

CONSTITUTION

THE INTERNATIONAL MIRROR CLASS ASSOCIATION

September 2006

This Constitution is to be read in conjunction with the
"INTERNATIONAL MIRROR CLASS RULES"

Authority: International Sailing Federation Ltd

1. TITLE:

The title of the Association shall be the International Mirror Class Association.

2. FLAG:

For class racing International Numeral Pennant 6 shall be used.

3. OBJECTS:

The Objects of the Association are -

- 3.1 To encourage ownership and recreational use of the International Mirror Class Dinghy throughout the World.
- 3.2 To maintain the one-design character of the Mirror Dinghy by monitoring boats to ensure compliance with the Class Rules.
- 3.3 To coordinate and manage the affairs of the Class.
- 3.4 To keep International Mirror owners informed through National Class Associations of international developments concerning the Class.
- 3.5 To encourage and promote and arrange for the organization of World and Regional Championships and other International competition for the class.
- 3.6 To negotiate with the Copyright Holders on any matters relating to Class Rules and marketing.
- 3.7 To encourage and assist the formation of new National Class Associations.

4. REPRESENTATION AND DEFINITIONS:

- 4.1 The official language of the class is English and in the event of dispute over interpretation the English language shall prevail.
- 4.2 Throughout this Constitution the following defined terms shall be used:
 - 4.2.1 The IMCA shall mean the united body of National Class Associations.
 - 4.2.2 “National Class Association” (NCA) shall mean the International Mirror Class Association organized in a nation and recognized by the IMCA.
 - 4.2.3 “The Council” shall mean the Council of the IMCA consisting of the representatives of NCAs.
 - 4.2.4 “The Executive” shall mean the Executive Committee of the IMCA consisting of the President, the Vice President, the Secretary, the Treasurer, and the Convenor of the Rules and Technical Committee. The Executive may co-opt other members at its discretion. A member of the Executive shall not be an NCA representative.
 - 4.2.5 “The Class” shall mean the class of sailing dinghy designed by Jack Holt O.B.E. and Barry Bucknell and called the International Mirror Class Dinghy.
 - 4.2.6 “The Class Rules” means the “International Mirror Class Rules” issued by authority of ISAF.
 - 4.2.7 “The Copyright Holders” shall mean the International Sailing Federation Ltd.
 - 4.2.8 “The Designers” shall mean Jack Holt O.B.E. and Barry Bucknell.
 - 4.2.9 The IMCA financial year shall extend from 1 January to 31 December.

5. MEMBERSHIP AND VOTING RIGHTS:

- 5.1 All NCAs shall be members of the IMCA.
 - 5.2.1 Each NCA shall have voting rights on the Council according to the number of its paid up members at 31 December of the previous year. An NCA with up to 500 paid members shall have one vote;
An NCA with 501 to 1000 paid up members shall have two votes;
An NCA with 1001 to 2500 paid up members shall have three votes;
and
An NCA with 2501 or more paid up members shall have four votes.

5.2.2 At meetings of the Council each NCA shall be represented by one representative who shall exercise the number of votes to which the NCA is entitled.

5.3 Each NCA shall nominate a representative to the Council and shall be responsible for advising the Secretary of the nominated representative.

5.4 An owner of an International Mirror Class Dinghy residing in a nation in which there is no NCA may become a Personal Member of the IMCA but shall not be entitled to vote.

5.5 Any person who has rendered meritorious service to the Class or to the IMCA may be elected to Honorary Membership by resolution of a General Meeting. An Honorary Member shall not be entitled to vote.

6. SUBSCRIPTIONS:

6.1 The IMCA shall be financed by annual subscriptions from the NCAs.

6.2 The unit rate of subscription for NCAs and the subscription for Personal Members shall be determined at the General Meeting.

6.3 Any NCA not paying its subscription for a financial year by 31 December of that year shall thereafter forfeit all right and privileges of membership until the overdue subscription has been paid.

7. MANAGEMENT:

7.1 The affairs of the IMCA shall be managed by the Executive, subject to the authority of the Council.

7.2 Each member of the Executive shall be a member of an NCA and shall be elected by the Council.

Elections for members of the Executive will be conducted in conjunction with the general meeting held at each World Championship and those elected shall hold office until their successors are elected at the next General Meeting.

7.3 Members of the Executive who have served for four or more years consecutively shall be eligible for re-election for only one more consecutive term of office.

7.4 Any casual vacancy on the Executive other than that of the President shall be filled by appointment by the remaining members of the Executive. Any such appointment shall be submitted for ratification by the Council by ballot within three months or by the next General Meeting, whichever is sooner.

- 7.5 All negotiation with ISAF concerning changes to or interpretation of the Rules or the Constitution shall be conducted by the Executive.
- 7.6 The Secretary shall call for nominations for election to the Executive no later than 90 days before the date of the General Meeting. Nominations shall be submitted only by financial NCAs and shall include a resume of the nominee's qualifications for the position, to be circulated to NCAs. Nominations shall reach the Secretary no later than 60 days before the meeting. In exceptional circumstances nominations may be submitted by the financial NCA's no later than 72 hrs before the date of the General Meeting. These nominations shall include a resume of the nominee's qualifications for the position, to be circulated to the NCA's"
- 7.7 The President shall take the Chair at General Meetings and shall ensure the proper management of the Class, and liaison with NCAs and other bodies such as ISAF, the Designers, kit manufacturers, and others.
- 7.8 The Vice-President shall represent the President at forums where appropriate and carry out other executive duties as mutually arranged with the President. The Vice-President shall assume the office of President until a new President is elected by the Council should the President vacate the office during the term for which the President was elected.
- 7.9 The Secretary shall be responsible for the maintenance of records of the IMCA, the conduct of correspondence and ballots and circulating information to all NCAs.
- 7.10 The Treasurer shall have charge of funds of the IMCA and keep an accurate record of its financial affairs. The Treasurer shall prepare an audited statement of financial transactions and a balance sheet for each financial year by 31 March of the following year for presentation to and approval by the Executive.
- 7.11 The Auditor shall be a duly qualified Auditor.
- 7.12 The General Meeting shall appoint a Rules and Technical Committee which shall be responsible for developing, assessing and making recommended variations to the Class Rules as required by the Council.
- 7.13 The Executive shall arrange for the holding of World, Regional and other International Championships in consultation with the sponsoring club(s) and/ or the relevant NCA.
- 7.14 World Championships shall be held no less than every four years and as often as once every two years
- 7.15 European Championships shall be held every two years.
- 7.16 The venues and sailing representation for World and Regional Championships

shall be decided by the General Meeting or when this is not possible, by Ballot.

8. POWERS OF THE COUNCIL:

- 8.1 Subject to the provisions of these rules and in particular the Objects of the Association expressed in Item 3 the Council shall have absolute authority in the management of the IMCA and the administration of its funds.
- 8.2 The Council shall be the only body with power to make recommendations to the Copyright Holders for changes in the Class Rules.
- 8.3 The Council shall have the authority to change the Constitution of the IMCA. Such changes must be approved by ISAF before adoption.

9. MEETING AND VOTING:

9.1 Meetings:

9.1.1A General Meeting of the Council shall be held during each World Championship, the date, time and place to be notified to NCAs by the Secretary not later than 40 days before the meeting.

9.1.2 The business of the General Meeting shall be:

- (a) To receive and approve the Secretary's report on the work of the Executive Committee
- (b) To receive and approve the financial accounts
- (c) To elect the members of the Executive Committee
- (d) To appoint the Rules and Technical Committee and its Convenor
- (e) To appoint the Auditor
- (f) To review and fix annual subscriptions
- (g) To determine arrangements for Regional and World Championships and sailing representation at those Championships.
- (h) To consider any agenda items submitted in accordance with Item 9.1.3
- (i) To consider any other administrative business properly proposed

9.1.3 Items for the Agenda of the General Meeting submitted by NCAs or by members of the Executive must be notified to the Secretary in writing no less

than 60 days before the meeting.

9.1.4 The Secretary shall notify NCAs of the Agenda of the General Meeting including all submitted items at least 40 days before the meeting.

9.1.5 An Extraordinary General Meeting may be called by the Executive in the event of a financial or other crisis.

An Extraordinary General Meeting shall be called if demanded by representatives having not less than 60% of the voting rights, or if one is demanded by the Copyright Holders.

NCAs shall be given as much notice of an Extraordinary General Meeting as circumstances permit.

9.1.6 Proxies for representatives may be appointed for General Meetings. The appointment of any proxy must be notified to the Secretary in writing by the representative or the Secretary of the relevant NCA prior to the meeting.

9.1.7 Any member of an NCA shall be entitled to attend meetings. Only representatives to the Council from financial NCAs or their proxies shall be entitled to vote at General Meetings. The Chairman shall have a casting vote.

9.1.8 The quorum for a Council Meeting shall be 50% of those entitled to represent NCAs rounded up to the nearest whole number.

9.1.9 Minutes of meetings shall be made by the Secretary and circulated to members of the Executive and all NCAs for their information and affirmation within 40 days of the meeting.

9.2 Voting

9.2.1 No decisions or votes regarding changes to the Constitution or Class Rules may be taken at meetings. All voting on proposed changes to the Class Rules or the Constitution shall be by Ballot. Ballots may be conducted by post, facsimile transmission or e-mail.

9.2.2 Any proposals for changes to the Constitution or Class Rules shall be submitted to the Secretary by NCAs not later than 31 December each year and shall be circulated to all NCAs for voting not later than the following 31 January.

9.2.3 Proposals for changes to the Constitution or Class Rules must be passed by 60% of those who vote.

9.2.4 Voting on general administrative proposals may be conducted at General Meetings or by Ballot and shall be determined on the basis of a simple majority of those who vote.

9.2.5 NCAs shall record their votes with the Secretary within 30 days from the notice being sent for general administrative proposals, and within 50 days from the notice being sent for proposals for change to the Constitution or Class Rules.

9.2.6 The results and details of voting shall be circulated to all NCAs and Executive members within 14 days of the completion of the Ballot.

9.2.7 Amendments to the Class Rules and Constitution shall become operative only after approval by the ISAF and on a date determined by the Executive in conjunction with the ISAF. Such amendments shall be advised to NCAs within one month of the receipt of notification of ISAF approval.

10. ACCOUNTS:

The Executive shall cause to be prepared and circulated by 30 April each year to all NCAs an annual financial statement for the previous financial year.

11. NATIONAL CLASS ASSOCIATIONS:

NCAs shall establish their constitutions incorporating the relevant provisions of the IMCA Constitution and Class Rules.

12. DISCLAIMER:

The IMCA, the NCAs, the Designers and the Copyright Holder accept no responsibility for any claims arising from the implementation of the IMCA Constitution or the Class Rules.