

THE CONSTITUTION OF THE RS:One CLASS ASSOCIATION



1 December 2010

The logo for RS:One, featuring the letters 'RS' in a bold, italicized, outlined font, followed by a colon and the word 'One' in a similar italicized, outlined font.

1. Name

1.1. The name of the Association shall be "The RS:One Class Association" (the Association)

2. Insignia

2.1. The emblem of the Association shall be: *RS:One*

3. Objects

3.1. The object of the Association shall be

3.1.1 to promote, develop and govern the RS:One Class (the Class) throughout the world

3.1.2 to maintain the one-design character of the Class

3.1.3 to co-ordinate and manage the affairs of the Class

3.1.4 to encourage and co-ordinate national and international competition in the Class

4. Organisation

4.1. The headquarters of the Association shall be determined by the Executive Committee from time to time and shall be the most suitable to meet the requirements of the President. The location shall be established as permanently as possible.

4.2. The official language of the Association shall be English

4.3. The Association has jurisdiction over the use of all property of the Association

4.4. The law governing the Association constitution shall be the law of Hong-Kong, excluding the choice of law principles of that jurisdiction.

5. Jurisdiction

5.1. This Constitution, the Class Rules and the Class Championship Rules are binding upon all members.

5.2. Each member of the Class agrees to be governed by this Constitution and the Class and Class Championship Rules, in respect of all issues concerning the Association.

6. Association Responsibilities

6.1. The Association shall be responsible for arranging World, Continental and National Championships but may delegate their organization.

6.1.1 The Championship Notice of Race shall state that the owner of each board taking part in an international event shall be Full Members in good standing of the Association.

6.1.2 All international RS:One events shall be conducted under the ISAF Racing Rules of Sailing and the Class and Class Championship Rules current at that time.

6.2. Recommendations shall be made to the ISAF on the following:

6.2.1 control of the one-design characteristics and quality of the RS:One

6.2.2 on all relevant matters concerning the class

6.3. The funds of the Association shall be kept in the manner specified by the Executive Committee and in particular payments from Association funds shall be approved by the Treasurer and President, or by two Officers or Committee Members designated by the President.

6.4. The international Association shall not be liable for any debts contracted by its National class associations, its officers or individual members other than expenditures duly authorized by it.

7. Membership

7.1. Full Membership may be granted to those National RS:One Class Associations or National Windsurfing Associations controlling the class activity in a country, and recognized as such by the ISAF Member National Authority for that country.

7.2. Full Membership may, alternatively, be granted to an ISAF Member National Authority in a country where no class association, recognized by that MNA exists.

7.3. Full members shall issue their national members with membership cards stating that they have paid their national class fees and are in good standing. Sailors may be required to show these on registration for international events

7.4. Individual membership will be granted to sailors where no member national class association or ISAF Member National Authority exists

7.5. Full and individual Membership applications shall be made to the Executive Committee who shall not unreasonably withhold approval.

7.6. Honorary Life Membership shall be open to those elected in accordance with Paragraph 10.

8. Association Subscriptions

8.1. Association subscriptions shall be

8.1.1 fixed by the Executive Committee, which shall establish the dues each year for Full Membership and Individual Membership.

8.1.2 due and payable annually on the 1st January

8.1.3 calculated in Euros

8.2. The annual full membership dues shall be based on the size of national membership.

8.3. A member is not in good standing and shall not be entitled to the privileges of membership until his subscription is paid in full.

8.4. A member joining after 30th September in any year and paying his subscription for that year shall not be required to pay any subscription the following year

8.5 No subscription shall be payable by Honorary Life Members.

9. Association Officers

9.3. The Officers of the Association shall be a President, one Vice-President, an Executive Secretary and a Treasurer.

9.3.1 President. The President is the Chairman of the Association. He shall preside at meetings and serve as chairman of the Executive Committee. he shall rule on procedure and jurisdiction, summaries decisions, and with the agreement of the Executive Committee, appoint special committees.

9.3.2 Vice-President. There shall be one Vice-President. The elected Vice-President shall perform the duties of the President in his absence.

9.3.3 Executive Secretary. The Executive Secretary shall be appointed by the Executive Committee and be the Chief Operating Officer who shall be responsible for running the day-to-day business of the association as well as ensuring that minutes of meetings are kept and supervising the Association's membership records.

9.3.4 Treasurer. The Treasurer is the custodian of the financial assets of the Association. He shall keep the Association's books, financial records, and securities, and shall place funds in a depository approved by Executive Committee. He shall disburse funds only as permitted in accordance with Paragraph 6.3.

9.3.5 The first Office Bearers of the Association shall be the persons whose names appear as the principal office-bearers in the application for registration of the Association under the Societies Ordinance dated 1st December 2010 and who shall hold office until the next annual general meeting of the Association. At such annual general meeting and thereafter at each annual general meeting the members shall elect from amongst themselves a President, Vice President, Secretary and Treasurer, who shall hold office from the conclusion of that meeting in accordance with paragraph 10.1.

9.3.6 In the event that one of the officers of the association dies, is expelled, suspended or resigns before the completion of his term, the Executive committee shall co-opt a replacement who shall fulfill the role until the next General Meeting at which time, there shall be a new nominee elected to the post. The term that the new officer shall serve will expire at the same time as the term of the officer who preceded him.

10. Elections and Election Procedure

10.1. Terms of Office

10.1.1 The President shall be elected for a term of four years and may serve only two such terms, whether consecutively or otherwise.

10.1.2 All other Association Officers and Executive Committee members, other than Honorary Life Members and the Executive Secretary, shall be elected for a term of two years and may serve four terms. After having served four such terms they shall be eligible for re-election after one year.

10.1.3 At the Annual General Meeting members shall have power to elect, as a mark of respect or of appreciation of exceptional past service to the Association, Honorary Life Members who shall hold office for the remainder of their life.

10.2. Eligibility

10.2.1 A candidate for office, other than Honorary Life Members, shall be a member of a national class association in good standing and be proposed by that Full Member when nominated.

10.2.2 If the NCA or MNA of any officer or committee member has not paid its subscription by 1st April, he shall cease to hold that office or committee membership and the Executive Secretary shall report that such is the case at the next Annual General Meeting.

10.3. Nominations

10.3.1 Nominations for any of the Officers or for Committee Members, other than Honorary Life Members, shall be

10.3.1.1 submitted to the Executive Secretary by email, fax, or post and supported by at least three Full Members, who shall sign the nomination paper or confirm by verifiable email

10.3.1.2 received by the Executive Secretary not later than 5 weeks before the date of the Annual General Meeting

10.3.1.3 accompanied by the written consent of the candidate confirming his or her willingness to stand for election

10.3.2 Nominations for a Honorary Life Member shall be

10.3.2.1 Proposed and seconded by 20 Full Members; and

10.3.2.2 Received in writing by the Executive Secretary not later than two weeks before the date of the Annual General Meeting

10.4. Election

10.4.1 Notices of Nominations and Election Ballots shall be placed on the Association website, and sent by email or post to full members 4 weeks before the date of the Annual General Meeting.

10.4.2 In the event that only one valid Nomination for the position of an Officer or Committee Member is received, the Nominee shall be declared elected by acclamation without a vote; otherwise, voting shall be open to all Full Members.

10.4.3 The voting period shall begin from 4 weeks before the date of the Annual General Meeting, and shall close 1 day before that date

10.4.4 Ballots shall be returned to the Executive Secretary in the manner and by the date specified in the ballot paper.

10.4.5 Non-receipt of notices or ballot papers by members, or of ballot papers by the Executive Secretary shall not invalidate the proceedings of the Annual General Meeting or the result of the ballot.

10.4.6 A nomination for the election of Officers and Committee Members other than Honorary Life Members shall be carried by a simple majority of the votes cast.

10.4.7 A nomination for the election of a Honorary Life Members shall be carried by an 80% majority of the votes cast.

11. Standing Committees

11.1. There shall be two standing committees, the Executive Committee and the Technical Committee

11.2. The powers of the Association shall be vested in and administered by the Executive Committee, which shall be the only body with power to make recommendations to the ISAF for changes in the class rules.

11.3. Any member of the Association may be invited to attend one or more of the Executive Committee meetings and to participate in discussions but may not vote.

11.4. Each Committee Member shall have one vote. Decisions shall be reached by a simple majority, and in the event of an equality of votes the Chairman of the meeting shall have an additional vote.

11.5. The Executive Committee shall consist of :

The President – Mr. Neil Pryde

The Vice President – Mr. Marc-Olivier Leconte

The Executive Secretary – Mr. Emmanuel Messiaen

The Treasurer – Mr. Peter Davies

A Manufacturer's Representative – nominated by Neil Pryde – Mr. Emmanuel Messiaen

Five Continental Representatives–If not otherwise represented on the Executive – to be voted

One Female Sailor – to be voted

One Male Sailor – to be voted

One Coach – to be voted

One Technical Committee member – Mr. Bas Edmond

the Honorary Life Members

11.6. The following Executive Committee members shall be elected in the following manner:

11.6.1 The Female Sailor, the Male Sailor and the Coach. The sailors of each category and the coaches participating at the World Championships shall meet in national groups representing each category/country and select one

of each group to cast one vote for one person of that category on the list of nominated candidates.

11.6.2 One representative of from each continent: If not otherwise represented on the Executive Committee, each continent has the right to elect a representative member. This member shall be elected by the full members of the RS:One class in that continent who shall advise the Executive Secretary of their duly elected member.

11.6.3 The Manufacturer's Representative and the ISAF Representative shall be nominated by their respective bodies and accepted by the Association.

11.6.4 One Technical committee member: shall be elected by the technical committee members

11.7. Executive committee Meetings

11.7.1 The Committee shall meet at least once a year.

11.7.2 Committee Meetings may be held in person, by conference call, or by electronic discussion.

11.7.3 Notice of the meeting shall be given by the Executive Secretary not less than fourteen days prior to the meeting. The notice shall include an agenda setting out the business to be considered at the meeting.

11.7.4 5 members shall form a quorum.

11.7.5 The elected, non-Officer members of the Executive Committee may appoint an alternate to attend Committee Meetings and vote in their absence.

11.8. The Executive Committee shall be responsible for the management of the Association and, without prejudice to the generality of the foregoing, shall have the following responsibilities:

11.8.1 Determine questions of policy.

11.8.2 Fill vacancies, including vacancies on the Executive Committee, except for those of the President and the Treasurer, the appointment to last until the next Annual General Meeting.

11.8.3 Alter or suspend in whole or in part the Class Championship Rules

11.8.4 Act upon any other matters not otherwise provided for by this Constitution

11.8.5 Suspend Full and/or individual members for cause and subject to the provisions of Rule 13.

11.8.6 Transact all the daily business of the Association.

11.8.7 Approve of depositories.

11.8.8 Act upon other administrative and procedural matters not otherwise provided for by the Association Rules or bye-laws

11.9. Individual Executive Committee member responsibilities

11.9.1 Elected committee members shall represent the views of the constituents who elected them and maintain open and frequent communication with them on the issues at hand.

11.10. The Technical Committee

11.10.1 There shall be a Technical Committee comprised of at least five members who shall be appointed by the Executive Committee from time to time.

11.10.2 The Technical Committee shall meet as and when required.

11.10.3 The Technical Committee shall review Class Rule and Championship Rule amendment proposals as well as sailing instructions and notices of race amendment proposals and shall accept, reject or amend any such proposal prior to any Ballot paper being prepared and in sufficient time to allow a Ballot to be taken.

12. General Meetings

12.1. Notices

12.1.1 Notice of any General Meeting, together with a copy of the Agenda, shall be sent by post or email to every full Member and shall be placed on the Association website, at least 8 weeks prior to the date of the meeting

12.1.2 Non-receipt of notices by full Members shall not invalidate the notice or the agenda of the Annual General Meeting.

12.2. The President or other chairman of a general meeting may permit any other new business he considers appropriate and an open discussion of current subjects of interest to the meeting, but no resolutions relating to the same shall be permitted unless properly proposed and seconded.

12.3. The chair may fix a time limit on speakers and debate at any General Meeting.

12.4. At any general meeting decisions shall be by simple majority of full members eligible to vote unless there is a specific provision to the contrary in this Constitution. In the event of an equality of votes, the chairman shall have a second or casting vote.

12.5. Voting shall be by show of hands of either each full member's nominated delegates, their nominated proxies or by the full member's vote cast by fax or e-mail. unless a poll is demanded by not fewer than three of the full members present. 10 individual members may nominate one delegate to vote on their behalf. He shall have one vote.

12.6. Annual General Meeting

12.6.1 An Annual General Meeting shall be held every year. The time and place of the Annual General Meeting shall be fixed by the Executive Committee and shall be held at a suitable international championship.

12.6.2 The chairman at the meeting shall be the President, or in his absence, a Vice President in accordance with Clause 10.1, or in their absence such other person, member of the Executive Committee, as the President shall nominate.

12.6.3 15 Full Members from three continents shall form a quorum.

12.6.4 The business of Annual General Meeting shall be:

12.6.4.1 Apologies

12.6.4.2 Approval of the Minutes of the last meeting

12.6.4.3 Presidents' Report

12.6.4.4 Continental Representatives' Reports

12.6.4.5 Treasurer's Report

12.6.4.6 To hear the result of any Ballot

12.6.4.7 Consideration of motions properly proposed

12.6.4.8 Election of Auditor(s)

12.6.4.9 Election of Honorary Life Members

12.6.4.10 Retirement of outgoing Officers and Committee Members

12.6.5 Any motions other than those set out in 12.6.4 shall be sent in writing signed by the proposer and seconder (both being Full Members of the Association) to the Executive Secretary so as to be received by him at least 5 weeks prior to the date of the meeting.

The chairman and the Executive Secretary may propose submissions without a seconder.

12.6.6 The Officers and Committee Members elected at this meeting shall have full powers from the Annual General Meeting when the incumbent Officers and Committee Members shall retire.

12.7. Special General Meeting

12.7.1 A Special General Meeting may be called by the Executive Committee at such time as it resolves.

12.7.2 Notice of the meeting shall be given by the Executive Secretary not less than six weeks prior to the meeting.

12.8. Extraordinary General Meeting

12.8.1 An extraordinary General Meeting

12.8.1.1 may be called by the Executive Committee at such time as it resolves

12.8.1.2 or, shall be called by the President upon receipt by the Executive Secretary of a request in writing and a valid agenda signed by not fewer than 5 Full members of the Association

12.8.2 Notice of the meeting shall be given by the Executive Secretary not less than four weeks prior to the meeting

13. Suspension and Expulsion

13.1. Suspension

13.1.1 The Executive Secretary shall inform a full or individual member of any action being taken that may result in his suspension or expulsion. Said full or individual member has the right either to be present or to present

written explanation to the Executive Committee who shall consider such explanation before making a decision.

13.1.2 A full or individual member may be suspended by the Executive Committee for any cause which to it seems sufficient

13.1.3 Notice in writing shall be addressed to the member in question for such period as the Executive Committee may direct

13.2. A full or individual member may be expelled only by $\frac{3}{4}$ vote at a general meeting

14. Amendments

14.1. Class Rules and Official Plans shall never be suspended but may be amended by the following procedure:

14.1.1 Proposals for amendment shall be submitted to the Executive Secretary by email, fax, or post year by at least 2 full Members, who shall sign the amendment proposal or confirm by verifiable email. All proposals must be received no later than 31 May of a given year.

14.1.2 The Treasurer shall scrutinise the results of a ballot; and the report of the Treasurer shall be final and binding

14.1.3 A Ballot shall be

14.1.3.1 prepared by the Executive Committee, following review by the Technical Committee as provided for in Paragraph 11.9; and then

14.1.3.2 published on the Association website, and sent by email or post to every Full Member at his or her last known address

14.1.4 Completed ballots shall be returned to the Treasurer in the manner and by the date specified in the ballot paper.

14.1.5 Non-receipt of notices or ballot papers by any member, or of ballot papers by the Hon. Auditor(s) shall not invalidate the result of the ballot.

14.1.6 Balloted amendments shall be deemed carried by a $\frac{2}{3}$ majority of the votes cast.

14.1.7 The results of the Ballot shall be reported by the Treasurer to the Executive Committee, which shall circulate the report and the results to Full Members and the International Sailing Federation forthwith.

14.2. The Championship Rules governing International Events may only be amended or suspended by the Executive Committee.

14.3. The Constitution shall never be suspended but may be amended by the following procedure:

14.3.1 Proposals for amendment shall be submitted to the Executive Secretary by email, fax, or post by 3 full Members who shall sign the amendment proposal or confirm by verifiable email. All proposals must be received at least 5 weeks prior to the date of the next Annual General Meeting.

14.3.2 Proposed amendments that comply with Paragraph 14.3.a shall be published on the RS:One web page and put on the Annual General Meeting Agenda for consideration by that meeting.

14.3.3 At the Annual General Meeting, each proposed amendment shall be require a majority of votes cast in order to be placed on a ballot for ratification by the Full Members eligible to vote.

14.3.4 If pursuant to 14.3.c, a ballot is prepared by the Executive Committee

14.3.4.1 It shall be published on the Association website, and sent by email or post to every full Member.

14.3.4.2 The treasurer shall scrutinise the results of a ballot; and the report of the treasurer shall be final and binding.

14.3.4.3 Ratification shall be by ballot of the Full Members and each amendment shall require a 2/3 majority of the votes cast.

14.3.4.4 Results of the voting shall be reported by the treasurer to the Executive Committee, which shall circulate the report and the results to all Full Members and the International Sailing Federation forthwith.

14.3.5 An enacted Constitutional amendment shall take effect on January 1 of the ensuing year, or 91 days after the Annual General Meeting, whichever is later.

14.4. Exceptions:

14.4.1 An Annual General Meeting itself can order the publication of a proposed Constitutional Amendment, subject to the requirements of 14.3.a and 14.3.c, for consideration at the next Annual General Meeting.

14.4.2 Articles 3, 4, 5 and 6 of this Constitution shall not be changed. No amendment can be passed which would render ineligible an active full or individual member whose eligibility has been established under existing rules and whose status could not be changed to conform to the proposed amendment.

15. Dissolution

15.1. If at any General Meeting a resolution for the dissolution of the Association shall be passed by two thirds of the full members present entitled to vote and at a Special General Meeting held not less than six weeks thereafter (an not less than four weeks after a written notice shall have been posted or emailed to each Full Member at his or her last recorded address) that resolution shall be confirmed by a resolution passed by two thirds of the members present entitled to vote, the Association shall be dissolved forthwith and the provisions of Paragraph 15.2. shall apply.

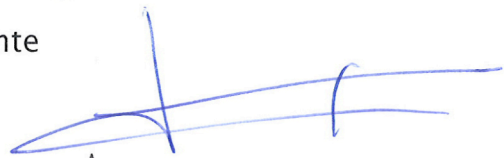
15.2. Upon the dissolution of the Association, the Executive Committee shall, after making provision for the payment of all of the liabilities of the Association, dispose of all the accounts amongst the class MNA's in proportion to the annual subscription paid or in any other manner directed by the General Assembly.

This Constitution was adopted as amended on the date mentioned above as witness the signatures of the Office Bearers.

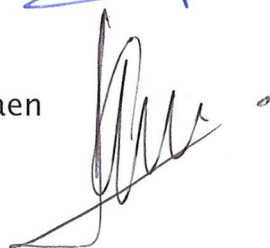
Signed: Neil Pryde
President

A handwritten signature in blue ink, appearing to be 'Neil Pryde', written in a cursive style.

Marc-Olivier Leconte
Vice President

A handwritten signature in blue ink, appearing to be 'Marc-Olivier Leconte', written in a cursive style.

Emmanuel Messiaen
Secretary

A handwritten signature in blue ink, appearing to be 'Emmanuel Messiaen', written in a cursive style.

Peter Davies
Treasurer

A handwritten signature in blue ink, appearing to be 'Peter Davies', written in a cursive style.

1 December 2010