



## CAPE 31 INTERNATIONAL CLASS ASSOCIATION CONSTITUTION

### 1. TITLE

The name of the Association organised under this constitution for the Cape 31 Class of boats ("Cape 31", and "Class") shall be the Cape 31 Class Association ("Cape 31ICA", "International Class Association")

### 2. PURPOSE OF THE CLASS ASSOCIATION

The purpose of the Cape 31 ICA is to provide fun, competitive one-design racing in a professional and fair way with a friendly vibe on and off the water, by:

1. Providing a structure for Class administration and the exchange of information among owner members;
2. Protecting the one-design integrity of the Class and the Cape 31CA Class Rules (the "Rules");
3. Organising and conducting a series of regattas at attractive sailing venues;
4. Promoting the Class and developing regional fleets and regional sailing events; and
5. Providing structure for regional and local fleets to organise and to collaborate with each other and with the International Class Association.

### **3. INTERNATIONAL CLASS MEMBERSHIP**

- A. Cape 31 owners who hold a valid Cape 31 Builder's Certificate and who have paid the prescribed annual membership dues shall be members of the Class Association. Members may hold office and vote, with one vote per member. In the case of owners with multiple boats, the owners shall hold valid membership for each boat. An owner shall only have one vote in this scenario.
- B. A first-time event charterer is exempt from being a class member, however for the second and subsequent events the charterer shall be a current class member in good standing. If a charterer is bringing their own sails to a class event they should carry class certification and thus be full class members.
- C. The members shall be bound by this Constitution, Class Rules, and any amendments thereto.
- D. Membership, along with all rights and privileges, shall be discontinued during any period of unpaid membership dues or other delinquent payments due to the Class Association.
- E. A member may be suspended by a majority vote of the Ex Comm for:
  - 1. Committing an act in gross violation of the Class Rules or the Class Association Constitution.
  - 2. Serious breaches of sportsmanship or conduct determined by the Ex Comm to be unacceptable and contrary to the interests of the members.
- F. A suspended member seeking reinstatement may apply to the Ex-Comm. Reinstatement will be upon majority vote of the Ex Comm.

### **4. NATIONAL CLASS AUTHORITIES**

- A. New National Class Authorities (NCA'S) can be nominated by the International Class.
- B. National Class Authorities will be bound by this Constitution, and any properly made amendments thereto.
- C. National Class Authorities will uphold the ethos of the class.
- D. In countries which there is no NCA or the NCA does not wish to administrate the class, its administrative functions as stated in their class rules shall be carried out by the ICA.
- E. All Members of Cape 31 NCA's shall be bound by this Constitution, and any properly made amendments thereto.
- F. The Executive Committee shall officially recognize a NCA when the following criteria are met:
  - 1. Membership of a minimum of five (5) registered boats whose owners are Members of the NCA.
  - 2. Presentation by the NCA and acceptance by the Executive Committee of the NCA's By-laws or Constitution.
  - 3. Election of Class Officers by Members of the NCA.
  - 4. Scheduling of at least one national or international Class championship per year.

- G. The International Class shall consist collectively of the Executive Committee of the Class and the National Cape 31 Class Associations (the "NCAs") that are officially recognized by the Executive Committee of the Class.

## 5. **MANAGEMENT OF THE INTERNATIONAL CLASS ASSOCIATION**

- A. The members delegate responsibility for the management of the affairs, activities and property of the Class Association to the Ex Comm in accordance with these Byelaws.
- B. The Ex Comm shall normally delegate the day-to-day administration of Class Association activities to the Class Secretary.

## 6. **EXECUTIVE COMMITTEE**

- A. The Ex Comm shall consist of one owner member from country fleets with 5 or more registered boats, one further member for every 5 registered boats up to 15, one additional owner/member for every 15 registered boats thereafter, one member from Mills Design, one member from the licensed boat builder, the Cape 31 license holder and one member from 31 North Limited.
- B. Members of the Ex-Com shall serve an initial term of one year but can stand for re-election. Additional members may be appointed from among owners of registered boats as follows:
  - 1. The voting members of the Ex Comm shall elect a President who shall also be chairman of the Ex Comm. Class President will be a non-voting member of the Ex Comm unless votes cast are tied. Class President shall then have a casting vote.
  - 2. The voting members of the Ex Comm shall elect a Secretary and a Class Measurer, both of whom will be non-voting members of the Ex Comm.
- C. Elections for Ex Comm members elected by the Class will normally occur just prior to Annual General Membership Meetings.
  - 1. The current Ex Comm will act as the Nominating Committee and propose a slate of Ex Comm member candidates. When selecting perspective new Ex Comm members from each region, the Ex Comm shall consider nominations made by the membership.
  - 2. No later than two (2) weeks prior to the Annual General Membership Meeting, the Ex Comm shall propose a slate of new Ex Comm members who are to be considered for election by the membership.
  - 3. No later than one (1) week prior to the Annual General Membership Meeting, the

membership shall be invited to vote on the proposed slate by email or other electronic media. The election process shall close 72 hours prior to the Annual General Membership Meeting.

4. Upon an affirmative vote of a simple majority of all eligible voting members, the proposed slate shall become a decision of the members.
  5. The results of the election shall be announced at the Annual General Membership Meeting.
- D. New Ex Comm members shall take office at the conclusion of the Annual General Membership Meeting following their election.
- E. In case of a vacancy on the Ex Comm, the Ex Comm may appoint a replacement Ex Comm member to serve the remaining term of his or her predecessor.
- F. Elections for Class Officers will normally occur at the first Ex Comm meeting held after the Annual General Membership Meeting. In case of vacancy of a Class Officer, the Ex Comm may elect a replacement at the appropriate time. Newly elected Class Officers will take office at the end of the meeting in which they are elected.
- G. The Class Secretary/Treasurer shall:
1. Audit periodically, both at the direction of the Ex Comm and in his or her sole delegated discretion, the Class Association's accounts.
  2. Shall have available for presentation financial statements and a budget at the Annual General Membership Meeting.
- H. The Chief Measurer shall:
1. Serve on the Class Technical Committee as described in the relevant section of this Constitution.
  2. At the direction of the Ex Comm, establish and oversee procedures for assuring compliance with all class rules.
- I. The Ex Comm may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

## **7. EXECUTIVE COMMITTEE MEETINGS**

- A. Ex Comm meetings shall be held at such times and at such locations as necessary to efficiently carry out the business of the Class Association. Ex Comm meetings may be called by the International Class President acting on his or her behalf or as may be agreed at a previous meeting of the Ex Comm.
- B. Notice of meeting shall generally be provided to Ex Comm members at least one (1) week in advance of such meetings.
- C. There shall not be less than two meetings annually. Written minutes of Ex Comm meetings shall be kept in the Classes permanent records.
- D. A minimum of 50% of Ex Comm Members shall constitute a quorum.
- E. The International Class President shall chair all meetings at which he or she is present. In his or her absence, the Class Measurer shall chair the meeting. In the absence of both the Ex Comm members in attendance shall elect a chairman of the meeting.
- F. Each member of the Ex Comm who are entitled to vote shall be entitled to one vote.

## **8. MEMBERSHIP MEETINGS**

- A. Each member shall be entitled to attend the Annual General Membership Meeting (AGMM) and any Special Membership Meetings (SMM) of the Class. Written Minutes of all Membership Meetings proceedings shall be kept in the Classes permanent records.
- B. The Annual General Membership Meeting shall be held annually in such place and at such time as determined by the Ex Comm for the review of the newly elected, elected and appointed Ex Comm members, review of the Class financials, review of scheduled Class sanctioned events and other such business as may properly come before the meeting.
- C. A Special Membership Meeting shall be called by the Class President:
  - 1. On resolution of the Ex Comm, but subject to clause 7.D.
  - 2. Not more than four (4) weeks after receipt by the Class President of a written demand, from not less than 25% of the membership, for a Special Membership Meeting, which demand shall also specify and include any resolution that the members concerned wish to propose at the meeting.
- D. The Class President shall give by email at least two (2) weeks written notice to the members of the Annual or any Special Membership Meeting together with a copy of the

agenda for the meeting and of any resolutions that have been proposed.

- E. The chairperson at any Membership Meeting shall be the International President.
- F. Each voting member in attendance shall be entitled to one vote (per member) for any resolutions requiring a member vote.
- G. If a voting member cannot be in attendance they may nominate another member to vote for them. This must be done in writing to, and approved by, the Class Secretary and International President prior to the meeting.
- H. Unless a resolution has been specifically designated as a "Special Resolution" within this Constitution, any resolution presented for a member vote shall be considered a General Resolution.
- I. A General Resolution shall be decided by a simple majority of the entire voting membership which means a General Resolution must have more than fifty (50) percent of the entire membership eligible to vote.
- J. General resolutions votes will take place at the Annual General Membership Meeting.
- K. A Special Resolution shall be decided by a two-thirds (2/3) majority of the entire voting membership which means a Special Resolution must have sixty-seven (67) percent or more of the entire membership eligible to vote.
- L. The Class President shall promptly share the special resolution(s) with all voting Class members after the Membership Meeting and allow members to vote through electronic media.
  - 1. Proposed Special Resolutions must be written containing the language it is hoped to be in its final form and showing support of at least two sponsors. Any Member (voting member) or an Ex Comm Member may be a sponsor.
  - 2. The proposed special resolutions shall be sent by email to the full membership.
  - 3. Members eligible to vote shall have up to seven (7) days to cast a vote. The resolution shall either be approved or not approved based on the majority of votes of the Members who voted until the close of the voting. The ballot time may close early anytime a majority of all Members eligible to vote have voted one way or the other.
  - 4. The Class Executive Director shall record the results of the vote and report to the full membership whether the resolution(s) were approved or not approved.

5. Upon an affirmative vote, the proposed resolution becomes a Decision of the members. Upon a negative vote, the proposed resolution does not become a Decision. All Decisions of the membership are binding upon the organisation when effected.

## **9. AMENDMENTS TO CONSTITUTION**

This Constitution may be amended only by a Special Resolution, notice of which has been duly given and which is duly proposed and adopted by the members of the Class in accordance with the foregoing provisions.

## **10. OFFICIAL CLASS MEASURER**

- A. The Cape 31 Class Measurer shall be responsible for:
  1. Monitoring the use and enforcement of the Class Rules;
  2. Developing and proposing corrections and improvements to the Rules. Such proposals shall be submitted to the Ex Comm for review and final approval;
  3. In conjunction with the Technical Department of World Sailing, to ensure that the One Design control of the Class is properly exercised by the builders and suppliers in accordance with the Manufacturing specifications and Handbook;
  4. To investigate any query by a boat owner regarding the one design or specification of this boat, and to report any issues to the Ex Comm;
  5. To ensure that the boats used in Class Events comply with the Class Rules.
- B. Proposals by members for amendment of the Class Rules must be submitted in writing to the Class Measurer. The Class Measurer, working closely with the Ex Comm, shall consider proposals to amend Class Rules, and may submit them, with rationale and recommendations, for consideration. Class Rule amendments shall be submitted to the membership upon approval by a majority vote of the Ex Comm. Class Rules may be amended only by a Special Resolution, notice of which has been duly given and which has been duly proposed and adopted at a Membership Meeting in accordance with the foregoing provisions.
- C. No amendment or revision of the Cape 31CA design and construction specifications, whether submitted by the Ex Comm or Cape 31CA Class Measurer, shall become effective without the prior written approval of the Ex Comm. If the Cape 31CA Class Measurer is unable to reach a decision on a matter, acting in its capacity as defined herein, the matter in question shall be referred to the Ex Comm for action and final

disposition.

## **11. MEMBERSHIP DUES AND OTHER FEES**

- A. The Class Association shall be funded primarily by annual dues and International Class Partners. The amount shall be determined by the Ex Comm, taking into consideration the International Class Treasurer's recommendation. All other fees, such as those for services provided at events, professional, or other shall be decided by the Ex Comm.
- B. The Ex Comm may set special fees based upon unique or differing circumstances, such as establishing an additional fee for boats utilizing advertising, or such other circumstances as the Ex Comm may deem appropriate.

## **12. FUNDS, ACCOUNTS, AND EXPENSES**

- A. The funds of the Association shall be maintained by the Class Treasurer in a manner approved by the Ex Comm.
- B. Accounts, which show assets and liabilities of the Class Association and receipt and expenditure of funds, shall be kept by the International Class Treasurer, and updated not less than quarterly.
- C. A statement of accounts for the preceding year may be presented by the Class Treasurer at the Annual General Membership Meeting.

## **13. LOCATION OF THE CLASS ASSOCIATION OFFICES**

- A. The current address of the Cape 31 Class Association Office is:



## 14. BUILDERS CERTIFICATE

- A. No yacht shall be a Cape 31 under these bylaws unless it holds a current, valid Builder's Certificate.
- B. No yacht shall race in a Class One-Design event, unless it holds a current, valid Builder's Certificate.

## 15. LIMITATIONS

- A. In the execution of their powers and duties under this Constitution, no Class Officer or member of the Ex Comm shall be liable for any loss or damages to any of the members or the former members of the Class Association or the assets of the Class Association by reason of any mistake or omission made in good faith by such officer or member of the Ex Comm or for any other matter, other than willful wrongdoing, wrongful omission, or fraud on the part of the person who is sought to be made liable.
- B. Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organisation shall be indemnified and held harmless by the
- C. organisation to the fullest extent authorized by law.

## 16. LANGUAGE

- A. The official language of the Cape 31 Class Association shall be English. When a translated version of this constitution differs from the original English version, the English version shall be the controlling document.