

CONSTITUTION



IWCA a.s.d

**INTERNATIONAL WINDSURFER
CLASS ASSOCIATION**

Via Salaria n. 350 Rome 00199 Italy

www.windsurferclass.org

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1. Name, jurisdiction, and language

- 1.1. The official name of the association is the “INTERNATIONAL WINDSURFER CLASS” also “I.W.C.A.” www.windsurferclass.org
- 1.2. The International Windsurfer class is a non-profit organization formed for an unlimited period of time, construed in accordance with the law of the Republic of Italy and with registered office at via Salaria n. 350 Rome 00199, Italy, with other the representative offices as decided by the President pro tempore, if required. Changes of address and thus the registered office do not require a resolution of the General Meeting.
- 1.3. As an International Class Association is aiming to be recognized by World Sailing (WS), and the International Windsurfer class shall conform to the jurisdiction and requirements of the WS. This Constitution and other regulations and policies are binding on all members.
- 1.4. The official language for working purpose of the International Windsurfer class is English.

2. Aims

- 2.1. The International Windsurfer class shall:
 - 2.1.1. encourage, promote, and develop the International Windsurfer Class sailing throughout the world;
 - 2.1.2. maintain the one-design and multi-brand character of the International Windsurfer class;
 - 2.1.3. coordinate and manage its rights, duties, and responsibilities, provide a structure of management, and develop action conducive to the exchange of information among the Windsurfer sailors, coaches, and suppliers;
 - 2.1.4. cooperate with WS, the continental and regional sailing federations and associations, the National Sailing Authorities, the National International Windsurfer Class Associations, the other International Class Associations, and the regatta organizers;
 - 2.1.5. promote and co-ordinate national, regional and international Windsurfer Class regattas
 - 2.1.6. Engage and maintain the Windsurfer Spirit, which stands for inclusivity, mutual respect and full disclosure of commercial interest.

3. Terms and definitions

In this Constitution the terms, when used with a first letter in capital, are defined as follows:

“International Windsurfer Class” shall mean the association construed according to, and ruled by, this Constitution under the law of the Republic of Italy.

“International Windsurfer Class Rules” shall mean the rules related to the equipment used in International Windsurfer class competitions.

“Windsurfer Equipment Building Specifications” shall mean the technical specifications detailing the materials, production methods and production tooling.

“International Windsurfer class Register” shall mean the register of the Full and Individual Members of the International Windsurfer class to be kept in accordance with the provisions hereinafter.

“Full Member” shall mean either a National Class Association (NCA) or a World Sailing Member



National Authority (MNA) having paid the required Annual Membership Fee to the International Windsurfer class.

“Annual Membership Fee” shall mean the annual fee paid to become a Full or an Individual Member.

“Article” or “Articles” shall mean the article(s) of this Constitution.

“Championship” shall mean any of the International Windsurfer class regattas where the International Windsurfer class delivers a title of champion recognized by the WS.

“Chair of the Technical Committee” shall mean the person elected by the Executive Committee to be responsible for managing the Technical Committee.

“Class Chief Measurer” shall mean the member of the Technical Committee appointed by the Executive Committee to take care of the measurement and inspection procedures at the International Windsurfer class regattas.

“Continent” shall mean either Africa or Asia or Europe or North America or South America or Oceania.

“Constitution” shall consist of the Articles contained in this document that can be modified according to the rules herein by resolution of the General Meeting.

“Executive Officer” shall mean the President or the First Vice-President or the Second Vice-President or the Executive Secretary or the Treasurer.

“First Vice-President” shall mean the Vice-President appointed by the Executive Committee who, in addition to her/his other duties, shall take the office of the President in the case of vacancy of the latter.

“Second Vice-President” shall mean the Vice-President appointed by the Executive Committee who, in addition to her/his other duties, shall take the office of the President in the case of vacancy of the latter, after the First Vice-President.

“Individual Member” shall mean an individual member of the International Windsurfer class, being either a sailor or other person coming from a country where a National Class Association does not exist.

“International Class Association” shall mean an association governing one type (Class) of sailing boat or board having been granted class status by the WS.

“General Meeting” shall mean the body formed by all the Full Members, aimed at governing the International Windsurfer class in accordance with this Constitution.

“Executive Committee” shall mean the body empowered by the General Meeting to manage the International Windsurfer class according to the Article 8.

“National Class Association” (shortly “NCA”) shall mean an association or an organization of Windsurfer sailors which has been fully recognized by the International Windsurfer class in any country or in any political entity having a WS Member National Authority.

“Member National Authority” (shortly “MNA”) shall mean an organization recognized as the Full Member of the WS, which controls the sport of yachting or sailing in any country or in any political entity.



“Official Position” shall be that of an Executive Officer.

“President” shall mean the person elected by the General Meeting to chair the International Windsurfer class.

“Proxy” shall mean a written authorization granted by a Full Member, permitting another individual to act on their behalf at a general meeting. This includes the authority to attend the meeting, participate in discussions, vote on motions, and exercise any other rights the original member would have had if present in person.

“Executive Secretary” shall mean the person appointed by the Executive Committee to be Chief Operating Officer (shortly “COO”) who shall be responsible for the secretariat of the International Windsurfer class.

“Simple Majority” shall mean more than 50% of the votes present or represented, not including abstentions.

“Technical Committee” shall mean the committee appointed by the Executive Committee, to be responsible for the International Windsurfer Class Rules and all related matters.

“Treasurer” shall mean the person appointed by the Executive Committee to be responsible for the finances of the International Windsurfer Class.

4. Membership and voting rights

- 4.1. The International Windsurfer class is an association of its Members.
- 4.2. The International Windsurfer class may also have Individual Members. Not more than four Individual Members are allowed from the same country, and they are not entitled to vote at General Meetings.
- 4.3. Honorary Life membership may be granted by the General Meeting to any person proposed by the Executive Committee and supported by 5 (five) National Class Associations, in recognition of services rendered to the International Windsurfer class.
- 4.4. All Members are bound by the Constitution and any other International Windsurfer class regulations.
- 4.5. Only the Full Members are entitled to vote at General Meetings.

5. Annual Membership Fees and other income

- 5.1. The International Windsurfer class shall collect Annual Membership Fees, an amount determined by a General Meeting, from:
 - 5.1.1. a Full Member;
 - 5.1.2. an Individual Member.
- 5.2. The Annual Fees shall be paid each year between 1st January and 28th February and, in any case, before the first Championship of the year. A National Class Association or an Individual Member not having paid the Annual Membership Fee may have their rights and benefits granted by the Constitution suspended following a decision of the Executive Committee. A National Class Association or an Individual Member with outstanding fees shall automatically recover their rights and benefits once the International Windsurfer class has received payment of all the Annual



Membership Fee due.

- 5.3. The International Windsurfer class may receive entry or registration fees for regattas and Championships, royalties, subsidies it may claim, or which may be granted to it, television and other media rights in accordance with the WS regulations, advertisement and sponsorship revenues in its publications and information reports, as well as inheritance, grants and awards.

6. Organization and management principles

- 6.1. The International Windsurfer class is governed by its Full Members convened in General Meetings.
- 6.2. The Annual General Meeting elects the President and the other members of the Executive Committee and appoints the members of the working parties that are established in accordance with the Article 11.2.
- 6.3. The Executive Committee appoints the Official Positions other than the President, appoints the members of the Technical Committee in accordance with Article 10, and appoints the members of the sub-committees and working parties that are established in accordance with Article 11.1.
- 6.4. The International Windsurfer class is managed by the Executive Committee chaired by the President. The Executive Committee reports its activities to a General Meeting.

7. General Meetings

- 7.1. A General Meeting shall be convened at least once a year. The date, time and place of the meeting is determined by the Executive Committee. The meeting shall be held either at the time of an International Windsurfer class regatta or at any place judged to be the most convenient for the majority of members.
- 7.2. An extraordinary General Meeting shall be convened by the Executive Committee upon receipt by the Executive Secretary of a written request signed by not less than 5 (five) Full Members and provided that the request includes a detailed agenda. If the Executive Committee does not convene the extraordinary General Meeting by sending a notice in accordance with the provisions of this Article 7 within 30 (thirty) days from the date on which the request was sent to the Executive Secretary, the members having made the request, or any of them, may convene such meeting after the expiration of the above term, in accordance with the provisions of this Article 7.
- 7.3. The notice convening the General Meeting and the agenda proposed by the Executive Committee shall be posted on the official International Windsurfer class website and sent by the Executive Secretary to the Full Members, and to representatives of other organizations that the Executive Committee wants to invite, at least 45 (forty-five) days before the date of the meeting.
- 7.4. The Full Members, and the Executive Committee shall inform the Executive Secretary by e-mail, at least 30 (thirty) days before the date of a General Meeting of:
 - 7.4.1. the items, including submissions, they wish to put on the agenda,
 - 7.4.2. the potential candidate(s) they propose as members of the Executive Committee.
- 7.5. The Executive Secretary shall publish no later than 15 (fifteen) days before the date of a General Meeting the items, submissions and nominations received according to Art. 7.4.
- 7.6. Each Full Member may appoint 1 (one) delegate to represent it at a General Meeting in accordance with its own constitution. The delegate shall be declared in writing to the Executive Secretary at least 1 (one) day before a General Meeting with the signature of, or an email confirmation from, the president or secretary of the represented National Class Association.



- 7.7. A member of the Executive Committee, except the Executive Secretary, may be a delegate for her/his own National Class Association.
- 7.8. If a Full Member is prevented from sending a delegation to a General Meeting, it may give a proxy to another Full Member. The proxy shall be declared in writing to the Executive Secretary and to the delegate at least 1 (one) day before a General Meeting with the signature of, or an email confirmation from, the president or secretary of the represented National Class Association. A Full Member may hold the proxy vote of a maximum of 2 (two) other Full Members.
- 7.9. General Meetings are chaired by the President, or, when prevented, by the First Vice-President, or in the absence of the First Vice-President by the Second Vice-President, or in the absence of the Second Vice-President, by the person elected by the General Meeting for such purpose.
- 7.10. The secretariat of a General Meeting is the responsibility of the Executive Secretary or, when prevented, by any person designated by the Executive Committee.
- 7.11. At the beginning of each General Meeting, a committee of two individuals shall be nominated by the Executive Committee. This committee is responsible for verifying and assigning the voting rights to each Full Member present or represented. It shall also ensure that voting procedures before and/or during the General Meeting are properly followed and oversee the counting of votes cast in writing during the meeting.
- 7.12. The Agenda for an Annual General Meeting shall include:
 - 7.12.1. approval of the Minutes of the last meeting;
 - 7.12.2. reports from the Executive Committee;
 - 7.12.3. presentation of the previous year's accounts;
 - 7.12.4. approval of the budget for the coming year(s);
 - 7.12.5. submissions from the Full Members and Executive Committee;
 - 7.12.6. election of President and Executive Committee, if required;
- 7.13. A General Meeting can make decisions only on items included on the agenda, unless otherwise agreed by the General Meeting on a case-by- case basis, and if at least 9 (nine) Full Members, representing at least 4 (four) Continents are effectively present with the right to vote. Should the quorum not be reached, a second General Meeting shall be convened according to the provisions of this Article 7 no later than 60 (sixty) days thereafter. No quorum will be required for the second meeting to make decisions on items that were on the agenda of the first meeting.
- 7.14. At the General Meetings, the votes are allocated as follows to the Full Members:
 - 7.14.1. each Full Member has 1 (one) vote;
 - 7.14.2. each Full Member has 1 (one) vote for the President;
 - 7.14.3. each Full Member must have completed the process defined in Articles 12.1.1 to 12.1.4 a minimum of 30 days before a General Meeting.
- 7.15. Save any other provision of this Article 7, the members of the Executive Committee, the members of the Technical Committee, the WS delegate(s) and any other person invited by the Executive Committee to participate to a General Meeting have the right to speak but not to vote.
- 7.16. Unless provided differently in this Article 7, the General Meeting decisions shall be taken by a Simple Majority vote with the following precisions:
 - 7.16.1. as to the election of the President, only the two candidates having the greatest number of votes at the second round, if any, are kept for the third round;
 - 7.16.2. 2/3 (two-thirds) of the votes are required for the following decisions:



- 7.16.2.1. modification of the Constitution;
- 7.16.2.2. proposals to the WS for changes and/or modifications of International Windsurfer class Rules or Windsurfer LT Equipment Building Specifications and/or agreement to be given to the WS for such changes;
- 7.16.2.3. dismissal of the President and/or of other member(s) of the Executive Committee or of the entire Executive Committee;
- 7.16.2.4. termination of membership of National Class Association(s) and/ or;
- 7.16.2.5. dissolution and liquidation of the International Windsurfer class.

8. The Executive Committee

- 8.1. The Executive Committee is composed of 5 (five) to 9 (nine) members, the actual number being defined each time by the Annual General Meeting and is elected for a four-year period by the General Meeting convened in the year after the Summer Olympic Games. Following each election, the Executive Committee, including the President, takes over the power from the previous Executive Committee at the end of the election procedure at the same General Meeting. There cannot be more than 2 (two) members of the Executive Committee from the same NCA or country and at a minimum, 75% of Continents with one or more Full Members shall be represented on the Executive Committee. Any candidate for the Executive Committee may only be nominated by their NCA and must be a current registered member of their respective NCA. The members of the Executive Committee may be re-elected if they meet the candidate criteria, but they cannot remain in an Official Position for more than 8 (eight) consecutive years, except the Executive Secretary who may serve two or more terms.
- 8.2. At the first Executive committee meeting to be held after the election of its members by the Annual General Meeting, the Executive Committee shall elect among its members:
 - 8.2.1. the First Vice-President and Second Vice-President
 - 8.2.2. the Executive Secretary;
 - 8.2.3. the Treasurer;
 - 8.2.4. the Chair of the Technical Committee.
- 8.3. The Executive Committee may co-opt any member of a Full Member or any Individual Member into the Executive Committee either to fill in an unexpected vacancy or permanent absence of an elected member or to fill in an Official Position duly defined in this Constitution and for which no member of the Executive Committee is candidate. The Executive Committee shall co-opt to ensure it is composed of a minimum 5 (five) members. A co-opted member in the Executive Committee shall have the same rights and obligations as any elected member, but her/his mandate ends at the first General Meeting held after she/he was co-opted. She/he may then be elected as member of the Executive Committee up to the end of the mandate of the other elected members.
- 8.4. Each member of the Executive Committee has 1 (one) vote. In case of tie in vote, the President shall have a second or casting vote. Proxies or Alternates are not permitted. Votes may be expressed at face-to-face meetings, by email correspondence or during phone conferences, provided that in the latter case each member of the Executive Committee is able to hear each of the other members at the same time.
- 8.5. Unless provided differently in this Article 8, the Executive Committee decisions shall be taken by a Simple Majority vote, with the following precisions:
 - 8.5.1. as to the election to the Official Positions, for each position only the two candidates

having the greatest number of votes at the second round, if any, are kept for the third round;

- 8.5.2. 2/3 (two-thirds) of the votes, abstentions included, are required for the following decisions:
 - 8.5.2.1. co-opting of a member onto the Executive Committee,
 - 8.5.2.2. dismissal of a member of the Executive Committee from her/his elected Official Position, except the President,
 - 8.5.2.3. change of location of the registered office of the International Windsurfer class,
 - 8.5.2.4. proposals to the WS for minor and urgent International Windsurfer class Rules changes.
- 8.6. Except what is expressly reserved to the competence of a General Meeting, the Executive Committee is invested with the powers to perform all functions of management and administration of the International Windsurfer class, the following being the more relevant powers and duties:
 - 8.6.1. the Executive Committee acts on behalf of the International Windsurfer class according to the instructions and policies given by a General Meeting and represents the Windsurfer Class in all juridical and extra-juridical acts. Accordingly, the selection by the Full Members of the best fit Executive Committee will be preceded by the following process and systems:
 - 8.6.1.1. Each NCA who wishes to nominate a candidate for consideration to serve on the Executive Committee, shall forward together with their nomination an up-to-date BIO (short CV of previous sport participation, sport administration and commercial history) for their respective candidate.
 - 8.6.1.2. As part of the Executive Committee selection and voting process, each NCA delegate will match nominated candidates to the role profiles for each Executive Committee position (incl. those of all Executive Officers).
 - 8.6.1.3. The position of the President will be selected by the Full Members on this basis, including each Executive Committee position (incl. those of all Executive Officers) by the Executive Committee members at the first sitting of the Executive Committee post the respective AGM.
 - 8.6.1.4. This selection process will apply in addition to the formation of the Technical Committee and other key Committees that are formed. Where the principle of agile teams being formed and disbanded for specific initiatives and tasks, will be adopted.
 - 8.6.2. the Executive Committee may open all postal and banking accounts under the name of the International Windsurfer class and may make payments and withdraw funds deposited from them according to the budget approved by the Annual General Meeting. To open accounts and for payments exceeding the amount of 1.500,00 € (one thousand five hundred euros), the signatures of 2 (two) Executive Officers shall be required. For lesser amounts, one Executive Officer's signature shall be sufficient, provided that the Executive Committee has approved the expenses. The signatures of the 2 (two) Executive Officers shall be registered at the bank for each bank account;
 - 8.6.3. the Executive Committee represents, in the person of the President, the Windsurfer Class in court in the capacity of plaintiff or defendant.
 - 8.6.4. Additional clauses as per the comment to be added in this section as already voted on and agreed.



- 8.6.5. Any Executive Committee member may resign their position on the Executive Committee by notifying the Executive Secretary in writing via email. Except In the case of the resignation of the Executive Secretary, the notice should be directed to the President.

9. The Executive Officers

- 9.1. The President, the First Vice-President, the Second Vice-President, the Executive Secretary, and the Treasurer are the Executive Officers. The Executive Committee may instruct them to act autonomously or as a constituted body.
- 9.2. The Executive Officers ensure the daily management of the International Windsurfer class as far as political, legal, administrative, and financial matters are concerned. They are the official representatives of the International Windsurfer class to discuss the aforementioned matters with all other organizations that have or may have contacts with the International Windsurfer class.
- 9.3. The Executive Officers act on behalf of the Executive Committee and under its control and responsibility, in accordance with its decisions. They may decide to seek assistance from third parties, and, for this purpose, the Executive Officers may invest third parties with special powers.

10. The Technical Committee

- 10.1. The Technical Committee consists of a maximum of 3 (three) members, plus its chair. They are appointed or dismissed by the Executive Committee on the Technical Committee chair's proposal.
- 10.2. The Technical Committee acts under the control and responsibility of the Executive Committee to deal with all event matters relating to the Windsurfer Race Management, Measurement, Judging and Umpiring. Relevant documents and/or policies relating to these disciplines are included. The Technical Committee is responsible for the appointment of the Class Officials Windsurfer major events and nomination to WS when requested.
- 10.3. The decisions of the Technical Committee shall be taken by Simple Majority.

11. The Sub-committees and working parties

- 11.1. The Executive Committee can establish sub-committees and working parties.
- 11.2. A General Meeting may appoint, independently from the Executive Committee, working parties to perform evaluations or to monitor the Executive Committee. The Executive Committee shall cooperate with these working parties when so requested by the General Meeting. These working parties report directly to the General Meeting.

12. The National Class Associations

- 12.1. Applying to become a NCA requires the following steps:
- 12.1.1. Establish its own structure in conformity with the legislation of the country
 - 12.1.2. Affiliate to its MNA , as the National Class Association, according to the MNA's regulations
 - 12.1.3. Send to the IWCA Executive Secretary a completed "application to be a NCA of the IWCA"
 - 12.1.4. Pay the annual membership fee
- 12.2. Each NCA shall provide the Executive Secretary with an annual report, including principal activities and number of members registered in conjunction with the payment of the annual

fees as per Article 5.2.

13. Dissolution and liquidation

The dissolution of the International Windsurfer class can only be decided by a General Meeting in accordance with Article 7.16. In this event, the funds in cash or in bank accounts, after selling off the assets, and the settling of liabilities and debts, shall be either allocated for the creation of one or several prizes or challenges intended to encourage the sporting practice of windsurfing, or handed over to one or several maritime charitable organizations, or to a Olympic Windsurfing Class association, according to the decision of the General Meeting.

2. Effectiveness

This Constitution shall be in force from today and ratified at the General Meeting.

Date: 19 February 2023