



# X-41 ONE DESIGN CLASS ASSOCIATION

## INTERNATIONAL CONSTITUTION

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### **1 NAME**

- 1.1 The name of the Association shall be the X-41 One Design Class Association.

### **2 OBJECTS**

- 2.1 The objects of the association are:

- (a) To promote and develop the X-41 One Design Class racing under uniform rules throughout the world.
- (b) To provide a structure for class management and for the exchange of information among X-41 sailors to enhance the enjoyment of these sailboats.

- 2.2 In furtherance of other events with international participation the X-41 One Design Class Association will:

- (a) Encourage the formation of National X-41 One Design Class Associations in all countries where boats are raced to help develop international competition within its country.
- (b) Ensure that World Championships are held in appropriate locations and to proper standards, and shall oversee such events.
- (c) Approve other events of international impact on the X-41 One Design Class and ensure they are held to proper standards.
- (d) Promulgate and review the class rules in association with COPYRIGHT HOLDER.
- (e) Wherever applicable the National Class Association is subject to the regulations of the ISAF, and the X-41 One Design Class Rules and will endeavor to carry out and respect the same.

### **3 MEMBERSHIP**

All X-41 owners are required to be member of the X-41 Class Association to take part in class regattas. Either as an individual member or a member through a National Class Association

- 3.1 National Class Association Members

Any country may, upon application to the Chairman of the International Board, be granted a charter as a National Class Association provided it satisfies the following requirements of membership to the International Board:

- (a) that it has formed a duly constituted National Class Association, recognized where appropriate by its ISAF Member National Authority;
- (b) that there are not less than (4) four X-41s registered in that country;
- (c) that it has a duly elected committee, including such officers as it shall determine necessary and requisite and,
- (d) National Class Association shall set their own membership fee but this shall include the X-41 International Class Association fee that shall be forwarded to the treasurer of the International Board.

3.2 Individual Members

In a country where no National Class Association exists and owners wish to compete in international X-41 events, the owner can apply to the International Board for membership.

**4 NATIONAL CLASS ASSOCIATIONS**

- 4.1 Each application to the Chairman of the Board of the International Association for a charter shall include a copy of their National Class Association Rules, together with a current list of the members of the National Class Association.
- 4.2 The National Association shall appoint one (1) representative for the International Board. The International Board representative shall be the only official channel of communication with the International Association and his address will be the official address of that National Class Association until the International Association Secretariat is advised, in writing, by that National Class Association of any change of Council member and or address.
- 4.3 The members of the International Board 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 GOVERNANCE**

- 5.1 The International X-41 One Design Class Association shall be governed by: X-Yachts A/S (Copyright Holder) until not less than four (4) National Class Associations with not less than six (6) X-41s per country are established. Hereafter article 5.2 shall prevail.
- 5.2. The International X-41 One Design Class Association shall be governed by the International Board of X-41 One Design Class and X-Yachts A/S in accordance with:
  - (a) the provisions of this Constitution and any Regulations passed under this Constitution.

**6. HEADQUARTERS AND OFFICIAL LANGUAGE**

- 6.1 The official address of the International Association shall be the address of X-Yachts A/S until article 5.2 becomes effective. Hereafter the official address of the International Association shall be the address of the Chairman of the International Board.

6.2 The official language of the Association is English and in case of dispute over translation the English text shall prevail.

**7. MEMBERSHIP**

7.1 The members of the International Association shall be every recognized National X-41 Class Associations.

7.2 The members shall be bound by this Constitution, and any properly made amendments thereto.

**8. MANAGEMENT**

8.1 The International Board is responsible for the day-to-day management and administration of the affairs, activities and property of the Association in accordance with the objects of the Association.

8.2 The International Board may delegate to any one or more of its number such powers and duties as it shall determine.

**9. INTERNATIONAL BOARD**

9.1 The X-41 One Design Class International Board shall consist of:

(a) One (1) Chairman who will be the Board Member from the country in which the World Championship will be held that year.

(b) One (1) X-41 One Design representative from each of the National Associations

(c) One (1) Secretary/Treasurer who shall serve the International Board. (appointed by X-Yachts for 2007)

(d) Two Manufacture Representative

(e) Chairman of the Technical Committee

9.2 The International Secretary/Treasurer shall be appointed by the International Board, and need not be a member of a X-41 class association. If the International Secretary is not a representative of a National Authority she/he shall not be entitled to vote.

9.3 The Secretary/Treasurer shall:

(a) carry out the duties imposed by this Constitution;

(b) carry out all tasks as reasonably required by the International Board such as but not limited to administration of the Association's activities;

(c) keep minutes of meetings and give notice to members of meetings. The Secretary/Treasurer will communicate the decisions of the International Board to the members and such other persons as the International Board shall direct;

(d) control the funds of the International Association and shall make disbursements authorized by the International Board. The Treasurer shall present a budget for the coming year at the Annual General Meeting;

(e) register and control the sail stickers.

**10. INTERNATIONAL BOARD MEETINGS**

10.1 Every year an International Board Meeting shall be held on such occasions and at such place as shall be appropriate to efficiently carry out the business of the Association and as:

(a) are called by the Chairman; or

(b) as decided by a previous meeting of the International Board.

10.2 At least four weeks written notice shall be given by the Secretary to the Members of the Annual or any Special International Board Meeting together with a copy of the agenda for the meeting and of any resolutions which have been provided.

Meetings may be held by teleconference or e-mail.

- 10.3 The Chairman shall chair all meetings at which he is present. In his absence, the members present shall elect from amongst themselves a chairman.
- 10.4 A Special International Board Meeting shall be called by the Secretary:
- (a) On resolution of the International Board

## **11. VOTING RIGHTS**

- 11.1 Each National Association shall have two (2) votes plus one (1) vote per each fifteen (15) yachts registered, rounded to the nearest integer multiple of 15; X-Yachts shall have the average of the current votes of all the National Associations, rounded to the nearest integer number.
- 11.2 A Special Resolution and any changes to the Constitution or the Class Rules shall require for passage that 75% or more of the votes cast are in favour of adoption.

## **12. TECHNICAL COMMITTEE**

- 12.1 The International Association will appoint a Technical Committee consisting of:
- (a) Class Chief Measurer (appointed by the International Board)
  - (b) X-Yachts International Board member
  - (c) X-Yachts technical representative
  - (d) Chairman of International Board
- 12.2 The function of the Technical Committee is
- (f) To maintain the X-41 class rules in co-operation with the manufactures.
  - (g) To formally approve any reasonable changes to the building specification proposed by the builder.
  - (h) To advise the International Association on any technical matters relevant to the Class.
  - (i) In conjunction with the Technical Department of the ISAF, to ensure that the One Design control of the Class is properly exercised by the builders and suppliers. And that the degree of owner modification is restricted and monitored.
  - (j) To investigate any query by a boat owner regarding the one design or specification of this boat, and to report to the International Association.
  - (k) To consult with the COPYRIGHT HOLDER on any development of the boat or equipment deemed to be desirable as a result of sailing experience.
  - (l) To ensure that the boats used in World and National Championships and major regattas as a One Design Class comply with the Class Rules.
  - (m) The Technical Committee present at International events shall consist of not less than one Board Members and one Technical Committee member.
  - (n) In the event of a dispute over the Class Rules the matter shall be forwarded to the International Class Association which will appoint a Technical Committee to consider any dispute in consultation with the ISAF.
  - (o) For international events the Technical Committee must be appointed by the International Board prior to the event.
- 12.3 National Class Associations may not alter the Class Rules without approval of the International Board.

## **13. FINANCIAL MATTERS OF THE INTERNATIONAL CLASS ASSOCIATION:**

- 13.1 The International Association shall be funded by:
- (a) Subscriptions from National Class Associations for the class association members from within there area.
  - (b) Subscriptions from Individual Class Associations members.

- 13.2 The Association's subscription years shall run from 1 January to 31 December.
- 13.3 The amount to be paid as subscriptions to the International X-41 One Design Class Association shall be decided by the International Board.
- 13.4 All other fees, such as those for approval of events, professional or other, or for services provided at events, shall be decided by the International Board.

**14 EXPENSES**

- 14.1 A budget for expenses shall be agreed each year by the International Board, and expenses shall be reported under a separate heading in the Annual Accounts.
- 14.2 The reasonable expenses of the Officers and other members of the International Board 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 International Board.

**15 ACCOUNTS**

- 15.1 The International Board shall cause annual accounts to be prepared for each year which truly and fairly show the Association's capital and its income and expenditure.
- 15.2 The fiscal period of the International Class Association shall be 1 January to 31 December each year unless changed by resolution of the International Board.
- 15.3 A copy of the accounts for the latest complete fiscal period shall be sent by the Secretary/Treasurer to each member National Associations with the notice of the Annual Meeting of the International Class Association.

**16 AMENDMENTS**

- 16.1 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 an International Board meeting pursuant to the terms and conditions of this Constitution and ISAF.

**17 LIMITATIONS**

- 17.1 The Officers and International Board Members shall not be obliged to do any of things required of them by these rules if the International Class Association 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.
- 17.2 In the execution of their powers and duties under this constitution no officer or other member of the International Board shall be liable for any loss to any of the members or former members of the International Association by reason of any mistake or omission made in good faith by him or any other officer or member of the International Board 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.