

CONSTITUTION OF THE INTERNATIONAL TORNADO ASSOCIATION**1. Name**

The name of the Association shall be “The International Tornado Association” (the Association)

2. Insignia

The emblem of the Association shall be:

**3. Objects**

The objects of the Association shall be:

- a. to promote, develop and govern the Association throughout the world
- b. to co-ordinate and manage the affairs of the Association
- c. to maintain the one-design character of the Tornado
- d. to encourage and co-ordinate national and international Tornado competition
- e. to maintain the Olympic status of the Tornado

4. Membership

4.1. The classes of membership shall be:

- a. Full Membership, which shall be open to
 - i. any owner of an International Tornado catamaran;
 - ii. any person nominated as the regular crew by an owner of an International Tornado catamaran;
 - iii. any person, who in the opinion of the Association Committee, crews regularly on International Tornados but is not a regular crew on any particular boat; and
 - iv. in the case of an International Tornado that is owned by a corporation or association, the nominated representative of that organization, such nomination to be made to the Association Committee in writing
- b. Supporting Membership, which shall be open to
 - i. boat builders and sail makers;
 - ii. supporting friends or relatives; and
 - iii. clubs interested in the International Tornado Association
- c. Commodore of Honour, a lifetime membership which shall be open to those elected in accordance Article 13 of this Constitution.

4.2. Application for membership in the Association shall be made by completing the Membership Form available from the Association Secretary.

4.3. All members of the Association shall be:

- a. obligated to support the Objects of the Association
- b. governed by this Constitution and the Class Rules, in respect of all issues concerning the Association

4.4. Full Members of the Association shall have voting rights; 1 vote per member

5. Subscriptions

5.1. Full Members and Supporting Members shall pay an annual subscription to the funds of the Association, due and payable annually on the 1st January, of such amount as the Association Committee may from time to time determine.

5.2. A Member is not in good standing and shall not be entitled to the privileges of membership until his/her subscription is paid.

- 5.3. A Member joining after 30th September in any year and paying his/her subscription for that year shall not be required to pay any subscription the following year.
- 5.4. Commodores of Honour shall be exempt from an annual subscription.
6. Suspension of Membership
 - 6.1. A Member whose subscription is more than 90 days overdue shall have his/her membership suspended until his/her subscription is paid in full.
 - 6.2. A Member whose ISAF Eligibility has been suspended shall have his/her membership suspended for a length of time that coincides with the ISAF suspension.
7. Organisation
 - 7.1. The headquarters of the Association shall be determined by the Association Committee from time to time and shall be the most suitable to meet the requirements of the President. The location shall be established as permanently as possible.
 - 7.2. The law governing the Association constitution shall be the law of England and Wales, excluding the choice of law principles of that jurisdiction.
 - 7.3. The official language of the Association shall be English
 - 7.4. The parliamentary authority of the Association shall be the rules contained in the current edition of Robert's Rules of Order Newly Revised, which shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with this Constitution and any special rules of order the Association may adopt.
8. Association Responsibilities
 - 8.1. The Association has jurisdiction over the use of all properties of the Association.
 - 8.2. The powers of the Association shall be vested in and administered by the Association Committee.
 - 8.3. The funds of the Association shall be kept in the manner specified by the Association Committee and in particular payments from Association funds shall be approved by the Treasurer and President, or by two Officers or Committee Members designated by the President.
 - 8.4. The Association shall not be liable for any debts contracted by its National or Regional fleets, its officers or members other than expenditures duly authorized.
 - 8.5. The Association shall be responsible for arranging World, Continental and National Championships but may delegate their organization.
 - a. The Championship Notice of Race shall state that the owner of each boat and his crew taking part in an international event shall be Full Members in good standing of the Association.
 - b. All international race meetings shall be conducted under the ISAF Racing Rules of Sailing and the Association Championship Rules current at that time.
 - 8.6. The Association shall be responsible for making recommendations to the ISAF on the following:
 - a. control of the one-design characteristics and quality of the Tornado
 - b. all relevant matters concerning the class
9. Association Subscriptions and Fees
 - 9.1. Association subscriptions and fees, as may be needed for the management of the class, shall be fixed by the Association Committee, which shall

- a. establish the dues each year for Full and Supporting Members, due and payable annually on the 1st January
- b. establish the builders fee, championship event fee, sail fee, such other fees and review these fees from time to time

10. Standing Committees

10.1. There shall be two standing committees, the Association Committee and the Technical Committee.

10.2. The Association Committee

- a. The Association Committee shall consist of:
 - i. the Association Officers
 - ii. five members elected annually at the Annual General Meeting
 - iii. the Commodores of Honour; and
 - iv. Additionally National Fleet Representatives, duly nominated by their respective fleets, may attend meetings of the Association Committee.
 - v. Any member of the Association may be co-opted to the Association Committee or invited to attend one or more of its meetings but neither National Fleet Representatives nor invited or co-opted members may vote. They are however entitled to participate in discussions.
- b. Each Committee Member shall have one vote. Decisions shall be reached by a simple majority, and in the event of an equality of votes the chairman of the meeting shall have an additional vote.
- c. Association Committee Meetings
 - i. The Committee shall meet at least once a year.
 - ii. Committee Meetings may be held in person, by conference call, or by electronic discussion.
 - iii. Notice of the meeting shall be given by the Association Secretary not less than fourteen days prior to the meeting. The notice shall include an agenda setting out the business to be considered at the meeting.
 - iv. Six members shall form a quorum.
 - v. The elected, non-Officer members of the Association Committee may appoint an alternate to attend Committee Meetings and vote in their absence.
- d. The Association Committee shall be responsible for the management of the Association and, without prejudice to the generality of the foregoing, shall have the following responsibilities:
 - i. Determine questions of policy.
 - ii. Transact all the daily business of the Association.
 - iii. Make recommendations to the ISAF for changes in the class rules; and it shall be the only body with power to do so.
 - iv. Set the subscriptions, builders' fee, sail makers fees, and such other fees as may be required for the management of the Association.
 - v. Fill vacancies, including vacancies on the Association Committee, except for those of the President and the Treasurer. An appointment to fill a vacancy on the Association Committee shall last until the next Annual General Meeting.
 - vi. Alter or suspend in whole or in part the Class Championship Rules.
 - vii. Govern and manage National or Regional Fleets
 - Approve an application for the formation of a National or Regional Fleet. In special circumstances the Association Committee may approve separate fleets for different areas of a country.

- Disband or amalgamate National or Regional Fleets if it sees fit and it considers that the existence of the fleet is no longer consistent with the aims of the Association.

viii. Purchase and sell securities.

ix. Approve of depositories.

x. Act upon other administrative and procedural matters not otherwise provided for by this Constitution or the Association Rules.

10.3. The Technical Committee

- The Technical Committee shall consist of least five members, who shall be appointed by the Association Committee from time to time.
- The Technical Committee shall meet as and when required.
- The Technical Committee shall review all Class Rule amendment proposals and shall accept, reject or amend any such proposal prior to any Ballot paper being prepared and in sufficient time to allow a Ballot to be taken.

11. Association Officers

11.1. The Officers of the Association shall be a President, two Vice-Presidents, a Secretary and a Treasurer.

11.2. President

- The President is the Chief Executive of the Association
- The President shall
 - serve as chairman of the Association Committee
 - preside as chairman at all Association Meetings
 - rule on procedure and jurisdiction, summarise decisions, and appoint special committees

11.3. International Vice-Presidents

- There shall be two International Vice-Presidents.
- The International Vice-President having the greater seniority shall perform the duties of the President in his absence.

11.4. International Secretary

- The International Secretary shall keep minutes of meetings
- The International Secretary shall supervise the Association's membership records

11.5. International Treasurer

- The International Treasurer is the custodian of the financial assets of the Association.
- The International Treasurer shall keep the Association's books, financial records, and securities, and shall place funds in a depository approved by Association Committee.
- The International Treasurer shall disburse funds only as permitted by 8.4.

12. National Fleets

12.1. The Full Members in a country or region may apply to the Association Committee for approval to form a National or Regional Fleet.

12.2. A National or Regional Fleet

- shall recognize only those classes of members authorized in this Constitution
- shall recognise as members only those persons who are members in good standing of the Association



- c. may elect its own officers and shall be self-governing in local matters not conflicting with Association policies; and those officers shall be responsible to the Association Committee for the affairs and conduct of the Fleet
- d. may levy its own subscription on its membership, in addition to the Association subscription, and may organize such local sailing and social activities as it sees fit
- e. shall submit any constitution it desires to adopt to the Association Committee for prior approval or rejection

13. Elections and Election Procedure

13.1. Terms of Office

- a. The ITA Committee including the President shall retire annually at the Annual General Meeting with all the members of the previous Committee remaining eligible for re-election.
- b. Commodores of Honour shall hold office for the remainder of their life, as a mark of respect or of appreciation of exceptional past service to the Association.

13.2. Eligibility

- a. Every candidate for office, other than Commodores of Honour, must be a Full Member in good standing.
- b. If any officer or committee member has not paid his subscription by 1st April, he shall cease to hold that office or committee membership and the Association Secretary shall report that such is the case at the next Annual General Meeting.

13.3. Nominations

- a. Nominations for the Officers and Committee Members shall be
 - i. submitted to the Association Secretary by email, fax, or post by at least five Full Members, who shall sign the nomination paper or confirm by verifiable email
 - ii. accompanied by the written consent of the candidate confirming his or her willingness to stand for election
 - iii. received by the Association Secretary not later than 4 weeks before the date of the Annual General Meeting
 - iv. placed on the Association website, and sent by email or post to every Full Member at his or her last known address, 4 weeks before the date of the Annual General Meeting
- b. Nominations for a Commodore of Honour shall be
 - i. submitted to the Association Secretary by email, fax, or post by at least 20 Full Members, who shall sign the nomination paper or confirm by verifiable email
 - ii. received by the Association Secretary not later than 4 weeks before the date of the Annual General Meeting

13.4. Election

- a. Elections of the Officers, Committee Members, and Commodores of Honour, shall be held at the Annual General Meeting
- b. In the event that only one nomination for the position of an Officer or Committee Member is received, the Nominee shall be declared elected by acclamation without a vote; otherwise

- c. The nominees for the positions of Officers and Committee Members shall be elected by receiving a simple majority of the votes cast by the Full Members in attendance.
- d. A nomination for the election of a Commodore of Honour shall be carried by an 80% majority of the votes cast.

14. General Meetings

14.1. Notices

- a. Notice of any General Meeting, together with a copy of the Agenda, shall be sent by post or email to every Full Member at his or her last known address and shall be placed on the Association website, at least 4 weeks prior to the date of the meeting
- b. Non-receipt of notices by members shall not invalidate the notice or the agenda of the Annual General Meeting.

14.2. The chairman of a general meeting may permit any other new business he considers appropriate and an open discussion of current subjects of interest to the meeting, but no resolutions relating to the same shall be permitted unless properly proposed and seconded.

14.3. The chairman may fix a time limit on speakers and debate at any General Meeting.

14.4. At any general meeting decisions shall be made by simple majority of the Full Members present, unless there is a specific provision to the contrary in this Constitution. In the event of an equality of votes, the chairman shall have a second or casting vote.

14.5. Voting shall be by show of hands unless a poll is demanded by not fewer than three of the members present

14.6. Annual General Meeting

- a. An Annual General Meeting shall be held every year. The time and place of the Annual General Meeting shall be fixed by the Association Committee and shall be held at a suitable international championship.
- b. The chairman at the meeting shall be the President, or in his absence, a Vice President in accordance with Clause 10.1, or in their absence such other person as the President shall decide.
- c. 25 Full Members shall form a quorum.
- d. The business of Annual General Meeting shall be:
 - i. Apologies
 - ii. Approval of the Minutes of the last meeting
 - iii. Presidents' Report
 - iv. Secretary's Report
 - v. Treasurer's Report
 - vi. To hear the result of any Ballot
 - vii. Consideration of motions properly proposed
 - viii. Election of Auditor(s)
 - ix. Election of Commodores of Honour
 - x. Retirement of outgoing Officers and Committee Members
- e. Any motions other than those set out in 13.6.d shall be sent in writing signed by the proposer and seconder (both being Full Members of the Association) to the Associations Secretary so as to be received by him at least 4 weeks prior to the date of the meeting.
- f. The Officers and Committee Members elected at this meeting shall have full powers from the Annual General Meeting when the incumbent Officers and Committee Members shall retire.

14.7. Special General Meeting

- a. A Special General Meeting may be called by the Association Committee at such time as it resolves.
- b. Notice of the meeting shall be given by the Association Secretary not less than six (6) weeks prior to the meeting.

14.8. Extraordinary General Meeting

- a. An extraordinary General Meeting
 - i. may be called by the Association Committee at such time as it resolves
 - ii. or, shall be called by the President upon receipt by the Association Secretary of a request in writing and a valid agenda signed by not fewer than 25 members of the Association
- b. Notice of the meeting shall be given by the Association Secretary not less than four weeks prior to the meeting

15. Amendments

15.1. Class Rules and Official Plans shall never be suspended but may be amended by the following procedure:

- a. Proposals for amendment shall be submitted to the Association Secretary by email, fax, or post year by at least five (5) Full Members, who shall sign the amendment proposal or confirm by verifiable email. All proposals must be received not later than 31 May of a given year.
- b. A Ballot shall be prepared by the Association Committee, following review by the Technical Committee as provided for in Paragraph 12.4; and then published on the Association website, and sent by email or post to every Full Member at his or her last known address
- c. Completed ballots shall be returned to the Hon. Auditor(s) in the manner and by the date specified in the ballot paper.
- d. Non-receipt of notices or ballot papers by members, or of ballot papers by the Hon. Auditor(s) shall not invalidate the result of the ballot.
- e. Balloted amendments shall be deemed carried by a 2/3 majority of the votes cast.
- f. The Hon. Auditor(s) shall scrutinise the results of a ballot; and the report of the Hon. Auditor(s) shall be final and binding
- g. The results of the Ballot shall be reported by the Hon. Auditor(s) to the Association Committee, which shall circulate the report and the results to all Full Members and the International Sailing Federation forthwith.

15.2. Rules governing International Events may be amended or suspended by the Association Committee.

15.3. The Constitution shall never be suspended but may be amended by the following procedure:

- a. Proposals for amendment shall be submitted to the Association Secretary by email, fax, or post by 10 Full Members from 5 different countries, who shall sign the amendment proposal or confirm by verifiable email. All proposals must be received at least 120 days prior to the date of the next Annual General Meeting.
- b. Proposed amendments that comply with Paragraph 15.3.a shall be published on the ITA web page and put on the Annual General Meeting Agenda for consideration by that meeting.
- c. At the Annual General Meeting, each proposed amendment shall be require a 2/3 majority of votes cast in order to be placed on a ballot for ratification by the Full Members.
- d. If pursuant to 15.3.c, a ballot is prepared by the Association Committee
 - i. It shall be published on the Association website, and sent by email or post to every Full Member at his or her last known address



- ii. The Hon. Auditor(s) shall scrutinise the results of a ballot; and the report of the Hon. Auditor(s) shall be final and binding.
- iii. Ratification shall be by ballot of the Full Members and each amendment shall require a 2/3 majority of the votes cast.
- iv. Results of the voting shall be reported by the Hon. Auditor(s) to the Association Committee, which shall circulate the report and the results to all Full Members and the International Sailing Federation forthwith.
- e. An enacted Constitutional amendment shall take effect on January 1 of the ensuing year, or 91 days after the Annual General Meeting, whichever is later.

15.4. Exceptions:

- a. An Annual General Meeting itself can order the publication of a proposed Constitutional Amendment, subject to the requirements of 16.3.a and 16.3.c, for consideration at the next Annual General Meeting.
- b. The basic principles of 3, 4, 5 and 6 of this Constitution shall not be changed. No amendment can be passed which would render ineligible a boat or an active member whose eligibility has been established under existing rules and whose status could not be changed to conform to the proposed amendment.

16. Dissolution

- 16.1. If at any General Meeting a resolution for the dissolution of the Association shall be passed by two thirds of the members present entitled to vote and at a Special General Meeting held not less than six weeks thereafter (an not less than four weeks after a written notice shall have been posted or emailed to each Full Member at his or her last recorded address) that resolution shall be confirmed by a resolution passed by two thirds of the members present entitled to vote, the Association shall be dissolved forthwith and the provisions of Paragraph 16.2. shall apply.
- 16.2. Upon the dissolution of the Association, the Association Committee shall, after making provision for the payment of all of the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable educational, religious or scientific purposes. Any such assets not disposed of shall be disposed of by the court of general jurisdiction of the country in which the principle office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.