordinary General Assembly under the following conditions:

(a) At 4 yearly intervals: with a three fifths majority of members present or represented; the date from which the rules will apply would be a year after the vote at the earliest; and;

(b) During the four year period of stability: with a three quarter majority of members present or represented, with the exception of modifications dictated by an immediate safety requirement or a rule to which Class40 must conform without fail (in the case of a recommendation from the FFVoile or ISAF), and the date from which the rules shall apply will be decided at the same meeting.

## **ARTICLE 12. BOARD**

The Executive Committee selects from its members, in a secret ballot a President, vice-president, Secretary and Treasurer.

Powers and responsibilities of the members of the board are described in the article III of the Internal Regulations.

### **ARTICLE 13. COMMITTEES**

For functioning issues, the Executive Committee creates and cancels committees and working groups. In particular, the Executive Committee created a Technical Committee, a Race and Events Committee and a Communication Committee whose powers and responsibilities are described in article III of the Internal Regulations.

### **ARTICLE 14. THE HONORARY NATURE OF EXECUTIVE POSITIONS**

No payment shall be granted to members of the Executive Committee whose mandates are voluntary and free of charges. Nevertheless, expenses and outlay occasioned in the furtherance of their duties may be reimbursed on production of authenticated receipts.

### **ARTICLE 15. ORDINARY GENERAL MEETING**

The Ordinary General Meeting of the association includes the members up-to-date with their membership fees.

It takes place annually when convened by the Executive Committee at least 15 days before the date set up for the meeting or at the request of at least half its members.

The agenda is set up by the Executive Committee.

The board of the Ordinary General Meeting is that of the Executive Committee.

The agenda for the annual Ordinary General Meeting shall include the following topics:

- Reports relating to the Executive Committee's management of the association, the financial status of the association, and the moral status of the association.
- The establishment of the annual subscription fee for the coming fiscal year.
- The approval of the financial reports for the previous financial year, and the budget for the coming financial year.
- The election, if necessary of new members of the Executive Committee.

The annual report and accounts are sent every year to each member of the association.

Deliberations at the Ordinary General Meeting are recorded in minutes, which are registered in the minute book of the Ordinary General Meetings, and signed by the President and the Secretary.

Members present (be they active, associate or honorary) or those with a proxy vote allocated to another member in writing (be they active, associate or honorary) are allowed to vote at an Ordinary General Assembly, but a member cannot hold more than four proxy votes in addition to their own votes(s). The member who holds the proxy votes must inform the association's executive so that the secretary can register the proxy votes, and the number of votes represented by the member. Members who have asked another member to vote with their proxy may not vote at the same Ordinary General Assembly in person.

Furthermore, each member may give a blank proxy to the President of the association, on the understanding that their vote will be cast in line with the executive's recommendations at the time of convening a general assembly and these blank proxies votes cannot be used during an Ordinary General Assembly whose aim is to elect members of the executive.

Decisions are taken by a majority of 50% of the members eligible to vote. A quorum is reached with 20%. If this quorum isn't reached, the Ordinary General Meeting will be reconvened with the same agenda. Notice of the Ordinary General Meeting shall be sent at least two weeks before the date of the Ordinary General Meeting. Decisions will then be taken with no minimum for the quorum.

### **ARTICLE 16. EXTRAORDINARY GENERAL MEETING**

The Extraordinary General Meeting of the association includes the members up to date with their membership fees.

It is convened if called by the Executive Committee a least 30 days before the date set for the meeting or when requested by at least half of its members.  
Its agenda is set up by the Executive Committee.

The Board of the Extraordinary General Meeting is that of the Executive Committee.

It is empowered to amend the constitution. The Extraordinary General Meeting is empowered to decide the winding-up, liquidation and distribution of the assets of the association.

Deliberations at the Extraordinary General Meeting are recorded in minutes, which are registered in the minute book of the Extraordinary General Meetings, and signed by the President and the Secretary.

Members present (be they active, associate or honorary) or those with a proxy vote allocated to another member in writing (be they active, associate or honorary) are allowed to vote at an Extraordinary General Assembly, but a member cannot hold more than four proxy votes in addition to their own votes(s). The member who holds the proxy votes must inform the association's executive so that the secretary can register the proxy votes, and the number of votes represented by the member. Members who have asked another member to vote with their proxy may not vote at the same Extraordinary General Assembly in person.

Furthermore, each member may give a blank proxy to the President of the association, on the understanding that their vote will be cast in line with the executive's recommendations at the time of convening an Extraordinary General Assembly.

Decisions relating to any statutory provisions and to modifications to the rules during a 4 year cycle of stability shall require a majority of three quarters of members present or represented.

Decisions relating to modifications to the rules every four years (at the end of each period of stability) or safety requirements dictated by FFVoile or ISAF require a three fifths majority of members present or represented.

The quorum is 20% of members of the association at the first and second invitation. If the quorum is not reached, the Extraordinary General Assembly cannot validly be held, and there can be no modifications to the constitution or rules, either for decisions taken by a three quarter majority of members present or represented, or decisions relating to modifications to the rules at the end of a 4 year cycle of stability, or dictated by safety requirements etc which require a three fifths majority.

#### **ARTICLE 17. VOTE RELATING TO PEOPLE**

Votes relating to people (at an Ordinary General Meeting or at an Extraordinary General Meeting) must be taken through secret ballot.

#### **ARTICLE 18. EXPENSES**

Expenses are authorised by the President.

#### **ARTICLE 19. LEGAL ACTIONS**

The President is allowed to take any legal action, as a summary procedure or with a claim, as plaintiff or defender in the interest of the association.

In addition, the association is represented in every civil activity by its President, who can designate one of the members of the board.

The legal representative of the association must have no legal or civil convictions.

## **ARTICLE 20. ACCOUNTS**

The accounts are done on a day to day basis through receipts and expenses, and accounts of material goods where applicable.

## **ARTICLE 21. INCOME**

The association's income comes from:

- Any subscriptions or fees paid by the members;
- Possible subsidies from the State, the regions, the departments, the administrative districts and public bodies;
- The result of races, festivals and events, the interest and royalties from any properties and assets the association may possess as well as any remuneration for services provided; and
- Any other resources or subsidies, which are not contrary to the applicable laws.

## **ARTICLE 22. FINANCIAL YEAR**

The financial year run from 1<sup>st</sup> January to 31<sup>st</sup> December.

## **ARTICLE 23. CHANGE AND MODIFICATION**

The President must inform, within three months, the prefectural office of the department or the subprefecture of the district where the association has its headquarter with, all changes of the administration or the management of the association, as well as all the modifications made to the constitution.

Furthermore, these modifications and changes are recorded on a special register, coded and initialled on each page by the person entitled to represent the association.

This register must be provided to the administrative and judiciary authorities upon request.

## **ARTICLE 24. DISSOLUTION**

The dissolution of the association can only be decided upon by an Extraordinary General Meeting convened specifically for this purpose.

The Extraordinary General Meeting designates one or several liquidators to dispose of the association's assets.

It allocates the net assets in conformity with the law.

## **ARTICLE 25. FF VOILE AND OTHER ASSOCIATIONS' AFFILIATION**

### 25.1 – FF Voile affiliation

Within the context of its affiliation to the FF Voile, the association agrees to conform with the FFVoile's calendar as well as procedures of registration to this calendar.

The association must keep a list of boats registered to the Class40, and allocated a Class40 number. The association provides and issues measurement certificates within the class rules.

The association shall inform the FF Voile of all modifications to: the constitution, Internal Regulations, the Class40 rules, measurement and the race programs. The association undertakes to comply with the statutory texts and rules of the FF Voile.

The association may be involved in regional activities by designating class representatives to regional sailing federations.

The association must ensure that all its French members who actually sail hold a FF Voile sailing licence. The FF Voile shall be notified annually of the number of members.

25.2 – Affiliation to any other association

More generally, the association agrees to provide any association it is affiliated to, without delay, with all documents requested.

**ARTICLE 26. LANGUAGE**

Each member of the association can communicate with the board, the Executive Committee, the Ordinary General Meetings or the Extraordinary General Meetings or any other member of its choice in English or French without the obligation to transfer the documents in both languages.

The Executive Committee will communicate with its members as much as possible in both languages and will establish the documents of the association in both languages.

In case of disagreement between translation, the Executive Committee will decide.

<b>The President</b> J. FOURNIER	<b>The Secretary</b> O. KRAUSS