

VX ONE INTERNATIONAL CLASS ASSOCIATION

CONSTITUTION

1) NAME

- a) The name of the Association shall be the " VX ONE International Class Association".

2) OBJECTS

- a) The objects of the Association are:
 - i) To promote and develop VX ONE Class racing as a strict one-design class ("Closed Class Rules") throughout the world.
 - ii) To preserve the VX ONE's recreational features, including ease of handling, low cost ownership, amateur crews, safety and comfort.
 - a. Amateur crew shall not be compensated in any way for sailing as part of a VX One crew.
 - iii) To provide a structure for class management and for the exchange of information among VX ONE Class sailors to enhance the enjoyment of these sailboats.
- b) In furtherance of other events with international participation the Association shall:
 - i) encourage VX ONE Class sailing in all countries and have all sailors register as members with their National VX One Class Association or the VX One International Class Association.
 - ii) where appropriate encourage the formation of, and provide support to, National VX ONE Class Associations
 - iii) ensure that World and Continental Championships are held as allowed and in appropriate locations and to proper standards and shall oversee such events.
 - iv) approve other events of International impact on the VX ONE Class and ensure they are held to proper standards.

- v) promulgate and review the VX ONE Class Rules in association with World Sailing and the Copyright Holders.
- vi) wherever applicable, the Association is subject to the regulations of the World Sailing and the VX ONE Class Rules. The Association shall endeavour to carry out and respect the same.

3) LANGUAGE

- a) The official language of the Association shall be English, and in case of any dispute over the translation the English Text shall prevail.
- b) The word “shall” is mandatory and the word “may” is permissive.

4) MEMBERSHIP

- a) Full Membership is open to all VX ONE owners and co-owners upon payment of the annual membership dues prescribed by the Association.
- b) Associate Membership is open to individuals upon payment of the prescribed annual membership dues. These members may receive all publications of the class. Associate Members may not vote.
- c) Every member in good standing of a National Class Association, which is also in good standing with and accredited by the International Class Association, shall also automatically be considered a member of the International Class Association.
- d) To be eligible to race in any International VX ONE Regatta the Helmsmen shall be a member of the Association.
- e) A member shall cease to be a member during any period in respect of which it/he/she has not paid their subscription or other monies due to the Association or upon receipt of notice of their resignation by the Executive Committee. Such membership may be renewed with immediate effect by payment of outstanding dues or other monies owing to the Association.

5) ELIGIBILITY TO FORM A NATIONAL CLASS ASSOCIATION

- a) Any country may, upon application to the President, be granted a charter as a National Class Association provided it satisfies the following requirements of membership to the World Council:
 - i) that it has formed a duly constituted National Class Association, recognized by or affiliated to their country's Member National Authority (MNA), for the development of racing VX ONE sailboats within the country;

- ii) that there are not less than (5) five VX ONE sailboats registered annually in that country;
- iii) that it has a duly elected committee, including such officers as it shall determine necessary and requisite, and,
- iv) that there is no other Association in their country already accredited to the World Council.

- b) If a National VX ONE Class Association is not formed in any country then the World Sailing Member National Authority will become the official point of contact for the VX ONE class in that country.

6) NATIONAL APPLICATIONS FOR WORLD COUNCIL CHARTER

- a) Each application to the President for a charter shall include a copy of their National Class Association Rules, together with a current list of the members of that National Class Association.
- b) Each National Class Association shall appoint a member who shall be the only official channel of communication with the World Council and whose address shall be the official address of that National Class Association until the World Council Secretariat is advised, in writing, by that National Class Association of any change of Council member and or address.
- c) Each application shall be accompanied by a registration fee in such amount as shall from time to time be fixed by the World Council in accordance with the provisions of this Constitution.

7) GOVERNANCE

- a) The Association shall be governed by its World Council and its affairs and property shall be managed and administered on an ongoing basis by its Executive Committee in accordance with:
 - i) the provisions of this Constitution and any Regulations passed under this Constitution
 - ii) any policies for the operation of the Association determined by the World Council
 - iii) or any directives or guidelines established by the World Council.

8) WORLD COUNCIL

- a)** The World Council shall consist of the members of the Executive Committee and of one Representative of each nation that has at least 2 registered members with the Association. Where a National Class Association is established the Representative shall be a nominee of that National Class Association.
- b)** The members of the World Council and all members of the 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.
- c)** An Annual General Meeting (“AGM”) 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. The AGM shall also be hosted such that members can join and participate remotely via electronic means. This meeting shall:
 - i)** receive the result of postal/electronic ballots.
 - ii)** receive any reports from the Executive Committee with respect to any matters that impact the Association
 - iii)** 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.
 - iv)** receive and decide on resolutions submitted in accordance with 8 e).
- d)** An Extraordinary General Meeting (“EGM”) of the World Council shall be called by the President.
 - i)** if the Executive Committee so resolves and in accordance with that resolution, or
 - ii)** forthwith upon (but not less than 6 weeks after) receiving the written request of not less than 15 members (which request shall also specify any resolution which the members concerned wish to propose at the meeting).
- e)** At least 8 weeks written notice shall be given of any World Council Meeting by the Class Manager to the members of the World Council, together with a copy

of the agenda for the meeting. Any resolutions to be considered at the World Council Meeting shall be received in writing by the Class Manager at least 4 weeks before the meeting. Within 2 weeks of the meeting, the Class Manager shall give such notice of (and only of) such resolutions as have been specified to him or her.

- f)** Four (4) weeks before a meeting of the World Council, member National Class Associations should certify in writing or written electronic communication, the number of members that National Class Association represents
- g)** Resolutions to the World Council shall only be submitted by members of good standing (a member who has been a Full Member of the Association for greater than one year) or a member of the World Council.
- h)** Nominations for Officers of the Association and for the Executive Committee may only be made by members of good standing except as provided by 8 i).
- i)** Nominations for Officers of the Association and for the Executive Committee standing for election must be received in writing by the Class Manager four weeks before the AGM. If there are no nominations for all of the available posts, the outgoing Executive Committee may make additional nominations as are necessary in order to fill all available posts.
- j)** Nominations for Vice Presidents shall only be received from members of the continent to be represented.
- k)** Nominations for Officers will be communicated to the Members at least 2 weeks before the Meeting so they can cast their ballots.
- l)** Vice Presidents shall only be voted for by countries from the Continent they will represent.
- m)** Postal/electronic ballots for Officers shall be received no later than 48 hours before the meeting.
- n)** The Chairman 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 not proceed.
- o)** 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.

- p)** Proposals for amending this Constitution and Class Rules shall be by special resolution to a meeting of the World Council.
- q)** Only those members as per 8 a) shall be entitled to vote at a meeting of the World Council. The number of votes to be cast by each Nation in any ballot in meetings of the World Council shall be in accordance with the number of VX ONE members registered with the International Class Association for its country as follows:
- | | | |
|------------|------------------|---------|
| 2 to 10 | VX ONE members - | 1 vote |
| 11 to 30 | VX ONE members - | 2 votes |
| 31 or more | VX ONE members - | 3 votes |
- r)** The quorum at World Council meetings shall be 40% of the World Council, represented in person or by proxy, who shall be from at least two Continents and who are entitled to vote at the meetings
- s)** A special resolution shall be passed at a World Council meeting only if 2/3rds or more of the votes cast are in its favour
- t)** In the event of the World Council passing a resolution which in the reasonable opinion of Copyright Holder is contrary to the business interests of the Copyright Holder and the Builders, 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 with agreement of the parties

9) OFFICERS

- a)** World Council of the VX ONE International Class Association shall have the following officers:
- i)** President
- ii)** Vice Presidents from each continent as below where there are 10 or more registered boats with associated financial membership.
- a. Vice President North America
 - b. Vice President South America
 - c. Vice President Europe
 - d. Vice President Oceania
 - e. Vice President Asia
- iii)** Chief Financial Officer
- iv)** Chairman of the Technical Committee

- v) Class Manager
- b) The President and Vice Presidents, shall be Full Members of the Association, and shall be elected by the World Council by electronic ballot or written electronic communication for a term of two years. Any retiring officer shall be eligible for re-election provided that he/she has not served more than 8 consecutive years in that office, with the exception of the Chairman of the Technical Committee.
- c) The Vice Presidents shall be members of one National Class Association in the continent they are elected from.
- d) The World Council may pass Regulations to provide for the method of election of all officers.
- e) The Chairman of the Technical Committee shall be appointed by the Executive Committee for a term of 3 years, but with no fixed limit to the period of office
- f) The Class Manager shall be appointed by the Executive Committee for a term of (1) one year, but with no fixed limit to the period of office.

10) THE EXECUTIVE COMMITTEE

- a) The Executive Committee shall consist of the following:
 - i) President
 - ii) All Vice Presidents
 - iii) Chief Financial Officer
 - iv) 1 representative appointed by the VX ONE Copyright Holder
 - v) 1 representative appointed by each of the licensed class builders
 - vi) Chairman of Technical Committee
 - vii) Class Manager
- b) Each member of the Executive Committee 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. The Chairman of the Technical Committee, Chief Financial Office and the Class Manager shall not have a vote.
- c) In the event that vacancies shall occur on the Executive Committee between AGM's:
 - i) In the event that a vacancy occurs in any of the posts of President, Vice Presidents 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 10 c) ii) to fill the vacancy and the remaining members of the Executive Committee may, but shall not be obliged to, co-opt such member or members as they shall consider fit to fill any vacancy.

ii) members so co-opted or appointed shall remain in office until the next AGM

d) The Executive Committee may appoint any sub-committees, and co-opt any person to such sub-committee as may be required from time to time to investigate any matters of interest to the Association.

11) EXECUTIVE COMMITTEE MEETINGS

- a) Executive Committee meetings shall be held on such occasions, by such method or at such places as are either called by the President or decided by previous meetings of the committee.
- b) The Class Manager shall give at least 7 days 'notice of such meetings, unless 75% of the voting members of the Executive Committee give their prior consent to a reduced notice period.
- c) 5 voting members of the Committee shall form a quorum.
- d) The President shall chair all meetings at which he is present. At meetings where the President is not present a Vice President shall chair, otherwise the meeting shall not proceed.
- e) 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.
- f) The Executive Committee is authorized to utilize for meetings electronic/telephonic communications
- g) 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.

12) TECHNICAL COMMITTEE

- a) The World Council shall appoint a Technical Committee consisting of a Chairman, a representative of the Copyright Holder, a representative of each builder, plus 3 other members.
- b) The function of the Technical Committee is:
 - i) to advise the World Council and Executive Committee on any technical matters relevant to the Association.

- ii) in conjunction with the Technical Department of the World Sailing, to ensure that the One Design control of the Association is properly exercised by the builders and suppliers in accordance with the Manufacturing specifications and Handbook.
- iii) to investigate any query by a member regarding the one design or specification of their boat, and to report to the Executive Committee.
- iv) to consult with the Copyright Holder on any development of the boat or equipment deemed to be desirable as a result of sailing experience.
- v) to ensure that the boats used in class International and Continental Championships and major regattas comply with the Class Rules

13) FINANCIAL MATTERS OF THE ASSOCIATION

- a) The Association shall be funded by any or all of the following:
 - i) subscriptions from National Class Associations and Members
 - ii) a share of the building fee paid on each boat.
 - iii) a share of the fee paid on each sail manufactured.
 - iv) television rights of international events in accordance with ISAF regulations.
 - v) a share of the Entrance Fee of International and Continental Championships, negotiated between the Executive Committee and the Organizers of the event.
 - vi) any other revenue negotiated and accepted by the Executive Committee.
- b) The Association's subscription years shall run from 1 January to 31 December.
- c) The amount to be paid as subscriptions to the Association shall be decided by the World Council.
- d) 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.

14) EXPENSES

- a) 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.
- b) 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.

15)ACCOUNTS

- a) The Executive Committee shall cause annual accounts to be prepared for each year and formally approve such accounts which truly and fairly show the Association's capital and its income and expenditure.
- b) The fiscal period of the World Council shall be 1 January to 31 December each year unless changed by resolution of the World Council.
- c) A copy of the accounts for the latest complete fiscal period shall be sent to all World Council members by the President along with the notice of the AGM.
- d) For all obligations of a financial nature, the Association is validly committed by two signatures of the President and/ or the Chief Financial Officer and/or the Class Manager.

16)NOTICE

- a) Where under this Constitution the President 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.
 - i) if it is given by post it shall be deemed to have been given on the 7th day after the President 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.
 - ii) if it is given by written electronic communication it shall be deemed to have been given 24 hours after the President 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.
 - iii) provided that the President 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.
- b) The President shall keep a register of such notices, which shall include evidence that the notice has been sent.

17)SUSPENSION AND REMOVAL FROM MEMBERSHIP

- a)** A member, or individual of a National Class Association, 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.
- b)** A member may be suspended for the following:
 - i)** committing an unlawful act in relation to the Association or one of its members, or
 - ii)** for any unsportsmanlike conduct contrary to the interest of the members of the association, or
 - iii)** for intentional violation of Class Rules.
- c)** A member National Class Association shall apply any such suspension to any of its individual members so suspended.
- d)** A member shall not be entitled to any return of any part of his subscription in respect of any period for which he shall be suspended or removed from membership.

18)AMMENDMENTS

- a)** 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 the World Sailing.

19)LIMITATIONS

- a)** The Officers and Executive Committee shall not be obliged to do any of the 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.
- b)** 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 her 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

- a) The proper law of the VX ONE International Class Association and World Council shall be New Zealand law and this Constitution shall be construed, take effect and be enforced accordingly.
- b) The decision of the Executive Committee shall be final in matters of the management of the World Council. Any actions or decisions of the Executive Committee may be 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 New Zealand law as provided in Article 20)a).

21) FORMATION

- a) A Formation Meeting shall be held electronically.
- b) Prior to this meeting, all current boat owners shall have the right to vote to select the President, and Chief Financial Officer.
- c) Vice Presidents may only be voted for by members from the continent the Vice President will represent.
 - (i) The first term of these officers and the Technical Committee shall be less than 12 months unless they are voted to continue at the first AGM.
- d) Votes will be checked off against boat hull numbers.
 - i) Each boat will be entitled to one vote.
 - ii) Where there are multiple owners, the vote will be split in the ratio of the number of owners who respond
- e) Best endeavours will be made to contact all Boat owners through:
 - (i) their contact details on the official boat register
 - (ii) their contact details from their National Class association
 - (iii) via fellow VX One sailors
- f) in accordance with 9 a) (ii) Vice Presidents will be elected for:
 - (i) North America
 - (ii) Oceania
 - (iii) Europe

- g)** Boat owners will be given at least 60 days notice of the meeting and nominations for all positions must be received at least 30 days before the Formation Meeting.
- h)** The first AGM shall be held within 12 months of the Formation meeting.
- i)** The new Executive will ensure there is a World Council in place before the first AGM at which all Offices will be voted on again.
- j)** The Copyright Holder shall appoint the first Technical Committee and Technical Committee Chairman.
- k)** There shall be no membership fees due until after the first AGM before which the proposed method of funding shall be circulated and then voted on at the AGM.
 - (i)** The Copyright Holder shall fund the Association until the first AGM.
- l)** This Fomation clause shall be removed from this Constituion after the first AGM