



File: IRSA Constitution 2017.docx

IRSA Constitution

Status: Approved by the EC 2017-09-20

ABBREVIATIONS

DNM	Designated National Member of IRSA
EC	Executive Committee of IRSA
ICA	International Class Association
IRSA	International Radio Sailing Association
MNA	Member National Authority of WS
NCA	National Class Association
WS	World Sailing (previously ISAF, International Sailing Federation)

DEFINITIONS

The following words and phrases have these definitions in this Constitution.

Associate Membership	Membership granted to an ICA that has received IRSA Designation for its class.
Asynchronous	Where communications occur at widely different times.
Chair of the EC	The Chair of the EC, the Acting Chair of the EC, or an Officer acting as the Chair of the EC under delegated authority from the EC.
Chair	Chairperson, chairwoman, or chairman.
Commercial Interest	A commercial interest in radio sailing and related activities, if any, on the part of the person as well as those of any of their immediate family and/or their immediate relatives.
Designation	"International", "Recognised", or "Classic".
Electronic Communication	A means of exchanging information including but not limited to the World Wide Web, the Internet, e-mail, fax, message board, discussion forum, video conference, audio conference.
General Assembly	A formal Meeting of the Membership and Officers convened according to the Constitution.
Independent ICA	An ICA granted Associate or Provisional Membership.
IRSA Class	A class of boat which has received Designation.

Meeting	A gathering, either physical or virtual. Some virtual meetings may be conducted with synchronous communications and supported by a form of Electronic Communication such as video conferencing or audio conferencing. Other virtual meetings may be conducted with asynchronous communications and supported by a form of Electronic Communication such as e-mail or a discussion forum.
Member	A DNM, an Associate Member, or a Provisional Member.
Membership	The Members of IRSA.
Officer	A member of the EC. The definition excludes any member of an EC committee or sub-committee being defined as an Officer.
Provisional Membership	Membership granted to an ICA that has yet to receive IRSA Designation for its class.
Secretary	The Secretary of the EC, the Acting Secretary of the EC, or an Officer acting as the Secretary under delegated authority from the EC.
Signed by a Senior Officer	If an Electronic Communication, received from a registered e-mail address as per IRSA Regulations with text properly identifying an appropriate author.
shall/may	In this Constitution, the word "shall" specifies a mandatory action or procedure, while the word "may" is permissive.

1 NAME

- 1.1 The name of the Association is INTERNATIONAL RADIO SAILING ASSOCIATION (IRSA).

2 OBJECTS

- 2.1 The objects of IRSA shall be to develop the sport of radio sailing throughout the world. IRSA is recognized by WS as an affiliate member.
- 2.2 Without limiting the generality of the foregoing, IRSA shall be the authority for:
- (i) The promotion and encouragement of designing, building, and racing radio sailing boats;
 - (ii) The granting and withdrawal of IRSA Class Designation and the supervision of IRSA Classes, including the Class Rules and measurement procedures;
 - (iii) The organisation, licensing, and sanctioning of World Championships authorized under WS Regulation 25.3, and Continental and Regional Championships, for all IRSA Classes;
 - (iv) The provision of input to WS on the Appendix for Radio Sailing of the WS Racing Rules of Sailing.

3 ORGANISATION

- 3.1 IRSA shall consist of the Membership and the Officers.

4 LANGUAGE

- 4.1 The official language of IRSA is English.

5 MEMBERSHIP

5.1 The membership of IRSA shall comprise:

- (i) Designated National Members (DNMs). Designated National Membership may be granted to a WS MNA or to a national body representing all forms of Radio Sailing delegated by the MNA. The MNA has the right to terminate such delegation.
- (ii) Associate Members. Associate Membership may be granted to a Class Association that has received IRSA Designation for its class.
- (iii) Provisional Members. Provisional Membership may be granted to a Class Association that has applied for, but has not yet received, IRSA Designation for its class.

5.2 Application for Membership shall be made to the Executive Committee. Election to Membership shall be by resolution of the Executive Committee, which shall take into consideration the requirements of Article 5.1 and the constitution of the body making the application.

5.3 The Executive Committee may, by a resolution supported by two thirds of the votes cast, cancel the Membership of any Member at any time but such Member may request that the General Assembly shall review such cancellation on the ground that the Executive Committee acted in error. The decision of the Executive Committee may be overturned if a simple majority of the votes cast in the General Assembly support the Member.

5.4 Any Member wishing to retire from IRSA shall give notice of its intention to retire on or before December 31st.

5.5 It shall be the obligation of Members:

- (i) To uphold the objects of IRSA and WS.
- (ii) When acting as host for a World or Continental Championship, to ensure that there shall be no discrimination on grounds of race, religion, or political affiliation against any competitor representing a Member.
- (iii) To prevent improper use or abuse of terms such as World, Continental, or International which properly relate to activities authorised and recognised by IRSA.
- (iv) It shall be a continuing obligation of Membership that a DNM, if a delegated national body, shall maintain its affiliation with the MNA and be recognised by its MNA as the sole body representing Radio Sailing in its country.

5.6 Each Member shall pay an annual subscription in accordance with the subscription group determined by the Executive Committee. The General Assembly shall set the annual subscriptions. The Executive Committee may waive the annual subscription for any year should they so deem to be expedient. The Executive Committee may increase annual subscriptions by not more than 10 (ten) percent between General Assemblies.

Subscriptions become due on January 1st. New Members joining after September 30th shall be entitled to Membership to December 31st of the following year.

The subscription shall be remitted in the currency set by the Executive Committee from time to time, and shall be the net amount free from any bank, conversion and/or transfer charges or costs.

5.7 No Member shall, in any year when its subscription remains unpaid by March 1st, be entitled to:

- (i) any of the privileges of Membership,

- (ii) be represented at any General Assembly,
- (iii) enter in any IRSA events or events organized by any duly constituted ICA, until its subscription and all arrears (if any) have been paid.

5.8 No Member shall, when it has failed to pay any fees or levies due from hosting a World or Continental Championship one month after the conclusion of the event, be entitled to any rights as set out in Article 5.7 until the arrears are paid.

6 GENERAL ASSEMBLY

6.1 The business of the General Assembly shall be conducted by a Meeting.

6.2 The following may participate in a General Assembly:

- (i) Officers
- (ii) Representatives of WS
- (iii) A Representative of each DNM
- (iv) A Representative of each Associate Member
- (v) An Observer from each Provisional Member.

6.3 The representative of a DNM shall be member of the DNM and a national or a resident of the country concerned.

6.4 A Member shall give written notice of its appointed representative, or of the proxy appointed to vote on its behalf, to the Secretary prior to the appointed time for the start of the General Assembly. The written notice shall be signed by a Senior Officer of the Member.

6.5 A General Assembly shall be held every two years and not later than 30th April at a date nominated by the Executive Committee.

6.6 The Agenda for a General Assembly shall include the following items:

- (i) Review of the minutes of the last General Assembly, subject to the requirements of Article 6.13.
- (ii) Matters arising therefrom.
- (iii) To receive the Officers' Reports.
At every second General Assembly, the agenda shall in addition include the following item:
To receive the report, for each IRSA Class, of the EC review of that class.
- (iv) To receive the Accounts.
- (v) To set the Subscriptions.
- (vi) Motions and amendments.
- (vii) To receive a report of changes to the Regulations (if any).
- (viii) Any other urgent business at the discretion of the Chair.
- (ix) Election of the Officers set out in Article 7.1.

6.7 A General Assembly shall be chaired by the Chair or Vice Chair or in the absence of both, a member chosen by the General Assembly.

6.8 Notice of the General Assembly, inviting the submission of motions (and inviting nominations for the Executive Committee) shall be sent to the Membership not later than 20 (twenty) weeks prior to the date of the General Assembly.

- 6.9 Motions for a General Assembly shall be signed by a Senior Officer of a Member and shall reach the Secretary not later than 12 (twelve) weeks prior to the General Assembly. All motions shall be sent to the Membership within the following 2 (two) weeks.
- 6.10 Any amendments to the motions shall reach the Secretary not later than 6 (six) weeks prior to the General Assembly and shall be included in the Agenda subject to being seconded by a DNM.
- 6.11 The Agenda shall be sent to the Membership and the Executive Committee not later than 4 (four) weeks prior to the General Assembly
- 6.12 Motions and amendments may be accepted at a General Assembly provided that all appointed representatives of Members participating consider them to be urgent.
- 6.13 The Minutes of the General Assembly shall be sent to the Membership within 8 (eight) weeks of the completion of the General Assembly. Members shall have a period of 4 (four) weeks to comment on or approve the Minutes, which shall be subject to review at the next General Assembly.
- 6.14 In a General Assembly, each DNM shall be entitled to one vote. Associate Members may only vote on matters directly related to their class. Except if an appointed DNM representative and/or proxy, Officers shall have no vote. Representatives of WS and Observers shall have no vote.
- 6.15 Decisions of the General Assembly shall be taken by a simple majority of the votes cast, except for the amendment of this Constitution (Article 10).
- 6.16 An equality of votes will result in the status quo remaining, except for votes relating to elections of Officers, which shall be resolved by the toss of a coin.

7 EXECUTIVE COMMITTEE

- 7.1 The Executive Committee shall consist of the Officers who are:
 - (i) The Chair of the EC
 - (ii) The Vice Chair of the EC
 - (iii) The Secretary
 - (iv) The Treasurer
 - (v) The Chair of the Racing Rules Committee.
 - (vi) The Chair of the Technical Committee.
 - (vii) The Chair of the Events Committee.
 - (viii) The Publicity Officer.
 - (ix) The Chairs of the Class Committees of IRSA Classes where the class does not have an Independent ICA.
- 7.2 The Officers shall retire at each General Assembly. Officers shall be eligible for re-election except that no individual shall be eligible for nomination as a candidate for election to one of the positions listed in Article 7.1 if they have held that position for the immediate preceding continuous period of eight years or more.
- 7.3 Any individual, in good standing with their DNM, is eligible to be nominated for the Executive Committee by any DNM.
- 7.4 Nominations for Officers of the Executive Committee shall be signed by a Senior Officer of a DNM. Nominations shall reach the Secretary no later than 8 (eight) weeks prior to the General Assembly.

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- 7.5 Nominations to the Executive Committee shall be accompanied by a 'Statement of Commercial Interest'. The nominee shall sign the statement and the information contained therein will be published. If during the period of tenure there is a change in the Commercial Interest of an Officer he/she shall forthwith declare the change.
 - 7.6 Individuals nominated for the Executive Committee shall confirm that they are able to participate in Electronic Communication.
 - 7.7 The Executive Committee shall manage the affairs of the Association in accordance with this Constitution and shall take such steps as it shall deem expedient in the interest of the Association.
 - 7.8 The Executive Committee shall apply the funds of the Association for its Objects or for such other purpose as it shall deem expedient in the interests of the Association.
 - 7.9 Directives and decisions made by the Executive Committee shall be binding on all Members. Except for directives and decisions as in Articles 2.2 and 8.3, the next General Assembly may amend Executive Committee directives and decisions.
 - 7.10 The Secretary shall convene a meeting of the Executive Committee on the instruction of the Chair or, if requested to do so, by any five members of the Executive Committee.
 - 7.11 Where the Chair or in his absence the Vice Chair, decides that an item of business is urgent he may authorise that such business is conducted by telephone and/or electronic mail. A time scale for replies shall be set consistent with the urgency of the matter.
 - 7.12 The Executive Committee shall cause proper books of account to be kept for all income and expenditure and all dealings with the assets of the Association and shall receive and circulate to Members, and WS if required, an Annual Statement of Income and Expenditure. The Statement of Account shall be signed by the Treasurer, the Chair and one of the signatories to an Association bank account. The financial year shall end on December 31st.
 - 7.13 Executive Committee approval shall be given prior to any financial commitment being made.
 - 7.14 The Executive Committee shall authorise a minimum of two signatories to operate on Association bank accounts. Payments and withdrawals may be made either by cheque or electronic transfer, with one bank account signatory required to process the transaction.
 - 7.15 Five members of the Executive Committee shall form a quorum for the conduct of business. In the event that there is no quorum the meeting should be reconvened within 2 (two) weeks of the original date.
 - 7.16 The Executive Committee may authorise Technical Advisers from ICAs to take part in meetings but they shall only be entitled to vote on matters pertaining directly to the class they represent.
 - 7.17 Associate Members may elect from within their membership a representative to take part in Executive Committee meetings so far as the matter under consideration in the EC meeting pertains to their class.
 - 7.18 The Executive Committee shall have the power to make Regulations to carry out the purposes of the Constitution and/or amend any existing Regulations. Such Regulations shall not be in conflict with the Constitution and shall be reported to and reviewed by the General Assembly.
 - 7.19 The Executive Committee may submit motions to the General Assembly.
 - 7.20 The Executive Committee may grant and withdraw International, Recognised, and Classic Class Designation.
 - 7.21 The minutes of all meetings of the Executive Committee shall be distributed to the Membership and the Executive Committee.

- 7.22 Where a vote is taken, decisions of the Executive Committee shall be taken by a simple majority of votes cast, except for the purpose of Article 5.3. Voting may be carried out electronically. Each Officer shall be entitled to one vote. The Chair shall have a second or casting vote in the event of an equality of votes.
- 7.23 Any vacancy caused by an Officer standing down during his term of office, or by no nomination being received for an Officer by a General Assembly, may be filled by co-option by the Executive Committee. The Executive Committee shall notify the Membership that co-option is necessary and call for nominations. Before a replacement is co-opted 4 (four) weeks shall elapse after the Membership is notified.
- 7.24 Any person nominated for co-option shall comply with the requirements set out in Article 7.4 with respect to commercial interests.
- 7.25 Officers co-opted shall hold office until the next General Assembly following their co-option but shall be eligible for re-election subject to Article 7.2.

8 COMMITTEES ESTABLISHED BY THE EXECUTIVE COMMITTEE

- 8.1 The Executive Committee shall be empowered to establish such committees as it deems fit.
- 8.2 The Executive Committee shall have authority over all committees and may delegate to any committees so established such of its powers, duties, and responsibilities as it may think fit. The Chair of any committee shall be responsible for sending forthwith to the Secretary all decisions made following any such delegated authority.
- 8.3 The Executive Committee shall, at its first meeting following each General Assembly, always establish and appoint members to committees as follows:
- (i) Racing Rules Committee, which shall deal with matters relating to the Racing Rules of Sailing, and shall consult as appropriate with the Class Committees concerned.
 - (ii) Technical Committee, which shall deal with matters relating to Class Rules and Measurement, and as appropriate shall consult with the Class Committees concerned.
 - (iii) Events Committee, which shall deal with matters relating to Championship and other Events, and shall consult as appropriate with the Class Committees concerned.
 - (iv) IRSA Class Committees, established for each IRSA Class which does not have an independent ICA, which shall deal with matters relating to their class, in consultation as appropriate with the other committees.
- 8.4 Decisions of committees shall not be binding until ratified or amended, and may be rejected, by the Executive Committee with the exceptions stated in Article 8.5.
- 8.5 Interpretations of the racing rules issued by the Racing Rules Committee and interpretations of Class Rules issued by the Technical Committee shall be binding while awaiting ratification or amendment by the Executive Committee, and shall cease to be binding if rejected by the Executive Committee.
- 8.6 When voting, a decision of a committee shall be taken by a simple majority of votes cast. The committee Chair shall have a second or casting vote in the event of equality of votes.

9 IRSA INTERNATIONAL CLASS ASSOCIATIONS

- 9.1 The government of an IRSA Class may be delegated to an Independent ICA which shall be responsible for implementing the objects and decisions of IRSA as they affect its class and shall establish national class associations affiliated to DNMs or directly affiliated to MNAs where there is no DNM.
- 9.2 One representative of each Independent ICA may participate on behalf of their class at General Assemblies.

10 AMENDMENT TO THE CONSTITUTION

- 10.1 The Constitution may be amended only:
- (i) by a resolution of the General Assembly, or
 - (ii) in exceptional circumstances a vote of the DNM Members requested by the Executive Committee, conducted by post or by Electronic Communication,
 - (iii) with a two thirds majority of the votes cast.
- 10.2 The amended Constitution shall be subject to the approval of WS.

11 LIMITATIONS

- 11.1 In the execution of their powers and duties under this Constitution and the provisions of the Regulations no Officer or other committee member of the International Radio Sailing Association shall be liable for any loss of Members or former Members or of the assets of IRSA by reason of mistake or omission made in good faith by him/her or any other Officer or committee member of the Executive Committee and committees appointed by the Executive Committee, or for any other matter other than wilful and individual wrongdoing omission or fraud on the part of the person who is sought to be made liable.

12 DISSOLUTION

- 12.1 IRSA shall not be dissolved while there remains a minimum of five fully paid up Members. On dissolution, the assets of IRSA shall be distributed in equal parts to the remaining Members after the payment of all outstanding amounts.

13 PROPER LAW AND JURISDICTION

- 13.1 The proper law of the International Radio Sailing Association and the Executive Committee shall be English law and this Constitution shall be construed, take effect and be enforced accordingly.
- 13.2 The decision of a General Assembly shall be final, subject to the judgement of a court of proper jurisdiction in the circumstances applying English law as provided in Article 11 LIMITATIONS.

Adopted by the Membership XXXX 2017