



INTERNATIONAL TOPPER CLASS ASSOCIATION (GBR) CONSTITUTION (August 12th 2024)

1. NAME

- 1.1 The Association shall be called the International Topper Class Association (Great Britain) (ITCA GBR).

2. OBJECTS

- 2.1 The objects of the Association are:
- a) to promote and further the interests of the one-design Topper sailboat designed by Ian Proctor (including the Topper 4.2 and Topper 6.4);
 - b) to provide a medium for the exchange of information between Topper owners and sailors;
 - c) to promote and develop Topper Class sailing and racing;
 - d) to act as the National Class Association for Great Britain for the purposes of the Constitution of the International Topper Committee;
 - e) to represent the interests of members in all sailing matters at both National and International level;
 - f) to take such further action relative to the above objects as may from time to time be considered desirable.

3. MEMBERSHIP

- 3.1 There shall be the following categories of member:
- a) Honorary Life Member being a person nominated by the Committee for a significant contribution to the Topper Class and elected by the Association at a General Meeting;
 - b) Individual Member being a person who owns or sails an International Topper;
 - c) Family Member being each of two or more people within a direct family (i.e. siblings or parent/guardian and their children) who own or sail an International Topper and who are normally resident at the same address;
 - d) Group Member being collectively the members of a school, youth or training organisation (including a bona-fide training division of a sailing club owning its own boats) using the organisation's International Toppers;
 - e) Associate Member being a person resident in the United Kingdom but not normally actively sailing a Topper;
 - f) Overseas Associate Member being a person of any nationality normally resident otherwise than in the United Kingdom; and
 - g) Honorary Member being any person who does not fall into the above categories but who is elected or co-opted to serve on the National Committee.
 - h) A Stakeholder Member – defined as an individual who is a parent or guardian of either an Individual Full Member or a Full Family Member. There shall only be one Stakeholder Member per Individual Full Member, and one Stakeholder Member within a Family Membership.

3.2 Each member shall pay the appropriate annual subscription and, on payment of the annual subscription, shall be entitled:

- a) to a single vote in all matters that are to be determined by voting;
- b) to receive at their last registered address one set of any papers or other material distributed by the Association, whether by post, email or other appropriate form of electronic communication. Where a member has given their email address (or other form of appropriate electronic media contact details) then that method will be assumed to be an adequate method of contact.
- c) subject to the conditions detailed in clause 3.3, to participate in any Association restricted event;
- d) otherwise to participate fully in the affairs of the Association receiving all benefits of membership and sharing its obligations.

3.3 For any Association restricted event:

- a) an Individual, Family, Honorary, or Honorary Life members shall be entitled to enter one boat;
- b) a Group member shall be entitled to enter any number of boats subject to such conditions as the Committee may determine;
- c) an Associate or Overseas Associate member shall not be entitled to enter a boat.

3.4 The Membership Year shall run from 1st September to 31st August and anyone joining mid-year will be expected to pay the full year's subscription.

For new members only, If a new member joins ITCA (GBR), during the period of June, July or August, then the membership fee will be 50% of the annual fee. Previously existing members who are renewing at anytime during the year will require renewal at the full annual membership fee.

4. AREA ORGANISATION

4.1 For Association purposes, Great Britain shall be divided into 9 areas as follows:

Area	Counties
A South West	Cornwall, Devon, Somerset, Avon, Gloucestershire, Wiltshire, Dorset, Channel Islands
B South	Oxfordshire, Berkshire, Hampshire, Isle of Wight, West Sussex (Chichester Harbour only)
C South East	Greater London, Surrey, Kent, East Sussex, West Sussex (less Chichester Harbour)
D Midlands (West Zone) (North Zone)	Warwickshire, Herefordshire, Worcestershire, Staffordshire, Shropshire Lincolnshire, Northamptonshire, Leicestershire, Derbyshire, Nottinghamshire, Rutland
E East	Bedfordshire, Buckinghamshire, Hertfordshire, Essex, Suffolk, Norfolk, Cambridgeshire
F North West	Cheshire, Lancashire, Cumbria, Isle of Man
G North East	Northumberland, Durham, Yorkshire
H Wales	All counties
I Scotland	All counties

It has been decided as a matter of policy that ITCA Areas shall generally coincide with RYA Regions. An exception is the ITCA Midlands Area, which is at present divided for RYA training purposes between two Regions, West and North, as shown above.

- 4.2 For any area or for any combination of areas agreed for this purpose by the National Committee, an Area Committee may be formed. Any such committee shall be constituted as follows:
- a) one representative of each Club in the area with three or more Individual or Family Members;
 - b) one representative of each Group Member in the area;
 - c) Any member of the National Committee resident in the area ex officio;
 - d) such other Individual Member, representative of a Family Member, or non-member as the Area Committee may co-opt, provided that the number of non-members shall not exceed 3.
- 4.3 Any club, if the National Committee so agree, may be treated for the Association purposes as being within an adjoining area. The Committee has decided for the purposes of this Clause that, as a matter of policy, where any club is treated by the RYA for regional training purposes as being in a county other than that within which it is geographically located, then it shall be treated similarly for Association purposes.
- 4.4 The responsibilities of any Area Committee shall include:
- a) the appointment of a Member to fill any vacancy on the National Committee for a representative of the area;
 - b) coordinating the area racing and training programme;
 - c) arranging and supervising the running of the Association's Area Championships;
 - d) supervising the running of any other Association restricted event in the area;
 - e) liaison between the National Committee and its officers and Clubs and Members in the area;
 - f) supporting the organisation of any Association National Championship held at a club in the area;
 - g) such other tasks as may from time to time be assigned by the National Committee.
- 4.5 Unless and until a committee is formed for any area or combination of areas or if any such committee shall for any reason effectively cease to exist, the responsibilities of the Area Committee shall be discharged by the Area Representative, any vacancy for such representative being filled by the National Committee. Pending the filling of any such vacancy, the responsibilities shall be discharged in such a manner as the National Committee may determine.
- 4.6 Once appointed, an Area Representative, so long as they do not resign their appointment, shall continue in office until the first meeting following the Association AGM of the Area Committee or of the National Committee whichever shall first occur. Any such representative shall then be eligible to be reappointed.
- 4.7 An Area Committee shall act in accordance with such directions if any as may be given to it by the National Committee and shall be financially self-sufficient.

5. NATIONAL COMMITTEE

- 5.1 The management and administration of the Association and its affairs shall be vested in a National Committee which shall have absolute discretion subject to any directions that may be given to them at a General Meeting of the Association or by the International Committee.
- 5.2 Subject to sub-clause 3 hereof, the Committee shall be constituted as follows:
- a) one representative of each Association area or combination of areas appointed in accordance with Clause 4 hereof;
 - b) a minimum of three and maximum of ten Individual Members, Honorary Life Members or representatives of Family or Group Members to be elected at the Annual General Meeting in accordance with clause 6 hereof;
 - c) the designer or their representative ex-officio;
 - d) such other Individual Members, Honorary Life Members, representatives of Family or Group Members, or non-members not exceeding six in number as the Committee may from time to time co-opt.
- 5.3
- a) At their first meeting after each Annual General Meeting, or after a vacancy has otherwise arisen, the Committee shall elect two of their number to be respectively Chair and a Vice-Chair (or two vice chairs as the committee sees fit) who, unless they resign or cease to be members of the Association, shall hold office until their respective successors are appointed. In the event of either resigning or ceasing to be a member of the Association, the Committee shall elect one of their number to fill the resulting vacancy at their next meeting. Any person so elected shall thereupon cease to hold any appointment of Area representative they might hold. At the same meeting the Committee shall seek to fill any vacancy that may then exist for Area representatives.
 - b) No member of the Association elected in accordance with the provision of clause 5.2a & 5.2b shall serve on the Committee as an Elected Committee member for more than 5 years or for more than 3 years in any one post commencing after 9th August 2005. However, any member of the Committee may continue to serve if no alternative is found after advertising the post and that member is specifically re-elected by members at the Annual General Meeting.
- 5.4 The Committee shall normally meet not later than 6 weeks after the AGM at such venue, at such time and on such day as the Chair shall determine and thereafter shall meet as often as may be necessary in accordance with arrangements to be decided by the Committee. Meetings will normally be arranged at events to minimise cost to the association. Where practical as much business of the association as possible will be conducted by email or other electronic media.
- 5.5 At least 14 days notice in writing of any meeting shall normally be given by the Secretary to each member of the Committee, such notice to set out the business to be transacted at that meeting.
- 5.6 The quorum at any meeting shall be five members of the committee. All members of the committee shall enjoy full voting rights at committee meetings.

- 5.7 The Committee shall appoint a Secretary who will be a committee member on such terms and conditions as they may agree to be responsible for the day to day administration of the affairs of the Association. The Secretary shall at all times act in accordance with the Financial Regulations from time to time approved by the Committee and any general directions given by them. Between meetings, the Secretary shall in any case of doubt consult the Chair or, in their absence, the Vice-Chair(s) and act in accordance with any specific instruction they may give on behalf of the Committee, such instructions to be reported to the next meeting.
- 5.8 The General Committee shall appoint such other key staff members as they see fit to ensure the objectives of the association are met in the most cost effective but efficient manner, who will also be members of the committee.
- 5.9 The Committee from amongst their number shall appoint a representative to serve on the International Committee and a Chief Measurer and may make such other Honorary appointments as from time to time they consider necessary
- 5.10 All members of the Committee shall be entitled to their reasonable expenses of attending meetings of the Committee or undertaking other duties at the request of the Committee, and the Chair, Vice-Chair(s) and other holding Honorary appointments shall be entitled to reasonable expenses incurred as a result of those appointments but otherwise no payment shall be made to or received by any members of the Committee save those appointed under either clause 5.7 or 5.8.
- 5.11 Any Committee member who provides goods or services to the committee will expect those services to be provided at the prevailing market tested rates, and if they are a monopoly supplier then they will supply them at a discount to the normal prevailing advertised rate. When the committee discusses the provision of these goods or services they may ask that committee member to leave the meeting for this point and would not expect the committee member concerned to comment during discussion or lobby other committee members.

6. GENERAL MEETINGS

- 6.1 The Annual General Meeting of the Association shall be held either virtually via an online meeting platform or at such venue, at such time on such date between 1 March and 30 September in each year as the Committee may determine. The date of the meeting shall be announced at least 35 days in advance.
- 6.2 A Special General Meeting of the Association shall be held either virtually via an online meeting platform or at such venue, at such time and on such date as the Chair or in default the Vice-Chair of the National Committee, shall determine within 56 days of the Secretary receiving a demand in writing stating the business to be transacted and signed by not less than 20 members.
- 6.3 At least 28 days notice in writing of any General Meeting shall be given by the Secretary to each member of the Association, such notice is to set out the business to be transacted at that meeting.
- 6.4 The Chair of the National Committee or in their absence the/a Vice-Chair, shall preside at any General Meeting. If neither is present, then those members attending the meeting shall appoint one of their number to preside.

- 6.5 The quorum at any General Meeting shall be thirty members.
- 6.6 The business to be considered or transacted at an Annual General Meeting shall include:
- a) the annual report of the Chair of the National Committee;
 - b) the audited accounts of the Association for the preceding financial year;
 - c) the appointment of an auditor;
 - d) the election of Individual Members, non members (who then become honorary members), honorary, Honorary Life Members or representatives of Family or Group Members to serve on the Committee until the next Annual General Meeting unless before that they resign or cease to be a member of the Association;
 - e) any proposal of the National Committee or of the International Committee;
 - f) any proposal by a member notified to the Secretary not less than 30 days before the meeting.
- 6.7 Unless otherwise provided for in this Constitution, voting at any General Meeting shall be by simple majority. The method of voting shall be at the discretion of the Chair, having regard to the format of the General Meeting. As directed by the Chair, acceptable methods of voting include show of hands, proxy, ballot, via an online portal or by a combination of any method determined by the Chair. Where possible, the method of voting chosen by the Chair for each proposal will be specified in the notice of any General Meeting.

7. FLAG OFFICERS

- 7.1 The Association at any Annual General Meeting may if they so wish elect from amongst the members a Commodore or a Vice-Commodore.
- 7.2 Any member so elected unless they retire or cease to be a member of the Association at an earlier date, shall hold office until the Annual General Meeting five years later when they shall be eligible for re-election for one further five year period.
- 7.3 A Commodore or Vice-Commodore shall be ex-officio a member of the National Committee without voting rights but shall not hold any other Association office.

8. FINANCE

- 8.1 The financial year of the Association shall be 1 November to 31 October.
- 8.2 A statement of account for each financial year shall be circulated by the Secretary to all members of the Association by 1 April in the following year whether or not the accounts have by that date been audited or approved by the National Committee.
- 8.3 The annual subscription rate shall be determined by the National Committee who may determine different rates for different categories of membership and for different types of organisation.
- 8.4 Subscriptions shall be due on 1st September.

8.5 The secretary and treasurer will reconcile the finances, normally on a monthly basis, but certainly on no less frequently than a quarterly basis and provide regular reports to the National Committee.

8.6 In the unlikely event of ITCA(GBR) being wound up then after payment of all sums properly due any residue will be divided equally between a registered charity (such as the RNLI) and a registered Amateur Sailing organisation with similar aims and objectives to ITCA GBR or the RYA (or their respective successors), the final decision being the last act of the then serving committee.

9. TOPPER MEASUREMENT RULES

9.1 The Committee shall collaborate with World Sailing, the ITCA, the Designer and Copyright Holders to maintain the one-design principle as established by the Class Rules so as to ensure as far as possible equal performance between boats within the Class.

9.2 The Committee in accordance with the Class Rules may in cases of doubt seek interpretations of those Rules from World Sailing and may pending a decision by World Sailing give such interim guidance relating to the issue as may be considered by it to be in the best interests of the Class provided that the guidance shall not be operative outside the Association's area or in relation to international events.

9.3 Any proposal to the ITCA for an amendment of the Class Rules shall be considered first by the Committee and then by the Association in General Meeting at which it shall require the approval of two thirds of those members present and voting. A proposal by the ITCA Committee shall only require the approval of a simple majority of the Committee members voting on the proposal to secure the positive support of the Association.

10. CHAMPIONSHIP RACING

10.1 Any National Championship shall, and at the discretion of the National Committee any Area Championship or other event may, be restricted to Association members.

10.2 At any event which is restricted to Association members, a valid championship number must be applied to the sail as specified in the class rules.

10.3 At any event which is restricted to Association members, and at the Committee's discretion, entries may be accepted from non-members provided that the entrant shall pay a Temporary Membership subscription. The Temporary Membership subscription rate shall be determined by the National Committee who may determine different rates for different events. Temporary Membership shall entitle the Temporary Member to participate in a single specified restricted event only and enjoy the same benefits and obligations as Members for the duration of that event.

10.4 National and Area Championships shall be held at venues and on dates approved by the National Committee and shall be organised and sailed in accordance with any directions of the National Committee.

10.5 An Area Championship shall be held each year in each Association area or combination of areas agreed by the National Committee.

11. CONSTITUTIONAL AMENDMENTS

- 11.1 Subject to sub-clause 4 hereof, this Constitution may not be altered except by a proposal both approved by the National Committee and carried with the consent of two thirds of those members present at a General Meeting. The detail of any such proposal and the reasons for it shall be set out in full on the agenda for any General Meeting at which it is considered.
- 11.2 Any such proposal may be amended by a simple majority of those present and voting but in the event of such an amendment the proposal as amended shall be treated in accordance with the terms of sub-clause 3 hereof as a proposal not previously considered and approved by the National Committee unless the Chair in their absolute discretion directs that the amendment to the proposal is of no great significance.
- 11.3 Any proposal for the amendment of the Constitution which has not previously been considered and approved by the National Committee shall, after debate at the General Meeting at which it is approved, stand referred to the Committee for consideration and report to the next Annual General Meeting. At that meeting, a proposal which is not supported by the National Committee but which is nevertheless carried with the consent of two thirds of those present, shall be referred back to the new Committee which shall at its first meeting approve the proposal, in which case the Constitution shall forthwith be altered accordingly or the Committee shall make arrangements for an immediate postal vote (or by email or other suitable electronic method) of the total membership of the Association in which case the next sub-clause shall apply.
- 11.4 In the event of an immediate postal vote being required, members shall simply be asked to vote "yes" or "no" in respect of the proposal but otherwise the arrangement shall be as determined by the Committee. The Constitution shall be altered in accordance with the proposal but only if at least one fifth of the members reply to the Secretary and at least two thirds of those replying support the proposal. The result of the postal vote shall be reported to the next meeting of the

Committee and thereafter published at the first convenient moment. Any such amendment to the Constitution shall be effective from the date of the Committee meeting.

12. DEFINITIONS

12.1 The ITCA shall mean the International Topper Class Association.

The International Committee shall mean the International Committee of the ITCA.

The Association shall mean the ITCA (GBR).

The ITCA (GBR) shall mean the International Topper Class Association (Great Britain).

The Committee shall mean the National Committee of the Association.

The Class shall mean the Class of sailboats known as the International Topper designed by Ian Proctor and made in accordance with his drawings and specifications.

The Designer shall mean Ian Proctor Designs Ltd.

The Copyright Holders shall mean the person or persons at the time owning the drawings and specifications of the International Topper and any copyright therein.

The Class Rules shall mean the Rules for the time being approved by World Sailing to control the construction and racing use of the International Topper.