

# IMOCA

## PREAMBLE

Founding members :

Isabelle AUTISSIER, FRANCE.

Christophe AUGUIN, FRANCE.

Alain GAUTIER, FRANCE.

Jean-Luc VAN DEN HEEDE, FRANCE.

The association's articles of association were drawn up in 1991:

### INTERNATIONAL 50' 60' FEET MONOHULL OPEN CLASS ASSOCIATION

### INTERNATIONAL MONOHULL CLASS ASSOCIATION 50 and 60 FEET OPEN

# IMOCA

Association governed by the "Law of 1901".

These Articles of Association were amended as follows at the following General Meetings: 21 May 1999, 12 June 2001, 24 January 2002, 9 July 2003, 27 October 2003, 20 February 2004, 6 October 2005, 2 March 2006, 15 January 2007, 10 July 2008, 29 June 2009, 20 October 2023.

## ARTICLES OF ASSOCIATION OF THE IMOCA ASSOCIATION

### DEFINITION :

OPEN 60': The designation OPEN 60' refers to a monohull yacht with a maximum length (LOA) of 60 feet that meets the standards specified in the IMOCA class rules.

International Class: The Open 60' Class, under the name of the International 60ft Monohull Class Association (60MO) was approved as an International Class by WORLD SAILING (WS), by decision of the WS General Assembly

Articles of Association as  
at 20 October 2023

AM 1

in November 2001.

The two Open 60s and Open 50s were previously together WS Recognised Class since 1st November 1998 by agreement between WS and the IMOCA.

IMOCA: The Association which manages the international WS class of OPEN

60' boats. MNA: World Sailing Member National Authority

## **TITLE ONE: FORM - PURPOSE - NAME - REGISTERED OFFICE - DURATION**

### **Article 1 - FORM**

The undersigned and other persons who subscribe to these Articles of Association and meet the conditions set out below have formed a registered association governed by the French law of 1st July 1901 on associations, and the texts currently in force which have amended or supplemented it, as well as by these Articles of Association.

**Article 2 - PURPOSE** The purpose of the Association is to

:

- Bring together skippers of Open 60' boats, as well as anyone interested in the development of these yachts.
- Manage and organise the Open 60' Class.
- Drawing up the Class Rules, and developing them as techniques evolve.
- To manage and harmonise the international calendar of events for these yachts.
- Applying and ensuring compliance, as far as it is concerned, with the rules, regulations and prescriptions of the International (WS) and National (MNA) Authorities.
- To promote sailing and competition with these yachts.
- To encourage research into and the application of new techniques for navigational safety, while promoting technological innovation in terms of performance.
- And, in general, to carry out any action in the interests of its members, and contributing to the development of Open 60'.

### **Article 3 - NAME**

The name of the Association is :

**INTERNATIONAL MONOHULL OPEN CLASS ASSOCIATION 60 FEET  
IMOCA  
(INTERNATIONAL CLASS ASSOCIATION FOR  
OPEN 60-FOOT MONOHULLS)**

### **Article 4 - HEAD OFFICE**

The registered office, initially located in Paris, France, was transferred to 56100 Lorient - La Base - 7 rue Honoré d'Estienne d'Orves, by decision of the Board of Directors on 10 July 2023.

It may be transferred to any other location in that country by simple decision of the Board of Directors and, in another country, by decision of an Extraordinary General Meeting as defined in these Articles of Association.

### **Article 5 - DURATION**

The duration of the Association is unlimited.

## **TITLE TWO: MEMBERSHIP OF THE ASSOCIATION**

### **Article 6 - MEMBERS**

The Association is made up of honorary members, active members and associate members.

#### **6.1 Honorary members :**

Honorary members are individuals who have made a significant contribution to the achievement of the Association's objectives.

Text

Honorary members are invited to the General Meetings in an advisory capacity, but as such are not entitled to vote or stand for election. They constitute a college which may be called upon at the request of the Board of Directors to give its opinion on questions relating to the Association's policies. It must be consulted on any significant amendment to the Articles of Association.

Honorary members are not required to pay membership fees.

## **6.2 Active members :**

6.2.1 Active member" status may be granted to any natural person who is the skipper (or co-skipper in a double-handed race of at least 2000 miles entered in the official IMOCA calendar) of an existing Open 60, or to any natural person who has filed a declaration with the Class for the construction of a yacht of this type with the aim of racing it. For crewed stage races, the case of replacement skippers must be the subject of a prior application to the Board of Directors, following the same procedure described in 7.2.

6.2.2 Unless they have an Open 60' with a valid measurement certificate, any individual who has been an active member as defined above for an uninterrupted period of at least three years acquires the right to remain an "active member by right" for a period of one year.

Active members are convened to General Meetings, are entitled to 2 votes each, are eligible for election and are required to pay an annual subscription.

## **6.3 Associate members :**

The status of "associate member" may be granted to any natural or legal person who owns and/or operates an Open 60, to any natural or legal person who organises competitions open to Open 60s and, in general, to any natural or legal person whose activity may help to achieve the Association's objectives.

Associate members are convened to General Meetings, are eligible and have the right to vote for 1 vote each, restricted to 2 associate member votes per Open 60', and are required to pay an annual subscription.

Each associate member must renew its application annually, in accordance with the procedure described in paragraph 7.3.

## **ARTICLE 7 - ADMISSION PROCEDURE**

### **7.1 Honorary members :**

Honorary members are elected by the General Meeting by an absolute majority, on the recommendation of the Board of Directors.

### **7.2 Active members :**

Persons wishing to become active members must submit a written application on plain paper to the Association's Board of Directors, accompanied either by a photocopy of the documents attesting to the existence of their Open 60', or by the declaration of the construction of an Open 60', together with payment of the subscription for the current financial year.

The application is examined by the Board of Directors in accordance with the provisions of these Articles of Association. The Board must notify the applicant of its decision in writing.

In the event of refusal, the applicant may appeal by requesting a vote on admission at the next General Meeting.

### **7.3 Associate members :**

Individuals or legal entities wishing to become associate members must submit a written application on plain paper to the Association's Board of Directors, justifying their motivation and accompanied by payment of the membership fee for the current financial year.

The application is examined by the Board of Directors in accordance with the provisions of these Articles of Association. The Board must notify the applicant of its decision in writing.

## **Article 8 - CONTRIBUTIONS**

Each year, the Ordinary General Meeting, acting on a proposal from the Board of Directors, sets the amount of membership fees payable for each financial year as defined in Article 27.

## **Article 9 - Resignation**

Resignation procedures are set out in the Internal Regulations.

## **Article 10 - EXCLUSION**

The Board of Directors may impose disciplinary sanctions. The provisions are set out in the Internal Regulations.

### **Article 11 - DEATH OR DISAPPEARANCE**

In the event of the death or disappearance of a member of the Association, his heirs and successors shall not become members of the Association.

## **SECTION THREE - GENERAL MEETING**

### **Article 12 - Composition**

The General Meeting is made up of honorary members, active members and associate members. Only active and associate members are eligible and have the right to vote, with 2 votes for active members and 1 vote for associate members.

Voting by proxy is permitted. Only one member of the Association may hold a proxy, and no more than 3.

Postal voting is not permitted.

Only 4 votes per Open 60' are authorised, i.e. 2 votes for the skipper and 2 votes for a maximum of 2 associate members of the Open 60'.

Additional associate members of the said Open 60' are entitled to attend General Meetings but do not have voting rights and are not eligible for election.

Associate members not involved in an Open 60' take part in General Meetings, are eligible and have 1 vote.

### **Article 13 - FREQUENCY**

The Ordinary General Meeting is convened by the Board of Directors each year on the date set, if possible, at the previous Ordinary General Meeting, or when it deems it useful for the smooth running of the Association, or at the request of at least half of the members of the Association, irrespective of the colleges to which they belong.

### **Article 14 - NOTICE OF MEETING AND AGENDA**

Notices of meetings are sent at least fifteen days in advance by e-mail with acknowledgement of receipt to each member, indicating the agenda for the meeting, set by the Board of Directors. All documents relevant to the deliberations must reach the members in sufficient time to be examined by them.

### **Article 15 - OFFICERS OF THE ASSEMBLY**

The Meeting is chaired by the Chairman of the Association or, in his absence, by the Vice-Chairman, or by a director delegated for this purpose by the Board and belonging to the college of active members. The duties of secretary are performed by the General Secretary or, in his absence, by a member of the Meeting designated by the General Secretary. An attendance sheet, signed by the members of the Association on entering the meeting and certified by the Chairman and Secretary, shall be drawn up.

### **Article 16 - PERSONAL VOTE**

Votes concerning individuals must be held by secret ballot.

### **Article 17 - JURISDICTION**

The Ordinary General Meeting hears the Board of Directors' report on its management and on the Association's moral and financial situation; it approves the accounts for the year ended and votes on the budget for the following year.

Every year, it replaces outgoing directors.

It elects the Chairman of the Association on the recommendation of the Board of Directors. It decides on Class Rules by a majority of members present and represented.

It adopts and amends, if necessary, the Internal Regulations, and decides on a provisional date for the next General Meeting.

On a proposal from the Board of Directors, it selects the races that it will include in its provisional calendar for the following year, the calendar for the current year having been set by the Board of Directors on the basis of the provisional calendar debated at the previous year's General Meeting.

It deliberates on all matters of general interest and on all matters submitted to it by the Board of Directors, as well as on written questions submitted by members, provided that such questions are received at the Association's registered office in sufficient time to be considered by the Board of Directors.

It authorises all acquisitions of real estate necessary to achieve the Association's purpose, all exchanges and sales of such real estate, as well as all mortgages and loans and, in general, delegates to the Board of Directors the broadest powers, apart from those mentioned above, to manage the Association in the interests of its members.

Resolutions are passed by a relative majority of the votes of the members present and represented.

In all cases, the total number of votes cast by members present and represented must constitute at least 51% of the total number of votes, failing which the decision taken will be null and void.

#### **Article 18 - MINUTES**

The deliberations of General Meetings are recorded in minutes drawn up in a special register, initialled and signed by the Chairman and the General Secretary. A copy of these minutes, together with a copy of the updated Articles of Association, must be sent to each paid-up member.

### **TITLE FOUR - BOARD OF DIRECTORS**

#### **Article 19 - Composition**

The Association is administered by a Board of 8 members, at least 5 of whom are active members elected by the Ordinary General Meeting. If no associate members apply, the position(s) of director reserved for them will be filled by members from the college of active members.

Directors are appointed for two financial years as defined in Article 27.

Half of the Board is renewed each year, in an order determined for the first time by the drawing of lots, and thereafter according to seniority of election. Outgoing directors are eligible for re-election.

The procedures for applying for the position of director are set out in the Internal Regulations.

#### **Article 20 - HOLIDAYS**

In the event of vacancies, the Board may itself provide for the replacement of its members, until the next General Meeting, which will then proceed, in addition to the elections for renewal, to elections for replacement.

#### **Article 21 - POWERS OF THE BOARD AND THE CHAIRMAN**

21.1 The Board of Directors is vested with the broadest powers to act on behalf of the association and to do or authorise all acts and transactions permitted to the association and which do not require the approval of the General Meeting. It sets the calendar of races for the following year, on the basis examined by the previous Annual General Meeting. It is responsible to the General Meeting for the moral and financial management of the association.

It decides on the matters to be dealt with by the General Meeting, and prepares any document, proposal or resolution to be submitted to it for approval.

21.2 The Chairman is responsible for the day-to-day management of the Association. In particular, he may appoint and dismiss any employees, set their remuneration, lease any premises required for the Association's purposes, arrange for any transactions to be carried out, buy and sell any securities, use the Association's funds and represent the Association in legal proceedings, both as plaintiff and defendant.

#### **Article 22 - BOARD MEETINGS AND DELIBERATIONS**

The Board of Directors shall meet as soon as possible after its election at the General Meeting, to propose a Chairman for election by the General Meeting, in accordance with Article 17, and to organise its operations.

It is then convened by the Chairman, who sets the agenda, or by half of its members, as often as the interests of the Association require, and at least twice a year, either at the registered office, or at any other location agreed by at least half of the directors in office, or by telephone conference. Absent directors may express their opinion on matters on the agenda by letter, fax or e-mail. Absent directors may also be represented on the Board, provided that the director representing them is from the same college of members. Proxies may be given by letter, fax or e-mail with telephone confirmation. In this case, proxies must be attached to the minutes.

The presence or representation of at least four members of the Board from the college of active members is required for deliberations to be valid. Resolutions are passed by a relative majority of the votes of the members present or represented, with each director having one vote. In the event of a tie, the Chairman has the casting vote. The Board's deliberations are recorded in minutes, initialled and signed by the Chairman and the General Secretary, and sent to each director and to any paid-up member on request.

### **Article 23 - FREE TERM OF OFFICE**

23.1 With the exception of the Chairman, no remuneration shall be paid to members of the Board of Directors who perform their duties on a voluntary basis and free of charge. However, expenses incurred in the performance of their duties may be reimbursed on the basis of a certified statement.

23.2 The remuneration of the Chairman is a matter for the General Meeting on the recommendation of the Board of Directors.

### **TITLE FIVE - OPERATION**

#### **Article 24 - ORGANISATION OF THE BOARD**

After being elected by the General Meeting, the Chairman organises the running of the Board, and appoints two Vice-Chairmen, a General Secretary and a Deputy General Secretary, and a Treasurer.

The Chairman is responsible for implementing the decisions of the General Meetings and the Board, and for the running of the Association, which he represents in legal proceedings and in all civil acts, except for those decisions that fall within his authority.

The Chairman may be dismissed at any time, without compensation, by the Board of Directors.

The Vice-Chairmen assist the Chairman in the performance of his duties and replace him if he is unable to attend.

The General Secretary and the Deputy General Secretary are responsible for convening meetings and General Meetings, drafting minutes, handling correspondence and keeping official registers, as well as overseeing the implementation of decisions taken by the Board of Directors.

The Treasurer keeps the Association's accounts and, under the supervision of the Chairman, makes all payments and collects all sums on behalf of the Association. With the authorisation of the Board, he shall buy and sell all securities.

#### **Article 25 - COMMISSIONS**

The Board of Directors sets up and dismantles committees and working groups for the purposes of its work. The terms and conditions are set out in the Internal Regulations.

#### **Article 26 - ANNUAL RESOURCES**

The Association's annual resources consist of :

- Membership fees.

- All income authorised by law and by article 11.1 of the agreement between WS and IMOCA.

#### **Article 27 - FINANCIAL YEAR**

The financial year runs from 1 January to 31 December.

#### **Article 28 - RESPONSIBILITIES OF OFFICERS**

The Association's assets alone shall be liable for the commitments entered into in its name, without any of the members or directors being personally liable for such commitments, subject to the possible application of the provisions of the law of 25 January 1985 on receivership.

### **SECTION SIX - AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND DISSOLUTION**

#### **Article 29 - EXTRAORDINARY GENERAL MEETING**

The General Meeting may, provided it has been convened for this purpose, amend all or part of the provisions of the Articles of Association, decide on the early dissolution of the Association, or its union with other associations. In this case, the General Meeting is qualified as Extraordinary.

In order to deliberate validly, the Extraordinary General Meeting must be attended by at least half of the active members present or represented. If this condition is not met, the Meeting must be reconvened at two-week intervals with the same agenda, in the form prescribed by Article 14 above and, at this second meeting, it shall deliberate validly regardless of the number of active members present or represented.

Resolutions at Extraordinary General Meetings require a two-thirds majority of the votes cast by the members present and represented. However, the votes cast by active members present and represented must constitute at least 51% of the total number of votes, failing which the decision taken shall be null and void.

#### **Article 30 - DISSOLUTION - LIQUIDATION**

In the event of compulsory dissolution or by decision of the Extraordinary General Meeting, the latter shall appoint one or more liquidators who shall have the widest powers to realise the assets and settle the liabilities, after any existing contributions have been taken over by the contributors or their heirs or known successors. The net proceeds of the liquidation will be devolved to an association with a similar object.

### **SECTION SEVEN - SUPERVISION - RULES OF PROCEDURE - MEMBERSHIP**

#### **Article 31 - REPORTING TO THE VARIOUS AUTHORITIES**

Within three months, the President of the Association or his delegate will notify the Prefecture of the department where the Association has its registered office of any changes in its management and, if applicable, in its Articles of Association. He will do the same with World Sailing and the National Authorities of which the IMOCA is a member.

He also keeps all minutes of meetings and accounting documents available for the sporting authorities (WS and MNA).

#### **Article 32 - INTERNAL RULES**

The Internal Regulations set out the Association's operating procedures. These Internal Regulations may be revised each year at the Ordinary General Meeting. The text of these Internal Regulations is given to each member after payment of their membership fee, together with these Articles of Association and the Class Rules. These documents have the force of law, and members are required to comply with them.

#### **Article 33 - AFFILIATION - OFFICIAL LANGUAGE**

IMOCA is a member of World Sailing, and shall comply with the terms of the Agreement Relating to the Open 60' & 50' Class Boat, dated 1st November 1998.

The IMOCA, which is based in France, is an affiliated member of the Fédération Française de Voile, WSet MNA in France. The IMOCA may be affiliated to any other MNA, depending on the race calendar and the development of the Open 60' fleet around the world (see annual appendix to the Internal Regulations).



English and French are the two official languages of the Class. In the event of disagreement over a translation, the Board of Directors will decide.

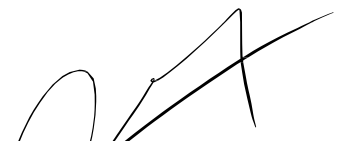
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## HONORARY MEMBERS


(Article 6.1 of the Articles of Association)

Catherine CHABAUD	(FRA)
Isabelle AUTISSIER	(FRA)
Alain GAUTIER	(FRA)
Jean-Luc VAN DEN HEEDE	(FRA)
Christophe AUGUIN	(FRA)
Philippe JEANTOT	(FRA)
Mark SCHRADER	(USA)
Titouan LAMAZOU	(FRA)
Giovanni SOLDINI	(ITA)
Michel DESJOYEUX	(FRA)
Jacques GUILBAUD +	(FRA)
Gaëtan GOUEROU	(FRA)

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Articles of Association as  
at 20 October 2023



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