

WOMEN'S INTERNATIONAL MATCH RACE ASSOCIATION

ARTICLES OF ASSOCIATION

1. NAME:

The name of the Association is the "Women's International Match Race Association" ("WIMRA").

2. OBJECT:

The purpose of WIMRA is to use charitable means to:

1. promote women's international match-race sailing;
2. support the inclusion of a Women's Match-Racing Event in the Olympic Games;
3. coordinate and encourage mixed-gender match racing and female participation in such events;
4. monitor and develop all technical aspects of women's match race sailing organization in conjunction with the relevant ISAF Committees, e.g. introductory clinics, umpire training, standard sailing instructions, etc.

3. MEMBERSHIP AND VOTING:

Membership in WIMRA is available to any individual interested in promoting the goals of the organization.

Election of WIMRA officers shall be conducted annually. Voting for officers shall be by ISAF Region, each Region having one vote (except Europe having two votes – one for Scandinavian countries and one for non-Scandinavian countries), with that vote being determined by majority vote of all members eligible to vote within each respective Region.

4. INCOME:

Income will be generated from the annual subscriptions from its Members, and from other sources developed by the Members. The annual subscription is payable on or before the 1st of March.

5. LANGUAGE:

The official language of the WIMRA is English.

6. GOVERNING COUNCIL:

The management and control of WIMRA shall be vested in a Governing Council whose duties shall make all appropriations, authorize substantial expenditures, designate the location of the annual meeting, perform all acts that may be directed by the by-laws and Board of Directors, and have powers and perform functions typical of a managing body. Meetings will take place a minimum of once per year.

Voting by the Governing Council may be by mail, electronic mail, or telephone, in addition to voting as an assembly. No Association business shall be conducted without the votes as defined below of four members of the Governing Council.

Structure

Composition of Governing Council:

- Representative from Africa Region
- Representative from Asia Region
- Representative from Central & South America Region
- Representative from Europe (Scandinavia) Region
- Representative from Europe (non-Scandinavia) Region
- Representative from North America & The Caribbean Region
- Representative from Oceania Region

Individual duties of Representatives are to encourage and promote amateur women's match racing within their respective regions. Requirements to be a Representative of the Governing Council is to be a current member of WIMRA and involved in match racing.

Appointment to the Governing Council will take place by each respective region voting for a Representative to serve one term. If there is no nomination that results in a Representative, then the nearest geographically located ISAF region will represent that region's interests on the Governing Council, however there will be no additional vote given the interim representative. The Executive Director will appoint another Representative to serve until the next General Meeting.

7. EXECUTIVE DIRECTOR:

The Executive Director shall be responsible for the general and active management of the Association as described in Section 8 of the WIMRA, Inc. Bylaws.

8. OFFICERS:

The officers of WIMRA shall be the President, Vice President and Secretary/Treasurer. Officers shall serve two year terms, except that, for initial appointments, the president shall be designated to serve a one year term. Officers' duties include supporting the Executive Director in all operations, in addition to all individual duties subsequently laid out:

President: The President shall preside at all organization meetings and at all meetings of the Governing Council. The President or her designee shall be the WIMRA representative to ISAF and the President or her designee shall be WIMRA representative to other sailing organizations. The President may appoint ad hoc committees and exercise other powers enumerated in these articles.

Vice President: The Vice President shall fill the role of President if the President is unable or unwilling to serve, and shall be responsible for developing membership, and for communication with the membership.

Secretary/Treasurer: The Secretary/Treasurer shall maintain the books and records of the organization, shall maintain the treasury, and an up to date membership roster. The Secretary/Treasurer shall coordinate with the Vice President in communicating with the membership.

If an Officer has one year or more left in a term and cannot fulfill her obligation then a special election will be held for general membership to choose a replacement.

9. AD HOC COMMITTEES:

The President, with notification to the Governing Council may appoint Ad Hoc committees as she deems appropriate. The Governing Council shall be represented on all Ad Hoc committees.

10. GENERAL MEETING:

- (a) There shall be a General Meeting of the Association.
- (b) The General Meeting is to be held each year in connection with the World Sailing Championship. If no World Championship is held, the General Meeting can be held in a place chosen by the Governing Council. At the General Meeting the Members of the Governing Council shall be elected; and all matters relating to the business and affairs of the Association shall be open for discussion and for action by the Membership.
- (d) The Governing Council will develop an Agenda which will include reports from any active Sub-committees, as well as a Financial report of the Association.
- (e) At the General Meeting, all questions referring to the WIMRA of which due notice has been given are to be discussed.
- (f) An extraordinary General Meeting may be requested. Where at least ten members make a written request to the secretary that an Extraordinary General Meeting be held, the secretary shall call such a meeting within two months of receiving the request. The venue and date will be decided by the Governing Council.

11. ACCOUNTING:

- (a) The Association's financial year shall be the 12 months ended 31 December. The first financial year covers the period 1 January 1996 to 31 December 1996.
- (b) The Association's accounts shall be audited by a state-authorized public accountant. The annual accounts shall consist of profit and loss account, balance sheet and report and shall be prepared in accordance with sound accounting principles.

12. LIABILITY AND BINDING SIGNATURE:

(a) The Governing Council of the Association shall be in charge of the day-to-day management of the Association.

(b) The members of the Association are not personally liable for the Associations obligations. The president and one other member of the Governing Council are authorized to sign on behalf of the Association, but the Governing Council may appoint such other persons as it sees fit to sign checks and similar documents.

13. ALTERATIONS AND ADDITIONS TO WIMRA ARTICLES OF ASSOCIATION:

Any request for an alteration to these Articles is to be sent to the Governing Council on or before 15 January. The Governing Council must then, on or before the 15 February, send a copy of the proposition to each Member, and furthermore, on or before 15 March, send the Governing Council's comments thereon to each Member.

14. DISSOLUTION OF WIMRA, INC.

Upon the dissolution of this Association, after paying or adequately providing for the debts, obligations, and liabilities of this organization, the remaining assets of this Association shall be distributed to the Belvedere Cove Foundation, if it is then in existence and has maintained its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. If not, then to a nonprofit fund, foundation, association, or corporation, selected and designated by this Corporation's Board of Directors, which is organized and operated exclusively for exempt purposes like those set forth in Article 8 of the Articles of Incorporation, and which has established and maintained its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.