



## Constitution

### CI. Name

The name of this organization shall be the International One Design World Class Association (WCA). ~~The WCA is an unincorporated association.~~<sup>1</sup>

### CII. Purpose

2.1 The purpose of ~~this Organization~~the WCA<sup>2</sup> is to promote racing of the International One -Designs (IODs)~~-yacht~~<sup>3</sup>; to maintain the "one-design" principles of the IOD Class; to ensure fair competition between IODs; and to assist in the preservation, maintenance and growth of the world wide IOD community.

2.2 The ~~Association~~-WCA<sup>4</sup> is not organized for and shall not be conducted for profit.

2.3 Membership ~~in the WCA~~<sup>5</sup> is open to any person.

### CIII. Jurisdiction

This Constitution, and the By-Laws, ~~Specifications, Class~~ Rules and Championship Regulations adopted pursuant to the Constitution, are binding upon all members of the WCA and all Fleets registered by the WCA. ~~Where there is a conflict between these WCA rules and any Fleet regulations, the WCA rules shall apply.~~<sup>6</sup>

### CIV. Definitions

4.1 International One Design (IOD): A ~~yacht~~-boat<sup>7</sup> which conforms to the requirements defined in ~~this Constitution, By-Laws, and the IOD Class~~<sup>8</sup> Rules.

4.2 Fleet: A group of 3 or more IODs which frequently and regularly races together on a one-design basis and which applies to and is recognized by, and pays the appropriate annual fleet registration fees as set down in the Schedule of Fees to the WCA.

4.3 Member: Someone who has paid dues as set down in the Schedule of Fees to the WCA either through a Fleet or directly to the WCA Secretary.

4.4 The ~~International One Design~~<sup>9</sup> World Class Association: The ~~unincorporated association~~<sup>10</sup> comprised of the Fleets and individual Members.

4.5 ~~Good Standing: A Fleet and/or Member is in Good Standing if they conform with the requirements of the WCA Constitution and Bylaws.~~<sup>11</sup>

### CV. Officers

Between Annual Meetings, the WCA shall be governed by the following Officers, who shall be elected at each Annual Meeting and shall serve until the ensuing Annual Meeting or until their successors are elected at the next meeting of the Association. Any Member of the WCA shall be eligible to serve as an Officer of the WCA. These elected Officers constitute the WCA Executive Committee.

5.1 President: The President shall be the chief executive of the organization and shall perform such duties. He shall set the time and place for meetings, including the

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Annual Meeting and preside at meetings; serve as Chair of the Executive Committee; rule on procedure and authorize payments of indebtedness. In the absence of the ~~WCA Executive Committee~~ and when the need for a decision is urgent, the President is authorized to make decisions on behalf of the ~~WCA Executive Committee~~ but requires confirmation by the Executive Committee at their next meeting<sup>12</sup>. The President will normally serve two consecutive one-year terms.

- 5.2 Executive Vice President: The Executive Vice President, who shall officiate in the absence of the President and shall carry out any duties delegated by the President and is intended to succeed the President at the end of their term of office.
- 5.3 Vice Presidents: There shall be a minimum of two (2) and a maximum of four (4) Vice Presidents. The Vice Presidents shall perform the duties delegated to them by the Executive Committee or the President. Any Vice President designated by the Executive Committee may perform the duties of the President or Executive Vice President in their absence. There shall be at least one Vice President representing each continent where there is a registered Fleet.
- 5.4 Secretary: The Secretary shall keep the records of the WCA, maintain membership rolls<sup>13</sup>, Fleet listings, register ~~yachts boats~~<sup>14</sup> in accordance with current World Sailing processes<sup>15</sup>, keep the minutes of the meetings, communicate with all Fleets and perform all other duties pertaining to such office.
- 5.5 Treasurer: The Treasurer shall receive all dues and other monies paid to the WCA; deposit the WCA funds in banks as authorized; preserve the assets of the WCA; and provide a financial report at the annual meeting or at any other meeting when requested by the President.
- 5.6 Honorary Officers: The Executive Committee can appoint Honorary Officers for specific purposes. These Honorary Officers shall not be voting members of the Executive Committee.

**CVI. Committees and Appointed Positions**

The WCA President, with the approval of a majority of the WCA Officers, shall appoint members of the WCA to fill committees and positions responsible for conducting various WCA functions until the ensuing Annual Meeting or until their successors are named by the WCA Executive Committee. The record of appointments shall be held by the WCA Secretary and posted on the WCA website, and written confirmation shall be mailed to all Fleet Captains. The appointments shall include, but shall not be limited to:

- 6.1 World Class Technical Committee  
The World Class Technical Committee shall interpret the Class Rules ~~Hull and Sail Specifications~~ and shall propose to the ~~Annual Meeting~~ Executive Committee any advisable alterations or additions ~~to the Specifications~~ in accordance with the Class Rules. When requested in writing, the World Class Technical Committee shall make a technical ruling on a Class Rules question ~~that cannot be resolved within a particular Fleet.~~<sup>16</sup>

Three or more World Class Technical Committee members shall be appointed. No two appointed members of the World Class Technical Committee may come from the same Fleet. One of these members shall be designated as the World Class Technical Committee Chair, the other two or more members shall be considered

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at-large members of the Technical Committee.

6.2 Nominating Committee

The Nominating Committee shall be responsible for creating a slate of proposed WCA officers to be presented to the WCA for approval at an Annual Meeting or Special Meeting of the class. The Nominating Committee shall present their proposed slate to the WCA Executive Committee no later than ~~45~~forty-five (45)<sup>17</sup> days before the Annual Meeting or Special meeting where the slate will be voted upon.

The Nominating Committee shall consist of the immediate Past President and any four (4) individual Members drawn from any fleet with no more than one (1) Member from any fleet. The Nominating Committee shall elect its own chair. In the event the immediate Past President is unable to serve on the Nominating Committee, the sitting President shall appoint any other Past President to serve. In the event that no Past President is available to serve, the sitting President may appoint any Fleet Captain in good standing to serve.

6.3 Class Measurers

Two or more Class Measurers shall be appointed. Class measurers shall be responsible for inspecting each newly-built IOD, or rebuilt IOD to ensure that the ~~yacht boat~~<sup>18</sup> complies with the WCA specifications as set out in the WCA By-Laws.

6.4 ~~Newsletter Editor~~Communications Director<sup>19</sup>

The ~~Newsletter Editor~~ Communications Director shall be responsible for ~~the creation of a periodic newsletter~~ regular communications to the WCA membership.

6.5 Additional Posts

The WCA Executive Committee shall appoint other posts as necessary to efficiently conduct the affairs of the WCA.

CVII. Meetings

The Annual Meeting of the WCA shall be held ~~once every calendar year and may be held in conjunction with during the week of~~ the WCA World Championships ~~at or at another time and place to be set by the WCA Executive Committee near the location of the WCA World Championships.~~<sup>20</sup>

A Special Meeting of the WCA can be called at any time by the WCA President, subject to the provisions of this Article.

7.1 Notification

The WCA Secretary shall deliver in writing, by postal mail or electronic mail, notice of the Annual Meeting or a Special Meeting, including notice of ~~any proposed slates of officers, and any votes other motions~~ which are scheduled to be ~~held~~voted upon<sup>21</sup>, directly to the Fleet Captains no later than ~~sixty~~forty-five (45) days prior to the date of the Annual Meeting or Special Meeting. Either form of notice shall constitute due notice to the Membership. The WCA Secretary shall also post notice of ~~the any~~ Meeting and ~~the other~~ scheduled ~~votes motions~~ on the WCA website ~~at least~~forty-five (45) prior to the meeting.<sup>22</sup>

7.2 Participation

7.2.1 Fleets are expected to participate, either ~~directly~~in person, via video

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~~conference<sup>23</sup> or via written proxy, at all the Annual Meetings and any Special Meetings.~~

7.2.2 Fleets shall inform the WCA Secretary in writing or electronically, of their appointed representative at ~~an the~~ Annual Meeting or ~~any~~ Special Meeting. A fleet representative must be a Member. A single individual may act as representative for up to three fleets.

7.2.3 Fleets shall provide the WCA Secretary a fleet report at least 14 days prior to the Annual Meeting. These reports will be posted on the class website at least seven (7) days prior to the Annual Meeting.~~24~~~~Written proxy votes, which must include specific fleet votes on all matters scheduled to come before the WCA at the meeting, shall be submitted to the WCA secretary in advance of the meeting.~~

7.3 Quorum

A quorum at ~~an the~~ Annual Meeting or ~~any~~ Special Meeting shall consist of the presence in person ~~or by video conference<sup>25</sup>~~ of the voting representatives of two-thirds of the Fleets in ~~good-Good standing~~Standing. A written proxy is not counted towards the quorum.~~26~~

7.4 Voting

7.4.1~~27~~ One vote will be allowed ~~per for each~~ Fleet in Good Standing~~28~~. The designated Fleet representative shall cast the vote for each Fleet. The President shall cast all written proxy votes received by the Secretary.

7.4.2 Written Proxy Votes - If a Fleet is unable to participate in an Annual Meeting or Special Meeting through a representative present or video conference, it may participate by written proxy. A written proxy must state how the Fleet intends to vote on each matter scheduled for a vote at the Meeting. The written proxy must be delivered to the Secretary of the WCA no less than forty-eight (48) hours before the Meeting. The President or the Secretary of the WCA shall cast the proxy votes as directed in the written proxies.~~29~~

7.5 Order Of Business

7.5.1 The order of business of the Annual Meeting shall be as follows:

- a. Call to Order
- b. Roll Call
- c. Reading of Minutes
- d. Treasurer's Report
- e. Reports of Officers
- f. Fleet Reports
- g. Selection of Site for next Championships
- h. Other Business
- i. Election of Officers
- j. Adjournment

5.5.2 A different order of business may be used for a special meeting of the WCA.

CVIII Dues

8.1 Annual Dues are assessed to WCA Fleets and Members on a calendar year basis.

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The amounts of the annual dues for Fleets and Members are listed in the WCA Schedule of Fees. Payments are due to the WCA Treasurer on January 1st of each year.

- 8.2 Whenever practical, individuals should pay their dues through their local Fleet. Members unaffiliated with a local Fleet may remit their dues directly to the WCA Secretary.
- 8.3 Fleets whose Annual Dues payments are not received by the earlier of June 1st of each year or the date of that year's Annual Meeting<sup>30</sup> will be assessed a 10% late fee each month until the dues payment is remitted.
- 8.4 Failure to provide the WCA with the required Fleet dues payments may result in that Fleet being suspended.

**CIX Sail Insignia & Class Logo**

- 9.1 The original logo as drawn by Bjarne Aas and the sail insignia may only be used in any written, printed or visual medium by a member of the IOD WCA or with specific written permission from one of its Fleets.

**CX Amendments**

- 10.1. The Constitution, By-Laws, and Championship Regulations may be amended at any the Annual Meeting or any Special Meeting. Proposed Amendments shall be published with the Notice of Meeting no later than forty-five (6045)<sup>31</sup> days prior to the meeting. A two-thirds majority of all Fleets in Good Standing expressed as the next highest whole number<sup>32</sup> is required to adopt a proposed Constitution, By-law, or Championship Regulation amendment. Amendments approved at such a meeting will go into effect on the first day of January following their adoption unless the Amendment specifically states otherwise.<sup>33</sup>

~~<sup>34</sup>10.2. The Constitution, By-Laws and Championship Regulations may be amended by unanimous vote of the WCA Executive Committee provided that notice of the adoption of any of the amendments shall be made to each Fleet Captain. Any Fleet may, within 60 days after such notice, notify the WCA Secretary that such Fleet objects and requests that same amendment be presented to a meeting of the Members for determination. Such amendment shall not be accepted until the expiration of said 60 day period, or, if notice of objection thereto has been duly given by any Fleet, until the same has been adopted at a meeting of Members in accordance with Article 10.1 above. Amendments adopted in this manner shall not be effective until first day of January following their acceptance.~~

<sup>1</sup> Include description of legal entity

<sup>2</sup> Changed for clarity and consistency

<sup>3</sup> Eliminate “yacht” and replace as appropriate with “IOD” or “boat”

<sup>4</sup> Changed for clarity and consistency

<sup>5</sup> Added for clarity and consistency

<sup>6</sup> Added supremacy language to emphasize a single rule set and make more urgent the need to get local fleet class rule amendments incorporated into class rules. Important to note that there is later language that gives Fleets a path of appeal if fleet changes are denied.

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- 7 Eliminate “yacht” and replace as appropriate with “IOD” or “boat”
- 8 Clarified that an IOD is defined by the Class Rules
- 9 Changed for clarity and consistency
- 10 Include description of legal entity
- 11 Provides a definition of “good standing”
- 12 Limits authority of President by requiring affirmation of Executive Committee urgent action may be required
- 13 Correct typo
- 14 Eliminate “yacht” and replace as appropriate with “IOD” or “boat”
- 15 Reflects obligations that come with World Sailing’s International Class status
- 16 Specifies and clarifies Technical Committee’s responsibility and authority over Class Rules
- 17 Reduced notification time and looked to bring notification requirements in line with the other requirements for the AGM
- 18 Eliminate “yacht” and replace as appropriate with “IOD” or “boat”
- 19 Changed “Newsletter Editor” to “Communications Director” and modified the responsibilities slightly to reflect current practice.
- 20 Allows the option for the AGM to be at a time other than the Worlds
- 21 Better define content of meeting notices
- 22 Looked to bring notification requirements in line with the other requirements for the AGM
- 23 Changed representation requirements to allow for attendance at class meetings by video conference
- 24 Listed submitting Fleet reports as a requirement under the constitution
- 25 Added the ability to attend by video conference
- 26 Clarified definition of quorum
- 27 Reformatted 7.4 Voting by changing 7.4 Voting to a heading and moving original text to subparagraph 7.4.1
- 28 Clarified voting rights of fleets not in good standing
- 29 Clarified procedures for proxy voting
- 30 Clarify payment deadlines for class dues
- 31 Looked to bring notification requirements in line with the other requirements for the AGM
- 32 Clarifies definition of 2/3 majority for voting
- 33 Allows for Amendments to take effect prior to the start of the following calendar year
- 34 Section 10.2, an alternative method for amending the Class governing documents was deleted in its entirety because it was deemed unnecessary and has not function as intended