

RS AERO UK CLASS ASSOCIATION CONSTITUTION

DEFINITIONS

For the purposes of this Constitution:

“**RS Aero**” means the una rigged sailboat of approx 4 metres in length designed by Jo Richards and RS Sailing in 2014

“**International Class Association**” means RS Aero International Class Association

“**National Class Association**” means the RS Aero UK Class Association that has been granted a charter by the International Association

“**Copyright Holder**” means the owner of the copyright to the RS Aero sailboat

“**Licensed Builder**” means the entity holding the current license from the Copyright Holder to build and sell the RS Aero sailboat

“**Class Rules**” means the Class Rules adopted and administered by the RS Aero International Class Association.

1 NAME

1.1 The name of the Association shall be the "RS Aero UK Class Association".

2 OBJECTS

2.1 The objects of the association are:

- (a) To promote and develop RS Aero class activity under uniform rules throughout the UK.
- (b) To provide a structure for class management and for the exchange of information among UK RS Aero sailors to enhance the enjoyment of these sailboats.

2.2 In furtherance of other events with UK participation the RS Aero Class Association will:

- (b) Ensure that UK National Championships are held in appropriate locations and to proper standards, and shall oversee such events.

- (c) Approve other events of UK national impact on the RS Aero Class and ensure they are held to proper standards.
- (d) Promulgate and review the Class Rules in association with the Technical Officer of the International Class Association World Council.

3 MEMBERSHIP & VOTING RIGHTS

- 3.1 Individuals shall be entitled to apply to the National Class Association for membership under one of the following categories:
 - Full membership
 - Block membership – considered where an organization owns several RS Aeros for use by a number of individuals. Also open to families (2 adults and children under the age of 20 living at the same address) – the names of all family members and children’s dates of birth will be required
 - Honorary membership
- 3.2 Each Full member, Block member and Honorary member shall be entitled to one vote at a General Meeting of the National Class Association or in an electronic / postal ballot. In the case of Block membership, one vote holder per boat owned shall be specified on joining or renewing membership.
- 3.3 Every member in good standing of the 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.
- 3.4 The National Class Association shall supply to the International Class Association details of its members on a regular basis, as from time to time defined by the International Class Association.
- 3.5 Members of the National Class Association shall be bound by the rules of the National Class Association and International Class Association.
- 3.6 Members entering an RS Aero Class race, or a race that includes the RS Aero Class, shall be bound by the Class Rules.

4 ELIGIBILITY

- 4.1 Only members of an RS Aero National Class Association shall be eligible to enter events organised or sanctioned by a National Class Association.
- 4.2 Only members of the International Class Association, which includes members of the National Class Association subject to the provisions of clause 3.3 above, shall be eligible to enter events organised or sanctioned by the International Class Association.

5 GOVERNANCE

- 5.1 The National Class Association shall be managed and administered on an ongoing basis by its Management Committee in accordance with:
- (a) the provisions of this Constitution and any Regulations passed under this Constitution,
 - (b) any policies for the operation of the Association determined by the International Class Association's World Council,
 - (c) or any directives or guidelines established by the World Council.
- 5.2 The making of payments and receiving of monies shall be validly evidenced only by the signature of the Chairman, Financial Officer or their Deputies as appointed by the Management Committee.

6 THE MANAGEMENT COMMITTEE

- 6.1 The Management Committee shall consist of the following:
- (a) Chairman
 - (b) Class Manager
 - (c) Financial Officer
 - (d) Technical Officer
 - (e) 2 Members
 - (f) A representative of the Licensed Builder
- 6.2 Each member of the Management Committee shall have only one vote except that the Chairman or acting chairman shall have a casting vote in the event of a tie vote.
- 6.3 The members of the Management Committee, except the Builders Representative, shall be elected for a term of two years at an Annual General Meeting of the National Class Association, from nominations received by the Class Manager from members at least one week prior to the meeting. Any retiring officer shall be eligible for re-election provided that he has not served more than eight consecutive years in that office.
- 6.4 In the event that vacancies shall occur on the Committee between Annual General Meetings of the National Class Association,
- (a) In the event that a vacancy occurs in the posts of Chairman or Financial Officer the remaining members of the Management Committee shall forthwith appoint one of their number or a person co-opted in accordance with (b) to fill the vacancy and the remaining members of the Committee may, but shall not be obliged to, co-opt such member or members as they shall consider fit to fill any vacancy.

(b) Members so co-opted or appointed shall remain in office until the next AGM of the National Class Association.

6.5 A Class Manager may be employed by the Management Committee at such times and on terms and conditions determined by it.

6.6 In the event of the absence or vacancy of the position of Class Manager one of the Management Committee shall fulfill all the obligations and duties of the Class Manager.

7 MANAGEMENT COMMITTEE MEETINGS

7.1 Management Committee meetings shall be held on such occasions and at such places as are either called by the Chairman or decided by previous meetings of the committee.

7.2 The Class Manager shall give at least 2 weeks notice of such meetings, unless 75% of the voting members of the committee give their prior consent to a reduced notice period.

7.3 4 voting members of the Committee shall form a quorum.

7.4 The Chairman shall chair all meetings at which he is present. At meetings where the Chairman is not present the meeting shall elect a chairman from among themselves.

7.5 Resolutions at Management 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.

7.6 The Management Committee is authorised to utilise for meetings telephonic or internet communications providing all participants can hear and participate in all communications.

7.7 The Management 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.

8 GENERAL MEETINGS OF THE NATIONAL CLASS ASSOCIATION

8.1 An Annual General Meeting of the National Class Association shall be held annually in such place and time as the Management Committee may consider most convenient to the majority of the members. This meeting shall:

(a) Receive the result of postal ballots.

- (b) Receive from the Management 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.
 - (c) Receive and decide on resolutions submitted in accordance with 7.4.
- 8.2 A Special General meeting of the National Class Association shall be called by the Chairman or Class Manager upon receipt by the Class Manager of a written request, signed by not fewer than fifteen members of the National Class Association.
- 8.3 At least six weeks written notice shall be given to members of any General Meeting.
- 8.4 At any General Meeting decisions shall be limited to matters on the agenda and shall be carried by a majority vote of National Class Association members present. Voting shall be by show of hands, unless a poll is demanded by not less than three of the members present. At any meeting the Chairman shall have a casting vote. The secretary of the meeting or the Class Manager shall be responsible for circulating all members with the result of any voting.

9 ONE-DESIGN PROTECTION OF THE RS AERO CLASS

- 9.1 The Copyright Holder and Licensed Builder have provided the original RS Aero Class Rules, which shall at all times remain the property of the Copyright Holder and Licensed Builder. The International Class Association has adopted and administers the Class Rules.
- 9.2 The National Class Association may make recommendations to the International Class Association for changes to be made to the Class Rules.
- 9.3 The Copyright Holder and Licensed Builder have the right of veto to proposals for changes to the Class Rules.

10 FINANCIAL MATTERS OF THE NATIONAL CLASS ASSOCIATION:

- 10.1 The National Class Association shall be funded by:
 - (a) Fees payable by members.
 - (b) A share of the Entrance Fees to events negotiated between the Management Committee and the Organisers of the event.
 - (c) Sponsorship, television rights and any other revenue negotiated and accepted by the Management Committee.
 - (d) Contribution from the International Class Association if applicable.
- 10.2 The Association's subscription years shall run from 1 January to 31 December.

- 10.4 Member National Class Associations may be required to pay a fee to the International Class Association for each paid up member of their Association. These fees shall be payable at the end of each quarter in respect of their membership fees received in that quarter. The amount of the fee shall be decided by the International Class Association World Council.

11 EXPENSES

- 11.1 A budget for expenses shall be agreed each year by the Management Committee, and expenses shall be reported under a separate heading in the Annual Accounts.
- 11.2. The reasonable expenses of the Officers and other members of the Management Committee in complying with their obligations and exercising their powers under these rules may be payable out of the funds of the National Class Association on application to the Management Committee.

12 ACCOUNTS

- 12.1 The Management Committee shall cause annual accounts to be prepared for each year which truly and fairly show the Association's capital and its income and expenditure.
- 12.2 The fiscal period of the National Class Association shall be 1 January to 31 December each year unless changed by resolution of the Management Committee.
- 12.3 A copy of the accounts for the latest complete fiscal period shall be sent by the Class Manager to each member National Class Association with the notice of the Annual General Meeting of the National Class Association.

13 NOTICE

- 13.1 Where under this Constitution the Class Manager 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:
- (a) If it is given by post it shall be deemed to have been given on the 7th day after the Class Manager 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;
 - (b) If it is given by written electronic communication it shall be deemed to have been given 24 hours after the Class Manager has successfully

dispatched the written electronic communication whereto or not is shall in fact have been received by the person or body concerned within that time or at all.

- (c) Provided that the Class Manager 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.

13.2 The Class Manager shall keep a register of such notices, which shall include evidence that the notice has been sent.

14 SUSPENSION AND REMOVAL FROM MEMBERSHIP

14.1 A member, or individual of a National Class Association, may be suspended from membership by the Management Committee only after a hearing protecting his rights to due process including a mutual exchange of evidence prior to the hearing.

14.2 A member may be suspended for the following:

- (a) Committing an unlawful act in relation to the Association or one of its members, or
- (b) For any unsportsmanlike conduct contrary to the interest of the members of the association, or
- (c) For intentional violation of Class Rules.

14.3 A member shall not be entitled to any return of any or any part of his subscription in respect of any period for which he shall be suspended or removed from membership.

15 AMENDMENTS

15.1 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 a General Meeting pursuant to the terms and conditions of this Constitution.

16 LIMITATIONS

16.1 The Management Committee shall not be obliged to do any of the things required of them by these rules if the National 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.

16.2 In the execution of their powers and duties under this constitution no officer or members of the Management Committee shall be liable for any loss to any of

the members or former members of the National Class Association or to the assets of the National Class Association by reason of any mistake or omission made in good faith by him or any other officer or member of the Management 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.

17 PROPER LAW AND JURISDICTION

- 17.1 The proper law of the RS Aero National Class Association shall be English law and this Constitution shall be construed, take effect and be enforced accordingly.
- 17.2 The decision of the Management Committee shall be final in matters of the management of the National Class Association and only if the actions or decisions of the Management Committee are disputed formally in writing by any member or group of members of the National Class Association the decision shall be subject to the judgement of a court of proper jurisdiction in the circumstances applying English law as provided in Article 17.1.