

J/105 Class Association Constitution

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”).
- 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~~ 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~~ Members are eligible to hold office.

4.2 An Associate ~~member~~ Member is a family member, crew or other individual supporting the Class by paying annual dues.

4.3 Sponsoring ~~members~~ Members shall be those individuals, companies and corporations who provide products and/or services to the Class or its members. ~~Sponsoring members are not eligible to hold office.~~ 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~~ Members and by collecting other fees from Sponsoring ~~members~~ Members and other sources. The subscription shall be determined annually by the Executive Committee. All ~~members~~ 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, ~~but no later than March 15.~~ 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~~ 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~~ Members; b) Any unsportsmanlike conduct contrary to the interest of the ~~members~~ Members of the Class; or c) ~~Intentional~~ intentional violation of the Class Rules.

6.2 A ~~member~~ 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 ~~these by laws~~ this Constitution and chartered by the Class upon application by ~~three or more J/105 owners not within the established territory of an existing fleet~~ 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 An "Active A "Voting Fleet" is a Fleet with at least 10 boats represented by Active ~~members, who are already not declared as Active members in another J/105 Fleet.~~ 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 (~~"Committee"~~) ("Executive Committee") shall consist of one ~~member~~ Active Member appointed by each Active 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 and the Chief Measurer.

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 ~~J/105 owners.~~ 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 ~~twenty (20)~~ 10 boats in excess of the first 10 represented by Active ~~members~~ Members who are registered in ~~their fleet.~~ the fleet represented by such Fleet Representative.

~~8.5 The Committee shall have the power to select any person or entity to assist it whether a member or not, but such members shall have no vote on the Committee.~~

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~~ Members dues are current, for maintaining a current accurate database of

~~members~~ 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 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.
- 8.11 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 ~~meet on such occasions and~~ 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 ~~In principal, the~~ The Secretary/Treasurer ~~should~~ shall give at least ~~three weeks~~ 10 days' notice of such meetings, except if all members of the Executive Committee consent to shorter notice.
- 9.3 At meetings of the ~~Committee, five (5) voting members shall form a quorum. Approval by two thirds of the votes cast shall be required in order to make a constitutional change. Other resolutions of the Committee shall be passed by a simple majority of the voting members 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 ~~and voting~~ 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 9.4 If a Fleet Representative is unable to attend the- Annual Meeting, the Active Fleet may appoint a substitute for that meeting only, provided at least seven (7) days of notice has been given to the Secretary/Treasurer. For other Executive Committee meetings, a substitution of a Fleet Representative must have at least a 24 hour notice given to the Secretary/Treasurer.~~

~~9.5 Annual Meeting of the Committee.~~

~~At its annual meeting, the~~ Committee shall:

- a) Elect a President, Vice-President, ~~Secretary-Treasurer~~ Secretary/Treasurer and Chief Measurer for a ~~period of one year~~ 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 ~~J/105 Class Association.~~ Technical Committee, unless otherwise approved by the Executive Committee.
- e) ~~Allow an Active Fleet not represented at the~~
- c) Allow a member of the Executive Committee unable to attend a meeting to assign a proxy to any other Active Fleet that is represented, so that it can vote on its 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 at least seven (7) days prior to the meeting.

d) Appoint the Technical Committee.

~~9.6~~

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

10.1 The "Technical Committee" shall be appointed by, and operate as a sub-committee of the Executive Committee, with responsibility for ~~control~~ interpretation and enforcement of Class Rules, and recommendations to the Executive Committee regarding Class Rules and measurements, including suggested ~~amendments or additions and interpretations~~ 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 ~~#105 Class Association~~ worldwide.

11. CHANGES IN CLASS RULES

11.1 Changes to Class Rules may be proposed to the Executive Committee by Active ~~members~~ Members, by a licensed builder or the Copyright Holder.

11.2 ~~The proposed~~ 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 ~~will~~ shall formulate a resolution for review and an initial vote by the Executive Committee.

~~11.3~~ The

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

11.5 ~~11.4~~ The Committee may elect one of two methods of ~~approval~~ voting on proposed changes to the Class Rules:

a) A vote of the Executive Committee during ~~the Annual Meeting held in the calendar year preceding the implementation of the new rules.~~ an Annual Meeting or during any other meeting.

b) ~~A vote of the~~

b) A vote of the Executive Committee members in writing after presenting the resolution/motion in writing ~~by mail.~~

~~11.5~~ Approved changes

- 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 ~~January~~ February 1st of the year following approval, or earlier if deemed appropriate by the Committee. proposal, unless the Executive Committee approves a later effective date.

12. BUILDING SPECIFICATIONS

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12.1 Changes in “Building 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 such changes are any proposed change to the Specifications is deemed by the Technical Committee and/or the Copyright Holder to affect the speed of the yacht, the approval process will as (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 Those factors influencing the speed of the yacht are defined as “Speed Producing Factors” and relate “Performance Affecting Changes” include, but are not necessarily limited to, any changes to: the shape, dimensions, weight, weight distribution of weight, 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 Building Specifications may be made by licensed builders with the prior written approval of the Copyright Holder, providing 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 fittings equipment, furnishings or hardware, not otherwise restricted by Class Rules, to improve, or facilitate the livability, durability or safety of the yacht; revision of the molding techniques or methods of construction provided that no alteration is made in the Speed Producing Factors as defined in paragraph 12.2, 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.

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- 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

14.1 The funds of the Class shall be kept in a manner approved by the Executive Committee.

14.2

14.2 Books shall be kept that show assets and liabilities of the Class in addition to receipt and expenditure of monies.

14.3

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.

14. LIMITATIONS

15. LIMITATIONS; INDEMNITY

15.1

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~~ Officer or other member of the Executive Committee shall be liable for any loss (or any subcommittee thereof) shall have any liability to any of the ~~members~~ Members or former ~~members~~ Members of the Class or to the assets of the Class, to the Class or any other person or entity by reason of any ~~mistake~~ act or omission made in good faith by him/her or any other officer or member or from any other matter other than willful and individual

wrongdoing, wrongful omission or fraud 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.