

INTERNATIONAL RS VENTURE CONNECT CLASS ASSOCIATION

CONSTITUTION – V1.2

20.07.2024

DEFINITIONS

For the purposes of this Constitution:

“**RS Venture Connect**” means the version of the RS Venture sailboat of approx. 4.9 metres in length designed by Phil Morrisson and RS Sailing in 2012 that has been adapted to feature the ‘Seated Control System’ (SCS) and which uses the ‘Race’ specification sail configuration.

“**International Class Association**” means International RS Venture Connect Class Association

“**National Class Association**” means an RS Venture Connect National Class Association that has been granted a charter by the International Class Association

“**Copyright Holder**” means the owner of the copyright to the RS Venture Connect sailboat.

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

“**Class Rules**” means the Class Rules adopted by the International RS Venture Connect Class Association.

1 NAME

1.1 The name of the Association shall be the " International RS Venture Connect Class Association".

2 OBJECTS

2.1 The objects of the association are:

- (a) To promote and develop RS Venture Connect class activity under uniform rules throughout the world.

- (b) To provide a structure for class management and for the exchange of information among RS Venture Connect sailors and the programs they represent to enhance the enjoyment of these sailboats.

2.2 In furtherance of other events with international participation the RS Venture Connect Class Association will:

- (a) Encourage the formation of National RS Venture Connect Class Associations in all countries where boats are raced.
- (b) Ensure that Regional and International Championships are held in appropriate locations and to proper standards, and shall oversee such events.
- (c) Approve other events of International impact on the RS Venture Connect Class and ensure they are held to proper standards.
- (d) Promulgate and review the RS Venture Connect Class Rules in association with the Copyright Holder and Licensed Builder.

3 MEMBERSHIP

3.1 Every member in good standing of a 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.

3.2 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.

3.3 If there is no recognized National Association in an individual's main country of residence, that person shall be entitled to apply for membership of the International Class Association directly. An individual member without a National Class Association shall be assigned an existing National Class Association to represent them.

4 ELIGIBILITY

4.1 Any country may, upon application to the executive officers of the International Class Board, this being the Chair and/or Vice-Chair, be granted a charter as a National Class Association provided it satisfies the following requirements of membership to the International Class Board:

- (a) that it has formed a duly constituted National Class Association, recognised by their country's National Sailing Federation (World Sailing

Member National Authority), for the development of RS Venture Connect activity within said country;

- (b) that there is not less than (1) one RS Venture Connect sailboat registered in said country;
 - (c) that it has a duly elected national class association committee, including such officers as it shall determine necessary and requisite, and,
 - (d) that there is no other Association / Organisation in said country already accredited to or sanctioned by the International Class Association.
- 4.2 Only members of the International Class Association shall be eligible to enter events organised or sanctioned by the International Class Association.
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5 NATIONAL APPLICATIONS FOR INTERNATIONAL CLASS CHARTER

- 5.1 Each application to an Executive Officer of the International Class Board for a charter shall include a copy of their National Class Association Rules, together with a current list of the members of that Class Association and the RS Venture Connect sailboats registered within that Class Association.
- 5.2 Shall appoint a representative member who shall be the only official channel of communication with the International Class Board and whose address will be the official address of that National Class Association until the International Class Board is advised, in writing, by that Class Association of any change of representative and or their address.
- 5.3 Each application shall be accompanied by a registration fee in the form of such amount as shall from time to time be fixed by the by-laws enacted by the International Class Board in accordance with the provisions of this Constitution.
- 5.4 The members of the International Class 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.
- 5.5 A member shall cease to be a member during any period in respect of which it or he has not paid its or his subscription or other monies due to the International Class or upon receipt of notice of its or their resignation by the International Class Board. Such membership may be renewed with immediate effect by payment of outstanding dues or other monies owing to the International Class

6 GOVERNANCE

- 6.1 The International RS Venture Connect Class Association shall be governed by its Board and its affairs and property shall be managed and administered on an ongoing basis by the members of the Board in accordance with:
- (a) the provisions of this Constitution and any Regulations passed under this Constitution,
 - (b) any policies for the operation of the International Class Association determined by the International Class Board
 - (c) or any directives or guidelines established by the International Class Board.

7 INTERNATIONAL CLASS ASSOCIATION BOARD

- 7.1 The International Class Board shall consist of 2 executive members, that being the Chair and Vice-Chair, a Builders' Representative and/or Class Secretary and a number of representatives of National Class Associations, the total of these representatives to be no less than 5 and no more than 8.
- 7.2 A meeting of the International Class Board shall be held annually in such place and time as the International Class Board may consider most convenient to the majority of the members. This meeting shall:
- (a) Receive the result of any ballots held prior to the meeting.
 - (b) Receive from the International Class Board, and approve, a statement of accounts for the preceding accounting year, forecast accounts for the current year, and a n overview of the budget for the following year.
 - (c) Receive and decide on resolutions submitted in accordance with 7.4.
- 7.3 A Special meeting of the International Class Board shall be called by the Executive members of the Board:
- (a) If the International Class Board so resolves and in accordance with that resolution, or
 - (b) forthwith upon (but not less than 6 weeks after) receiving the written request of not less than 5 National Class Association representatives (which shall also specify any resolution which the members concerned wish to propose at the meeting).
- 7.4 Resolutions to the International Class Board shall only be submitted by a National Class Association representative or a member of the International Class Board

- 7.5 At least 4 weeks written notice shall be given of any International Class Board Meeting by the Class Secretary / Builders' Representative to the members of the World Council, together with a copy of the proposed agenda for the meeting and a copy of any resolutions which are to be proposed at the meeting. The Class Secretary / Builders' Representative shall give such notice of (and only of) such resolutions as have been specified to them in writing 6 weeks before the meeting at which they are to be proposed.
- 7.6 At meetings of the International Class Board, the Chair may, in the absence of a Vice-Chair elect a Vice-Chair. If a Chair is not available for the meeting then the Vice-Chair will act as Chair and the Class Secretary / Builders' Representative will take the place of the Vice-Chair whilst retaining the inability to cast a vote for any formal motions where a vote by the International Class Board is required.
- 7.7 Nominations for members of the International Class Board may only be made by a National Class Association except as provided by 7.8.
- 7.8 Nominations for the members standing for election of the International Class Board must be received in writing by the International Class Board six weeks before the annual meeting of the International Class Board, provided that if there are not nominations for all the available posts the outgoing Board may make such additional nominations as are necessary in order to fill all available posts.
- 7.9 At any International Class Board meeting only resolutions of which notice has been given in accordance with this Constitution may be proposed and no amendments thereto shall be permitted, unless the amendment is accepted by the proposers of the resolution.
- 7.10 Proposals for amending the Constitution and Class Rules shall be presented by special resolution to a meeting of the International Class Board.
- 7.11 Four (4) weeks before the meeting of the International Class Board, member National Class Associations should certify in writing or written electronic communication, who shall be voting on their behalf.
- 7.12 Only member National Class Associations and the members of the International Class Board shall be entitled to vote at such a meeting. With the exception of the Class Secretary / Builders' Representative, members of the International Class Board shall each be able to cast one vote.
- 7.13 Voting at International Class Board meetings shall (unless otherwise stated by this constitution) be by simple majority of the votes cast. In the event of a tied vote the Class Chair shall have a casting vote. If the Chair is absent from the meeting the nominated Chair of the meeting shall have a casting vote.
- 7.14 The quorum at International Class Board meetings shall be 40% of the members, represented in person or by proxy, who are entitled to vote at the meetings.

- 7.15 A member of the International Class Board shall, following a written request to the Board Executive Members (Chair and Vice-Chair) be able to appoint a proxy for the purposes of a vote.
- 7.16 A special resolution shall be passed at an International Class Board meeting if only if 2/3rds or more of the votes cast are in its favour.
- 7.17 In the event of the International Class Board passing a resolution which in the reasonable opinion of Copyright Holder or Licensed Builder is contrary to the business interests of the themselves, the Copyright Holder or Licensed Builder may request the resolution be referred to the Board of World Sailing for binding arbitration or to such other body selected by World Sailing executives with agreement of all parties.
- 7.18 The Copyright Holder and Licensed Builder shall have right of veto to any resolution of the International Class Board relating to the Equipment and Technical related areas of the Class Rules.

8 THE BOARD

- 8.1 The International Class Board of the RS Venture Connect International Class Association shall comprise:
- (i) No less than 4 and no more than 7 representatives of National Class Associations
 - (ii) Executive Members (Chair and Vice-Chair)

with the following roles duly elected:

- (a) A Chair
 - (b) A Vice-Chair (Must be from a different continent to that of the Chair)
 - (c) A maximum of 3 national class association representatives
 - (d) A Technical Representative (e.g. Measurer or someone with a similar background)
 - (e) Builders' Representative or Class Secretary and/or Treasurer
- 8.2 The Chair, Vice-Chair and the National Class Association Representatives shall be members of the Association or of one of its member National Class Associations, and be elected by the International Class Board by postal ballot or written electronic communication for a term of no less than two years. Any retiring officer shall be eligible for re-election provided that he has not served more than 8 consecutive years in that office, with the exception of the Technical Representative.
- 8.3 The International Class Board may pass Regulations to provide for the method of election of all class officers.
- 8.4 The Technical Representative shall be appointed by the International Class Board on an annual basis, but with no fixed limit to the period of office.

- 8.5 A Class Manager / Secretary may be employed by the Executive Committee at such times and on terms and conditions determined by it.
- 8.6 In the event of the absence or vacancy of the position of Class Manager / Secretary, the Builders' Representative or another member of the Board shall fulfil all the obligations and duties of this role.

9 TECHNICAL COMMITTEE

- 9.1 The International Class Board will appoint a Technical Committee consisting of a Chairman with a seat on the International Class Board plus a maximum of 3 other external members.
- 9.2 The function of the Technical Committee is
- (a) To advise the International Class Board on any technical matters relevant to the Class.
 - (b) To ensure that the One Design control of the Class is properly exercised by the builder and its suppliers in accordance with the manufacturing specifications..
 - (c) To investigate any query by a boat owner regarding the one design or specification of this boat, and to report to the International Class Board.
 - (d) To consult with the Copyright Holder and Licensed Builder on any development of the boat or equipment deemed to be desirable as a result of sailing experience.
 - (e) To ensure that the boats used in World and Continental Championships and major regattas comply with the Class Rules.

10 ONE-DESIGN PROTECTION OF THE RS VENTURE CONNECT CLASS

- 10.1 The Copyright Holder and Licensed Builder have provided the original RS Venture Connect 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.
- 10.2 The Copyright Holder and Licensed Builder have the right of veto to proposals for changes to the Class Rules.

11 FINANCIAL MATTERS OF THE INTERNATIONAL CLASS ASSOCIATION:

11.1 The International Class Association shall be funded by:

- (a) The Licensed Builder, as agreed between the Licensed Builder and the International Class Board, from time to time.
- (b) Subscriptions from National Class Associations and individual members where applicable and as defined by the International Class Board from time to time.
- (c) A share of the Registration Fee of World and Continental Championships, negotiated between an appointed representative of the International Class Board and the Organisers of said event.
- (d) Sponsorship, television rights and any other revenue negotiated and accepted by the International Class Board as a result of engagement activities related to class sponsors / partners.

13.2 The Association's subscription years shall run from January 1st to December 31st.

13.3 The amount to be paid as subscriptions to the International Class Association shall be decided by the International Class Board.

13.4 Member National Class Associations may be required to pay a fee for each paid up member of their Association. These fees shall, if requested, be payable at the end of each financial quarter-year period in respect of their membership fees received in that quarter. The amount of the fee shall be decided by the International Class Board.

13.5 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 Class Board.

14 EXPENSES

14.1 A budget for expenses shall be agreed each year by the International Class Board and expenses shall be reported under a separate heading in the Annual Accounts.

14.2 The reasonable expenses of the International Class Board members and others who, in complying with their obligations and exercising their powers under these rules, may be eligible to pay-outs out of the funds of the International Class Association on application to the International Class Board.

15 ACCOUNTS

- 15.1 The International Class 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 Board shall be 1 January to 31 December each year unless changed by resolution of the International Class Board.
- 15.3 A copy of the accounts for the latest complete fiscal period shall be sent by the Executive members of the Board to each member National Association with the notice of the Annual meeting of the International Class Board

16 NOTICE

- 16.1 Where under this Constitution the Class Secretary or Builders' Representative is required to give written notice to any person or body, such notice shall be deemed for the purpose 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 Secretary or Builders' Representative 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 Secretary or Builders' Representative 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 Secretary or Builders' Representative 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 International Class Board
- 16.2 The Class Secretary or Builders' Representative shall keep a register of such notices, which shall include evidence that the notice has been sent.

17 SUSPENSION AND REMOVAL FROM MEMBERSHIP

- 17.1 A member National Class Association, may be suspended from membership by the International Class Board only after a hearing protecting their rights to due process including a mutual exchange of evidence prior to the hearing.

- 17.2 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.
- 17.3 A member National Class Association shall apply any such suspension to any of its individual members
- 17.4 A member shall not be entitled to any return of any or any part of their subscription in respect of any period for which they shall be suspended or removed from membership.

18 AMENDMENTS

- 18.1 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 International Class Board meeting pursuant to the terms and conditions of this Constitution.

19 LIMITATIONS

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

20 PROPER LAW AND JURISDICTION

- 20.1 The proper law of the International RS Venture Connect Class Association and International Class Board shall be English law and this Constitution shall be construed, take effect and be enforced accordingly.
- 20.2 The decision of the International Class Board shall be final in matters of the management of the International Class and only if the actions or decisions of

the International Class Board are disputed formally in writing by any member or group of members of the International 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 20.1.