

ZOOM 8 INTERNATIONAL CLASS ASSOCIATION CONSTITUTION

1. NAME

1.1 The name of the Association shall be the "ZOOM 8 INTERNATIONAL CLASS ASSOCIATION".

2. OBJECTS

2.1 The object of the Association is:

- (a) To promote and develop ZOOM 8 class racing under uniform rules throughout the world;
- (b) To provide a structure for class management and for the exchange of information among the national ZOOM 8 class organisations and their sailors to enhance the enjoyment of these sailing dinghies.

2.2 In furtherance of other events with International participation the ZOOM 8 Class Association shall:

- (a) Encourage the formation of National ZOOM 8 Class Organisations in all countries where dinghies are raced;
- (b) Ensure that World and Continental Championships are held in appropriate locations and to proper standards, and shall oversee such events;
- (c) Approve other events of International impact on the ZOOM 8 Class and ensure they are held to proper standards;
- (d) Promulgate and review the class rules in association with the owner of all rights (hereinafter the OAR);
- (e) Wherever applicable the National Class Association is subject to the regulations of the ISAF, and the ZOOM 8 Class Rules and shall endeavour to carry out and respect the same.

3. MEMBERSHIP

3.1 Every member in good standing of a National Class Association, which is also in good standing with the World Council, shall be a member of the International ZOOM 8 Class Association. The council may, by byelaw authorise persons or classes of persons not members of as national Class Association to be members of the International ZOOM 8 Class Association upon such terms and conditions as the Council determine except that any individual member without a national authority be assigned an existing National Class Association to represent them.

4. ELIGIBILITY

4.1 Any country may, upon application to the executive Officer of the World Council, be granted a charter as a National Class Association provided it satisfies the following requirements of membership to the World Council:

- (a) that it has formed a duly constituted National Class Association, recognised by the country's Member National Authority, for the development of racing ZOOM 8 dinghies within the country;
- (b) that there are not less than four (4) ZOOM 8 dinghies registered in that country;

- (c) that it has a duly elected committee, including such officers as it shall determine necessary and requisite; and
- (d) that there is no other Association in their country already accredited to the World Council.

5. NATIONAL APPLICATIONS FOR WORLD COUNCIL CHARTER

- 5.1 Each application to the Executive Officer of the World Council for a charter shall include a copy of their Class Association Rules, together with a current list of the members of that Class Association and the ZOOM 8 registered within that Class Association.
- 5.2 The applicant shall appoint a council member who shall be the only official channel of communication with the World Council and whose address will be the official address of that National Class Association until the World Council Secretariat is advised, in writing, by that Class Association of any change of Council member or address.
- 5.3 Each application shall be accompanied by a registration fee in such amount as shall from time to time be fixed by the by-laws enacted by the Council in accordance with the provisions of this Constitution.
- 5.4 The members of the World Council shall be bound by this Constitution, and duly enacted amendments thereto and shall comply with all resolutions and regulations made in accordance with the 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 World Council or upon receipt of notice of its or his resignation by the Executive Committee. Such membership may be renewed with immediate effect by payment of outstanding dues or other monies owing to the Council.

6. GOVERNANCE

- 6.1 The International ZOOM 8 Class Association shall be governed by its World Council and its affairs and property shall be managed and administered on an ongoing basis by its Executive 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 World Council;
 - (c) Or any directives or guidelines established by the World Council.

7. WORLD COUNCIL

- 7.1 The World Council shall consist of the members of the Executive Committee and of one Representative of each member National Class Association.
- 7.2 A meeting of the World Council shall be held annually in such a place and time as the Executive Committee may consider most convenient to the majority of the members. The meeting shall:
 - (a) Receive the results of postal ballots.

- (b) Receive from the Executive Committee, and approve, as 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.
- 7.3 A Special meeting of the World Council shall be called by the Executive officer, if:
 - (a) the Executive Committee so resolves and in accordance with that resolution; or
 - (b) forthwith upon (but not less than six (6) weeks after) receiving the written or electronic request of not less than ten (10) National Class Association members (which request shall also specify any resolution which the members concerned wish to propose at the meeting).
- 7.4 Resolutions to the World Council shall only be submitted by a National Class Association or a member of the World Council.
- 7.5 At least four (4) weeks written notice shall be given of any World Council Meeting by the Executive Officer to the members of the World Council, together with a copy of the agenda for the meeting and of any resolutions which are to be proposed at the meeting. The Executive Officer shall give such notice of (and only of) such resolutions as have been specified to him in writing six (6) weeks before the meeting at which they are to be proposed.
- 7.6 The Chairman at meetings of the World Council shall be the President, or in his absence, a Vice-President. If neither the President nor any Vice-President is present, the meeting shall elect a chairman.
- 7.7 Nominations for officers may only be made by a National Class Association except as provided by 7.8.
- 7.8 Nominations for the officers standing for election must be received in writing by the Executive Officer six weeks prior to the Annual Meeting. Provided that if there are not nominations for all the available posts the outgoing Executive Committee may make such nominations as necessary in order to fill all available posts.
- 7.9 At any World Council 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 proposed of the resolution accept the amendment.
- 7.10 Proposals for amending the Constitution and Class Rules shall be by special resolution to a meeting of the World Council.
- 7.11 Four (4) weeks before the meeting of the World Council member National Class Associations should certify in writing or written electronic communication, by approved register from the ISAF Member National Authority or dinghy number and owner's name, the number of registered ZOOM 8 that the Class Association represents.
- 7.12 Only member National Class Associations and the members of the Executive Committee shall be entitled to vote at a meeting of the World Council. The

number of votes to be cast by National Class Associations in any ballot in meetings of the world Council shall be in accordance with the number of dinghies registered in its country as follows:

- 1 - 4 dinghies - one (1) vote;
- 5 - 20 dinghies - two (2) votes;
- 20 - 49 dinghies - three (3) votes;
- 50 and above four (4) votes.

Members of the Executive Committee shall have one (1) vote each.

- 7.13 Voting at World Council meetings shall (unless otherwise stated by this constitution) be by simple majority of the votes cast. In the event of a tied vote the President shall have a casting vote. If the President is absent from the meeting the Chairman of the meeting shall have a casting vote.
- 7.14 The quorum at World Council meetings shall be 30 percent of the member National Class Associations, represented in person or by proxy, who shall be from at least two (2) Continents and who are entitled to vote the meetings.
- 7.15 A member National Class Association may not vote with more than two (2) proxies.
- 7.16 A special resolution, such as changes to this constitution, shall be passed at a World Council meeting only if two thirds (2/3rds) or more of the votes cast are in its favour.
- 7.17 In the event of the World Council passing a resolution which in the reasonable opinion of OAR is contrary to the business interests of them themselves and the Builders, OAR may request the resolution be referred to the Executive Committee of the ISAF for binding arbitration or to such other body selected by ISAF executives with agreement of the parties.

8. OFFICERS

- 8.1 The World Council of the ZOOM 8 Class Association shall have the following officers:
 - (a) President;
 - (b) 3 Vice Presidents, from at least two continents;
 - (c) Honorary Treasurer;
 - (d) Chairman of the Technical Committee.
- 8.2 The President, Vice Presidents and Honorary Treasurer shall be members of the Association or one of its member National Class Associations, and be elected by the World Council by postal votes ballot or written electronic communication for a term of 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 Chairman of the Technical Committee.
- 8.3 The World Council may pass Regulations to provide for the method of election of all officers.
- 8.4 The Chairman of the Technical Committee shall be appointed by the Executive Committee on an annual basis, but with no fixed limit to the period office.

- 8.5 The Executive Committee may employ an Executive Officer at such times and on such terms and conditions determined by it.
- 8.6 In the event of the absence or vacation of the position of Executive Officer one of the Vice Presidents shall fulfil all the obligations and duties of the Executive Officer.
- 8.7 No person who is a member of or employed by OAR or a commercial undertaking involved with the ZOOM 8 may be elected to any office within the International ZOOM 8 Class Association.
9. THE EXECUTIVE COMMITTEE
- 9.1 The Executive Committee shall consist of the following:
- (a) President;
 - (b) 3 Vice Presidents, from at least two (2) continents;
 - (c) Honorary Treasurer;
 - (d) One (1) member elected by the World Council;
 - (e) Two (2) representatives appointed by the Owner of all rights (OAR);
 - (f) Chairman of the Technical Committee.
- 9.2 Each member of the Executive Committee shall have only one (1) vote except that the President or acting chairman shall only have a vote in the event of a tie vote of the Executive Committee and the Chairman of the Technical committee shall have no vote.
- 9.3 In the event that vacancies shall occur on the Committee between meetings of the annual World Council.
- (a) In the event that a vacancy occurs in any of the posts as President, Vice Presidents or Honorary Treasurer the remaining members of the Executive Committee shall forthwith appoint one of their number or a person co-opted in accordance with 9.3(b) to fill the vacancy and the remaining members of the Committee may, but shall not be obliged to, co-opt such member as they shall consider fit to fill any vacancy.
 - (b) Members so co-opted or appointed shall remain in office until the next meeting of the annual World Council.
10. EXECUTIVE COMMITTEE MEETINGS
- 10.1 Executive Committee meetings shall be held on such occasions and at such places as are either called by the President or decided by previous meetings of the committee.
- 10.2 The Executive Officer shall give at least three (3) weeks notice of such meetings, unless two thirds (2/3) of the voting members of the committee give their prior consent to a reduced notice period.
- 10.3 Four (4) voting member of the Committee shall form a quorum.
- 10.4 The President shall chair all meetings at which he is present. At meetings where the President is not present a Vice President if present shall chair, otherwise the meeting shall elect a chairman from among themselves.

10.5 Resolutions at Executive Meetings shall be passed by a simple majority of the voting members of the Committee present at voting. In the event of a tied vote the chairman of the meeting shall have casting vote.

10.6 The Executive Committee is authorised to utilise for meetings telephonic or electronic communications providing all participants can hear and participate in all communications.

10.7 The Executive Committee may delegate to any one or more of its members such powers and duties as it shall determine for given purposes for a limited period.

11 TECHNICAL COMMITTEE

11.1 The World Council will appoint a Technical Committee consisting of a Chairman plus two (2) members.

11.2 The function of the Technical Committee is:

- (a) To advise the World Council and Executive Committee on any technical matters relevant to the Class.
- (b) In conjunction with the Technical Department of the ISAF, to ensure that the Strict One Design control of the Class is properly exercised by the builders and suppliers in accordance with the Builder's Manual.
- (c) To investigate any query by a boat owner regarding the One Design or specification of this dinghy, and to report to the Executive Committee.
- (d) To consult with the OAR on any development of the dinghy or equipment deemed to be desirable as a result of sailing experience.
- (e) To ensure that the dinghies used in World and Continental Championships and any major regattas comply with the Class Rules.

12. FINANCIAL MATTERS OF THE INTERNATIONAL CLASS ASSOCIATION

12.1 The Association shall be funded by:

- (a) Subscriptions from National Class Associations and individual members;
 - (b) A share of the building fee paid on each boat;
 - (c) A share of the fee paid on each sail manufactured;
 - (d) Television rights of international events in accordance with ISAF regulations;
 - (e) A share of the Entrance Fee of World and Continental Championships, negotiated between the Executive Committee and the Organisers of the Event;
 - (f) Any other revenue negotiated and accepted by the Executive Committee.
- Initial funding of the Association to cover the period before the above sources meet the expenditure required to carry out the essential duties of the Association shall be provided by OAR, in negotiation with the Executive Committee.

12.2 The Association's subscription year shall run from 1 January to 31 December.

12.3 The World Council shall decide the amount paid as subscription to the International ZOOM 8 Class Association from year to year.

12.4 Member National Class Associations shall pay a fee 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 World Council.

12.5 The Executive Committee shall decide all other fees, such as those for approval of events, professional or other, or for services provided at events.

13 EXPENSES

13.1 The World Council shall agree a budget for expenses upon each year, and expenses shall be reported under a separate heading in the Annual Accounts.

13.2 The reasonable expenses of the Officers and other members of the Executive Committee 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 Executive Committee.

14 ACCOUNTS

14.1 The Executive 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.

14.2 The fiscal period of the World Council shall be 1 January to 31 December each year unless changed by resolution of the World Council.

14.3 The Honorary Treasurer shall send a copy of the accounts for the latest complete fiscal period to each member National Association with the notice of the Annual Meeting of the World Council.

15 NOTICE

15.1 Where under this Constitution the Executive Officer 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 either by post or 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 Executive Officer shall have posted such notice by first class or air mail to the 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 Executive Officer has successfully dispatched the written electronic communication where to or not it shall in fact have been received by the person or body concerned within that time or at all.

(c) Provided that the Executive Officer 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.

15.2 The Executive Officer shall keep a register of such notices, which shall include evidence that the notice has been sent.

16 SUSPENSION AND REMOVAL FROM MEMBERSHIP

16.1 The Executive Committee may suspend a member, or individual of a National Class Association, from membership only after a hearing protecting his rights to due process including a mutual exchange of evidence prior to the hearing.

16.2 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 the Class Rules.