



## INTERNATIONAL ASSOCIATION OF CLASS 40 FOOT MONOHULLS CONSTITUTION

*(Updated as of the Extraordinary General Meeting held on 25<sup>th</sup> June 2021)*

### DEFINITIONS

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

**Extraordinary General Meeting:** denotes the general meeting of members of the Association which is empowered to modify the Constitution and the Class Rules in compliance with article 16 of the Constitution.

**Ordinary General Meeting:** denotes the general meeting of members of the Association in compliance with article 15 of the Constitution.

**Class40:** denotes the class of monohull sailing boats of limited budget, whose length is 40 feet, and which meet the norms specified in the Class Rules approved at the last Extraordinary General Meeting.

**Technical Committee:** denotes the committee nominated by the Executive Committee in compliance with article III of the Internal Regulations.

**Executive Committee:** denotes the management team of the Association in compliance with article 9 of the Constitution.

**Disciplinary Committee:** denotes the disciplinary body of the Association in compliance with article 5 of the Internal Regulations.

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

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

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

**Secretary:** denotes the secretary of the Executive Committee whose powers are described in 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 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 enable these boats to race at moderate cost;
- To manage and co-ordinate the national and international calendar of events for these boats;
- To apply and ensure compliance on matters pertaining to the class - rules, regulations and prescriptions of the national and international authorities;

- To promote sailing and competition on these boats;
- And in general terms, to conduct any activity in the interests of its members and to contribute to the development of Class40 boats.

## ARTICLE 2.           **NAME**

The name of the Association is:

Association Internationale des Monocoques Class 40 pieds/ International Association of Class40 foot monohulls.

## ARTICLE 3.           **HEADQUARTERS**

The headquarters are located at: **Centre de Formation aux Métiers de la Mer, allée du frère Maximin**, 85100 LES SABLES D'OLONNE (France).

They 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**

**Each boat is represented by only one active member, including in the case of co-ownership. This person is either the owner of the boat, or the charterer in the case of a charter-purchase arrangement**, or the legal representative or charterer of a company-owned Class40, or the individual appointed by the representative of the company or charterer. If the boat does not already have an active member, the skipper must become an active member and pay the relevant fees to the Association. Each active member has 2 votes at the Ordinary General Meeting and Extraordinary General Meeting.

**Associate Member** Any individual involved in the development of Class40 and not included in the above category, in particular co-skippers in races over 800 nm: each associate member has 1 vote at the Ordinary General Meeting and Extraordinary General Meeting.

**Honorary Member** Honorary title awarded by the Executive Committee to an individual for services provided, and elected unanimously by the Executive Committee : each honorary member has 1 vote at the Ordinary General Meeting and Extraordinary General Meeting.

### **Temporary Member**

Temporary membership is valid for a boat and its skipper on condition that the following criteria are respected:

- The boat must have been measured at least once and not been modified since her last measurement certificate.
- The boat and team must comply with the Class Rules and Appendix to the Class Rules.
- Temporary membership of a boat and/or skipper is allowed only twice in one calendar year and for races of less than 800 nm. Temporary membership is not valid for the RORC Fastnet Race or for races in the official Class40 calendar.
- A temporary member has no right to vote at Ordinary and Extraordinary General Meetings.
- If in the same calendar year a boat and/or skipper decides to take out annual membership (race > 800 miles), the fees already paid for temporary membership(s) shall be deducted from their cost of annual membership and mandatory annual measurement certificate
- Temporary membership shall be valid for the duration of one race (duration defined in the Notice of Race), for the boat and her skipper.

**Supporter member** A person involved in the development and organisation of Class40 and not included in the above categories: no right to vote at Ordinary General Meetings and Extraordinary General Meetings.

Active and Associate Members pay their membership fees annually within the time limit indicated each year by the Executive Committee. Active and Associate Members' right to vote at Ordinary and Extraordinary General Meetings is subject to payment of membership fees.

Any new member must have been a member for 6 months to be eligible to vote at the Ordinary General Meetings and Extraordinary General Meetings. This member is then eligible to stand for election to the Executive Committee. The definition of a new member is any person who has never been a member of the Class.

For double-handed or fully-crewed races over 800 miles long, the skipper and co-skipper must be Class40 members.

#### **ARTICLE 6. ADMISSION PROCEDURES**

Admission of 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 agrees to comply with all the Rules and Regulations governing the Association, these being the Constitution, Internal Regulations, Class Rules, Appendix to Class Rules, Measurement Procedure and in general any existing or future texts relating to the Association (hereafter Rules governing the Association).

Failure to comply with 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 fee shall be set annually by the Executive Committee. Subscription is valid for one calendar year.

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

Membership can be suspended as follows:

- By resignation;
- Failure to pay subscription fees;
- By suspension decided by the Executive Committee for serious reasons, involving moral or material damage to the Association, and voted by the majority of the Executive Committee;
- By decision of the Disciplinary Committee for non-respect of the Rules governing the Association.

A member concerned with suspension by order of the Executive Committee or decision of the Disciplinary Committee 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 and 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 third fiscal year after their election.

This Executive Committee is renewed at a rate of three members each year according to an 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 at which they were elected.

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

In the case of an Executive Committee member resigning or unable to fulfil his/her duties during his/her term of office, he/she will be replaced by another member chosen by the Executive Committee until the next annual Ordinary General Meeting, where new Executive Committee members will be elected.

If the member who is resigning or unable to fulfil their duties is one of the group of Executive Committee members to be renewed at the next annual Ordinary General Meeting, the term of the substitute Executive Committee member will end automatically, and the voting for new Executive Committee members will take place.

If not, the post of Executive Committee member shall be filled for the remaining term by the most recently elected Executive Committee member from the previous General Meeting at which new Executive Committee members were elected.

Meetings shall be recorded in minutes which are signed by the President and the Secretary present at the meeting.

## ARTICLE 10. INTERNAL REGULATIONS – APPENDIX TO CLASS RULES

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 votes represented) and are attached to the Constitution.

The Internal Regulations specify the operating rules of the Association. The Internal Regulations are available on the Class40 website and each member undertakes to read them before subscribing. The Internal Regulations can be changed without any particular formalities during an Ordinary General Meeting or Extraordinary General Meeting (and notwithstanding the dispositions relating to the Extraordinary General Meeting, at the majority of 50% of the votes represented).

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

The Executive Committee writes the Appendix to the Class Rules and can modify it with a 2/3 majority of its members.

## ARTICLE 11. MODIFICATION TO THE CLASS40 CLASS RULES

### 11.1 – Interpretation of the Class Rules

Interpretations of the Rules **must** be requested in writing by members.

Responses to requests for interpretation will be given by the Technical Committee within 30 days of receipt of the question, and are published on the Class40 website as early as possible.

Compliance with Class Rules, interpretations, inspection methods, **resolutions** to disputes and compensation penalties fall within the remit of the Technical Committee.

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

### 11.2 – Modification of the Class Rules

The Rules and any potential developments shall be approved at an Extraordinary General Meeting with the quorum required to modify the constitution (cf. art. 61.1.3 Internal Regulations of the FFVoile, obligatory reference) as defined in article 16 below.

The development of Class40 is conditioned by the need to determine the best balance between stable Class Rules and the possibility to innovate. Thus, the rules can be modified through an Extraordinary General Meeting **and determined by a majority of 70 % of votes represented.**

### 11.3 – Modification dictated by a mandatory rule or a safety requirement

Modifications to the Class Rules dictated by an immediate safety requirement or a rule to which Class40 must comply without fail (in the case of a recommendation from FFVoile or World Sailing) are voted on by the Executive Committee with a simple majority of votes represented.

### 11.4 – Application of modifications to the Class Rules

Where a resolution put to vote at the Extraordinary General Assembly or to the Executive Committee does not have a fixed date to come into effect, the modifications to the Class Rules will apply on the 1<sup>st</sup> of January following the date of the meeting that has voted for the modification.

## ARTICLE 12. **BOARD**

The Executive Committee selects from its members, if necessary by secret ballot, a board composed of President, Vice-President, Secretary and Treasurer.

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

## ARTICLE 13. **COMMITTEES**

For operating requirements, the Executive Committee forms and disbands committees and working groups.

In particular, the Executive Committee established a Technical Committee, a Race and Events Committee and a Communications Committee whose powers and responsibilities are described in article III of the Internal Regulations.

## ARTICLE 14. **NON-REMUNERATION OF EXECUTIVE POSITIONS**

No payment shall be granted to members of the Executive Committee whose mandates are voluntary and free of charge. 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 is comprised of members who are up-to-date with the latest membership fees.

It takes place physically in mainland France or remotely in the case of electronic voting when convened by the Executive Committee at least 15 days before the date set for the meeting or at the request of at least half its members. The invitation can be by all written means, including electronic.

The agenda is set up by the Executive Committee.

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

It has the power to decide on anything that is not exclusively the domain of the Extraordinary General Meeting.

Presentation of reports relating to the Executive Committee's administration of the Association, the financial status of the Association, and the moral status of the Association.

The assembly takes place at least annually to approve the financial reports for the previous financial year, to vote on the budget for the coming financial year and to renew members of the Executive Committee. The annual General Meeting for the approval of the financial reports cannot take place electronically.

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 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 Meeting, 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 Board 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 Meeting 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 Ordinary General Meeting.

Decisions are taken by a majority of 50% of the votes represented. A quorum is reached with 20% of votes of members who are up-to-date with their membership fees. 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 is comprised of members who are up-to-date with the latest membership fees.

It is convened physically in mainland France or remotely in the case of electronic voting if called by the Executive Committee at least 30 days before the date set for the meeting or when requested by at least half of its members. The invitation can be by all written means, including electronic.

Its agenda is set 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 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 Meeting, 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 Board 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 Meeting 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 Meeting.

Decisions relating to any statutory provisions shall require a majority of three fifths of votes represented.

Decisions relating to modifications to the rules during each 4 year cycle of stability shall require a majority of three quarters of votes 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 World Sailing require a three fifths majority of votes represented.

The quorum is 20% of the votes of members of the Association who are up-to-date with their membership fees at the first and second invitation. If the quorum is not reached, the Extraordinary General Meeting 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 votes 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 by secret ballot.

## ARTICLE 18.           **EXPENSES**

Expenses are authorised by the President.

## ARTICLE 19.           **LEGAL ACTION**

The President is allowed to take any legal action, as a summary procedure or with a claim, as plaintiff or defender in the interests 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 applicable laws.

## ARTICLE 22.       **FINANCIAL YEAR**

The financial year runs 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 sub-prefecture of the district where the Association has its headquarters of all changes of the administration or the management of the Association, as well as all modifications to the Constitution.

## 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.       **AFFILIATION WITH FF VOILE AND OTHER ASSOCIATIONS**

### 25.1 – FF Voile affiliation

Within the context of its affiliation with the FF Voile, the Association agrees to conform with the FFVoile's calendar as well as procedures of registration with 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 in accordance with affiliated class rules.

The Association shall inform the FF Voile of all modifications to: the Constitution, Internal Regulations, the Class40 Rules, Appendix to the Class Rules and the race programme. 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 an FF Voile sailing licence. The FF Voile shall be notified annually of the number of members.

### 25.2 – Affiliation with any other association

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


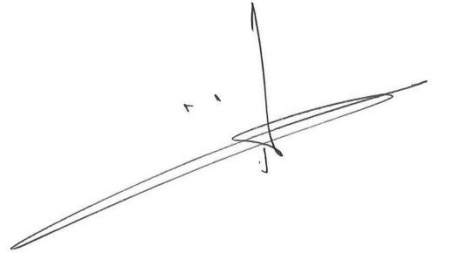
## ARTICLE 26.       **LANGUAGE**

The official language is French.

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 in English or French without the Association being obliged to provide the documents in both languages.

Nevertheless, where possible, the Executive Committee will communicate with its members in both languages and will draw up the documents of the Association in both languages.

In case of disagreement over translation, the French version shall take precedence.

	
<b>The President</b> H. MABIRE	<b>The Secretary</b> C. de Kervenoael