

## CONSTITUTION

### 1. NAME AND STATUS

The HONG KONG ETHELLES CLASS ASSOCIATION (the "Association") is the National Class Association of Hong Kong as defined in the Constitution of the International Etchells Class Association ("IECA").

### 2. OBJECTS

The objects of the Association shall be to:

- A. Organise races in Hong Kong for the International Etchells
- B. Promote the sailing of the International Etchells and the growth of the fleet in Hong Kong
- C. Ensure respect for the one design character of the International Etchells
- D. Keep members informed of developments in the International Etchells class
- E. Liaise with the IECA on behalf of members
- F. Uphold the ideals of sportsmanship expected of sailors everywhere.

### 3. TERMS AND DEFINITIONS

International Etchells – a one-design sailing yacht designed by E.W. Etchells and made in accordance with the International Etchells Class Rules.

### 4. MEMBERSHIP

a The Association shall have the following classes of membership.

1. A "Full Member" who shall be an owner or part owner of an International Etchells registered with the Association. They shall be an Owner Member of the IECA. They may hold any office, attend meetings of the Association, sail in class championships and any other races organized by the Association, and vote. Each vote by an Full Member shall count as six votes, except that in the case of jointly owned boats, a total of only six votes shall be cast per boat.
2. An "Ordinary Member" who shall be a member of the Hong Kong fleet who does not own an interest in an International Etchells and is an Ordinary Member of the IECA. They shall have the same privileges as a Full Member except that each vote that they may cast shall only count as one vote.
3. Full Members and Ordinary Members of the Association shall be considered to be of good standing to become respectively Owner Members or Ordinary Members of the IECA.
4. An Honorary Member, who shall be any person whom the committee may from time to time elect.

## 5. CESSATION OF MEMBERSHIP

- a Any member ceasing to own an interest in an International Etchells registered with the Hong Kong fleet or wishing to retire from the Association shall give notice in writing to the Class Secretary.
- b The Association may at any time cancel the membership of a member whose conduct has in the opinion of the Committee rendered them unfit for membership of the Association. Before any such membership is cancelled the Class Secretary shall give to the member in question 7 days written notice of a meeting of the Committee convened to consider their explanation and shall at the same time inform them in writing of the complaints made against them. No member shall be expelled without first having had an opportunity to answer the complaints made against them either orally at the meeting or in writing nor unless at least two-thirds of the Committee then present vote in favour of their expulsion.

## 6. OFFICERS AND COMMITTEE

- a The affairs of the Association are to be managed by a committee consisting of at least seven members (“the Committee”) of whom at least three shall be Full Members. It shall include the Fleet Captain of the Association, the Class Secretary and the Class Treasurer. The Fleet Captain shall act as the Chairman of the Committee.
- b The Committee shall choose its own Chairman in the absence of the Fleet Captain and shall regulate its own procedure.
- c Meetings of the Committee shall be held at least four times a year at such intervals as may be deemed appropriate or expedient for the satisfactory conduct of the affairs of the Association. Any two members of the Committee may request the Class Secretary to convene a meeting.
- d The Committee may coopt onto the Committee any person to assist them. A non-member of the Association so coopted shall not be entitled to vote.
- e The Committee shall have power to appoint such sub-committees as it considers necessary. At least one member of the sub-committee shall be a member of the Committee.
- f The officers shall be elected from the members at the annual general meeting and shall hold office for a two-year term whereupon they shall retire but be eligible for re-election.
- g The Fleet Captain shall be a Full Member. The Class Secretary and Treasurer can be Full Members or Ordinary Members.
- h The Committee may at its discretion fill a casual vacancy in the absence of a member for whatever reason which position shall be held until the next annual general meeting or in the absence of such member from Hong Kong until his return.

- i Candidates for election to the Committee must be proposed and seconded by Full Members of the Association. The name of every candidate with the names of his proposer and seconder must be sent in writing to the Class Secretary not more than 14 nor less than 5 days prior to the despatch of the notice convening the annual general meeting (for which purpose the Class Secretary shall so advise the members beforehand) and shall be communicated to members in a written notice convening the meeting. It shall not be necessary for the proposer or seconder to be present at the meeting.
- j If no names or an insufficient number of names of candidates eligible for election be received by the Class Secretary by the aforementioned date, candidates may be proposed at the meeting without notice. In the event of the number of candidates duly proposed and seconded exceeding the number to be elected voting shall be by anonymous ballot using paper or electronic means.
- k Three of the Committee shall form a quorum. In all Committee meetings decisions shall be taken by a simple majority. The Chairman shall have a casting vote in addition to their own vote.
- l The financial year shall run from 1st July to 30<sup>th</sup> June the following year unless otherwise determined by the Committee.
- m In the event of the Association being dissolved, any funds remaining after all debts have been paid will be disposed of in any way that the Committee shall decide.

#### 7. Representative of the Association on the IGC

The Committee shall appoint a member or members of the Association to be the Association's representative on the International Governing Committee of the IECA.

#### 8. SUBSCRIPTIONS

- a The annual subscription and other dues payable by each class of members and any changes thereto shall be decided by the members in special general meeting. The portion payable to the IECA shall be such as shall from time to time be determined by the IECA.
- b The annual subscription is payable on 1<sup>st</sup> January each year to the bank account of the Association, details of which shall be communicated to members by the Class Secretary.
- c A member whose subscription is in arrears for more than two months shall cease to be a member. The Committee may reinstate them upon payment of all arrears of subscriptions then due.

#### 9. ANNUAL GENERAL MEETING

- a The annual general meeting of the Association shall be held during the month of September, or at such other time that the Committee decides.
- b 28 days notice of the annual general meeting shall be given to every member of the Association specifying the business to be transacted thereat. If the Committee does not

call an annual general meeting in the designated month of any year any 5 members may call a meeting for any day of the following month thereafter by notice signed by them which is communicated by email to the Class Secretary who shall forward the email to all members of the Association not less than 14 days before the date appointed by them for the meeting.

- c Special general meetings may be called at any time by the Committee by giving 10 days notice to each member. No business other than that specified in the notice shall be transacted at a special general meeting.
- d No business other than the election of officers and members to serve on the Committee shall be transacted at any general meeting unless at least 5 Full Members are present in person or by proxy.
- e A special general meeting may be convened at the discretion of the Fleet Captain or upon written request of at least four Full Members. The Class Secretary shall circulate notices and agenda of any special general meeting by email.
- f Matters shall be decided at a special general meeting by a two thirds majority and at an annual general meeting by a simple majority, of those voting members both present or attending through electronic means or by proxy.
- g The Class Secretary shall record minutes of the proceedings of general meetings and make these available to members.
- h The Chairman's decision as to the result of the voting on any question shall be final and shall be recorded in minutes signed by the Chairman of the meeting within 14 days of the holding of the meeting. These minutes shall be conclusive of the terms of any resolution and of its having been passed. Minutes shall be deemed to be signed by the Chairman if a non-editable electronic copy is included in an email from the Chairman to the Class Secretary confirming their accuracy.
- i Voting at general meetings shall (except at contested elections of officers or members to serve on the Committee) be by show of hands or by electronic voting as the Chairman may direct. Whether by show of hands or otherwise a Full Member shall have 6 votes (subject to the restriction on voting where there is joint ownership referred to in paragraph 4.a.1 above) and an Ordinary Member 1 vote.
- j A member is deemed to be present at a general meeting if they attend in person or remotely by electronic means approved by the Committee and announced in the notice of meeting. Members attending by electronic means shall be counted towards a quorum.
- k Members absent from any general meeting may vote by proxy. A proxy must be a member of the Association.

## 10. GENERAL RULES

- a All correspondence should be addressed to the Class Secretary at their email address.

- b Every member shall ensure that the Class Secretary is given their email address; and all notices required by these rules to be sent or given to members shall be deemed to have been duly given and received if sent to such email address.
- c Where any notice or communication from or to the Association or its members is required to be in writing then it is sufficient to send such a notice by email.
- d The Association shall comply with the constitution of the IECA and due consideration shall be given to directions, recommendation and advice from time to time emanating from the IECA.

## 11. MEASUREMENT

- a The Committee shall appoint a Fleet Measurer. When authority to do so has been delegated by the Hong Kong Sailing Federation the Committee may appoint Official Measurers for the International Etchells in Hong Kong.

## 12. AMENDMENT OF RULES

- a The rules of the Association except the deletion of this rule may be amended from time to time as necessary.
- b Amendments to the rules of the Association must be approved by a special general meeting.
- c Proposals for amendment to the Constitution of the Association must be in writing and signed by at least four Full Members and sent to the Class Secretary.