

INTERNATIONAL RS:X WINDSURFING CLASS ASSOCIATION

CONSTITUTION

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1. Name, jurisdiction and language

- 1.1 The official name of the association is the "RS:X INTERNATIONAL CLASS ASSOCIATION".
The other names that may be used are "INTERNATIONAL RS:X CLASS ASSOCIATION" or "RS:X CLASS".
- 1.2 The RS:X Class is a non-profit organisation formed for an unlimited period of time, construed in accordance with the law of England and Wales on the 27th September 2006 and with registered office at the place decided by the President *pro tempore*. Changes of address and thus the registered office do not require a resolution of the General Meeting.
- 1.3 As an International Class Association (ICA) member of the World Sailing (WS), the RS:X Class shall conform to the jurisdiction and requirements of the WS. This Constitution and other regulations and policies are binding on all members.
- 1.4 The official language of the RS:X Class is English. The word "shall" is mandatory and the word "may" is permissive.

2. Aims

- 2.1 The RS:X Class shall:
- 2.1.1 encourage, promote and develop RS:X Class sailing throughout the world;
 - 2.1.2 maintain the one-design character of the RS:X Class;
 - 2.1.3 coordinate and manage its rights, duties and responsibilities, provide a structure of management, and develop action conducive to the exchange of information among the RS:X sailors, coaches and suppliers;
 - 2.1.4 cooperate with the WS, the continental and regional sailing federations and associations, the National Sailing Authorities, the National RS:X Class Associations, the other International Class Associations, and the regatta organisers;
 - 2.1.5 promote and co-ordinate national, regional and international RS:X Class regattas;
 - 2.1.6 to endeavour to maintain the Olympic status of the RS:X Class.

3. Terms and definitions.

In this Constitution the terms, when used with a first letter in capital, are defined as follows:

"RS:X Class" shall mean the association construed according to, and ruled by, this Constitution under the law of England and Wales.

"RS:X Class Rules" shall mean the rules related to the equipment designed by NeilPryde Ltd., built by licenced manufacturers and used in RS:X Class competitions.

"RS:X Equipment Building Specifications" shall mean the technical specifications detailing the materials, production methods and production tooling.

"RS:X Class Register" shall mean the register of the Full and Individual Members of the RS:X Class to be kept in accordance with the provisions hereinafter.

"Full Member" shall mean either a National Class Association (NCA) or a World Sailing Member National Association (MNA) having paid the required Annual Membership Fee to the RS:X Class.

"Annual Membership Fee" shall mean the annual fee paid to become a Full or an Individual Member.

"Article" or **"Articles"** shall mean the article(s) of this Constitution.

"Championship" shall mean any of the RS:X Class regattas where the RS:X Class delivers a title of champion recognised by the WS.

“Chairman of the Technical Committee” shall mean the person elected by the Executive Committee to be responsible for managing the Technical Committee.

“Class Chief Measurer” shall mean the member of the Technical Committee appointed by the Executive Committee to take care of the measurement and inspection procedures at the RS:X Class regattas.

“Continent” shall mean either Africa or Asia or Europe or North America or South America or Oceania.

“Constitution” shall consist of the Articles contained in this document that can be modified according to the rules herein by resolution of the General Meeting.

“Executive Officer” shall mean the President or the First Vice-President or the Second Vice-President or the Executive Secretary or the Treasurer.

“First Vice-President” shall mean the Vice-President appointed by the Executive Committee who, in addition to her/his other duties, shall take the office of the President in the case of vacancy of the latter.

“Second Vice-President” shall mean the Vice-President appointed by the Executive Committee who, in addition to her/his other duties, shall take the office of the President in the case of vacancy of the latter, after the First Vice-President.

“Individual Member” shall mean an individual member of the RS:X Class, being either a sailor or other person coming from a country where a National Class Association does not exist.

“International Class Association” shall mean an association governing one type (Class) of sailing boat or board having been granted class status by the WS.

“General Meeting” shall mean the body formed by all the Full Members, aimed at governing the RS:X Class in accordance with this Constitution.

“Executive Committee” shall mean the body empowered by the General Meeting to manage the RS:X Class according to the Article 8.

“National Class Association” (shortly “NCA”) shall mean an association or an organisation of RS:X sailors which has been fully recognized by the RS:X Class in any country or in any political entity having a WS Member National Authority.

“Member National Authority” (shortly “MNA”) shall mean an organization recognised as the Full Member of the WS, which controls the sport of yachting or sailing in any country or in any political entity.

“Official Position” shall be that of an Executive Officer.

“President” shall mean the person elected by the General Meeting to chair the RS:X Class.

“Executive Secretary” shall mean the person appointed by the Executive Committee to be Chief Operating Officer (shortly “COO”) who shall be responsible for the secretariat of the RS:X Class.

“Simple Majority” shall mean more than 50% of the votes present or represented, not including abstentions.

“Technical Committee” shall mean the committee appointed by the Executive Committee, to be responsible for the RS:X Class Rules and all related matters.

“Treasurer” shall mean the person appointed by the Executive Committee to be responsible for the finances of the RS:X Class.

4. Membership and voting rights

- 4.1 The RS:X Class is an association of its Members.
- 4.2 The RS:X Class may also have Individual Members. Not more than four Individual Members are allowed from the same country and they are not entitled to vote at General Meetings.
- 4.3 Honorary Life membership may be granted by the General Meeting to any person proposed by the Executive Committee, and supported by 20 (twenty) National Class Associations, in recognition of services rendered to the RS:X Class.
- 4.4 All Members are bound by the Constitution and any other RS:X Class regulations.
- 4.5 Only the Full Members are entitled to vote at General Meetings.

5. Annual Membership Fees and other income

- 5.1 The RS:X Class shall collect Annual Membership Fees, an amount determined by a General Meeting, from:
 - 5.1.1 a Full Member;
 - 5.1.2 an Individual Member.
- 5.2 The Annual Fees shall be paid each year between 1st January and 28th February and, in any case, before the first Championship of the year. A National Class Association or an Individual Member not having paid the Annual Membership Fee may have their rights and benefits granted by the Constitution suspended following a decision of the Executive Committee. A National Class Association or an Individual Member with outstanding fees shall automatically recover their rights and benefits once the RS:X Class has received payment of all the Annual Membership Fee due.
- 5.3 The RS:X Class may receive entry or registration fees for regattas and Championships, royalties, subsidies it may claim or which may be granted to it, television and other media rights in accordance to the WS regulations, advertisement and sponsorship revenues in its publications and information reports, as well as inheritance, grants and awards.

6. Organisation and management principles

- 6.1 The RS:X Class is governed by its Full Members convened in General Meetings.
- 6.2 The Annual General Meeting elects the President and the other members of the Executive Committee and appoints the members of the working parties that are established in accordance with the Article 11.2.
- 6.3 The Executive Committee appoints the Official Positions other than the President, appoints the members of the Technical Committee in accordance with Article 10, and appoints the members of the sub-committees and working parties that are established in accordance with Article 11.1.
- 6.4 The RS:X Class is managed by the Executive Committee chaired by the President. The Executive Committee reports its activities to a General Meeting.

7. General Meetings

- 7.1 A General Meeting shall be convened at least once a year. The date, time and place of the meeting are determined by the Executive Committee. The meeting shall be held either at the time of an international RS:X Class regatta or at any place judged to be the most convenient for the majority of members, including the option for online/email voting by a Full Member.

- 7.2 An extraordinary General Meeting shall be convened by the Executive Committee upon receipt by the Executive Secretary of a written request signed by not less than 5 (five) Full Members and provided that the request includes a detailed agenda. If the Executive Committee does not convene the extraordinary General Meeting by sending a notice in accordance with the provisions of this Article 7 within 30 (thirty) days from the date on which the request was sent to the Executive Secretary, the members having made the request, or any of them, may convene such meeting after the expiration of the above term, in accordance with the provisions of this Article 7.
- 7.3 The notice convening the General Meeting and the agenda proposed by the Executive Committee shall be posted on the official RS:X Class website, and sent by the Executive Secretary to the Full Members, and to representatives of other organisations that the Executive Committee wants to invite, at least 45 (forty-five) days before the date of the meeting.
- 7.4 The Full Members, and the Executive Committee shall inform the Executive Secretary by e-mail, at least 30 (thirty) days before the date of a General Meeting of:
- 7.4.1 the items, including submissions, they wish to put on the agenda,
 - 7.4.2 the potential candidate(s) they propose as members of the Executive Committee.
- 7.5 The Executive Secretary shall publish no later than 15 (fifteen) days before the date of a General Meeting the items, submissions and nominations received according to Art. 7.4.
- 7.6 Each Full Member may appoint 1 (one) delegate to represent it at a General Meeting in accordance with its own constitution. The delegate shall be declared in writing to the Executive Secretary at least 1 (one) day before a General Meeting with the signature of, or an email confirmation from, the president or secretary of the represented National Class Association.
- 7.7 A member of the Executive Committee, except the Executive Secretary, may be a delegate for her/his own National Class Association.
- 7.8 If a Full Member is prevented from sending a delegation to a General Meeting, it may give a proxy to another Full Member. The proxy shall be declared in writing to the Executive Secretary and to the delegate at least 1 (one) day before a General Meeting with the signature of, or an email confirmation from, the president or secretary of the represented National Class Association. A Full Member may hold the proxy vote of a maximum of 4 (four) other Full Members.
- 7.9 General Meetings are chaired by the President, or, when prevented, by the First Vice-President, or in the absence of the First Vice-President by the Second Vice-President, or in the absence of the Second Vice-President, by the person elected by the General Meeting for such purpose.
- 7.10 The secretariat of a General Meeting is under the responsibility of the Executive Secretary or, when prevented, by any person designated by the Executive Committee.
- 7.11 At the beginning of each General Meeting a committee of two individuals is nominated by the Executive Committee with the duty of checking and assigning the votes to each Full Member present or represented. This committee is then in charge of ensuring the counting of the votes expressed in writing during the General Meeting.
- 7.12 The Agenda for an Annual General Meeting shall include:
- 7.12.1 approval of the Minutes of the last meeting;
 - 7.12.2 reports from the Executive Committee;
 - 7.12.3 presentation of the previous years accounts;
 - 7.12.4 approval of the budget for the coming year(s);
 - 7.12.5 submissions from the Full Members and Executive Committee;

- 7.12.6 election of President and Executive Committee, if required;
- 7.13 A General Meeting can make decisions only on items included on the agenda, unless otherwise agreed by the General Meeting on a case-by-case basis, and if at least 14 (fourteen) Full Members, representing at least 3 (three) Continents are effectively present with the rights to vote. Should the quorum not be reached, a second General Meeting shall be convened according to the provisions of this Article 7 no later than 60 (sixty) days thereafter. No quorum will be required for the second meeting to make decisions on items that were on the agenda of the first meeting.
- 7.14 At the General Meetings, the votes are allocated as follows to the Full Members:
- 7.14.1 each Full Member has 1 (one) vote;
- 7.14.2 votes may be expressed at the face-to-face General Meetings, by email correspondence or during online meetings, provided that in the latter case each Full Member is able to hear each of the other members at the same time.
- 7.15 Save any other provision of this Article 7, the members of the Executive Committee, the members of the Technical Committee, the WS delegate(s) and any other person invited by the Executive Committee to participate to a General Meeting have the right to speak but not to vote.
- 7.16 Unless provided differently in this Article 7, the General Meeting decisions shall be taken by a Simple Majority vote with the following precisions:
- 7.16.1 as to the election of the President, only the two candidates having the greatest number of votes at the second round, if any, are kept for the third round;
- 7.16.2 2/3 (two-thirds) of the votes are required for the following decisions:
- 7.16.2.1 modification of the Constitution, save the provisions of the Article 8.6.2.3;
- 7.16.2.2 proposals to the WS for changes and/or modifications of RS:X Class Rules or RS:X Equipment Building Specifications and/or agreement to be given to the WS for such changes;
- 7.16.2.3 dismissal of the President and/or of other member(s) of the Executive Committee or of the entire Executive Committee;
- 7.16.2.4 termination of membership of National Class Association(s) and/or;
- 7.16.2.5 dissolution and liquidation of the RS:X Class.

8. The Executive Committee

- 8.1 The Executive Committee is composed of 5 (five) to 9 (nine) members, the actual number being defined each time by the Annual General Meeting, and is elected for a four-year period or a sequence of the Summer Olympic Games, whichever is later, by the General Meeting convened in the year after the Summer Olympic Games. Following each election, the Executive Committee, including the President, takes over the power from the previous Executive Committee at the end of the election procedure at the same General Meeting. There cannot be more than 2 (two) members of the Executive Committee from the same National Class Association or country, and at least 2 (two) Continents shall be represented in the Executive Committee. Any candidate for the Executive Committee shall be either member of a National Class Association and proposed by it, or an Individual Member. The members of the Executive Committee may be re-elected as long as they meet the candidate criteria, but they cannot remain in an Official Position for more than 2 (two) consecutive terms, except the Executive Secretary who may serve two or more terms.
- 8.2 At the first Executive committee meeting to be held after the election of its members by the Annual General Meeting, the Executive Committee shall elect among its members:
- 8.2.1 the First Vice-President and Second Vice-President

- 8.2.2 the Executive Secretary;
 - 8.2.3 the Treasurer;
 - 8.2.4 the Chairman of the Technical Committee.
- 8.3 The Executive Committee shall include a Sailor's Representative and a Coaches' Representative appointed by the RS:X fleet.
- 8.4 The Executive Committee may co-opt any member of a Full Member or any Individual Member into the Executive Committee either to fill in an unexpected vacancy or permanent absence of an elected member or to fill in an Official Position duly defined in this Constitution and for which no member of the Executive Committee is candidate. The Executive Committee shall co-opt to ensure it is composed of a minimum 5 (five) members. A co-opted member in the Executive Committee shall have the same rights and obligations as any elected member, but her/his mandate ends at the first General Meeting held after she/he was co-opted. She/he may then be elected as member of the Executive Committee up to the end of the mandate of the other elected members.
- 8.5 Each member of the Executive Committee has 1 (one) vote. In case of tie in vote, the President shall have a second or casting vote. Proxies or Alternates are not permitted. Votes may be expressed at face-to-face meetings, by email correspondence or during phone conferences, provided that in the latter case each member of the Executive Committee is able to hear each of the other members at the same time.
- 8.6 Unless provided differently in this Article 8, the Executive Committee decisions shall be taken by a Simple Majority vote, with the following precisions:
- 8.6.1 as to the election to the Official Positions, for each position only the two candidates having the greatest number of votes at the second round, if any, are kept for the third round;
 - 8.6.2 2/3 (two-thirds) of the votes, abstentions included, are required for the following decisions:
 - 8.6.2.1 co-optation of a member in the Executive Committee,
 - 8.6.2.2 dismissal of a member of the Executive Committee from her/his elected Official Position, except the President,
 - 8.6.2.3 change of location of the registered office of the RS:X Class,
 - 8.6.2.4 proposals to the WS for minor and urgent RS:X Class Rules changes.
- 8.7 Except what is expressly reserved to the competence of a General Meeting, the Executive Committee is invested with the powers to perform all functions of management and administration of the RS:X Class, the following being the more relevant powers and duties:
- 8.7.1 the Executive Committee acts on behalf of the RS:X Class according to the instructions and policies given by a General Meeting and represents the RS:X Class in all juridical and extra-judicial acts;
 - 8.7.2 the Executive Committee may open all postal and banking accounts under the name of the RS:X Class, and may make payments and withdraw funds deposited from them according to the budget approved by the Annual General Meeting. To open accounts and for payments exceeding the amount of 1.500,00 € (one thousand five hundred euros), the signatures of 2 (two) Executive Officers shall be required. For lesser amounts, one Executive Officer's signature shall be sufficient, provided that the Executive Committee has approved the expenses. The signatures of the 2 (two) Executive Officers shall be registered at the bank for each bank account;
 - 8.7.3 the Executive Committee represents, in the person of the President, the RS:X Class in court in the capacity of plaintiff or defendant.

9. The Executive Officers

- 9.1 The President, the First Vice-President, the Second-Vice President, the Executive Secretary and the Treasurer are the Executive Officers. The Executive Committee may instruct them to act autonomously or as a constituted body.
- 9.2 The Executive Officers ensure the daily management of the RS:X Class as far as political, legal, administrative and financial matters are concerned. They are the official representatives of the RS:X Class to discuss the aforementioned matters with all other organisations that have or may have contacts with the RS:X Class.
- 9.3 The Executive Officers act on behalf of the Executive Committee and under its control and responsibility, in accordance with its decisions. They may decide to seek assistance from third parties and, for this purpose, the Executive Officers may invest third parties with special powers.

10. The Technical Committee

- 10.1 The Technical Committee consists of a maximum of 4 (four) members, plus its chairman. They are appointed or dismissed by the Executive Committee on the Technical Committee chairman's proposal.
- 10.2 The Technical Committee acts under the control and responsibility of the Executive Committee to deal with all event matters relating to the RS:X Race Management, Measurement, Judging and Umpiring. Relevant documents and/or policies relating to these disciplines are included. The Technical Committee is responsible for the appointment of the Class Officials to RS:X major events and nomination to WS when requested.
- 10.3 The decisions of the Technical Committee shall be taken by Simple Majority.

11. The Sub-committees and working parties

- 11.1 The Executive Committee can establish sub-committees and working parties.
- 11.2 A General Meeting may appoint, independently from the Executive Committee, working parties to perform evaluations or to monitor the Executive Committee. The Executive Committee shall cooperate with these working parties when so requested by the General Meeting. These working parties report directly to the General Meeting.

12. The National Class Associations

- 12.1 National Class Associations shall be affiliated to their respective Member National Authorities (MNA's). Each National Class Association shall establish its own constitution and regulations in conformity with the legislation of its country, the requirements of its Member National Authority (MNA), the provisions of this Constitution and any other regulations of the RS:X Class.
- 12.2 Each National Class Association shall provide the Executive Secretary with an annual report, including principal activities and number of members registered.
- 12.3 Each National Class Association determines the amount of its own annual fees collected by it from each of its registered members, taking into account the amount of the Annual Fees and according to its own statutory or administrative rules.

13. Dissolution and liquidation

The dissolution of the RS:X Class can only be decided by a General Meeting in accordance with the Article 7.16. In this event, the funds in cash or in bank accounts, after selling off the assets, and the settling of liabilities and debts, shall be either allocated for the creation of one or several prizes or challenges intended to encourage the sporting practice of windsurfing, or handed over to one or several maritime charitable organisations, or to a new Olympic Windsurfing Class association, according to the decision of the General Meeting.

14. Effectiveness

This Constitution shall be in force from the date it has been approved by the General Meeting. This Constitution revokes all preceding provisions of any previous constitutions of the RS:X Class.

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Approved by the General Meeting in its meeting held on 22nd November 2020 virtually on Zoom.us medium.

Carlo DALLA VEDOVA
President

Andrus POKSI
Executive Secretary