

CONSTITUTION

Adopted at the first meeting in LONDON, January 11th 1969

Modified previously at TREBOUL (France), 3rd October 1975;
VIENNA (Austria), 5th October 1978;
PALMA DE MALLORCA (Spain) 21st October 1981,
TETOUAN (Morocco), 20th October 1982;
ALGIERS (Algeria), 29th October 1988;
VIENNA (Austria), 28th October 1991;
BRIGHTON (U.K.), 5th November 1996;
EDINBURGH (U.K.), 5th November 2000;
DERBY (UK), 15th November 2009

The official language of the Constitution will be English. Translations to other languages will be accepted, but in case of conflict the English original is valid.

A. NAME, REGISTERED OFFICE AND DURATION

Article 1:

Under the name: INTERNATIONAL SAILING SCHOOLS ASSOCIATION
I.S.S.A.

There is constituted an association based on European laws and on the following Articles:

Article 2:

The registered office of the Association is located as designated by the Administrative Council (AC). The AC may also designate regional offices.

Article 3:

All official communications of the Association with its members will take place through the registered office(s) of the Association.

Article 4:

The duration of the Association is unlimited.

B. AIMS

Article 5:

The Association, which is non-profit making, has neither religious: nor political aims and is directed towards: Grouping, promoting, favouring and reinforcing internationally, all institutions teaching sailing. It will promote sailing worldwide through teaching at all levels in collaboration with other international associations. The aims can be achieved by:

- the promotion of contacts worldwide
- the promotion of better teaching and competence
- the reciprocal recognition of qualifications or licences delivered by every member association
- the exchange of research, experience and qualifications
- the study of problems related to the setting up of sailing schools, or the organisation of sailing schools, as well as the quest for solutions common to every member country
- the exchange of instructors and pupils
- the organisation of seminars, cruises and conferences to promote the exchange of views, especially between instructors.
- the actions derived from ISSA Development and Services Programme.

C. LOGO

Article 6:

The ISSA Logo consists of 4 characters I S S A with the character A symbolising a boat indicating the universality of the activities of the Association.

Article 7:

ISSA members may use the ISSA logo and mention that they are members of the Association on their printed matter. If members generate income from use of logo etc, conditions regarding share of income/surplus must be agreed according to the rules fixed by the AC before use.

D. RESOURCES

Article 8:

The ISSA resources are:

- a) annual membership subscriptions
 - b) grants, donations and legacies
 - c) interest on capital
 - d) the profits from the sale of documents and printed matter
 - e) Payable services to members
- The subscriptions are fixed at the Annual Global General Meeting (AGGM).

E. MEMBERSHIP

Article 9:

Members are expected to promote the goals of ISSA. There will be four membership categories – **honorary** members (honorary individual HIM and honorary EC members HECM), **full** member (SNA, GSSA and ISS), sailing **industry** member (SIM), **individual** member (QI/E), and member of a member sailing school group association also called associate members (AMSS). All but honorary members pay an annual membership subscription.

Article 10:

The **honorary** EC members are past presidents automatically or past AC members per AC request while they have a contribution for AC or working groups. The honorary members appointed at the AGGM are experienced people in teaching sailing or people who can help the Association. They do not pay any subscription.

Honorary Council members are experienced experts in this field prepared to continue work for ISSA. They are appointed by the AGGM and they have free ISSA individual membership.

Article 11:

Full members are:

SNA the (Sailing) National Authorities (with responsibility for sail training)

GSSA the groups and associations of sailing schools (Group Sailing School Associations) and their equivalents, national or regional while their parent association stays as an ISSA full member

ISS the sailing schools and institutions who have applied to be members and who fill the following requirements:

- a. to be officially recognised
- b. to have a sailing fleet and adequate facilities
- c. to have a technically skilled staff with appropriate qualifications
- d. to accomplish all applicable security and quality standards requested by ISSA or authorities

Article 12:

Individual members are,

SIM. Sailing industry members are those whose interests are to promote and **support ISSA members' activities.**

QI/E. Individual members are qualified sailing instructors or other experts in the field.

AMSS. Sailing schools etc. who have membership of a full member of ISSA may apply to become an associated member of ISSA. Associated members will be entitled to utilize the ISSA brand and enjoy restricted benefits as decided by the AC.

Article 13:

Requests for membership should be sent to the secretariat who will send a questionnaire to the candidates. Such requests will be submitted to the AC. On submission of the new membership by the AC, the AGGM will ratify or otherwise the decision of the AC.

Article 14:

Membership ends by decision of the AGGM when:

- by dissolution or written resignation handed over within the business year. # Any debt balance with ISSA has to be rectified before resigning. #
- the annual subscriptions are not paid within the first six months of the business year,
- when a member has seriously infringed the Constitution.
- Exclusion of members with reasons have to be presented to the AGGM.

Article 15:

Every member takes part in the AGGM by sending to it a duly accredited delegate, sometimes accompanied by one or two observers. Members are informed of the ISSA programme and are invited to all organised activities and events. They can represent the ISSA when delegated by the AC and can use the equipment and the administrative organisation of the Association. Where necessary, Associated members and invited persons as **well as observers** will be allowed to participate in the open part of the meetings, but not in the part reserved to full members.

F. ANNUAL GENERAL MEETINGS

Article 16:

The Annual Global General Meeting represents all the members in its deliberations with the reservation that these be conducted in accordance with the law and the statutes. There can be also hemisphere/continental/regional general meetings as decided by the AGGM. The latter help in planning and implementing ISSA function in their respective areas. They are supposed to represent the minimum of 25% of active member schools in the respective area. The representatives are elected in a regional annual general meeting to be organised following the principles of AGGM, possibly with more emphasis on virtual participation.

Article 17:

The AGGM shall be convened by the AC by electronic communication or letter to the known address of each member at least one month in advance.

Article 18:

Provided he has paid his annual subscription, every member present may join the discussions; each full member has one vote. Each GSSA may have an extra vote for every 20 Associate members. 'Present' can include electronic, virtual systems, but with half of ordinary voting power.

Article 19:

#Members unable to attend the AGGM can, by writing, confer powers of proxy to a member of the ISSA. A member can receive the maximum of two proxies. A proxy vote has half of the power of a normal vote. The chairperson of the AGGM, assisted by examiners, shall decide if the proxies are in order and if the participants have the right to vote.

Article 20:

The President of the Association, or if the President is absent, a Vice President, or a member designated by the AC, takes the chair at the AGGM. The chairperson assigns auditors for counting of votes and a secretary for the meeting whose task is to write the minutes.

Article 21:

Votes and elections take place as follows:

- a. through the attending members entitled to vote, or their representatives, each member has one vote.
- b. when the constitution does not prescribe the number of votes necessary for decision, the simple majority of the members present or represented is required. In elections, deciding on amendments to the constitution, or any matter decided by the AC, proxy and virtual votes should not have a majority. In this case, the most recent proxy accepted by each member or a member joining in virtual presence will be eliminated & so on until a majority is reached from members attending in person.
- c. when there is equality of votes, the chairperson decides.

Article 22:

The AGGM is normally held each year but must not be called for more than 18 months since the last AGGM. It is valid at the first convening if 10% of the association members from at least three countries are present. It is valid at the second convening, fixed for the following day, whatever the number of people present.

Accounts must be published within 2 months of year end on the members' room website or communicated to all members.

Article 23:

An Extraordinary Global General Meeting (EGGM) can be convened if the AC or one fifth of the Full Members having the right to vote should demand it. Such an EGGM must be convened to change the Constitution, pronounce the dissolution of the ISSA or discuss a particularly serious problem. It is valid if at least half of the members allowed to vote attend it. It is valid at the second convening, fixed for one hour later, if 10% of number of Members allowed to vote and at least three nations are present.

G. ISSA ORGANISATION

Article 24:

The ISSA is administered by an AC consisting of the President and a maximum of twelve members elected by the AGGM for four years. An AC Member and the President can be re-elected once only unless s/he has been elected in the post for less than 4 years. Normally half of the members should be elected every two years.

Article 25:

If the majority of the members of the AC resign, it is acknowledged that the whole AC resigns and a new election has to take place.

Article 26:

Members of the AC who have not attended three consecutive meetings may be considered to have resigned. Attendance at Council meetings can be virtual as well as in person.

Article 27:

The AGGM can modify the size of the AC and its re-election cycle.

Article 28:

The AC nominates among its members the maximum of one Vice-President per Continent, the Secretary, the Treasurer, and the President constitute the Board,

Article 29:

The AC meets at its registered office or elsewhere each time the President judges it necessary, or when at least half its members ask for this in writing.

- Notices of the Meeting are sent by the President in writing with the Agenda, at least fifteen days before the meeting. At least half the members of the AC have to be present and decisions are only valid if at least half the total members of the AC have voted in favour of these in 1st convening, a minimum of a third of the members on the 2nd convening (???) . AC member can give proxy to any other member of the AC and the presence can be virtual by electronic means. A proxy vote and virtual presence votes have half of the power of a normal vote. An AC member can use maximum of two proxies. Proxy votes should not have a majority. In this case, the most recent proxy accepted by each member or a person joining virtually the meeting will be eliminated & so on until a majority is reached from members attending personally.

Article 30:

The AC is entrusted with full powers in the administration of current affairs. It can do what is necessary to accomplish the Association's business. The President can also nominate the Executive Committee (EC) for planning and practical running of ISSA affairs. The nominations can cover up to the period of office of the nominating president. The decisions of the EC have to be approved by the AC. Excluded are all actions contrary to the law and the Constitution. The Administrative Council can delegate some of its tasks to EC or to one or more of AC members or to committees with members not necessarily belonging to the ISSA. EC Meetings are open to any ISSA Member.

The limit of this delegation of powers and competence is decided from case to case. The AC can also nominate agents, mandators, a general secretary, and other secretaries or trustees by prescribing their competence and their rights to use the signature by third parties. They can fix their eventual remuneration without informing the AGGM beforehand.

Article 31:

The President or his delegate represents the Association vis-a-vis the public and the authorities, and has the power to take administrative or judicial action at all levels.

Article 32:

An auditor and **a deputy** are elected by the AGGM for four years and can be re-elected. They have complete powers to control the functioning of the Association as well as its finances. They meet with the President, EC or AC when they judge it necessary. The auditor or deputy can attend all the meetings of the AC and have access to books and documents. Auditors' task is to control the finances and to ensure that the AC does its task as it was assigned by the AGGM. They may use any electronic means to facilitate auditing. The auditor prepares a report for presentation to the AGGM.

Article 33:

Technical Committees are composed of an uneven number of members nominated by the AC and are presided over by a member of the AC other than the President, if possible. Their task is to study particular problems posed either by the AGGM or by the AC.

H. BALANCE SHEET

Article 34:

The business year begins on the 1st October and ends on the 30th September. The Administrative Council through the Treasurer presents to the Annual Global General Meeting its annual report, and account of activities and a balance sheet on the basis of material submitted by the general secretary. It also plans the budget for the next year.

Article 35:

The balance of the last business year is available for the next business year. In a case of a deficit, membership fees may be adjusted.

I. DISSOLUTION

Article 36:

The dissolution of the ISSA can be decided by an EGGM provided that there is a majority of three-quarters of the members present. If the vote of such a General Meeting is not valid, a second General Meeting will be called provided that full members are notified by registered letter one month in advance of the meeting. This second EGGM will take a decision if it has at least one half the members allowed to vote are present, representing at least one third of the countries .

The assets of the Association will be handed over to a sailing association which can be trusted. This Association will be required to give the assets to any new sailing institution with similar objectives. After ten years, this sum will be handed over to an international humanitarian institution.