

INTERNATIONAL SOLING ASSOCIATION CONSTITUTION

1. TITLE AND OBJECT

1.1. The full title of the Association shall be the **International Soling Association (ISA)**.

1.2. The object of the **ISA** is to promote the Soling Class throughout the world, to co-ordinate competition under uniform rules, and to maintain the integrity of the one-design nature of the class in co-operation with the **International Sailing Federation (ISAF)** and the **National Soling Associations (NSAs)**.

2. TERMS AND DEFINITIONS

Throughout these rules the following defined terms will be used:

2.1 'The ISA' shall mean the International Soling Association and its address shall be the address of the current Class Secretary.

2.2 'The ISA Committee' shall mean the governing Committee of the ISA.

2.3 'The National Authority' shall mean the organization recognized by the ISAF as the MNA controlling and organizing sailing on a national basis in any country.

2.4 'The NSA' shall mean the National Soling Association organized inside individual countries and recognized by the ISA. The ISA shall follow the rulings of the ISAF concerning geographical boundaries of individual countries.

2.5 'The Class' shall mean the class of sailing yacht designed by Jan H. Linge and built in accordance with his drawing and specifications as amended from time to time by the ISAF and known under the name 'International Soling'.

2.6 'The Class Rules' shall mean the set of rules 'ISA Class Rules' with the rules relating to measurement, construction and racing conditions of a Soling and the book 'ISA Championship Rules' with the rules relating to event organization and other racing specifications. The Class Rules as published by the **ISAF** are entitled "International Soling Class Rules and Measurement Diagram". The Championship Rules are published by the **ISA** and are entitled 'International Soling Class Championship Rules'.

2.7 'ISA Procedure' shall mean the procedures issued as guidance to Licensed Builders, Yacht Owners, National Authorities, NSAs, and Championship Organisers

2.8 'The ISAF' shall mean the International Sailing Federation.

2.9 'The Copyright Holder' shall mean ISAF Holdings Limited.

2.10 'The Certificate' shall mean the measurement form duly endorsed as hereinafter provided (See Rule 3.6).

2.11 'The Measurement Form' shall mean the official Measurement Form.

2.12 'The Hull Numbers' shall mean: (1): The Serial no. issued by ISAF on the Plaque/Sticker, (2): The Licensed Builder's Code and Hull number, Mould and Plug numbers issued by the Licensed Builder on the same plaque and Measurement Form

2.13 'The Sail Numbers' shall mean the National Letters and Distinguishing Numbers allocated by the National Authority or the NSA.

2.14 'Licensed Builder' shall mean the person, persons, or corporation holding a license to build the International Soling.

2.15 'Member' shall mean an individual whose current ISA dues are paid.

2.16 'Owner' shall mean the owner, joint owner or corporate owner, of a certificated Soling.

3. PROTECTION OF ONE-DESIGN AND ISSUE OF CERTIFICATES

3.1 The One-Design character of the International Soling and the quality of the yachts shall be controlled by limiting building rights to selected builders. All applications for building licenses shall be sent direct to the ISA. The Technical Committee shall investigate the proposed builder's premises, and production facility, either directly or through a classification society, or the National Authority, or the NSA. If these inspections are satisfactory and if evidence of adequate financial capability is furnished, the ISA Committee can recommend to the Copyright Holder that a license be issued.

3.2 No yacht shall be eligible for a Certificate as an International Soling unless the hull and the other component moldings are produced by a Licensed Builder in accordance with the Class Rules.

3.3 The ISA shall maintain a Register of Licensed Builders

3.4 The ISA shall maintain a Register of National Soling Associations

3.5 The NSAs shall, in co-operation with their National Authorities, be responsible for the appointment of official class measurers and for the distribution of Measurement Forms obtainable from the ISAF provided that no responsibility shall rest with the NSAs or their National Authorities in respect of errors made by measurers. Names and addresses of such appointed measurers shall be reported to the ISA annually.

3.6 The Measurement Form, properly completed by the officially appointed measurer, showing that the yacht is within the requirements of the Class Rules and that the building fee has been paid, shall become a Measurement Certificate when it has been duly endorsed by the National Authority (see Measurement Instruction 6).

3.7 Certificates shall remain valid only as long as the yacht complies with the Class Rules and the annual dues are paid to the NSA (or if there is none for the Owner's country, to the ISA) as provided for in Constitution Rule 6.12.

3.8 The Copyright Holder shall hold the Licensed Builder responsible for delivering yachts within the Class Rules and specifications. The Licensed Builder must correct, at the Licensed Builder's expense, any yacht not approved for a certificate by a measurer. Failure to do so shall be valid cause for cancellation of his license.

3.9 The responsibility for ensuring that the yacht is maintained to comply with the Class Rules after it has been first certified shall rest with the current Owner or in case of charter.

3.10 Acceptance of a Certificate by an Owner(s) shall ipso facto render him/them subject to the jurisdiction of the ISA in any matter pertaining to the ISA Rules.

4. MANAGEMENT OF ISA

4.1 Subject to the provisions of this Constitution, the affairs of the **ISA** shall be managed by the ISA Committee. The ISA Committee shall be the only body in the **ISA** with power to recommend changes in The Class Rules. Any such changes shall be promptly submitted to **ISAF** for its approval, and, when approved by the ISAF, notice of the change shall be promptly provided to the NSAs. Any changes in The ISA Championship Rules shall be promptly provided to the NSA's and current and (near) future Championship Organizers. The ISA Committee is empowered without recourse to any other authority to make whatever changes it may consider advisable from time to time in chapter XYZ of the Class Rules.

The ISA Committee shall have power to appoint any person to assist it, whether a Member of the ISA or not, but such person shall have no vote on the ISA Committee, the one is defined as TA or Technical Advisor.

4.2 The ISA Committee is responsible for selecting and establishing the dates and location for the World, Continental and Masters Championships each year.

4.3 The ISA Committee shall consist of Elected Members, Appointed Members and Life Members.

4.4 Elected Members

4.4.1 Elected Members: there shall be nine Elected Members, three of whom are elected each year for terms of three years. Each of the nine must represent a different country. An Elected Member may be re-elected twice; after the third term he/she shall only be eligible for re-election with a $\frac{3}{4}$ majority of the ISA Annual Committee Meeting.

4.4.2 In the case of the retirement of an Elected Member, or a vacancy in such office for any reason, the ISA Executive Committee may appoint a substitute to complete the term. The ISA Executive Committee need not necessarily fill such a vacancy, but must do so when the total number of Elected Members falls below six.

4.4.3 Nomination and Election of Elected Members of ISA Committee

At Annual General Meetings the Elected Members shall be elected by NSAs under the following procedures:

- a. Nominations of candidates shall be effected in accordance with Constitution Rules 4.8 and 4.9.
- b. Each NSA shall have the number of votes of the entitled number of appointed members according to Constitution Rule 4.5.1.
- c. The proposed candidates shall be elected in one ballot in which an NSA can vote for one person with all its votes, or the NSA can split its total number of votes between two or more candidates.
- d. The candidate with the highest number of votes shall be elected. In case of a tie between two or more candidates a new poll shall take place between these candidates.
- e. The Secretary shall certify at the Annual General Meeting the count by NSA of Members under Rule 6.1.3.
- f. An NSA which is not able to be personally represented at the Annual General Meeting shall be entitled to give a written power of attorney to any ISA Member or NSA represented in person to vote on its behalf.

4.5 Appointed Members

4.5.1 Appointed Members: At the date specified in Constitution Rule 6.1.3 (a) NSAs with 10 or more members and less than 20 members have the right of an appointed member to be present in person. With 20 or more but less than 70 members are entitled to appoint one member with proxy rights, NSAs with 70 or more members are entitled to appoint two members and NSAs with 130 or more members are entitled to appoint three members. Appointed Members shall be appointed by NSAs for a term of one year beginning the next January 1st and shall have the same authority and responsibility as Elected Members.

4.5.2 In the case of the retirement of an Appointed Member, or a vacancy in such office for any reason, the NSA of the former Appointed Member may appoint a substitute to complete the term. If the substitute Appointed Member is not appointed by the NSA within 60 days of the retirement or vacancy, the ISA Committee may appoint a substitute to complete the term.

4.5.3 If an Appointed Member of the ISA Committee should be unable to attend the ISA Annual General and/or Committee Meeting, his NSA may appoint a substitute for that meeting only. Designation of such substitute shall be in writing and received by the ISA Secretary at least one week prior to the date of the meeting. NSA's with less than 20 members according to Constitution Rule 4.5.1. cannot be substituted and shall only receive voting rights if an Appointed Member of that NSA is present at the Annual General and/or Committee Meeting.

4.6 Terms of Office

The terms of office for all ISA Committee Members, elected and appointed officers, shall begin January 1st of the year following their election or appointment; terms of office of one or more years shall mean the calendar year, January 1st to December 31st.

4.7 Officers and Committees.

The President, Vice Presidents, Secretary, Treasurer and one new member of the Executive Committee shall be nominated by the Executive Committee - in accordance with Constitution Rules 4.9 and 4.10 below. At the Annual Committee Meeting, the ISA Committee shall:

- a. Elect one of its members as President of the ISA for a term of two years if a two year term has just been completed according to Constitution Rule 4.8
- b. Elect one of its members as Vice Presidents of the ISA for a term of two years.
- c. Elect a Secretary for a term of one year and who shall keep correct minutes and records of all ISA Committee and General Meetings, together with the Register of NSAs. The remuneration of the Secretary, who shall not be a member of the ISA Committee, shall be determined from time to time by the ISA Committee.
- d. Elect a Treasurer for a term of one year and who shall have charge of the funds of the ISA, make such disbursements as the ISA Committee shall direct, keep an accurate record of the financial affairs of the ISA, and present a financial statement at each Annual General Committee Meeting. The Secretary may also be elected Treasurer. Payments of money exceeding the sum of £5,000 require the signature of the President or the Vice-President (Administration).
- e. Elect a Member of the ISA as Chairman of the Technical Committee for a term of one year. The Technical Committee shall be responsible for making recommendations to the ISA Committee regarding the ISA Class Rules, Part II and III, including suggested amendments or additions and requests for interpretations.
- f. Elect a Member of the ISA Committee as Chairman of the Championship Committee for a term of one year.
- g. Elect a Member of the ISA Committee as Editor for a term of one year.
- h. Elect a Member of the ISA Committee as Chairman of the Communications Committee for a term of one year.
- i. Elect one of its members as Chairman of the Nominating Committee for a term of two years.

4.8 At least twelve weeks prior to the Annual Committee Meeting the Secretary shall invite suggestions from the ISA Committee members and from the NSAs to fill vacancies occurring the following January 1st, and shall forward such suggestions to the Nominating & Executive Committee.

4.9

- a. At least six weeks prior to the Annual General or Committee Meeting, the Nominating Committee Chairman shall, after consultation with the other members of his/her Committee, nominate the names of at least one Member for the positions of President (if a two year term is about to be completed), Vice-President (if a two year term is about to be completed), Secretary, Treasurer, three Elected Members of the ISA Committee, and one member of the Executive Committee.
- b. At least six weeks prior to the Annual General Meeting, the President shall, after consultation with the other members of his/her Committee, nominate the names of at least one Member for the positions of Chairman of the Technical Committee, Chairman of the Nominating Committee (if a two year term is about to be completed), Editor and Chairman of the Communications Committee

4.10 The President may be re-elected twice for further terms of two years. After the third term, the president shall only be eligible for re-election if $\frac{3}{4}$ of the ISA Annual Committee Meeting approves. After four terms, the President shall retire and shall not be eligible for re-election as President or Vice President for a period of four years.

The terms of the two Vice Presidents shall never be parallel.

4.11 The Executive Committee shall be elected for a term of two years. The President and Vice Presidents shall always be members of the Executive. The fourth member shall be elected by the ISA Committee. The Executive Committee shall be responsible for making decisions on urgent matters arising between meetings of the ISA Committee. Decisions made by the Executive Committee will be reported to the ISA Committee at its next meeting and to the Members at the next Annual General Meeting.

4.12 The President (i.e. the President who will be holding the next term of office) shall nominate for election by the ISA Committee the names of Members to be the Chairmen of the following Committees: Technical, Championship and Communications. He/she shall also nominate for election the Editor and Vice-President .

4.13 The nominations described above shall not preclude others made by members of the ISA Committee.

4.14 The ISA Committee shall decide the time and place for the next meeting of the Committee and cause the Secretary to ensure that notice of this Meeting be sent to all members of the Committee.

5. MEMBERS AND MEETINGS

5.1 MEMBERSHIP AND VOTING RIGHTS

5.1.1 The following types of membership shall be recognized:

- a. Membership
- b. Honorary membership
- c. Life membership

5.1.2 Membership shall, upon payment of the prescribed dues of an NSA, be open to any member of an NSA or NA. In the case of annual dues paid by an individual or a corporation owning an International Soling, these dues shall also cover the cost of validating the Certificate annually as required by Constitution Rule 3.7.

5.1.3 Membership shall be obligatory for each member of every crew taking part in major international, continental or national events.

5.1.4 Membership shall, upon payment of the prescribed dues, be open to all individuals or clubs interested in the International Soling Class.

5.1.5 Honorary Membership may be awarded by the ISA Committee to any individual who contributes or has contributed substantially to the Class and/or its funds.

5.1.6 Life Membership. The ISA Committee may elect to Life Membership any present or former Member who in the opinion of the Committee has contributed especially praiseworthy effort to the betterment of the Class. Election to Life Membership requires a $\frac{3}{4}$ favorable vote of the ISA Committee. A Life Member shall pay no dues and shall receive gratis whatever mailings are sent to Members.

5.2 Each Member, shall be entitled to attend and speak at Annual General and Committee Meetings of the ISA, to vote in a postal ballot on questions submitted to Members, and to serve in any ISA office. Honorary Members shall be entitled to attend and speak at any General Meeting but not to vote nor to serve as a member of the ISA Committee.

5.3 ISA MEETINGS

5.3.1 ISA Annual General Meeting

The object of the ISA AGM shall be:

- a. To pass (if agreed) the Annual Statement of Accounts for the previous financial year.
- b. To elect three members to the ISA Committee.
- c. To receive votes by NSAs on matters submitted to them.
- d. To receive reports on any postal ballots submitted to Members.
- e. To ratify changes in the ISA Soling Class Rules recommended by the ISA Committee.

5.3.2 At the ISA AGM five (5) members present in person and representing at least 5 different countries shall form a quorum.

5.3.3 At the ISA AGM, at least two members of the executive shall be present.

5.3.4 The Annual General Meeting shall be held each year together with the Annual Committee Meeting, the precise date time and place being at the discretion of the ISA Committee, In normal conditions defined at the previous Annual Committee Meeting.

5.3.5 At least twelve weeks notice shall be given in writing or by email for the Annual General Meeting. The Secretary shall send written or by email notice of the date and place of such meeting and the agenda therefore to each ISA Committee member, NSAs representatives and posted at the ISA website. The Secretary shall circulate with the notice copies of relevant correspondence.

5.3.6 Any National Soling Association representative not answering a notification communicated to him/her in writing by the ISA Secretary within two weeks from the date of sending shall be deemed to have agreed to such resolution being passed. All communications to countries outside that of the Secretary shall be sent by Air mail or email.

5.3.7 AGM or any Committee Meeting decisions shall be carried by a majority vote of its members, except when needed otherwise as described in Constitution Rules 4.4.1. All postal ballots shall be returned to the Secretary within two weeks of the date of posting the ballot paper. Votes by email are allowed and should be received before the deadline stipulated. During any meeting the votes made through a conference call are accepted.

5.3.8 ISA Committee Meetings

5.3.8.1 At least six weeks' notice shall be given for any ISA Committee meeting. The Secretary shall send written or by email notice of the date and place of such meeting and the agenda therefore to each ISA Committee member and life members. The Secretary shall circulate with the notice copies of relevant correspondence.

5.3.8.2. Any ISA Committee Member not answering a notification communicated to him/her in writing or by email by the ISA Secretary within two weeks from the date of sending shall be deemed to have agreed to such resolution being passed. All communications to countries outside that of the secretary shall be sent by Air mail or email.

5.3.8.3. At ISA Committee Meetings five (5) members of the ISA Committee present shall form a quorum

5.3.8.4. At the ISA Committee Meeting, two members of the executive shall be present, the president, normally should be one of them.

5.3.9 Decisions shall be carried by a majority vote of ISA Committee Members, except when needed otherwise as described in Constitution Rules 4.10 and 5.1.6. All postal ballots shall be returned to the Secretary within two weeks of the date of posting the ballot paper.

5.3.10 Meetings of Members

In conjunction with the World and Continental Championships, whenever possible, the ISA Committee will arrange with the organizers of the event a meeting of members. At these meetings one or more of the ISA officers will be present to answer questions of members present, to receive suggestions for guidance of the ISA Committee and to report any developments of interest to the membership. The ISA Committee will assist the organizers of any Continental Championship, if requested to do so, in arranging and/or participating in a similar meeting of members.

6. FINANCIAL MANAGEMENT

6.1 ANNUAL CONTRIBUTIONS FROM NSAs

6.1.1 The ISA shall be financed by annual dues from Members and/or contributed funds. The annual dues shall be determined annually by the ISA Committee. Dues shall be paid annually to the NSA or NA, or if there is none

for the Member's country, to the ISA. Membership cards shall be issued to all eligible members by the NSAs or NAs as a receipt of dues for that year.

6.1.2 Dues for each calendar year are due on January 1st. Any Member whose dues have not been paid in the current year cannot be entered for racing or receive any class membership benefits until such dues are paid

6.1.3 Conclusion dates for count of Members for the purpose of:

- a) NSA appointments of appointed ISA Committee members shall be 31st December.
- b) Votes by NSAs at the AGM and by postal ballot shall be eight weeks before the date of the AGM or postal ballot.

6.1.4 The ISA sticker, as approved for each year, shall be issued to each Owner on payment of dues (see ISA Class Rule Chapter C.5.1.)

6.2. ACCOUNTS

6.2.1 The ISA Committee shall appoint an independent, qualified accountant who shall examine the correctness of the accounts and certify the annual financial statement of ISA.

6.2.2 The ISA Committee shall cause true accounts to be kept giving full particulars of:

- a. All amounts of money, assets and liabilities of the ISA.
- b. All amounts of money received and expended by the ISA and of the matters in respect of which such receipts and expenditures arise.
- c. All sales and purchase of goods by the ISA.

6.2.3 A financial statement shall be presented at every Annual General & Committee Meeting.

6.2.4 Any copy of the annual financial statement, duly certified by the independent accountant, which is to be laid before the members at the Annual General & Committee Meeting, shall be published in Soling Sailing and on the website as soon as possible thereafter.

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