

SB20 CLASS

Incorporated

CONSTITUTION



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SB20 Class Constitution

1. PRELIMINARY

1.1 Title

1.1 The full title of the Class shall be “The SB20 Class” (herein after known as the Class).

1.2 Objectives

2.1 The objectives and purpose of the Class are to:

- To serve as the International Class Association for the promotion, advancement and administration of SB20 sailing throughout the World.
- Liaise with World Sailing to ensure the Rules of World Sailing are complied with in accordance with the Agreement between the parties.
- Enhance the enjoyment of SB20 sailboats.
- Promote and develop SB20 racing in all countries.
- Maintain the SB20 as a strict one design class of sailboat: and
- Coordinate and promote a consistent series of National and International Events globally.

2. POWERS OF THE CLASS

2.1 Powers of the Class

Subject to the UK Companies Act 2006 (the Act), the Class may do all things necessary or convenient for carrying out its objectives or purposes in a lawful manner.

2.2 Not for Profit

The property and income of the Class must be applied solely towards promoting the objectives or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objectives or purposes.

2.3 Jurisdiction and Organisation

The Class shall have the sole and only authority over any matter of any nature affecting the SB20 throughout the world, and its powers shall be vested in and carried out by the elected officers of the World Council and District Associations as provided in their Constitution and By-Laws (if required), but subject to and in accordance with the Class Association Agreement with World Sailing.

3. POWERS AND COMPOSITION OF THE WORLD COUNCIL

3.1 Powers of the World Council

- (a) The governing body of the Association is to be called the World Council and it has authority to control and manage the affairs of the Class.
- (b) The World Council is responsible for determining the boat membership fee.
- (c) The World Council has power to perform all acts and do all things as appear to the World Council to be necessary or desirable for the proper management of the business and affairs of the Class.

3.2 World Council Members

- (a) The World Council is to consist of the following members:
 - (i) one representative of each of the qualified District Associations;
 - (ii) the President (who is elected from the above representatives);
 - (iii) the Vice President (who is elected from the above representatives);
 - (iv) the Secretary (or Executive Secretary);
 - (v) the Treasurer;
 - (vi) the Technical Officer (who is elected from the above representatives); and
 - (vii) the Digital Officer (who can be either elected from the above representatives or appointed from outside the Council Members).
- (b) A World Council Member must be:
 - (i) a natural person;
 - (ii) over 18 years in age; and
 - (iii) a Member of their representative District Association.

3.3 The President, Vice President, Treasurer and Technical Officer form the Executive of the Class.

3.4 World Council Committees

At each Annual General Meeting, the World Council will appoint Committees to assist the smooth running of the Class. Membership of these Committees shall be drawn from the World Council Members and have the authority to draft additional persons onto these Committees as the World Council sees fit. The 2 mandatory Committees are:

- (a) Technical Committee: The Technical Committee shall consist of a maximum of four members and a minimum of two Officers including the Technical Officer and the Chief Measurer. The Technical Committee shall advise on all questions and challenges relating to the Class Measurement Rules and shall issue proposals to the World Council deemed necessary. The Technical Committee is responsible for reviewing proposals to modify the Class Rules and making recommendations to the World Council who has the authority to modify the Class Rules as per Clause 14, subject to the approval by World Sailing. In the event of the need for interpretations of existing rules, the Technical Committee's position shall be binding until

approved, rejected or modified by the World Council and confirmed by World Sailing. The term of the Technical Officer shall be the same as the President's term limits.

- (b) Governance Committee: The Governance Committee shall have a maximum of four members and a minimum of two members of which the President and the Treasurer of the World Council. The Governance Committee shall be responsible for managing the Executive Secretary, managing the daily activity of the Class and managing the establishment and compliance of the Class with local Laws, Regulations and World Sailing Guidelines.
- (c) The above Committees shall meet as determined by the respective Chairs of the Committees and shall report to the World Council as required.

3.5 Executive Secretary

- (a) The Executive Secretary of the World Council shall be appointed by the members of the World Council and shall hold office for such term and upon such conditions as the World Council shall decide. He / she shall be responsible for the management of all administration of the Class Association, subject to and in accordance with the Constitution and under the direction of the World Council Governance Committee and including responsibilities of:
 - (i) liaison between the Class Association, World Sailing and all other yachting authorities;
 - (ii) the co-ordination of all inter-District activities;
 - (iii) keeping a register of all World Council decisions and making them available for District Association Chairmen/Chairwomen
 - (iv) maintaining an official list of District Associations, their entry into the World Council and their official contact information
 - (v) organization of the process of bidding for the World Championships;
 - (vi) setting the agenda, organizing & keeping minutes and distributing minutes for all World Council meetings;
 - (vii) general advice and assistance to the District Associations as well as any other items that may be included in the contract between the World Council and the Executive Secretary.
- (d) The Executive Secretary is entitled to attend and speak at meetings of the World Council but is not entitled to vote.
- (e) If no Executive Secretary is employed (or unavailable) then these responsibilities shall be undertaken by a designated member of the World Council.
- (f) Remuneration of the Executive Secretary is to be assessed and set by the Governance Committee, subject to ratification by the World Council.

4. ROLES AND RESPONSIBILITIES OF WORLD COUNCIL MEMBERS

4.1 Obligations of the World Council

The World Council must take all reasonable steps to ensure the Class complies with its obligations to these Rules.

4.2 Responsibilities of World Council Members

- (a) A World Council Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (b) A World Council Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Class and for a proper purpose.
- (c) A World Council Member or former World Council Member must not improperly use information obtained because he or she is or was a World Council Member to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Class.
- (d) A World Council Member having any material personal interest in a matter being considered at a World Council Meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the World Council;
 - (ii) disclose the nature and extent of the interest.
- (e) Rule 4.2(d) does not apply in respect of a material personal interest that:
 - (i) exists only because the World Council Member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the World Council Member has in common with all, or a substantial proportion of, the members of the Class.

4.3 President

The President is responsible for managing and directing the activities of the Class to achieve its purpose.

The President must consult with the Executive and Executive Secretary regarding the business to be conducted at each World Council Meeting and each Annual General Meeting.

The President is responsible for ensuring all legal duties are complied with as determined by World Sailing as per the Class Association Agreement executed with World Sailing, and its terms of Incorporation.

4.4 Vice President

The Vice President is responsible for assisting the President and, if in cases where the President is absent, assume the role of President as required.

4.5 Treasurer

The Treasurer must:

- (a) ensure all moneys payable to the Class are collected, and that receipts are issued for those moneys in the name of the Class;
- (b) ensure the payment of all moneys referred to in rule 15.1(c) into the account or accounts of the Class as the World Council may from time to time direct;
- (c) ensure timely payments from the funds of the Class with the authority of the World Council; and
- (d) perform any other duties as are imposed by these Rules or the Class on the Treasurer.

4.6 Technical Officer

The Technical Officer will chair the Technical Committee.

Key responsibilities will be to ensure that all measures are taken to enable the class to operate as a controlled one design class.

The Technical Officer will be responsible for any processes required to manage builders and equipment suppliers required to ensure ongoing fleet compliance with class rules.

The Technical Officer will be responsible for the process of changing the class rules including World Sailing Approval.

4.7 Chief Measurer

The Chief Measurer shall be appointed by the members of the World Council and assist the Technical Committee.

The Chief Measurer shall advise the Class on all matters pertaining to measurement requirements of SB20 boats in accordance with the Rules.

The Chief Measurer shall hold office for such term and upon such conditions as the World Council shall decide.

4.8 Digital Officer

The Digital Officer will be responsible that any software required to support the class complies with all international data requirements

The Digital Officer will be responsible for any policies required to protect the class from potential Cyber security threats which could stop the class operate, lead to a data breach and put the class at risk

The Digital Officer should advise the World Council and Districts on steps to be taken to facilitate the operation of the Class in a digital world.

5. APPOINTING WORLD COUNCIL MEMBERS

5.1 Appointment to the World Council Executive

Executive Members are appointed by election at the Annual General Meeting.

5.2 Appointment to Committee

The committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than this power of delegation and any function which is a duty imposed on the committee by the Act or by any other law.

- (a) A delegation may be made subject to such conditions as may be specified in the instrument of delegation.
- (b) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (c) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (d) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (e) A sub-committee may meet and adjourn as it thinks proper.

5.3 Nominating for Membership of the Committee

- (a) A Member who wishes to be a Committee Member must be nominated by a Member as a candidate for election.

5.4 Electing Committee Members

- (a) If the number of valid nominations received is equal to the number of vacancies to be filled for the relevant position on the Committee, the Member nominated shall be deemed to be elected.
- (b) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Committee, elections for the positions must be conducted.

5.5 Voting in Elections for Membership of the Executive or Committee

- (a) Subject to clause 9, each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Executive and / or Committee.
- (b) A Member who is nominated for election or re-election may vote for himself or herself.

6. TERMS OF OFFICE OF EXECUTIVE MEMBERS

6.1 Term

- (a) Executive Members will hold office for a term of two years. Two years shall be defined as commencing from the Annual General Meeting at which a Member is elected
- (b) An Executive Member may not serve more than four consecutive terms as an Executive Member, including where one or more of the terms is as a co-opted Member.

7. CEASING TO BE A MEMBER OF THE WORLD COUNCIL

7.1 Vacant Positions on the World Council

These provisions apply to a vacancy arising during the term of appointment of an Executive or Committee member. These provisions do not apply if there are insufficient appointments following an election at a General Meeting.

A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- (a) dies;
- (b) ceases to be a Member under rule 4;
- (c) becomes permanently incapacitated by mental or physical ill-health;
- (d) resigns from office; or
- (e) is absent from more than:
 - (i) three consecutive Committee Meetings without a good reason; or
 - (ii) three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings.

If a position on the Committee is declared vacant under rule 4.3, or there is a casual vacancy within the meaning of rule 14.1, the continuing Committee Members may:

- (i) appoint a Member to fill that vacancy until the conclusion of the next meeting; and
- (ii) act despite the vacant position on the Committee.

7.2 Resigning from the Committee

A Committee Member may resign from the Committee by giving written notice of resignation to the Secretary, or if the Committee Member is the Secretary, to the President.

The Committee Member resigns:

- (a) at the time the notice is received by the Secretary or President; or
- (b) if a later time is stated in the notice, at the later time.

8. MEETINGS OF WORLD COUNCIL

8.1 Annual General Meeting

- (a) There must be an Annual General Meeting (AGM) once in each calendar year and it shall be held in accordance with the Act.
- (b) The business at the AGM shall be:

- (i) Confirmation of the minutes of the previous AGM and of any special General Meeting held since that meeting;
- (ii) Receipt of the Annual Report, Statement of Accounts, Balance Sheet of the Association and the Auditor's Report (if necessary);
- (iii) Approval of the operating Budget for the upcoming financial year;
- (iv) Election of the Auditor (if required);
- (v) The election of the open positions of the World Council Executive for the ensuing 12 months (if required);
- (vi) Any other business requiring consideration of the Association of which due notice has been given.

8.2 Special General Meetings

- (a) The Committee may call a Special General Meeting of the Association at any time.
- (b) Upon a requisition in writing of not less than 5 full members of the Association, the Committee shall within 28 days of receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- (c) Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.

8.3 Notice of Annual General Meeting

- (a) Members shall be given at least 21 days' notice in writing prior to the Annual General Meeting. In the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution must be included with this notice.
- (b) Items for the agenda of the Annual General Meeting shall be provided to the Secretary at least 14 days prior to the Annual General Meeting.
- (c) At least 10 days prior to the Annual General Meeting the Agenda must be provided to Members together with:
 - (i) All information required to be included in accordance with the Act; and
 - (ii) Where applicable, a list of all nominations received for positions to be elected at the relevant Annual General Meeting.
- (d) If a quorum is not present within half an hour after the time appointed for the commencement of an Annual General Meeting, the meeting is dissolved.

8.4 Proceedings at General Meeting

- (a) At meetings of the World Council, two thirds of the members shall form a quorum with each District Association representing one member each.
- (b) The chair of General Meetings shall be the President, or in their absence, the Vice President or, in the absence of both, the meeting shall elect a Chair.

- (c) The Chairperson shall be the arbitrator of procedure in each General Meeting and shall determine every point of order in the Chairperson's absolute discretion.
- (d) If a quorum is not present within half an hour after the time appointed for the commencement of a General Meeting, the meeting is dissolved.

8.5 Votes of Members

The voting procedure at meetings:

- (a) Decisions made by the World Council will be determined by the following majorities:
 - (i) Changes in class rules: Simple majority
 - (ii) Decision on world championship venues: Simple majority
 - (ii) Changes to constitution: Two thirds majority
 - (iv) Admission and disbanding of District Associations: Two thirds majority
 - (v) Suspension of owners and sailors: Two thirds majority
 - (vi) Appointment of Class Approved Builders Two thirds majority
 - (vii) Other: Simple majority
- (b) In respect of any special resolution proposed at an Annual General Meeting, the resolution shall be passed by a majority of two thirds of the voting members present.
- (c) In respect of any resolution, a voting member may call for a poll to be taken.
- (d) The number of voting rights of the World Council members are as follows with paid members defined as the average of the previous two years paid and active members of the District Association. For new District Associations, the voting rights will be based initially on their first year of paid members:
 - District Associations with 20 or less paid members shall have one (1) vote
 - District Associations with 21 to 40 paid members shall have two (2) votes
 - District Associations with over 40 members shall have three (3) votes
- (e) If, following a poll, there is a tie of the voting members present, the Chairperson shall have a casting vote. If the Chairperson is also the District Association Member, then they shall have a vote as the Member and then an additional casting vote, if required.

9. VOTING RIGHTS OF MEMBERS

9.1 Only Full Members (District Associations) have voting rights.

9.2 A proxy, attorney or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.

9.3 An objection to the qualification of a person to vote at a General Meeting must be referred to the Chairperson of the meeting, whose decision is final.

9.4 A vote not disallowed by the Chairperson of a meeting is valid for all purposes.

10. AUTHORITY OF AN ATTORNEY OR PROXY

10.1 An attorney for a member may do whatever the member could do personally as a member, but if the attorney is to vote at a meeting of members or a class of members, the instrument conferring the power of attorney or a certified copy of it must be produced to the Committee prior to the vote, for the vote to be counted.

10.2 A Full member may appoint a proxy to another person. Note that only 1 proxy per Member is permitted.

10.3 A proxy appointed to attend and vote for a member has the same rights as the member: to speak at the meeting, to vote (but only to the extent allowed by the appointment).

10.4 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

10.5 An appointment may be a standing one.

10.6 A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.

10.7 A proxy may be revoked at any time by notice to the Committee.

10.8 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

10.9 A form of proxy must contain the following information:

- (a) the member's name and address;
- (b) the name of the member's boat;
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the meetings at which the appointment may be used.
- (e) the appointment does not have to be witnessed.

11. DISTRICT ASSOCIATIONS

11.1 The World Council may, as and when it deems it convenient, for the administration of the affairs of the Class Association form District Associations.

11.2 The World Council shall have the power to approve, amalgamate, disband, or temporarily suspend District Associations.

11.3 The World Council may invite representatives of prospective Districts not yet approved as District Associations to participate in World Council meetings, but without the right to vote.

11.4 Justifications for the approval, disbanding, or temporary suspension of a District Association could be any one or combination of the following:

- (i) Whether a District Association has a history or strong prospect of a regular fleet of 10 boats competing at the national championships
- (ii) Whether a District Association has an active published racing calendar
- (iii) Attendance or lack of attendance at World Council meetings by both prospective and existing District Associations.
- (iv) Representation or lack of representation at World Championships, over a period of time.
- (v) Bringing the SB20 class into disrepute by their actions or inactions.
- (vi) Non-payment of member fees
- (vii) Guidance from World Sailing

11.5 Each District Association shall elect a committee which shall consist of a minimum of Chairman and Secretary, but preferably also a Treasurer and Measurer.

11.6 Each District Association shall manage those affairs of the Class Association that may be delegated to it by the World Council.

11.7 Each District Association must have their own Constitution and / or By Laws that aligns with the Class Constitution. The Constitution of the Class Association shall take precedence over the Constitution of any District Association.

12. DISTRICT ASSOCIATION MEMBERSHIP

12.1 All SB20s competing in sanctioned events must be registered with a District Association annually. When registering a boat's membership, the boat's owner or owners nominated representative must be stated. Any sailor, regardless of their attachment or history with the SB20 class can sail in sanctioned events so long as the boat they sail on is a currently registered District Association member.

12.2 Annual boat membership stickers shall be applied to the boat's transom for registered members.

12.3 Boat owners and all sailors racing in sanctioned events shall be bound by this Constitution.

12.4 If a boat is normally sailed in an area covered by a District Association, then that boat shall belong to that District Association, and shall vote and pay a registration fee through that District Association.

12.5 If a boat does not sail in an area covered by a District Association, then that owner shall nominate a District Association to join, vote and pay the registration fee.

12.6 The District Associations shall determine, at their own volition, an annual Membership Fee for each boat. That Membership Fee shall include the World Council Membership Fee as determined by the World Council and shall be forwarded to the World Council upon calculation of Membership numbers at least annually.

12.7 Liability of Members

- (a) A Member is only liable for their outstanding membership fees, if any.
- (b) A Member is not liable, by reason of the person's Membership, for the liabilities of the Class or the cost of winding up the Class.

12.8 Payment to Members

- (a) Subject to rule 3.7(b), no portion of the income or property of the Class may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (b) Rule 3.7(a) does not prevent:
 - (i) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Class or for goods supplied in the ordinary and usual course of business;
 - (ii) the reimbursement of expenses incurred by any Member or any Committee Member on behalf of the Association.

13. CEASING TO BE A DISTRICT ASSOCIATION MEMBER

13.1 Ending Membership

- (a) A person's membership ends, if the person:
 - (i) dies;
 - (ii) no longer owns an SB20;
 - (iii) resigns as a Member under rule 13.2; or
 - (iv) is expelled from the Class under rule 13.3.

13.2 Resigning as a Member

- (a) A Member who has paid all amounts payable by the Member to the Class in respect of their membership, may resign from membership by giving written notice of their resignation to the Executive Secretary.
- (b) Any Member who resigns from the Class remains liable to pay to the Class any outstanding fees which may be recovered as a debt due to the Class by the Member.
- (c) A member who resigns shall not be entitled to a refund of their membership fee for the current or any prior membership period.

13.3 Suspending or Expelling Members

- (a) The District Association Committee may, by resolution, suspend or expel a Member from membership if it is determined that the Member-
 - (i) has significantly failed to comply with these Rules, Sailing Rules or SB20 class regulations
 - (ii) has failed to or refuses to support the purposes of the Class; or
 - (iii) has engaged in conduct prejudicial to the Class.

14. RULES

14.1 All members are bound by the rules of this Constitution, current Racing Rules of Sailing and Safety Regulations, World Sailing Regulations and the SB20 Class Rules.

14.2 All races sanctioned by the Class shall be done so under:

- (a) the then current Racing Rules and Safety Regulations of the SB20 District; and
- (b) any Notices of Race and Sailing Instructions authorised by the Class, provided that:
 - (i) any Special Rule or Regulation made by the Class for the conduct of its own races shall apply first, so long as such rule or regulation is made within the discretionary powers allowed by the current World Sailing Rules and prescriptions of the relative SB20 Sailing District or has been approved by the Racing Rules Committee or appropriate Safety Sub-committee of the SB20 District.

14.3 All boats competing in Class sanctioned events shall have a current class certificate approving weight and safety equipment to race and their owners must be Financial Members of the relevant District or an SB20 District of another country in accordance with Clause 9.

14.4 Boats which do not conform to the rules of the Class may, at the discretion of the World Council, be disqualified from competing in a Class sanctioned event, including during the event (in which case the results for that event will be recalculated), and/or be subjected to other penalty.

14.5 Any full member may raise an inquiry about any SB20 boat, provided that:

- (a) the inquiry is made in writing and delivered to the Measurer; and
- (b) the inquiry stipulates the basis for the inquiry and any supporting evidence.

14.6 The Measurer has the discretion not to proceed with an inquiry in the event the inquiry is deemed to be without merit, frivolous or vexatious. The decision of the Measurer is final.

14.7 In respect to any inquiry undertaken by the Measurer the rules of natural justice shall apply and any boat that becomes subject to an inquiry shall be given the opportunity to respond.

14.8 All hearings will be convened by the World Council or at their direction and their decision is final.

14.9 In respect to any inquiry or hearing, the World Council shall not be bound by the rules of evidence.

15. FUNDS AND ACCOUNTS

15.1 Control of Funds

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Committee.
- (b) The funds of the Association are to be used in pursuance of the objects of the Association.
- (c) All online payments, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association over £300 equivalent must be approved / signed by:
 - (i) any two World Council Executive Members; or
 - (ii) one Committee Member and a person authorised by the Committee.
 - (iii) Controls will be in place to ensure actual payments have been authorized. This could include, but is not limited to, Two-Factor-Authentication, regularly providing month-end bank statements to the Executive, or providing bank statements upon request
- (d) All expenditure above the maximum amount set by the Committee from time to time must be approved or ratified at a World Council Meeting.

15.2 Source of Class Funds

- (a) The funds of the Class may be derived from Championship fees and annual membership fees of District Members, sail button levies, donations, fund raising activities, grants, interest, and any other sources approved by the Committee.
- (b) The Class must, as soon as practicable:
 - (i) deposit all money received by the Class, to the credit of the Class's bank account, without deduction; and
 - (ii) after receiving any money, issue an appropriate receipt.

15.3 Financial Records

The Class must keep Financial Records that correctly record and explain its transactions, financial position and performance.

15.4 Audit

- (a) A financial year begins 1 January each calendar year.
- (b) Each financial year (if required by the Act), the accounts of the Association are to be audited by a suitably qualified auditor (appointed by Members at the Annual General Meeting).

16. FEES AND APPLICATION

16.1 The annual membership fees of the Class shall be decided by the World Council.

16.2 The annual membership fees of the District Association shall be decided at the District Association Annual General Meeting.

16.3 For an owner for whom a District Association is not applicable, by making an application to the Executive Secretary of the Class Association together with payment of the prescribed membership fees, providing that he/she is not currently under suspension from membership, they may register their boat directly with the Class Association.

16.4 For an owner for which a District Association is applicable, by making an application to the Secretary of their District Association together with payment of the prescribed District and Class membership fees, providing that he is not currently under suspension from membership, he may become a member of the Class and District Association as appropriate.

17. AUTHORITY REQUIRED TO BIND CLASS

17.1 Executing Documents

The Class may execute a document without using a common seal if the document is signed by:

- (a) Any two Executive Members; or
- (b) One Executive Member and a person authorised by the Committee.

18. CANCELLATION AND DISTRIBUTION OF SURPLUS

- (a) The Class may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the association will:
 - (i) apply to the Commissioner for cancellation of its incorporation; or
 - (ii) appoint a liquidator to wind up its affairs.
- (b) The association shall be wound up, if necessary, under section 32 of the Act.
- (c) Upon cancellation of the Association, the Surplus Property must only be distributed to one or more of the following:
 - (i) an incorporated association under the Act;
 - (ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation;
 - (iii) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwth);
 - (iv) a company holding a licence that continues in force under section 151 of the Corporations Act 2001(Cwth);
 - (v) a body corporate that:
 - is a Member or former member of the Association; and

- at the time the Surplus Property is distributed, has rules that prevent the property being distributed to its members;

(vi) a trustee for a body corporate referred to in rule 17(c)(v); or

(vii) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

19. TECHNOLOGY & COMMUNICATION

(a) Email is the preferred form of communication of the Class.

(i) A notice, inquiry or communication is properly served if the email is sent to a Member's nominated email.

(ii) A notice, inquiry or communication is properly served to the World Council if it is sent to an email address the office bearer has nominated, acknowledged or used.

(iii) A notice, inquiry or communication is taken to be received electronically when the email becomes capable of being retrieved by the recipient at an electronic address nominated, acknowledged or used by the recipient.

(b) Any technology consented to by the World Council may be used in any meeting. This includes the ability to hold a meeting in two or more venues using any technology that gives members a reasonable opportunity to participate, including to hear and be heard. Anyone using this technology is taken to be present in person at the meeting.

(c) All records required to be kept by the Association may be kept electronically so long as they can be 'converted' to a hard copy.

20. AMENDMENTS TO THE CONSTITUTION

20.1 This Constitution may only be altered by a special resolution at an Annual or Special General Meeting of the Class.

20.2 All alterations, additions to, suspension, revision or amendment to this Constitution shall become effective from the date the motion passes.

20.3 To the extent that this Constitution is inconsistent with the Act, the Associations Incorporation (Model Rules) Regulations 2007 (Model Rules) shall apply to the extent of the inconsistency.

21. RACING AND CHAMPIONSHIPS

21.1 The District Associations shall annually sponsor a District Championship sailing event which shall be open to any member of the Class Association to be held at such a place within the District as the committee shall determine.

21.2 Racing as scheduled by the Class or District Associations shall be considered a SB20 Class Sanctioned Event and Class Membership is a requirement for participation. A Sanctioned SB20 Regatta requires Class Membership and is a district, national or regional regatta and any other event sanctioned by the World Council. These Sanctioned regattas are a minimum and districts have the right to add other events to their list of sanctioned events at which Class membership is required.

22. APPEALS TO WORLD COUNCIL

Any dispute arising in relation to Fleets, Districts, eligibility to race, the interpretation of this Constitution and By-Laws, Class Rules or similar matter, other than any dispute as to the interpretation of the World Sailing Rules or any protest within the jurisdiction of a race committee, may be referred, together with all relevant facts, to the World Council whose decision shall be final and binding.

23. SUSPENSION

23.1 An owner may be suspended by the World Council for gross violation of the Constitution and By-Laws, for committing an unlawful act in relation to the Class or one of its District Association members, of the Class. The duration of the suspension shall be fixed by the World Council but may not exceed two years, and a suspended owner and the boats he / she owns shall during such period be precluded from racing or enjoying any other rights of membership.

23.2 A sailor participating or planning to participate in SB20 sanctioned events, who is not an owner, may be prevented from participating in sanctioned SB20 events for gross violation of the Constitution and By-Laws, or for committing an unlawful act in relation to the Class or one of its members of the Class. The duration of the suspension shall be fixed by the World Council but may not exceed two years

23.3 A District Association Officer may be removed from office by the World Council for a willful and unjustifiable act of commission or omission detrimental to the Class Association or one of its members.

23.4 A District may be suspended from the Class for gross violation of the Constitution or by contravening the Rules and Regulations of World Sailing. Where such a suspension is authorized through World Sailing the term of such suspension shall be in accordance with the guidelines issued by World Sailing for that breach.

24. BY LAWS

The World Council may make By-Laws and establish itself as a legal entity in one of the Districts for the purpose of carrying out the objects of this Constitution. The creation and amendment of these by-laws will be controlled as if an amendment to the Constitution itself.