

# J/105 CLASS ASSOCIATION CONSTITUTION

February 1, 2007~~5~~

## 1. NAME

The name of the Class shall be the J/105 Class Association (the "*Class*").

## 2. OBJECTS

The objects of the Class are:

- a) To promote the building and racing of the J/105 as a strict one-design class throughout the world.
- b) To preserve J/105's recreational features, including ease of handling, low cost of ownership, safety and comfort.
- c) To help organize and promote national and international class events for the benefit of J/105 class members ("*Members*") among predominately amateur crews.
- d) To maintain the worldwide one-design integrity and equality of performance of the J/105 while maximizing participation at J/105 events.
- e) To coordinate and manage the affairs and rules of the Class in cooperation with international and national sailing authorities, and J Boats, Inc, the "*Copyright Holder*".

## 3. LANGUAGE

- 3.1 The official language of the Class is English and in case of any dispute over the translation the English text shall prevail.
- 3.2 The word "shall" is mandatory and the word "may" is permissive.

## 4. MEMBERSHIP

- 4.1 An Active Member shall be a legal owner of a J/105 that complies with the Class Rules and whose annual dues have been paid. Only Active Members are eligible to hold office.
- 4.2 An Associate Member is a family member, crew or other individual supporting the Class by paying annual dues.
- 4.3 Sponsoring Members shall be those individuals, companies and corporations who provide products and/or services to the Class or its members. The Executive Committee shall have the authority to grant this category of membership.

## 5. ANNUAL SUBSCRIPTIONS AND FEES

- 5.1 The Class shall be financed by annual subscriptions from Active and Associate Members and by collecting other fees from Sponsoring Members and other sources. The subscription shall be determined annually by the Executive Committee. All Members must register annually. All subscriptions and fees shall be made payable to the J/105 Class Association.
- 5.2 Subscriptions and fees for each calendar year are due and payable to the Class on January 1, and no person who has not paid dues for a calendar year shall be considered a Member after March 15 of that calendar year.

## 6. MEMBER SUSPENSION

- 6.1 A Member may be suspended or removed from the Class by the Executive Committee for: a) committing an unlawful act in relation to the Class or one of its Members; b) any unsportsmanlike conduct contrary to the interest of the Members of the Class; or c) intentional violation of the Class Rules.

6.2 A Member shall not be entitled to the return of any part of his Class dues in respect of any period for which he/she has been suspended or removed from membership.

## 7. J/105 FLEET

7.1 A **"Fleet"** is a local territorial unit that is self-governed in matters not conflicting with this Constitution and chartered by the Class upon application by the legal owners of three or more J/105s. A Fleet shall elect its own officers from among the boat owners which shall include at least a Fleet Captain, Secretary/Treasurer and Measurer.

7.2 A **"Voting Fleet"** is a Fleet with at least 10 boats represented by Active Members who are members of such Fleet..

7.3 For purposes of Section 7.2 and 8.4, any Active Member who is a member of more than one Fleet shall be considered a member of only his or her declared **"Home Fleet"**. The Home Fleet of any Active Member who has not made a declaration shall be determined by the Secretary/Treasurer.

## 8. EXECUTIVE COMMITTEE; OFFICERS

8.1 ~~The Executive Committee ("**Executive Committee**") shall consist of one Active Member appointed by each Voting Fleet ("**Fleet Representative**"), one representative of the Copyright Holder, one "at large" fleet representative appointed by the Copyright Holder (the "**At-Large Representative**"), the President, the Vice-President, the Secretary/Treasurer, the Chief Measurer and the Past President.~~ **The Executive Committee ("**Executive Committee**") shall consist of one representative appointed by each Voting Fleet ("**Fleet Representative**"), one representative of the Copyright Holder, one "at large" fleet representative appointed by the Copyright Holder, up to two "at large" representatives appointed by the Executive Committee from time to time (collectively, the "**At-Large Representatives**"), the President, the Vice-President, the Secretary/Treasurer, the Chief Measurer and the Past President.**

8.2 The Executive Committee shall elect annually a President, Vice-President, Secretary-Treasurer and Chief Measurer (the **"Officers"**), who are not required to be Fleet Representatives.

8.3 ~~All Fleet Representatives and Officers shall be Active Members.~~ **All members of the Executive Committee (other than the representative of the Copyright Holder) and all Officers shall be Active Members.**

8.4 Each Executive Committee member shall have one vote. In addition, each Fleet Representative shall carry one additional vote for every complete multiple of 10 boats in excess of the first 10 represented by Active Members who are registered in the fleet represented by such Fleet Representative.

8.5 For purposes of any action taken by the Executive Committee, the status of a Fleet as a Voting Fleet and the number of votes held by the Fleet Representative of each Voting Fleet shall be determined as of the date 10 days prior to the date on which the action is taken.

8.6 The President is the chief executive officer of the Class and presides at meetings, rules on procedures, and is the chief ambassador for the J/105 class at sailing related meetings and activities.

8.7 The Vice-President, in the absence or incapacitation of the President, shall preside at meetings and perform other duties as reasonably required by the Executive Committee.

8.8 The Secretary/Treasurer is responsible for sending notices of annual and special meetings, for preparing minutes of each meeting and distributing same to Executive Committee members, and for maintaining the minute book. He/She is further responsible for maintaining a bank account and the financial records of the Class, for ensuring that

Members dues are current, for maintaining a current accurate database of Members, and for submitting an annual financial report and budget for Executive Committee approval.

- 8.9 The Chief Measurer shall be Chairman of the Technical Committee.
- 8.10 The Past President shall be the Chair of the Nominating Committee as long as he or she is in office. The President in any year who retires or is not reelected at the Annual Meeting shall be the Past President for the immediately succeeding year or years until the succeeding President retires or is not reelected at an Annual Meeting, in which case the successor shall be the next Past President.
- 8.11 In the event of an Officer vacancy prior to the Annual Meeting, the Executive Committee may, in accordance with Section 9, appoint one of its remaining Executive Committee members to fill the vacancy.
- 8.12 The Executive Committee shall have the power to appoint other committees that shall have and may exercise such authority of the Executive Committee as it shall prescribe. The Executive Committee shall have the power to select any person or entity to assist the Officers in the exercise of their powers and duties. Any such person or entity may be paid, is not required to be a Member, but shall have no vote on the Executive Committee.

## **9. EXECUTIVE COMMITTEE MEETINGS**

- 9.1 The Executive Committee shall hold an Annual Meeting during the fall of each year at a location to be determined by the President and hold such Special Meetings at such places as appropriate to efficiently carry out the business of the Class and as may be called by the President or as decided by a previous meeting of the Executive Committee.
- 9.2 The Secretary/Treasurer shall give at least 10 days' notice of such meetings, except if all members of the Executive Committee consent to shorter notice.
- 9.3 At meetings of the Executive Committee, one-half of the members of the Executive Committee shall be the quorum required for the conduct of business. Any change to this Constitution shall be passed by two-thirds of the votes held by members of the Executive Committee present or represented by proxy at the meeting. Other resolutions of the Executive Committee shall be passed by a simple majority of the votes held by members of the Executive Committee present or represented by proxy at the meeting.
- 9.4 At its Annual Meeting, the Executive Committee shall:
  - a) Elect a President, Vice-President, Secretary/Treasurer and Chief Measurer for a term expiring at the next Annual Meeting.
  - b) Establish guidelines in selecting the location and dates for future North American and International Championship Regattas and their conduct. All such regattas shall be subject to the J/105 Class Rules and interpretations of those rules by the Technical Committee, unless otherwise approved by the Executive Committee.
  - c) Allow a member of the Executive Committee unable to attend a meeting to assign a proxy to any other member of the Executive Committee that is present at that meeting, so that he or she can vote on the absent member's behalf in accordance with paragraph 8.4. This proxy must be received by the Secretary/Treasurer prior to the meeting.
  - d) Appoint the Technical Committee.
- 9.5 Annual and Special Meetings of the Executive Committee may be conducted by telephone conference.
- 9.6 In lieu of a meeting, any action of the Executive Committee may be taken by a written resolution approved by at least a majority (or, in the case of any change to this Constitution, at least two-thirds) of the voting members of the Executive Committee.

## 10. TECHNICAL COMMITTEE; REGATTA COMMITTEE; NOMINATING COMMITTEE

- 10.1 The **"Technical Committee"** shall be appointed by, and operate as a sub-committee of the Executive Committee, with responsibility for interpretation and enforcement of Class Rules, and recommendations to the Executive Committee regarding Class Rules and measurements, including suggested changes to the Class Rules.
- 10.2 The Technical Committee shall consist of the Chief Measurer plus one representative appointed by the Executive Committee, and one representative appointed by the Copyright Holder.
- 10.3 The Technical Committee shall cooperate with the Fleet measurers and licensed builders to protect the one-design character of the Class worldwide.
- 10.4 The **"Regatta Committee"** is a sub-committee of the Executive Committee, with responsibility for exercising all powers of the Executive Committee contemplated by rule 3 of the Class Rules and such other powers as the Executive Committee may delegate to the Regatta Committee.
- 10.5 The Regatta Committee shall consist of the Past President (if one is serving) and all persons who are Officers. The President shall be the chair of the Regatta Committee. If no Past President is in office, the Executive Committee shall appoint one of its members who is not an Officer to serve on the Regatta Committee.
- 10.6 ~~The **"Nominating Committee"** is a sub-committee of the Executive Committee, with responsibility for the nomination of Class Officers for election at the next Annual Meeting.~~ **The "Nominating Committee" is a sub-committee of the Executive Committee, with responsibility for the nomination of Class Officers for election at the next Annual Meeting and for proposing At-Large Representatives to be appointed by the Executive Committee.**
- ~~10.7 The Nominating Committee shall consist of three members of the Executive Committee appointed by the Executive Committee. While in office, the Past President shall be the chair of the Nominating Committee. If no Past President shall be in office, the members of the Nominating Committee shall select the chair of the committee. None of the members of the Nominating Committee shall be Officers.~~
- 10.7 The Nominating Committee shall consist of three past or current members of the Executive Committee appointed by the Executive Committee, all of which shall be Active Members. While in office, the Past President shall be a member of and the chair of the Nominating Committee. If no Past President shall be in office, the members of the Nominating Committee shall select the chair of the committee. None of the members of the Nominating Committee shall be current Officers.**
- 10.8 At meetings of the Technical Committee, Regatta Committee or Nominating Committee, two members (or three members in the case of the Regatta Committee) shall constitute a quorum for the conduct of business and all actions of those committees shall be taken by a majority of those present. Sections 9.5 and 9.6 shall apply *mutatis mutandis* to meetings of any subcommittee of the Executive Committee.

## 11. CHANGES IN CLASS RULES

- 11.1 Changes to Class Rules may be proposed to the Executive Committee by Active Members, by a licensed builder or the Copyright Holder.
- 11.2 All changes shall be proposed by September 1 for effectiveness no earlier than February 1 of the immediately following calendar year.
- 11.3 Proposed changes will be first reviewed by the Technical Committee, which shall formulate a resolution for review and an initial vote by the Executive Committee.
- 11.4 If the Executive Committee shall approve the resolution or if the changes are proposed by at least 20 Active Members, the Executive Committee shall then provide a reasonable

review period (at least 60 days) for Fleet Representatives to seek Fleet member consensus or vote prior to a final Executive Committee vote in accordance with Section 11.5.

- 11.5 The Committee may elect one of two methods of voting on proposed changes to the Class Rules:
- a) A vote of the Executive Committee during an Annual Meeting or during any other meeting.
  - b) A vote of the Executive Committee members in writing after presenting the resolution/motion in writing.
- 11.6 Any resolution approved under section 11.5 may include amendments to the resolution submitted to the Fleets in accordance with section 11.4 which the Executive Committee determines are immaterial or non-substantive, and no additional review period under section 11.4 shall be required prior to Executive Committee vote on such amended resolution.
- 11.7 Changes that are approved in accordance with section 9.3 and this article 11 shall become effective (and shall apply to all Class events occurring on or after) February 1st of the year following proposal, unless the Executive Committee approves a later effective date.
- 11.8 The Officers shall endeavor to ensure that the Class Rules apply without modification to all one-design regattas among J/105s. The Fleets are encouraged to take all steps necessary so that the Class Rules without modification apply to all one-design regattas sponsored by the Fleets or on the Fleets' racing calendars ("**Fleet Regattas**"). In order to ensure a fair competition among J/105s from different Fleets at one-design regattas, no Fleet shall permit any modification to be made to rule 6 of the Class Rules (Sails) for purposes of any Fleet Regatta (provided that this sentence shall not apply to Class Rule 6.3 in any race with a scheduled length in excess of 25 nautical miles).

## 12. SPECIFICATIONS

- 12.1 "**Specifications**" means (i) design of hull, deck, keel, rudder, sail plan, spars, equipment, and interior of the J/105, and (ii) the manufacturing processes, techniques, hardware, equipment, furnishings and materials used in the construction of the J/105. Changes to Specifications may be proposed to the Executive Committee by Active Members. If any proposed change to the Specifications is deemed by the Technical Committee and/or the Copyright Holder to affect the speed of the yacht (a "**Performance Affecting Change**"), such change will require approval as a change to the Class Rules in accordance with the procedures set forth in section 11.
- 12.2 "**Performance Affecting Changes**" include, but are not necessarily limited to, any changes to the shape, dimensions, weight, weight distribution, and rigidity (stiffness of bending moments) of the hull, deck, interior, keel, rudder, mast and boom that, in each case, the Technical Committee determines to have more than a negligible effect on the performance, sailing characteristics and ease of operation of the J/105.
- 12.3 Changes to Specifications may be made by licensed builders with the prior written approval of the Copyright Holder, if such changes relate to: improving the quality of finish or interior appointments; substitution of construction materials, equipment, furnishings or hardware of equal or better quality and operation; relocation of equipment, furnishings or hardware, not otherwise restricted by Class Rules; or revision of the molding techniques or methods of construction, provided that (a) any such change shall be designed to improve the recreational features of the J/105, including ease of handling, low cost of ownership, safety and comfort and (b) no Performance Affecting Change shall be made, and no such change shall become effective for purposes of the Class Rules (including Class Rule 1.3), unless approved pursuant to section 11.
- 12.4 Without limitation of clause (b) of section 12.3, no change to the Specifications pursuant to section 12.3 shall become effective for purposes of the Class Rules until 30 days' after

written notice of such change to the Technical Committee, except that no prior notice shall be required for any insignificant change where the giving of prior notice would be impracticable and which the Copyright Holder determines is not a Performance Affecting Change, provided the Copyright Holder notifies the Technical Committee of such change as soon as practicable after such change is made.

### **13. CHANGES TO CONSTITUTION**

- 13.1 Changes to this Constitution may be proposed to the Executive Committee by Active Members, by a licensed builder or the Copyright Holder.
- 13.2 All changes shall be proposed by September 1 for effectiveness on February 1 of the immediately following calendar year.
- 13.3 Proposed changes shall be first reviewed and voted upon by the Executive Committee.
- 13.4 If the Executive Committee shall approve the changes initially, or if the changes are proposed by at least 20 Active Members, the Executive Committee shall then provide a reasonable review period (at least 60 days) for the Fleet Representatives to seek Fleet Member consensus prior to a final Executive Committee vote in accordance with section 13.5.
- 13.5 The Executive Committee may elect one of two methods of voting on proposed changes to this Constitution:
  - a) A vote of the Executive Committee during an Annual Meeting or during any other meeting.
  - b) A vote of the Executive Committee members in writing after presenting the resolution/motion in writing.
- 13.6 Any resolution approved under section 13.5 may include amendments to the resolution submitted to the Fleets in accordance with section 13.4 which the Executive Committee determines are immaterial or non-substantive, and no additional review period under section 13.4 shall be required prior to Executive Committee vote on such amended resolution.
- 13.7 Changes that are approved in accordance with section 9.3 and this article 13 shall become effective February 1st of the year following proposal, unless the Executive Committee approves a later effective date.

### **14. FUNDS, ACCOUNTS AND EXPENSES**

- 14.1 The funds of the Class shall be kept in a manner approved by the Executive Committee.
- 14.2 Books shall be kept that show assets and liabilities of the Class in addition to receipt and expenditure of monies.
- 14.3 The reasonable expenses of the Executive Committee members in exercising their powers under these rules shall be payable out of the funds of the Class.

### **15. LIMITATIONS; INDEMNITY**

- 15.1 To the maximum extent permitted under applicable law, in the execution of their powers and duties under this Constitution or under the Class Rules, no Officer or other member of the Executive Committee (or any subcommittee thereof) shall have any liability to any of the Members or former Members of the Class, to the Class or any other person or entity by reason of any act or omission made in good faith by him or her or the act or omission of any other Officer or other member of the Executive Committee, or otherwise, other than intentional misconduct or knowing violation of law on the part of the person who is sought to be made liable.
- 15.2 To the maximum extent permitted by law, the Class shall indemnify and hold harmless each Officer or other member of the Executive Committee (or any subcommittee thereof)

of the Class from and against any liability to any person or entity arising from acts or omissions of such officer or member in connection with the activities of the Class and all legal fees and expenses incurred in connection therewith, provided that the foregoing shall not apply to acts or omissions involving intentional misconduct or a knowing violation of law.

**16. MISCELLANEOUS**

- 16.1 All references to "writing" herein include, and all notices, approvals and other communications hereunder may be given and made by, e-mail.
- 16.2 In case of any inconsistency between this Constitution and the Class Rules, this Constitution shall prevail.