

# **Constitution for the SHADOW CLASS ASSOCIATION**

## **1. TITLE**

The full title of the Association shall be the Shadow Class Association.

## **2. OBJECTIVES**

The objectives of the Association are to promote and further the interests of the Shadow Class and to represent the interest of owners of Shadows as follows:

- (a) To keep members informed of developments concerning the Class and any proposals concerning Class Rules.
- (b) To organise Championships and to co-ordinate the programme for other races for the Class.
- (c) To encourage National and International competition for the Class.
- (e) to promulgate information on technical development within the Shadow Class
- (f) To protect the One-Design nature of the Class.

## **3. TERMS AND DEFINITIONS**

Throughout these Rules the following defined terms will be used: (a)

'The Association' shall mean the Shadow Class Association.

- (c) 'The Committee' shall mean the Committee of the Shadow Class Association, consisting of elected committee members and members appointed as National members.
- (d) "The Association Rules" shall mean the rules governing the conduct of the Association.
- (e) "The Association Register" shall mean the register of owners of Shadows with their addresses, number of boat, to be kept as hereafter provided.
- (f) "The Class" shall mean the class of sailing boat designed by Loday White Ltd and made in accordance with its drawings and specifications, and known under the name Shadow.
- (g) "The Class Rules" shall mean the rules relating to specification, construction and measurement controls of the Class as defined in the

ISAF Equipment Rules of Sailing and governing the building of each Shadow and its rating as a recognised boat within the class for class racing purposes.

- (h) "The Sail Number" shall mean the Sail Number allocated to the boat.
- (i) "The Class Secretary" shall mean the duly elected Honorary Secretary or appointed Secretary as the case may be, of the Association.
- (j) "Measurement/Rating Certificate" shall mean a certificate as defined in the ISAF Equipment Rules of Sailing to be issued, ratified and endorsed as hereinafter provided and recording those items recommended by the ISAF but including:-
  - (i) The Sail Number and initial ownership of a Shadow and any changes in ownership.
  - (ii) The fact that such Shadow originally complied with the Class Rules in completion of construction, together with such particulars as may be required by the Class Rules.
- (l) "Owner" and "Joint Owner" shall mean any person or persons, corporation or association entered on a certificate as owner or joint owner of a Shadow.

#### **4. MEMBERSHIP AND VOTING RIGHTS**

- (a) The following classes of membership shall be recognised:
  - (i) Full Membership.
  - (ii) Associate Membership,
  - (iii) Honorary Membership.
- (b) Full Membership shall, upon payment of the prescribed annual subscription be open to any owner of a Shadow or, in the case of joint owners, to any one of them, or in the case of a Shadow owned by a corporation or Association, to a nominated representative of that organisation.
- (c) Associate Membership shall, upon payment of the prescribed annual subscription, be open to any joint owner of a Shadow not being a full member, or to all individuals or clubs interested in the Shadow Class.
- (d) Honorary Membership shall be open to any person having an interest in the Association who is proposed by a Full Member and seconded by at least one member of the Committee and is elected by Members of the

National Association at any General Meeting of the National Association.

- (e) Members shall be bound by the Association Rules.
- (f) Each full member shall be entitled to one vote at a General Meeting of the Association, or in a postal ballot. Associate and Honorary Members shall be entitled to attend and speak at any General Meeting, but not to vote.

## **5. MANAGEMENT**

- (a) The affairs of the Association shall be managed by the Committee, which shall be the only body empowered to make changes in the Class Rules.
- (b) The Committee shall consist of not less than three and not more than ten full members of the Association, elected annually at a General Meeting of Members, or by postal or email vote, as elected Committee Members. In addition, each Nation with six or more members shall be entitled to appoint two full members to the Committee.

The Committee shall have powers to co-opt any person to assist it, whether a full member of the Association or not, but such persons shall have no vote in Committee.

- (d) The Committee need not fill a vacancy arising in the Committee unless the total number of Committee Members has dropped below minimum of three. Committee Members appointed to fill vacancies shall remain in office until the expiry of the term of office of the person whose position they have filled.
- (e) At the Annual General Meeting of the Association, the Committee shall:
  - (i) Elect one of its members to act as Chairman of the Association for the following year.
  - (ii) Elect an Honorary Secretary or appoint a Secretary, who shall keep correct Minutes and records of all Committee and General Meetings, together with the Association Register, and shall be responsible for communicating the decisions of the Committee to members of the Association and, when directed by the Committee, to owners and joint owners not being members of the Association.
  - (iii) Elect an Honorary Treasurer, who shall control the funds of the National Association: make such disbursements as the Committee shall direct: present an annual financial statement at

each Annual General Meeting. The Secretary or Honorary Secretary may act as Treasurer.

- (f) At meetings of the Committee, one-third (but not less than two) of the elected members shall form a quorum.
- (g) The Committee shall have power to make recommendations to the members in general meeting, or by post, for alteration in, or additions to, the Association Rules.
- (h) The Committee may arrange Annual National Open Championships of the Class and shall co-ordinate such Regional Championships as may be required.
- (i) At least three weeks notice of the date, place and agenda for any Committee Meeting must be given in writing or by email by the Secretary to each Committee Member. Any business conducted by correspondence shall always be circulated through the Secretariat and any Committee Member not answering a motion communicated to him in writing within three weeks of the date of sending shall be deemed to have agreed to such a motion.

## **6. POWER OF THE COMMITTEE**

Subject to the provision of these rules, and in particular to the object of the Association, as expressed in Rule 2, the General Committee shall be empowered to perform all functions of management and administration.

The making of payments and receipt of monies shall be validly evidenced only by the signature of the Treasurer or his Deputy as appointed by the Committee and payments or receipt of monies exceeding the sum of £500 shall require the signature of the Chairman and Secretary or Treasurer.

## **7. CONDUCT OF MEETINGS OF THE NATIONAL ASSOCIATION**

- (a) The Annual General Meeting of the Association shall be held annually in any place judged by the Committee to be most convenient to the majority of members of the Association. The precise date, time and place to be at the Committee's discretion.
- (b) A Special General Meeting shall be called by the Chairman or Class Secretary upon receipt by the Class Secretary of a written request, signed by not fewer than ten full members of the Association.
- (c) At least six week's written or email notice shall be given to members of any General Meeting.

- (d) At any General Meeting or Committee Meeting decisions shall be limited to matters on the agenda, other than those concerning measurement rules and shall be carried by a majority vote. Voting shall be by a show of hands, unless a poll is demanded by not fewer than three of the full members present. At any meeting the Chairman shall have a casting vote. The Secretariat shall be responsible for circulating all members or in the case of Committee Meetings, all Committee Members, with the result of any voting. In the event of a postal or email ballot, all returns shall be made to the Secretariat within two weeks of the date of posting the ballot paper.
- (e) At any General Meeting of the Association, six shall form a quorum.
- (f) At any General Meeting of the Association a decision to change or an addition to, the Class Rules shall require a majority of two-thirds.

## **8. SUBSCRIPTION AND REGISTRATION FEES**

- (a) Subscriptions payable for all classes of membership of the Association shall be payable annually and shall be decided at the Annual General Meeting and shall become due on 1<sup>st</sup> March of the following year. A member joining the Association after 1<sup>st</sup> October, whose subscription has been paid for that year, shall not be liable to pay his subscription for the ensuing calendar year.
- (b) The annual subscriptions will be determined by the Association at the Annual General Meeting.
- (c) Any member whose subscription has not been paid within three months of the date due may have his name removed from the list of members of the Association by the Committee. A member's name may be restored to the Association Register at the discretion of the Committee, on payment of any subscription due.

## **9. ACCOUNTS**

- (a) The Committee shall cause true accounts to be kept giving particulars of:
  - (i) All monies, assets and liabilities of the Association.
  - (ii) All monies received and expended by the Association and the reasons for such receipts and expenditure.
  - (iii) All sales and purchases by the Association.

- (b) The Committee shall cause the annual financial statement to be prepared and presented at every Annual General Meeting of the Association.
- (c) A copy of the annual financial statement, prepared for presentation at a General Meeting shall, not less than fourteen days prior to such General Meeting, be sent to every full member of whose address the Committee is aware.

#### **10. PROTECTION OF 'ONE DESIGN' OF THE CLASS**

The Association shall promote the maintenance of the one-design character of the Class.