

CONSTITUTION of the BERMUDA SAILING ASSOCIATION

ARTICLE 1

The name of the organisation shall be the BERMUDA SAILING ASSOCIATION (hereinafter called the "Association").

ARTICLE 2

2 DEFINITIONS

Unless the context otherwise indicates, in the interpretation of the Constitution:

- 2.1 BSA shall mean The Bermuda Sailing Association
- 2.2 WS shall mean World Sailing.
- 2.3 The singular shall include the plural and vice versa.
- 2.4 Any gender shall include all other genders.
- 2.5 The headings shall not be taken into account.
- 2.6 A yacht shall mean any vessel which is used for pleasure whether propelled by sail or power.
- 2.7 A Club Member is as defined in Article 4.1.1
- 2.8 A Class Association Member is as defined in Article 4.1.2
- 2.9 An Associate Member is as defined in Article 4.1.3
- ~~2.10 Individual Members are classed as follows:-~~
 - ~~2.10.1. A Junior Individual Member is a natural person who has not attained the age of eighteen years as at the 1st January in a subscription year and who is otherwise a person referred to in Article 4.4.~~
 - ~~2.10.2 A Senior Individual Member is a natural person who is any Individual Member other than those referred to in Articles 2.9.1, and 2.9.3 hereto and who is otherwise a person referred to in Article 4.4.~~
 - ~~2.10.3 An Officiating Individual Member shall be an Individual Member, of any category, who predominantly acts as a race official or safety officer so nominated by a Club Member and is primarily involved in providing a service to other classes of Members.~~

~~2.11 — A Life Member is a person referred to in Article 4.5~~

~~2.14 — A Commercial Member is defined in Article 4.6.~~

- 2.15 The General Council shall be the body referred to in Article 5.
- 2.16 The Board of Governors shall be the body referred to in Article 7.
- 2.17 The Financial Year of the Association shall be determined by the by-laws of the Association.
- 2.18 The Subscription Year is that year in respect of which a subscription is to be paid and commences on the 1st of January in each year or on such other date as the Board of Governors may, from time to time decide.
- 2.19 "Elected Board member" shall be a board member elected by the General Council.
- 2.20 "Appointed Board member" shall be a board member appointed by the Elected Board members.
- 2.21 The Office of the Association shall be determined by the by-laws of the Association.

ARTICLE 3

3 OBJECTS

- 3.1 The objects of the Association shall be -
- 3.1.1 To promote and administer the sport of Sailing in all its branches in Bermuda;
 - 3.1.2 To promote competition in Sailing nationally and internationally;
 - 3.1.3 To take such steps to ~~become a Member~~ maintain membership of ISAF World Sailing and to affiliate with other National and International Associations as may be required;
 - 3.1.4 To serve as the National body for the advancement of Sailing throughout Bermuda;
 - 3.1.5 To represent sailing at the Bermuda Olympic Association (BOA) for all 'festivals' that BOA represents and on appropriate committees, accordingly;
 - 3.1.5 To represent sailing interests to the Government of Bermuda.
- 3.5 To further these Objects the Association shall be governed by The Board of Governors.
- 3.6 The assets and income of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the association except as bona fide remuneration for services rendered or expenses incurred on behalf of the association.

ARTICLE 4

4 MEMBERSHIP

4.1 VOTING MEMBERS

The membership of the Association shall consist of organisations ~~or persons~~ who have been elected to membership and shall comply with the categories of membership described in the following sub-clauses. The Board of Governors may create other classes of membership as may be appropriate from time to time.

Each Club, Class or Associate member shall appoint a representative to vote on their behalf at General Council meetings. The voting member organisations, represented by appointed representatives shall be Club, Class or Associate Members in good standing with the BSA.

4.1.1 CLUB MEMBER

Any Yacht Club or Sailing Club in Bermuda the constitution and rules of which are approved by the Board of Governors.

4.1.2 CLASS ASSOCIATION MEMBER

Any Class Association, but not including a Club, having amongst its objects, the promotion, control and regulation of its Class in Bermuda the constitution and rules of which are approved by the Board of Governors.

4.1.3 ASSOCIATE MEMBER

Any school, organisation or community body, having amongst its objects, the promotion, the education and/or teaching of the sport of sailing, the constitution and rules of which are approved by the Board of Governors.

4.2 NON-VOTING MEMBERS

4.2.1 INDIVIDUAL MEMBER

Any person who is an active member in good standing of a Club Member, Class Association Member, or Associate Member.

~~4.2.2 LIFE MEMBERS~~

~~Any person elected to Life Membership in recognition of outstanding service to the Association.~~

~~4.2.3 COMMERCIAL MEMBER~~

~~Any Company, Corporation, Non-Profit or other Organisation with an interest in Sailing and whose corporate goals and product or service are considered appropriate by the Board of Governors.~~

4.3 APPLICATION FOR MEMBERSHIP

4.3.1 Any Club desiring to become a member under Article 4.1.1 shall apply in writing ~~on the appropriate form~~, shall furnish such particulars and information as the Association may

require, and shall include the appropriate fee with such application. The Board of Governors may, in its discretion, elect or reject any applicant applying for membership under Article 4.1.1.

4.3.2 Any Class Association desiring to become a member under Article 4.1.2 shall apply in writing ~~on the appropriate form~~, shall furnish such particulars and information as the Association may require, and shall include the appropriate fee with such application. Particulars and information shall include Class Constitution and By-Laws. The Board of Governors may, in its discretion, elect or reject any applicant applying for membership under Article 4.1.2.

4.3.3 Any school, organisation or community body desiring to become a member under Article 4.1.3 shall apply in writing on the appropriate form, shall furnish such particulars and information as the Association may require, and shall include the appropriate fee with such application. The Board of Governors may, in its discretion, elect or reject any applicant applying for membership under Article 4.1.3.

~~4.3.4 Any Company, Corporation or other Organisation having an interest in Sailing desiring to become a member under Article 4.2.3 shall apply in writing on the appropriate form, shall furnish such particulars and information as the Association may require, and shall include the appropriate fee with such application. The Board of Governors may, in its discretion, elect or reject any applicant applying for membership under Article 4.2.3.~~

4.3.4 A person who fulfils the requirements for Individual Member shall be deemed to have made application for membership of the Association.

4.4 ELECTION OF MEMBERS

4.4.1 Election of Club Members, Class Association Members, Associate Members ~~and Commercial Members~~ shall be effected by the vote of the Board of Governors and such must be carried by not less than a two thirds majority of the Governors present. The Board of Governors shall allocate each applicant for membership, when elected, the appropriate membership category as the Board of Governors sees fit.

4.4.2 Any person fulfilling the requirements for an Individual Member who has paid the appropriate fee to a Club Member, Class Association Member or Associate Member shall be deemed to be elected for the year for which the fee is paid.

~~4.4.3 Election to Life Membership shall be by a two-thirds majority of votes of The General Council present and voting at the Annual General Meeting, subject only to the following—~~

~~(a) Such, person(s) shall be nominated by a Club Member(s) and such nominations shall be received at the office of the Association within the same time limit specified in this Constitution for receipt of nominations to the General Council.~~

~~(b) Such nomination(s) shall be endorsed by the Board of Governors before presentation to the Annual General Meeting and may be included on the Agenda for that Meeting if~~

~~the Board of Governors see fit. The Board of Governors is not obliged however, to present any nomination(s) so received.~~

- (c) ~~Not more than two persons shall be elected to Life Membership at any Annual General Meeting.~~

4.5 CESSATION OF MEMBERSHIP

- 4.5.1 Membership may only be terminated upon written resignation or by the Board of Governors on the grounds as set out in Article 4.9.7 hereto.
- 4.5.2 Subject to Article 4.5.3 hereto a Club Member, Class Association Member, Associate Member and Commercial Member shall give notice in writing to ~~the General Manager~~ Board of Governors of its intention to resign from membership of the Association.
- 4.5.3 A Club Member, Class Association Member, Associate Member or ~~Commercial Member~~ shall tender with the written notice of its resignation any outstanding subscriptions, levies or other moneys.
- 4.5.4 ~~An Individual Member may give notice in writing to the General Manager of his/her intention to resign and such resignation shall be effective on receipt by the General Manager.~~
- 4.5.5 Notwithstanding the resignation, suspension or expulsion of a Member of any category, all sums outstanding and due by that Member, at the date of resignation suspension or expulsion (as the case may be) shall be recoverable by the Association by way of a liquidated debt against such Member whether before or after the date of resignation.
- 4.5.6 If a Member, of any category, shall willfully refuse or neglect to comply with the provisions of the Constitution of the Association or shall be guilty of any conduct which in the opinion of Board of Governors is unbecoming of a member or prejudicial to the interests of the Association and its objects, the Board of Governors shall have the power by resolution to censure, fine, suspend or expel the Member, from the Association and the provisions of Article 4.5.5 hereto shall apply.

PROVIDED that at least one month before the meeting of the Board of Governors at which such a resolution under this Article shall be considered the Member concerned shall have had notice of such meeting and of what is alleged against it/him/her and of the intended resolution and that it/he/she shall at such meeting and before the passing of such resolution have had the opportunity to give in writing or at the meeting any explanation or defense it/he/she may think fit. A resolution under this Article shall be carried by not less than a two thirds majority of the Governors present and voting (such vote to be taken by a ballot) The Member concerned shall be punished according to the resolution and in the case of a resolution for the termination of its/his/her membership the membership of the Member shall be terminated on the declaration of the vote.

4.6 OBLIGATIONS OF MEMBERS

4.6.1 It shall be the obligation of all members of the Association:

- (a) to promote the objectives, interests and influence of the Association;
- (b) to recognize and respect the constitution, by-laws, rules, regulations and decisions of the Association and of World Sailing;
- (c) to use reasonable endeavours to persuade others within their jurisdiction to refrain from actions that are inconsistent with the constitution, by-laws, rules, regulations and decisions of the Association and of World Sailing;
- (d) in the case of ~~Sailing~~ Clubs and Class Associations, to give prompt notice in writing to the President of the Bermuda Sailing Association of any change to their constitution, by-laws or rules;
- (e) Class Associations are required to submit annual AGM Minutes to maintain 'good standing' with the Association prior to voting at the BSA General Council meeting;
- (f) to adhere to and support the principles and practices of the;
 - 1. Code of Ethics & Conduct for Sports in Bermuda as established by the Bermuda Government in conjunction with the National Governing Bodies of Sports 2004;
 - 2. Bermuda Council for Drug Free Sports: <http://www.bsada.org/>

ARTICLE 5

5 GENERAL COUNCIL

- 5.1 The General Council shall consist of one representative nominated for and by each Club Member, Class Association Member, and Associate Member; and the Officers of the BSA. The President, or in their absence, Vice President, shall chair the Council.
- 5.2 Members of the Board of Governors; the Chairpersons of Committees; ~~a single representative of each Commercial Member; Life Members~~; and such other persons or organisations as deemed appropriate by General Council shall be non-voting observers at General Council Meetings.

ARTICLE 6

6 OFFICERS OF THE ASSOCIATION

- 6.1 The Officers of the Association shall consist of a President, Vice President, and ~~Honorary~~ Treasurer.

- 6.2 The Officers of the Association shall be elected by the Board of Governors from amongst the Board of Governors.
- 6.3 The Officers of the Association shall be eligible for re-election provided that the President and Vice President shall not hold the same office for more than three consecutive years.
- 6.4 An Officer of the Association shall continue to hold office until the election of his successor.
- 6.5 Any casual vacancy amongst the Officers may be filled by an appointee of the Board of Governors. Any person appointed to fill a casual vacancy shall hold office until the expiration of the term of office of the person they replace and shall be eligible for election to such office at the expiration of such term.
- 6.6 A Secretary ~~and General Manager~~ may be appointed by the Board of Governors. They shall hold office on such terms and conditions determined by the Board of Governors. ~~The Board of Governors may appoint one person to hold office as both Secretary and General Manager.~~

ARTICLE 7

7 BOARD OF GOVERNORS

- 7.1 The Board of Governors shall consist of:
- a) Five Elected Board members who shall be elected by the General Council.
 - b) Up to a further three Appointed Board members who shall be appointed by the five Elected Board members from time to time each of whom shall have expertise in an area considered by the Board of Governors to be desirable and appropriate.
- 7.2 As soon as practical following the election of the Elected Board members they shall meet to elect from their number a President, Vice-President and ~~Honorary~~ Treasurer.
- 7.3 As soon as practical following the election of the Elected Board members they shall meet to select up to three Appointed Board members.
- 7.4 The office of Appointed Board member is subject to these Articles and shall be for a term which shall commence from the time the Board of Governors declares the appointment until the declaration of new appointments after the next Annual General Meeting.
- 7.5 The office of Elected Board member is subject to these Articles and shall be for a term which shall commence from the conclusion of the General Meeting of the General Council at which the Board member is elected until the conclusion of the Annual General meeting of the General Council not less than 22 months following.
- 7.6 To ensure rotational terms of the initial Elected Board members, two of the Elected Board members shall be elected for a term of one year. The Elected Board members appointed for an

initial one-year term shall be chosen by chance. The remaining three Elected Board members shall serve a two year term.

- 7.7 The Board of Governors may fill any casual vacancies that occur during the term.
- 7.8 The President, or in his absence the Vice President, or in his absence, a person elected by those members present shall preside as Chairman of each meeting of the Board of Governors.
- 7.9 The Secretary ~~and General Manager~~ shall attend and speak at meetings of the Board of Governors but shall not vote. Any other person may only attend and speak at meetings of the Board of Governors at the invitation of the Board of Governors.

ARTICLE 8

8 COMMITTEES

- 8.1 The Board of Governors ~~or the General Manager with the consent of the Board of Governors~~, may appoint Committees from time to time to assist in the conduct of the business of the Association.

~~8.2 BOARD COMMITTEES~~

- ~~8.2.1 The Board of Governors may appoint Board Committees from time to time to assist the Board of Governors in the conduct of its business.~~
- 8.2 ~~Board~~ Committees shall consist of persons appointed by the Board of Governors.
- 8.3 At the discretion of the Board of Governors, Chairpersons may be appointed by the Board of Governors or may be elected by a simple majority of members of the Committee present.
- 8.4 The ~~Board~~ Committees in existence at the time of the last amendment to these Rules are shown in Schedule 1 hereto.

~~8.3 GENERAL COMMITTEES~~

- ~~8.3.1 The General Manager with the consent of the Board of Governors, may, from time to time, create or disband General Committees to assist in the conduct of the business of the Association.~~
- ~~8.3.2 General Committees, at the discretion of the General Manager and with the consent of the Board of Governors, shall consist of formally appointed delegates from eligible Club Members, Class Association Members, Associate Members, or consist of Individual Members with skills in a particular area.~~
- ~~8.3.3 Chairmen and Deputy Chairmen of General Committees shall be appointed by the General Manager, which appointment shall be ratified by the Board of Governors.~~

- 8.5 ~~The General~~ Committees not currently active at the time of the last amendment to these Rules are shown in Schedule 2 hereto.
- 8.6 The ~~General Manager with the consent of the~~ Board of Governors may fill any casual vacancy on any Committee including the office of Chair~~man~~.
- 8.7 Notwithstanding any other rule or Article contained herein the ~~General Manager, with the consent of the~~ Board of Governors, may appoint any Individual Member to be a voting member of any Committee.
- 8.8 The ~~General Manager with the approval of the~~ Board of Governors, may approve and may lay down from time to time the standing orders of any Committee.
- 8.9 All ~~General~~ Committees are responsible to the Board of Governors ~~General Manager~~.
- 8.10 Committee Chairs shall provide reports to the General Council and may seek advice or recommendations from the General Council.

ARTICLE 9

9 VOTING

- 9.1 At any meeting of the General Council each member of the General Council, as defined in 5.1, personally present shall have one vote. If defined within the General Council Meeting Notice the meeting may be held in a virtual or hybrid format.
- 9.2 At any General Meeting any four Club Members, Class association Members or Associate Members can demand a poll which shall be taken at a Special General Meeting held at such time and place as the Meeting shall decide.
- 9.3 Except in the case of a poll, or a virtual only meeting, voting at any in person meeting shall be by voice or show of hands and the rule of the Chair of that meeting that a motion has been carried or lost shall be final and conclusive.
- 9.4 Except in the cases where a greater majority is herein specified or required by legislation all matters at any meeting shall be resolved by a simple majority and in the event of an equality of votes the Chairman of the meeting shall have an additional casting vote.

ARTICLE 10

10 RIGHTS OF THE VARIOUS CLASSES OF MEMBERS

10.1 RIGHTS OF CLUB MEMBERS, CLASS ASSOCIATION MEMBERS, ASSOCIATE MEMBERS

- 10.1.1 To appoint one representative to attend General Meetings of the Association, with the right to vote, and otherwise whose rights and limitations are herein defined.

10.1.2 To purchase and receive such publications or objects as decided by Board of Governors.

10.1.3 To submit appeals and such other matters for consideration by the Association as herein defined.

10.1.4 Such other rights and privileges as herein defined.

~~10.2 RIGHTS OF COMMERCIAL MEMBERS~~

~~10.2.1 To appoint one representative to attend General Meetings of the Association and whose rights and limitations are herein defined.~~

~~10.2.2 To purchase or receive such publications or objects as decided by Board of Governors.~~

~~10.2.3 Such other rights and privileges as may be decided by the Board of Governors from time to time.~~

~~10.3 RIGHTS OF LIFE MEMBERS~~

~~10.3.1 To attend General Meetings of the Association.~~

~~10.3.2 To purchase or receive such publications or objects as decided by Board of Governors.~~

~~10.3.3 Such other rights and privileges as decided by Board of Governors from time to time.~~

~~10.4 RIGHTS OF INDIVIDUAL MEMBERS~~

~~10.4.1 To attend General Meetings of the Association.~~

~~10.4.2 To purchase or receive such publications or objects as decided by Board of Governors.~~

~~10.4.3 Such other rights and privileges as decided by Board of Governors from time to time.~~

ARTICLE 11

11 DUTIES OF OFFICERS

11.1 PRESIDENT

The President shall preside over the Annual General Meeting , other meetings of the Association, meetings of the General Council and meetings of the Board of Governors and shall perform such other duties as may be reasonably required.

11.2 VICE PRESIDENT

The Vice-President shall, where applicable, assume the duties of the President in his or her absence or incapacity.

11.3 HONORARY TREASURER

The Treasurer shall supervise the collection and receipt of all moneys due to the Association and the deposit of same in the name of the Association in such bank as may be approved by the Board of

Governors. He or she shall also supervise the payment of all accounts contracted by the Association and ensure that an accurate statement of income and expenditure of the Association is maintained.

ARTICLE 12

12 ADMINISTRATION

12.1 POWERS OF THE ASSOCIATION

The Association shall have power –

- a) To hold championships and contests between class Yachts delegated to it by ISAF World Sailing or BSA Class Association Members and to delegate the conduct of any championship or contest to such other Member or Committee formed for that purpose as the Board of Governors considers desirable.
- (b) To pass and implement National Authority Prescriptions, safety and other regulations.
- (c) To regulate the measurement of Yachts and the allocation of sail numbers, letters and emblems.
- (d) To hear and determine all appeals from the decision of any Member of the Association or any Committee thereof which may be referred to the Association by any Member of the Association or by any person who is concerned in such decision or if it so elects by any non-member Club or Association.
- (e) To determine or give an opinion on any question dispute or matter referred to it by a member of the Association or any non-Member organisation.
- (f) To exercise all the powers given to the Association by any Deed of Gift or by the conditions of any cup or prize delegated to it by any Member of the Association and to determine all matters referred to the decision of the Association by any Deed of Gift or the conditions of any cup or prize.
- (g) To join World Sailing and any Federations, Associations, or Clubs supporting objects of the Association.
- (h) To deal with all other matters connected with Sailing and Yacht racing and within the ambit of the objects of the Association which may be referred to it by a Member.
- (i) Generally to deal with and regulate all other matters connected with Sailing and Yacht racing which it considers necessary and desirable to achieve or promote the objects of the Association.

- (j) To secure representation or obtain advice whether professional or otherwise on any matter considered necessary or advisable to achieve, promote or maintain the objects of the Association.
- (k) To lend and advance money or give credit to any person or company; to guarantee, and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company; or otherwise to assist any person or company.
- (l) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

12.2 POWERS OF THE GENERAL COUNCIL

The General Council shall have the following powers and duties -

- (a) To ratify the Board of Governors recommendation of annual membership subscription fees.
- (b) To review the Association's Business Plan, the Budget, relevant business reports and provide appropriate recommendations to the Board of Governors.
- (c) To receive reports from standing committees, review the operation of the Association and provide advice and feedback to the Board of Governors.
- (d) To elect eligible candidates to the Board of Governors in accordance with this Constitution.
- (e) To provide and regulate its own rules for the convening and conduct of its meetings generally and to alter such rules if desirable.
- (f) To elect a Patron from time to time.

12.3 POWERS OF THE BOARD OF GOVERNORS

The Board of Governors shall have the following powers and duties –

- (a) The determination of policy of the Association provided that such policy is not inconsistent with this Constitution, and shall deal with matters referred to it by the Association or the General Council within the framework of this Constitution.
- b) To delegate such of its power as it shall consider warranted either generally or from time to time to a ~~Board~~ Committee and to revoke or vary the scope of any such delegation.

- (c) To engage a Secretary, General Manager and such other employees as it shall consider necessary at such remuneration and terms as it considers desirable and to terminate any such employment.
- (d) To present to the General Council the Association's Business Plan and relevant business reports and seek recommendations and advice.
- (e) To provide and regulate its own rules for convening and conduct of its meetings generally and to alter such rules if desirable but so that not less than four members present in person shall form a quorum.
- (f) To impose interest at such rates as the Board of Governors shall from time to time decide, on monies due to the Association.

12.5 POWERS OF BOARD COMMITTEES

- (a) To exercise any powers or duties specifically delegated to it by the Board of Governors and it shall at all times be limited in authority by direction of the Board of Governors.
- (b) To report to the Board of Governors on matters with which it has dealt and to bring recommendations before the Board of Governors for adoption.
- (c) To provide and regulate its own rules for convening meetings and to alter such rules if desirable.

12.6 POWERS OF GENERAL COMMITTEES

- ~~(a) To exercise any powers or duties specifically delegated to it by the General Manager and as approved by the Board of Governors and it shall at all times be limited in authority by direction of the General Manager as approved by the Board of Governors.~~
- ~~(b) To make reports and recommendations to the General Council on matters with which it has dealt.~~
- (d) Without restricting the generality of Article 12.6 (a), and (b) the Racing Rules Committee and the Special Regulations Committee are hereby empowered upon the following basis to amend the National Authority Prescriptions and the Safety Regulations respectively of the Association. The Racing Rules Committee or the Special Regulations Committee, as the case may be, shall forward a copy of the proposed amendment to each Club, Class Association and Associate Member, fixing, if it so desires, a date on or before which objection to the amendment can be lodged with the Association. If before the said date objections have not been lodged by Club, Class Association and Associate Members, then the same shall form part of the National Authority Prescriptions or the Safety Regulations of the Association, as the case may be, and be effective from the date of such adoption or such later date as proclaimed in the proposal. In the event of objections lodged by the said date, the Racing Rules Committee and the Special Regulations Committee shall either amend proposals and resubmit, or make a report to the Board of Governors.

- (e) In the case of appeals on the Racing Rules the Chair or Deputy Chair of the Racing Rules Committee shall have the power to appoint an appeals Sub-Committee as required whose decision shall be final and shall be promulgated to the parties. In the event of a decision of the appeals Sub-Committee being subject to review by World Sailing in accordance with its rules its decision shall be promulgated to the parties by the Association.
- (F) Any appeal lodged by a non-member Club or Class Association shall only be heard and determined with the approval of the ~~General Manager~~ Board of Governors.

ARTICLE 13

13 MEETINGS

13.1 ASSOCIATION GENERAL MEETINGS

13.1.1 ANNUAL GENERAL MEETINGS

The Annual General Meeting of the Association shall be held at such time and place as shall be determined by Board of Governors not later than fifteen months after the holding of the previous Annual General Meeting. The business of such meeting shall be to present the Report of the Board of Governors and Statement of Accounts, the election of five Elected Governors, and to elect an auditor, Life Member/s and such other business as shall be specified in the notice convening the meeting which shall be given to all members not less than twenty-one days before the date of the meeting. The quorum for the meeting shall be six Club, Class Association, or Associate Members, and shall be counted by reference to the members personally present. If the event is a virtual meeting a virtual presence is acceptable for voting and quorum purposes.

13.1.2 SPECIAL GENERAL MEETINGS

The Board of Governors may call a Special General Meeting of the Association and shall call such meeting on a requisition executed by not less than four Club, Class association, or Associate Members. The requisition shall state the proposed business of the meeting. No business other than that given in the notice shall be transacted at such Special General Meeting. The provisions as to giving notice and of quorum as detailed in Article 13.1.1 hereto shall apply.

13.1.3 ATTENDANCE AT GENERAL MEETINGS OF THE ASSOCIATION

Attendance at General Meetings of the Association shall be limited to the following –

Voting Members:

- PRESIDENT, VICE PRESIDENT, ~~HONORARY~~ TREASURER Personally present.
- CLUB MEMBERS Represented by one delegate per Club Member.
- CLASS ASSOCIATION MEMBERS Represented by one delegate per Class Association Member.
- ASSOCIATE MEMBERS Represented by one delegate per Associate Member.

Non-voting observers:

- ~~LIFE MEMBERS Personally present as an observer.~~
- ~~COMMERCIAL MEMBERS Represented by one delegate per Commercial Member present as an observer.~~
- BOARD OF GOVERNORS & COMMITTEE CHAIRPERSONS personally present as an observer.
- Such other persons or organisations as deemed appropriate by General Council shall be non-voting observers at General Meetings.

13.2 BOARD OF GOVERNORS MEETINGS

The Board of Governors shall meet at such time and place as the Chairman shall think necessary or as convened in accordance with the rules laid down by Board of Governors or of the rules passed pursuant to Article 12.2.(e) hereto.

13.3 ~~BOARD~~ COMMITTEE MEETINGS

~~Board~~ Committees shall meet at such time and place as the Chairperson thereof shall think necessary or as convened in accordance with the rules laid down by the Board of Governors or the rules of the Committee passed pursuant to Article 12.5 (c) hereof.

~~13.4 GENERAL COMMITTEE MEETINGS~~

~~General Committees shall meet at such time and place as the Chairperson thereof shall think necessary or as convened in accordance with the rules laid down by the Board of Governors or the rules of the Committee passed pursuant to Article 12.6 hereof.~~

13.5 CONDUCT OF MEETINGS

13.5.1 The President or in his absence the Vice President shall by virtue of the office be the Chairperson of all Association and Board of Governors meetings, provided that in the absence of President and all other Officers from the meeting for fifteen minutes after the time appointed for the holding thereof, the members of the Association or the Board of Governors, as the case may be, present, may elect a Chairperson but for the purpose of the meeting only.

13.5.2 If at any meeting of the Association, General Council, Board of Governors or Committee, a quorum is not present within fifteen minutes after the time appointed for the holding thereof,

the meeting shall be deferred until such date time and place as the Chairperson of the meeting shall determine or as subsequently convened and if at such deferred meeting a quorum is not present within the same time as aforesaid those members who are present at the meeting shall constitute a quorum.

- 13.5.3 Proper minutes of the meetings of the Association and of General Council and the Board of Governors shall be kept by the Secretary or other person appointed from time to time by the Board of Governors. Proper minutes of the meetings of Committees shall be kept and such minutes or a true copy thereof delivered promptly to the Secretary of the Association or other person appointed as aforesaid. Any member of the Association through its representative shall be entitled to inspect such minutes and to take extracts therefrom and the Board of Governors upon the written request of a member of the Association shall supply a true copy of any minutes so requested upon receipt of such sum, if any, as is reasonably fixed by the Board of Governors.

ARTICLE 14

14 RACING RULES AND SAFETY REGULATIONS

- 14.1 The racing rules of the Association shall be the Racing Rules for the time being of ~~the ISAF~~ World Sailing as modified by the National Authority Prescriptions.
- 14.2 The Safety Regulations of the Association shall be the Safety Regulations of World Sailing and such other Safety Regulations of the Association.
- 14.3 The National Authority Prescriptions and the Safety Regulations may be rescinded altered or added to as hereinbefore provided. Details of any change in the National Authority Prescriptions and/or the Safety Regulations of the Association showing the effective date of such change shall be sent as soon as practicable to every Club Member, Class Association Member and Associate Member.
- 14.4 All races conducted by Club Members, Class Association Members and Associate Members shall be conducted under the current Racing Rules of World Sailing and any National Authority Prescriptions and Safety Regulations of the Association, provided always that any special rule or regulation made by a Club Member, Class Association Member or Associate Member for the conduct of its own races shall first apply provided such special rule or safety regulation is made within the discretionary powers allowed by the current Racing Rules of World Sailing and the Prescriptions and Safety Regulations of the Association or has been approved by the Racing Rules Committee or the Special Regulations Committee of the Association.
- 14.5 The entertainment and hearing of appeals from any decision of a Race Committee shall be regulated by the current Racing Rules of World Sailing.

ARTICLE 15

15 SUBSCRIPTIONS

- 15.1 Each Club, Class Association and Associate Member of the Association shall pay to the Association for every financial year of the Association a Member Subscription calculated in the following manner -
- 15.1.1 CLUB MEMBER: Annual Subscription as ratified by the General Council under Article 12.2.a
- 15.1.2 CLASS ASSOCIATION MEMBER: Annual Subscription as ratified by the General Council under Article 12.2.a
- 15.1.3 ASSOCIATE MEMBER: Annual Subscription as ratified by the General Council under Article 12.2.a
- 15.2 ~~Each Commercial Member of the Association shall pay to the Association for every financial year of the Association an Annual Subscription as ratified by the General Council under Article 12.2.a~~
- 15.2 By no later than 1st March in each year, each Club Member shall notify the Association of the total number of its registered members of any category within the Club as at December 31st of the prior year, and shall pay the appropriate Subscription Fee as per Article 15.1.1 not later than 31st March in every financial year of the Association.
- 15.3 By no later than 1st March in each year, each Class Association Member shall notify the Association of the total number of its registered members of any category within the Class Association as at December 31st of the prior year, and shall pay the appropriate Subscription Fee as per Article 15.1.2 not later than 31st March in every financial year of the Association.
- 15.4 By no later than 1st March in each year, each Associate Member shall notify the Association of the total number of its registered members of any category within the Association as at December 31st of the prior year, and shall pay the appropriate Subscription Fee as per Article 15.1.3 not later than 31st March in every financial year of the Association.
- 15.5 Any member of any description that fails to pay monies due to the Association by the due date may be declared by Board of Governors to be delinquent and dealt with in accordance with Article 4.5.5, and 4.5.6. The Board of Governors may, at their discretion, resolve that such monies bear interest until paid at such rate(s) as they may, from time to time direct, which interest shall form part of the monies due under this article.

ARTICLE 16

16 SAIL NUMBERS

Subject to recognised International or National or other Classes which control their own national register, with Associations approval where necessary, or where numbers are issued by a Class Association subject to the approval of the Association, the Association shall have full control over the issuing and allocation of sail numbers, letters and emblems, and no Member of the Association shall record on its register a sail number, letter or emblem of any Yacht of its members which shall not have been issued allocated or approved by the Association.

ARTICLE 17

17 CHAMPIONSHIPS AND INTERNATIONAL REGATTAS

- 17.1 Any Club Member or Class Association Member desiring to conduct a Continental Championship, World Championship or an International Regatta or Championship event shall apply in writing to the Association setting forth such information as Board of Governors shall from time to time prescribe. If the Association approves the applicant it may delegate the conduct of the Championship to the applicant Member upon such conditions as it shall lay down. The above provisions relating to delegation, imposing of conditions and conduct of a Championship shall apply to any race or series of races, the conduct or supervision of which has been delegated to the Association by World Sailing, a Club or a Class Association.
- 17.2 Any Class Association Member desiring to conduct a National Championship shall apply in writing with a draft Notice of Race (NoR) to the Association, no later than 3 months in advance of the start date of the proposed event, setting forth such information as Board of Governors shall from time to time prescribe. The Association shall approve the application after ensuring the Class Association is a current member, is meeting its obligations under article 4, and that the National Championship complies with Class Regulations, National Prescriptions, Association By-Laws, and World Sailing Regulations, including Eligibility and Advertising.
- 17.3 Once the NoR is approved draft Sailing Instructions should be submitted no later than 2 weeks in advance of the event for review and approval.
- 17.3 Any Class Association may delegate the supervision and conduct of its National Championship to the Association. The Association may delegate the conduct of the Championship to a Club Member upon such conditions as it shall lay down.

ARTICLE 18

18 PROPERTY AND FINANCE

- 18.1 All monies, investments and other assets of the Association shall be the sole and absolute property of the Association.

- 1 8. 2 All moneys received by the Association shall be banked into a bank account in the name of the Association. The bank account shall be operated by two signatories, jointly authorised to do so by the Board of Governors.
- 1 8. 3 Any dealing by the Association in real property shall be made and conducted in the name of the Association and any instrument effecting such dealings shall be signed under seal and the seal shall be affixed by any two of the Officers of the Association.
- 1 8. 4 Notwithstanding the foregoing the Association shall indemnify and hold indemnified the Officers of the Association against any action or claim that may be brought against them or against any costs charges or expenses that may be incurred by them in respect of any act done by them in accordance with this Constitution.

ARTICLE 19

19 DISSOLUTION

- 19.1 If the Members of the Association so resolve by special resolution, the Association may be wound up voluntarily and the proceeds of the winding-up, after settlement of all liabilities, shall be distributed to one or more Bermuda registered charities as determined by the Board of Governors.
- 19.2 This Memorandum shall be kept in the custody of the Association during its existence.
- 19.3 On winding-up of the Association, the Members of the Association shall not be under any liability whatsoever to contribute any amounts towards the debts and liabilities of the Association.

ARTICLE 20

20 NOTICES

Any notices or documents which are required to be given by the Association to any member body or person shall be duly given if sent by ordinary post to the last known address of such addressee or sent by fax or e-mail and shall be deemed to have been served when received (in the case of a fax or e-mail) or, if posted, when such notice would have been delivered in the ordinary course of the post. In the case of notice of meetings required by this Constitution the accidental omission to post, e-mail or fax a notice to any member or person or the non-receipt of such notice shall not prejudice or invalidate the proceedings or decisions of any such meeting.

ARTICLE 21

21 AMENDMENTS TO THE CONSTITUTION

- 21.1 This Constitution and the statement of objects may be modified, altered or added to by special resolution.
- 21.2 The Association shall post to all Members not less than twenty-one clear days before the meeting a notice of the meeting and a copy of the resolution intended to be proposed thereat. Upon the passing of the resolution the Constitution will be deemed to have been amended accordingly and all Members shall be bound thereby. As soon as practicable the Association at its expense shall post to each Club, Class and Associate Member of the Association a copy of the resolution so passed. Any amendment to the National Authority Prescriptions or the Safety Regulations of the Association shall not be deemed to be an amendment to the Constitution.

ARTICLE 22

22 INSURANCE

- 22.1 The Association shall effect and maintain insurances as required by legislation or regulation.
- 22.2 In addition to the insurance required by Article 22.1 hereto, the Association may effect and maintain any other insurance it considers to be necessary or desirable.

ARTICLE 23

23 SOURCE OF FUNDS

- 23.1 The funds of the Association shall be derived from annual subscriptions of Club, Class and Associate Members and subscriptions, donations and, other sources as the Board of Governors may determine.

ARTICLE 24

24 MANAGEMENT OF FUNDS

- 24.1 Subject to any resolution passed by the Board of Governors, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board of Governors may determine.
- 24.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two persons jointly authorised to do so by the Board of Governors.
- 24.3 True accounts shall be kept of the sums of money received and expended by the Association and the manner in respect of such receipt and expenditure takes place and the property

credits and liabilities of the Association. Once at least in every year the accounts of the Association shall be examined by a properly qualified auditor who shall report to the Members at the Annual General Meeting.

ARTICLE 25

25 REGISTER OF MEMBERS

25.1 The ~~General Manager of the~~ Association shall keep a ~~in his or her custody or under his or her control the~~ Register of Members of the Association.

ARTICLE 26

26 CUSTODY OF BOOKS ETC

26.1 Except as otherwise provided in this Constitution, an Officer ~~General Manager~~ shall keep in their custody or under their control all records, books and other documents relating to the Association.

ARTICLE 27

27 INSPECTION OF BOOKS ETC

27.1 The records, books and other documents of the Association shall be open to inspection, free of charge, by a delegate at any reasonable hour.

ARTICLE 28

28 LIABILITY

- 28.1 The liability of members is limited in the manner prescribed by legislation or regulation.
- 28.2 Every officer or governor of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against;
- (a) all costs, charges and expenses which such governor, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability except such costs, charges or expenses as are occasioned by his own willful neglect or default; and

- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE 29

29 BY-LAWS

- 29.1 The Board of Governors may make by-laws not inconsistent with this Constitution in respect of any matter not herein provided for and such by-laws may be altered, amended or rescinded by the Board of Governors as may be required and it shall promulgate such by-laws to all Members of the Association. A copy of the by-laws, amended up to date, should be posted on the Association Website and provided, as required, to be available at all General Council and Board of Governors meetings.

PROVISIONAL

SCHEDULE 1

ACTIVE COMMITTEES

- Sailing Directorate

SCHEDULE 2

DORMANT COMMITTEES

- National Sport Development Committee
- Racing Rules Committee
- Special Regulations Committee
- Race Officers Committee
- Youth Committee
- Education Committee
- Olympic Classes Committee

PROVISIONAL