

**INTERNATIONAL 470 CLASS ASSOCIATION**  
**CONSTITUTION**

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## 470 INTERNATIONALE

### Article 1 – Name, jurisdiction and language

1.1 The official name of the association is "470 INTERNATIONALE" (first title used and official title).

The other names that may be used are "INTERNATIONAL 470 CLASS ASSOCIATION " or "ASSOCIATION INTERNATIONALE DE LA CLASSE 470".

1.2 The 470 Internationale is a non-profit organisation formed for an unlimited period of time, construed in accordance with the French law of 1<sup>st</sup> July 1901 and with registered office at: 135 Montée du Cantin - 69270 - Fontaines-Saint-Martin – France.

1.3 As an association affiliated to the ISAF, the 470 Internationale shall conform to the jurisdiction and requirements of the ISAF. This Constitution, the By-Laws and other regulations are binding on all members, and all registered 470s shall conform to the 470 Class Rules and to any limitations imposed by the 470 Internationale and the ISAF.

1.4 The official language of the 470 Internationale is English. The word “shall” is mandatory and the word “may” is permissive. Save the provisions of this Article 1.4, the official language for any legal issues and any judicial proceedings in France shall be French.

### Article 2 – Aims

The 470 Internationale shall:

- (i) encourage, promote and develop the 470 Class throughout the world;
- (ii) maintain the one-design character of the 470 Class Dinghy;
- (iii) coordinate and manage its rights, duties and responsibilities, provide a structure of management, and develop action conducive to the exchange of information among the 470 owners, sailors, coaches, builders, sail makers and fitting suppliers;
- (iv) cooperate with the International Sailing Federation (ISAF), the continental and regional sailing federations and associations, the National Sailing Authorities, the National 470 Class Associations, the other International Class Associations, and the regatta organisers;
- (v) promote and coordinate national and international 470 Class regattas.

### Article 3 – Terms and definitions.

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

**“470 Class”** shall mean the class of the sailing dinghy designed by André Cornu and built according to his drawings and specifications and known under the name of **“470 Class Dinghy”** or **“International 470 Class”** or **“470”**, the latter being the first name used.

**“470 Class Rules”** shall mean the rules related to the measurement, the construction and the racing rules of the 470 Class.

**“470 Internationale”** shall mean the association construed according to and ruled by this Constitution under the French law.

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**“470 Internationale Register”** shall mean the register of the Active Members and honorary members of the 470 Internationale to be kept in accordance with the provisions hereinafter.

**“Active Member”** shall mean either a National Class Association or an Individual Member having paid the required Annual Fees to the 470 Internationale.

**“Annual Fees”** shall mean the annual membership fees to be paid by the Active Members.

**“Article” or “Articles”** shall mean the article(s) of this Constitution, or of the By-Laws when so specified.

**“Auditor”** shall mean a person appointed by the General Assembly to audit and assess the accounts of the 470 Internationale.

**“Certificate”** shall mean a certificate of a 470 issued, ratified and endorsed in accordance with the provisions stated herein and which shall mention:

- the sail number, the hull number, the ISAF plate number and the name of the current owner of a 470,
- the original and the successive (if any) conformity of the 470 with the 470 Class Rules as well as any other characteristics required by the said 470 Class Rules.

**“Championship”** shall mean any of the 470 Class regattas where the 470 Internationale delivers a title of champion recognised by the ISAF.

**“Continent”** shall mean either Africa or Asia or Europe or North America or Central and 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 Assembly.

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

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

**“Individual Member”** shall mean an individual member of the 470 Internationale, being either an Owner or a Joint Owner or a sailor coming from a country where a National Class Association does not exist or exist no longer.

**“International Class Association”** shall mean an association governing one type (Class) of sailing boat having been granted the international or recognised status by the ISAF.

**“General Assembly”** shall mean the body formed by all the Active Members, aimed at governing the 470 Internationale in accordance with this Constitution.

**“Licensed Builder”** shall mean a builder having obtained a license or an approval from the ISAF to build 470s.

**“Management Committee”** shall mean the body empowered by the General Assembly to manage the 470 Internationale according to the Article 8.

**“National Class Association”** (shortly **“NCA”**) shall mean an association or an organisation of 470 Owners and/or sailors which has been fully recognized by the 470 Internationale in any country or in any political entity having a National Sailing Authority.

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**“National Sailing Authority”** shall mean an organization affiliated to the ISAF, 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 or a Vice-President or the chairman of the Technical Committee.

**“Owner”** or **“Joint Owner”** shall mean any person or entity (corporation, club, association, etc.) named on a Certificate as owner or joint owner of a 470.

**“President”** shall mean the person elected by the General Assembly to chair the 470 Internationale.

**“Secretary General”** shall mean the person elected by the Management Committee to be responsible for the secretariat of the 470 Internationale.

**“Simple Majority”** shall mean more than 50% of the votes present or represented.

**“Technical Committee”** shall mean the committee appointed by the Management Committee, to be responsible for the 470 Class Rules and all related matters.

**“Treasurer”** shall mean the person elected by the Management Committee to be responsible for the finances of the 470 Internationale.

**“Vice-President”** shall mean a person elected by the Management Committee to be responsible for some identified duties and activities of the 470 Internationale

### **Article 4 – Membership and voting rights.**

- 4.1 The 470 Internationale is an association of National Class Associations. Membership is open to any National Class Association.
- 4.2 The 470 Internationale may also have Individual Members. Not more than four Individual Members are allowed from the same country.
- 4.3 Honorary membership may be granted by the General Assembly to any person proposed by the Management Committee or at least by 2 (two) National Class Associations, in recognition of services rendered to the 470 Internationale.
- 4.4 All members are bound by the Constitution and any other 470 Internationale regulations. The acceptance by an Owner or a Joint Owner of a Certificate ties her/him automatically to the 470 Internationale and to the Management Committee jurisdiction for all issues concerning the 470 Class Rules and all the activities of the 470 Internationale.
- 4.5 Only the Active Members are entitled to vote at the General Assembly meetings.

### **Article 5 – Annual Fees and other income.**

- 5.1 Save other provisions of this Article 5, the 470 Internationale is financed by the Annual Fees paid by the National Class Associations and by the Individual Members. The Annual Fees are, as the case may be:
  - (i) for a National Class Association, an amount equal to a rate, determined by the General Assembly from time to time, multiplied by the number of its members

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registered and duly declared to the 470 Internationale for the previous year, according to the provisions of the By-Laws;

- (ii) for an Individual Member, an amount determined by the General Assembly from time to time.

- 5.2 The Annual Fees shall be paid each year between 1<sup>st</sup> January and 28<sup>th</sup> 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 Fees by 28<sup>th</sup> February may have their rights and benefits granted by the Constitution suspended following a decision of the Management Committee. A National Class Association or an Individual Member with outstanding fees shall automatically recover their rights and benefits once the 470 Internationale has received payment of all the Annual Fees due.
- 5.3 The 470 Internationale may receive entry or registration fees for regattas and Championships, royalties linked to the 470 Class (e.g. sail buttons) or to the 470 Internationale, subsidies it may claim or which may be granted to it, television and other media rights in accordance to the ISAF regulations, advertisement and sponsorship revenues in its publications and information reports, as well as inheritance, grants and awards.
- 5.4 The 470 Internationale receives a percentage of the royalties collected by the ISAF on each 470 built.

### **Article 6 – Organisation and management principles**

- 6.1 The 470 Internationale is governed by its Active Members convened in General Assembly meetings.
- 6.2 The General Assembly elects the President and the other members of the Management Committee and appoints 2 (two) Auditors in accordance with the Article 10 and the members of the working parties that are established in accordance with the Article 12.2.
- 6.3 The Management Committee elects the other Official Positions than the President and appoints the members of the Technical Committee in accordance with the Article 11 and of the sub-committees and working parties that are established in accordance with the Article 12.1.
- 6.4 The 470 Internationale is managed by the Management Committee chaired by the President. The Management Committee reports its activities to the General Assembly.
- 6.5 The By-Laws consists of the document approved by the General Assembly by a Simple Majority vote, aimed at regulating the application of this Constitution.

### **Article 7 – The General Assembly**

- 7.1 The General Assembly shall meet at least once a year. The date, time and place of the meeting are determined by the Management Committee.
- 7.2 An extraordinary General Assembly meeting shall be convened by the Management Committee upon receipt by the Secretary General of a written request signed by not less than 5 (five) members, including at least 4 (four) National Class Associations, and

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provided that the request includes a detailed agenda. If the Management Committee does not convene the extraordinary General Assembly 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 Secretary General, 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 Assembly meeting and the agenda proposed by the Management Committee shall be posted on the official 470 Internationale website and sent by the Secretary General, under the responsibility of the Management Committee to the National Class Associations, to the Individual Members and to other people as indicated in the By-Laws, at least 45 (forty-five) days before the date of the meeting.
- 7.4 The National Class Associations and the Individual Members shall inform the Secretary General by e-mail, at least 15 (fifteen) days before the date of the General Assembly meeting, of:
  - (i) the items they wish to put on the agenda,
  - (ii) the potential candidate(s) they propose as members of the Management Committee.
- 7.5 Each National Class Association may appoint a maximum number of 3 (three) delegates to represent it at the General Assembly meeting in accordance with its own constitution and under the responsibility of its president, only one being entitled to vote as designated by the National Class Association.
- 7.6 A member of the Management Committee may be a delegate for her/his own National Class Association.
- 7.7 If a National Class Association is prevented from sending a delegation to the General Assembly meeting, it may give a proxy to another National Class Association only, save in any case the provision of the Article 7.6. The proxy shall be declared in writing to the Secretary General and to the delegate at least 15 (fifteen) days before the General Assembly meeting with the signature and under the responsibility of the president of the represented National Class Association, in accordance with its own regulations. Save the provision of the Article 7.8, a National Class Association may hold the proxy vote of a maximum of 2 (two) other National Class Associations.
- 7.8 If an Individual Member is prevented from attending the General Assembly meeting, she/he may give a proxy to a National Class Association, save in any case the provision of the Article 7.6, or to another Individual Member. The proxy shall be declared in writing to the Secretary General and to the delegate at least 15 (fifteen) days before the General Assembly meeting. A National Class Association or an Individual Member may hold the proxy vote of a maximum of 3 (three) Individual Members.
- 7.9 The General Assembly meetings are chaired by the President, or, when prevented, by the First Vice-President, or in the absence of the First Vice-President, either by the oldest National Class Association delegate or Individual Member attending the meeting or by the person elected by the General Assembly for such purpose.

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- 7.10 The secretariat of the General Assembly meetings is under the responsibility of the Secretary General or, when prevented, by any person designated by the Management Committee.
- 7.11 At the beginning of each General Assembly meeting a committee of three individuals is nominated by the Management Committee with the duty of checking and assigning the votes to each Active Member present or represented. This committee is then in charge of ensuring the counting of the votes expressed in writing during the General Assembly meeting.
- 7.12 At its annual meeting, the General Assembly shall at least:
- (i) approve the management of the 470 Internationale done by the Management Committee;
  - (ii) approve the accounts of the previous year;
  - (iii) approve the budget of the coming year(s);
  - (iv) proceed, when necessary, to the election of the President and of the other members of the Management Committee;
  - (v) proceed, when necessary, to the appointment of the Auditors.
- The By-Laws provides a standard agenda for the General Assembly meetings.
- 7.13 The General Assembly can make decisions only on items included on the agenda, unless otherwise agreed by the General Assembly on a case-by-case basis, and if at least 14 (fourteen) Active Members, of which at least 11 (eleven) being National Class Associations, representing at least 3 (three) Continents are effectively present with the rights to vote. Should the quorum not be reached, a second meeting of the General Assembly 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 Assembly meetings, the votes are allocated as follows to the Active Members:
- (i) each National Class Association has 20 (twenty) votes, which are increased by 1 (one) vote per 25 (twenty-five) members registered by the said National Class Association and duly declared to the 470 Internationale for the previous year according to the provisions of the By-Laws;
  - (ii) each Individual Member has 4 (four) votes.
- 7.15 Save any other provision of this Article 7, the honorary members, the members of the Management Committee, the Auditors, the members of the Technical Committee, André Cornu's heirs, the ISAF delegate(s) and any other person invited by the Management Committee to participate to a General Assembly meeting have the right to speak but not to vote.
- 7.16 Unless provided differently in this Article 7, the General Assembly decisions shall be taken by a Simple Majority vote, with the following precisions:
- (i) 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;

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- (ii) 2/3 (two-thirds) of the votes, abstentions included, are required for the following decisions:
  - (a) modification of the Constitution, save the provisions of the Article 8.5.(ii).(c);
  - (b) proposals to the ISAF for changes and/or modifications of 470 Class Rules, drawings, building specifications and/or agreement to be given to the ISAF for such changes;
  - (c) dismissal of the President and/or of other member(s) of the Management Committee or of the entire Management Committee;
  - (d) termination of membership of National Class Association(s) and/or Individual Member(s);
  - (e) dissolution and liquidation of the 470 Internationale.

### Article 8 – The Management Committee

- 8.1 The Management Committee is composed of 5 (five) to 8 (eight) members, the actual number being defined each time by the General Assembly, and is elected for a four-year period by the General Assembly meeting convened in the year of the Summer Olympic Games. Following each election, the Management Committee, including the President, takes over the power from the previous Management Committee at the end of the election procedure at the same General Assembly meeting or at the end of the ISAF Annual Conference, whichever comes later. There cannot be more than 2 (two) members of the Management Committee from the same National Class Association or country, and at least 2 (two) Continents shall be represented in the Management Committee. Any candidate for the Management Committee shall be either member of a National Class Association and proposed by it, or an Individual Member. The members of the Management Committee may be re-elected as long as they meet the candidate criteria, but they cannot remain in charge for more than 12 (twelve) consecutive years.
- 8.2 At the first Management Committee meeting to be held after the election of its members by the General Assembly in accordance with the Article 8.1, the Management Committee shall elect among its members:
- (i) at least the First Vice-President; other Vice-President(s) may be elected depending on the 470 Internationale policy defined at that time;
  - (ii) the Secretary General;
  - (iii) the Treasurer;
  - (iv) the chairman of the Technical Committee.
- 8.3 The Management Committee may co-opt any member of a National Class Association or any Individual Member in the Management 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 Management Committee is candidate or has been elected. The Management Committee shall co-opt someone to avoid the total number of its members dropping below 5 (five). A co-opted member in the Management Committee shall have the same rights and obligations as any elected

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member, but her/his mandate ends at the first General Assembly meeting held after she/he was co-opted. She/he may then be elected as member of the Management Committee up to the end of the mandate of the other elected members.

- 8.4 Each member of the Management Committee has 1 (one) vote. In case of tie in vote, the President shall have a second or casting vote. Proxies are not allowed in the Management Committee. Votes may be expressed at face-to-face meetings, or by correspondence (e-mail exclusively), or during phone conferences, provided that in the latter case each member of the Management Committee is able to hear each of the other members at the same time. Only decisions requiring a Simple Majority can be made by correspondence.
- 8.5 Unless provided differently in this Article 8, the Management Committee decisions shall be taken by a Simple Majority vote, with the following precisions:
- (i) 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;
  - (ii) 2/3 (two-thirds) of the votes, abstentions included, are required for the following decisions:
    - (a) co-optation of a member in the Management Committee,
    - (b) dismissal of a member of the Management Committee from her/his elected Official Position, except the President,
    - (c) change of location of the registered office of the 470 Internationale,
    - (d) proposals to the ISAF for minor and urgent 470 Class Rules changes.
- 8.6 Except what is expressly reserved to the competence of the General Assembly, the Management Committee is invested with the most extensive powers to perform all functions of management and administration of the 470 Internationale. The detailed terms of reference are listed in the By-Laws, the following being the more relevant powers and duties:
- (i) the Management Committee acts on behalf of the 470 Internationale according to the instructions and policies given by the General Assembly and represents the 470 Internationale in all juridical and extra-juridical acts;
  - (ii) the Management Committee may open all postal and banking accounts under the name of the 470 Internationale, and may make payments and withdraw funds deposited from them according to the budget approved by the General Assembly. To open accounts and for payments exceeding the amount of 1.500,00 € (one thousand five hundreds 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 Management Committee has approved the expenses. The signatures of the four Executive Officers shall be registered at the bank for each bank account;
  - (iii) the Management Committee may create wholly owned subsidiaries of affiliate companies, including for commercial activities, to contribute to the objectives of the 470 Internationale;

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- (iv) the Management Committee represents, in the person of the President, the 470 Internationale in court in the capacity of plaintiff or defendant.

### **Article 9 – The Executive Officers**

- 9.1 The President, the First Vice-President, the Secretary General and the Treasurer are the Executive Officers. The Management Committee may instruct them to act autonomously or as a constituted body.
- 9.2 The Executive Officers ensure the daily management of the 470 Internationale as far as political, legal, administrative and financial matters are concerned. They are the official representatives of the 470 Internationale to discuss the aforementioned matters with all other organisations that have or may have contacts with the 470 Internationale.
- 9.3 The Executive Officers act on behalf of the Management 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.
- 9.4 The terms of reference of the Executive Officers are listed in the By-Laws.

### **Article 10 – The Auditors**

- 10.1 The General Assembly shall appoint 2 (two) Auditors for a period of two years, one being the principal Auditor and the other being the substitute in case the principal Auditor becomes unavailable, either temporary or permanently, to perform the auditing of the accounts of the 470 Internationale.
- 10.2 The Auditors shall not be at any time member of the Management Committee.
- 10.3 The Auditor shall inspect, audit and assess the accounts of the 470 Internationale (in the form of profit & loss, asset & liabilities) elaborated by the Treasurer. To this purpose, the Auditor shall be granted unrestricted access to all books, registers and accounting documents of the 470 Internationale, or be provided with copies of such books, registers and accounting documents at least 3 (three) months before the date of the General Assembly meeting that will approve the accounts subject to the auditing.
- 10.4 The Auditor shall present to each General Assembly meeting a report on the accounts of the 470 Internationale for the relevant year, with her/his recommendation whether or not the accounts should be approved by the General Assembly.
- 10.5 The Auditor shall have the right to attend the meetings of the Management Committee with the right to speak, but not to vote. The Auditor shall be reimbursed for the costs and expenses incurred in, provided that the Management Committee has previously approved such costs and expenses.

### **Article 11 – The Technical Committee**

- 11.1 The Technical Committee consists of a maximum of 4 (four) members, plus its chairman. The members of the Technical Committee shall be members of a National Class

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Association or Individual Members. They are appointed or dismissed by the Management Committee on the Technical Committee chairman's proposal.

- 11.2 The Technical Committee acts under the control and responsibility of the Management Committee to deal with all matters related to the 470 Class Rules and their application. The terms of reference of the Technical Committee are listed in the By-Laws.
- 11.3 The decisions of the Technical Committee shall be taken by Simple Majority.

### **Article 12 – The sub-committees and working parties**

- 12.1 The Management Committee can establish sub-committees and working parties in accordance with the provisions of the By-Laws.
- 12.2 The General Assembly may appoint, independently from the Management Committee, working parties to perform evaluations or to monitor the Management Committee. The Management Committee shall cooperate with these working parties when so requested by the General Assembly. These working parties report directly to the General Assembly.

### **Article 13 – The National Class Associations**

- 13.1 National Class Associations shall be affiliated to their respective National Sailing Authorities. Each National Class Association shall establish its own constitution and regulations in conformity with the legislation of its country, the requirements of its National Sailing Authority, the provisions of this Constitution and of the By-Laws and any other regulations of the 470 Internationale.
- 13.2 Each National Class Association shall provide the Secretary General and the Management Committee secretariat with an annual report pursuant the By-Laws.
- 13.3 Each National Class Association determines the amount of its own annual fees collected by it from each of its registered members, taking into account the amount of the Annual Fees and according to its own statutory or administrative rules. A copy of the National Class Association constitution and administrative rules shall be sent to the 470 Internationale,.

### **Article 14 – Drawings and licensing of builders**

- 14.1 The copyright of the 470 drawings are, at present and under certain conditions, the property of the ISAF in accordance with the agreements executed with the designer André Cornu and/or his heirs.
- 14.2 When proposed changes to the 470 Class Rules, drawings or specifications are to be discussed within the ISAF, the 470 Internationale will, whenever possible, send a representative to speak on its behalf.
- 14.3 Building rights will be restricted to Licensed Builders. The number of Licensed Builders may vary in each country or Continent but, when an area is, at the Management Committee's discretion, adequately served, others will not normally be granted rights.

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14.4 Applications for licenses shall be put to the ISAF with prior consultation with the 470 Internationale. The 470 Internationale shall consult the National Class Association or the Individual Members of the concerned country (nothing in this Article 14 affects the contract between the ISAF and André Cornu and/or his heirs).

### **Article 15 – Dissolution and liquidation**

The dissolution of the 470 Internationale can only be decided by the General Assembly in accordance with the Article 7. 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 dinghy sailing, or handed over to one or several maritime charitable organisations, or to a new 470 Class association, according to the decision of the General Assembly.

### **Article 16 – Effectiveness**

This Constitution shall be in force from the date it has been approved by the General Assembly. This Constitution revokes all preceding provisions of any previous constitutions of the 470 Internationale.

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Approved by the General Assembly in its meeting held on 14<sup>th</sup> and 15<sup>th</sup> October 2006 at the Istanbul Sailing Club (Turkey).

Article 8.6 modified by the General Assembly in its meeting held on 16<sup>th</sup> November 2008 at the Husa Chamartin Hotel in Madrid (Spain).

Stanislav KASSAROV  
President

Alain CORCUFF  
Secretary General