

Draft CODA Consitution as amended at 2010 AGM – 25 August 2010 – Hamilton Ontario

Article 1 NAME

This organization of sailors of International Optimist Dinghies, their parents, and other interested persons shall be known as the Canadian Optimist Dinghy Association (C.O.D.A./A.C.V.O.), hereafter referred to as the Association. Where applicable throughout this constitution, the word “he” may be replaced by the word “she”, according to the case at hand.

Article 2 OBJECTS

The objects of the Association are:

- a. To promote the building, sailing and racing of International Optimist Dinghies in Canada, in full compliance with the current International Optimist Dinghy Class Rules, specifications and the spirit of the same;
- b. To maintain affiliation with the International Optimist Dinghy Association (I.O.D.A.) and to support its aims;
- c. To maintain affiliation with the Canadian Yachting Association (C.Y.A.);
- d. To be the sole authority in Canada for the registration, measurement and certification of International Optimist Dinghies in Canada;
- e. To act as the parent organization for the Regional and Provincial Optimist Dinghy Associations in Canada, and through them or independently, to maintain affiliation with the respective Regional and Provincial Sailing Associations;
- f. To serve as the Canadian Authority responsible for the sanctioning of National, Provincial, and Regional regattas, individual and team racing, for the cooperation with I.O.D.A. in the organization of World Championship Regattas and Continental Championships;
- g. To serve as the Canadian Authority for the selection of national representatives to international events; and
- h. To take any other action as shall be in the interest of the boat owners and sailors of the International Optimist Class.

Article 3 MEMBERSHIP

a. Junior Membership shall be granted to children who are 15 years of age or less in the year for which membership is granted and who have acquitted the yearly dues as set out in the Bylaws of the Association. Junior members receive all the benefits of participation in Association sanctioned regattas, events, and publications, and their parent or guardian is entitled to one vote per Junior Membership at a general meeting of the Association.

b. Sustaining membership shall be granted to any persons who support the objectives of the Association, and who has acquitted the yearly dues as set out in the Bylaws of the Association. Sustaining members by virtue of their membership, may serve as Officers of the Association or on Committees of the Association and are full voting members of the Association.

c. Honorary membership may be granted to any person elected by a majority vote of the members present at any general meeting of the Association. Honorary members hold office for a period of one year and receive all the privileges of sustaining Membership including a vote at general meetings of the Association. No membership fee will be payable by an Honorary Member.

d. Membership may be denied or revoked by the Executive Committee for due cause. If this is protested, such protests will be heard at the next general meeting of the Association.

Article 4 DUES

Dues, if any, shall be determined by the Annual General Meeting, and set out in the By-Laws of the Association.

Article 5 MANAGEMENT AND ORGANIZATION

a. The affairs of the Association shall be conducted on behalf of the membership by the Officers, executive and other committees who shall be responsible for the spirit of Article 2, and who shall make a full report of their actions and the state of the Association at the Annual General Meeting.

b. The officers of the Association shall form the executive committee. The committee will have full authority to conduct the business of the Association between general meetings. It may accept the memberships or resignations of members or officers, and replace vacancies among the officers until the next Annual General Meeting.

c. The executive committee shall receive the reports of all standing and special committees it may appoint from time to time.

Article 6 THE EXECUTIVE COMMITTEE

a. The executive committee of the Association shall consist of a President, Provincial Vice-Presidents,(or Provincial representatives), a Secretary, a Treasurer, a National

Measurer and a Class Development Officer.

b. The President, Secretary, Treasurer, National Measurer and Class Development Officer of the Association shall be elected by simple majority vote at the Annual General Meeting of the Association.

c. Provincial Vice-Presidents shall be elected at Provincial Optimist Meetings, or, if none are held, by the Annual General Meeting of the Association. The number and representation of Vice-Presidents shall be set out in the By-Laws of the Association.

d. All officers of the executive committee must be voting members of the Association and shall be elected for a term set out in the By-Laws of the Association.

e. No officer of the executive may hold the same position for a term longer than that specified by the By-Laws of the Association.

f. A quorum of officers of the executive committee shall be determined by the By-Laws of the Association. Votes may be cast by correspondence, telephone, fax or other communication device, and will be counted toward the quorum set out in the Bylaws.

g. Notice of an executive meeting shall be made in advance according to the By-Laws of the Association.

h. Removal: Any Officer elected by the Association may be removed at a general meeting and that general meeting shall be called in 10 days.

i. Conflict: Any officer on the Executive, Standing or Special Committees shall excuse himself of voting or decision that may have a direct impact on his personal or related personal interests.

Article 7 DUTIES OF THE OFFICERS

a. President: The *President* of the Association or his/her delegate shall be the official spokesperson of the Association, preside at Executive and General Association meetings, be ex-officio, a member of all committees and generally perform the duties of a president and chairman of the organization.

b. Secretary: The *Secretary* shall attend all meetings of the Executive committee and

General Association meetings and record all votes and the minutes of all proceedings to be kept in a book to be kept for that purpose. He/She shall give, or cause to be given notice of all meetings of the Association for which notice is required, and shall perform such other duties as may be prescribed by the Officers or by the President under whose supervision he/she shall act. He/She shall execute with the President all authorized conveyances, contracts, or other obligations under the name of the Association except as otherwise directed by the officers.

- a. **Treasurer.** The Treasurer shall cause the funds and securities of the Association to be maintained at his/her direction and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Officers or the President. He/She shall disburse or cause to be disbursed the funds of the Association as may be ordered by the Officers or the President, taking proper vouchers for such disbursements, and shall render to the President and Officers, at the regular meetings of the Officers, or whenever they may require it, an account of all his/her transactions as Treasurer of the Association.

- b. **Provincial Vice Presidents. (or Provincial Representatives)** The *Provincial Vice-President* or Representative shall serve as the liaison between sailors in their areas, their respective Provincial Sailing Associations and the Executive Committee, promote the objects of the Association, arrange regional regattas, and perform other duties as may be of value to the Association.

- c. **National Measurer.** The National Measurer shall be responsible for obtaining, publishing, and enforcing the Class Rules, the requirements for World Championships deemed incorporated therein and such other applicable requirements of the International Optimist Dinghy Class. The *National Measurer* shall maintain the principle of the one-design class and to this end maintain a liaison with national and international organizations of this class. He may appoint authorized provincial measurers. The National Measurer shall measure, or cause to be measured by an authorized measurer, Optimist Dinghies constructed in Canada, in full compliance with the International

Optimist Dinghy Class Rules. The National Measurer shall consider complaints relating to the infraction of the Class Rules in Canada, and consider new rules as they may apply to the Optimist Class in Canada, and if approved, inform the membership. The National Measurer shall be the official resource for the measurement process at each year Canadian Optimist Dinghy Championship.

Registrar. The Registrar shall be responsible for maintaining a list of members of the Association, updated annually, and for issuing national sail numbers for new boats. The Registrar shall maintain a list of all Optimist Dinghies registered in Canada. The Registrar shall from time to time convey the list of members to the Secretary of the Association for the purposes of organizing the annual general meeting of the Association, and to the Publicity Officer for posting on the Association's Web site.

Class Development. The Class Development shall be responsible for maintenance and updating of the Association's Web site and for other publicity material to be produced and distributed from time to time. He/She shall arrange for the widest publicity for the Class in accordance with the spirit of Article 2.

Article 8 STANDING AND SPECIAL COMMITTEES

a. The Executive Committee may designate one or more committees, each of which shall consist of one or more Officers of the Association and shall be authorized to investigate and make recommendations to the Executive Committee for implementation, approval and recognition of their proposals. These committees may include but need not be limited to:

b. Nomination and Discipline Committee. This committee shall:

- i. Bring forward to the Annual General Meeting a slate of officers for the Association.
- ii. Review, consider and render opinion in writing of any matters involving discipline within the Association.

c. Fund-Raising Committee

The duties of this committee will be to raise funds at the discretion of the executive for special projects which fulfill the objects of the Association according to Article 2.

d. Regatta Committee

This committee may be appointed by the executive. The duties of this committee shall be:

- i. To be responsible for the organization of the C.O.D.A. National Championship,

ii. To determine the sailing instructions, eligibility of competitors, fleet categories according to age, and scoring system for the C.O.D.A. National Championship,

iii. To establish and maintain perpetual trophies for the C.O.D.A. National Championship

iv. To consider and recommend venues and dates for the C.O.D.A. National Championships and to present these for approval at the Annual General Meeting of the Association.

e. International Teams committee

This committee will carry out the duties of selecting, communicating and coordinating the formation of Teams representing Canada at I.O.D.A. sanctioned World and Continental Championships, in accordance with I.O.D.A. rules and the By-laws of the Association. The Executive shall select the head of the International Teams Committee and the committee shall include the Regional representatives.

f. Other special committees which the executive may appoint from time to time.

Article 9 MEETINGS

- a. An Annual General Meeting of the members shall be called by the Secretary upon written notice to the members of the agenda and notice of motions as set out in the By-Laws.
- b. A general meeting may be called either by the Executive Committee, or by a quorum of the membership, in accordance with the By-Laws.
- c. A general meeting may appoint its own committees reporting directly,
- d. A quorum of members of a general meeting shall be set out in the By-Laws.
- e. Proxy voting rights on items specified by the executive or the membership calling the general meeting of which written notice of motion was made on the agenda may be granted in writing by an absent member.

Article 10 AMENDMENTS TO THE CONSTITUTION

No part of this constitution shall be amended or annulled except by the affirmative vote of a two-thirds majority vote at a general meeting of the Association.

Article 11 OBLIGATIONS

All members of the Association shall, by accepting membership therein, agree and have determined to agree to this constitution and all of the provisions thereof and to the rules and regulations made thereunder including the By-Laws and shall be bound thereby.

Article 12 TERMINATION

Termination of the Association must be by a two-thirds majority vote. In the event that the Association terminates, the funds and other assets thereof shall be distributed to the Youth Committee of the Canadian Yachting Association or to the International Optimist Dinghy Association.

Article 13 BY-LAWS

By-Laws, providing that they do not contravene the provisions of Articles 1 to 13 inclusive of this constitution, may be established or amended by a simple majority vote at any general meeting of the Association.
