



INTERNATIONAL J/111 CLASS CONSTITUTION

1 NAME

- 1.1 The name of the Association shall be the "J/111 Class Association."

2 OBJECTS

- 2.1 The objects of the association are:
- (a) To promote and develop J/111 class racing under uniform rules throughout the world.
 - (b) To provide a structure for class management and for the exchange of information among J/111 sailors to enhance the enjoyment of these sailboats.
- 2.2 In furtherance of events with international and intercontinental participation the J/111 Class will:
- (a) Encourage the formation of J/111 Class Fleets in all countries where boats are raced.
 - (b) Ensure that International Events (eg. World and Continental Championships) are held in appropriate locations and to proper standards, and shall oversee such events.
 - (c) Oversee other events of international impact on the J/111 Class and ensure they are held to proper standards.
 - (d) Promulgate and review the J/111 Class Rules in association with Copyright Holder.
 - (e) Wherever applicable the J/111 Class Fleets are subject to the regulations of the ISAF, and the J/111 Class Rules, and will endeavor to carry out and respect the same.

3 MEMBERSHIP

- 3.1 Full Membership is open to all J/111 owners/co-owners upon payment of the annual membership dues prescribed by the J/111 Class Association. Members may vote, attend meetings and hold office in the J/111 Class Association. Boats with more than one owner are entitled to one vote per boat.
- 3.2 Associate Membership is open to individuals upon payment of the prescribed membership dues. These members may receive all publications of the J/111 Class. Associate members may not vote or hold office in the J/111 Class.

- 3.3 Sponsoring Membership is open to individuals, companies and corporations who provide products and/or services to the J/111 Class Association, a J/111 Class Fleet or its members. Sponsoring members may not vote or hold office in the J/111 Class Association. The Executive Committee shall have the authority to grant this category of membership.
- 3.4 The Members shall be bound by this Constitution and by any properly made amendments thereto.
- 3.5 A Member shall cease to be a Member during any period in respect of which he/she has not paid Membership dues or other monies due to the J/111 Class Association.

4 ELIGIBILITY

- 4.1 Any group of J/111 owners may, upon application to the Secretary/Treasurer of the J/111 Class, be granted a charter as a J/111 Class Fleet provided it satisfies the following requirements of membership:
- (a) that there are not less than (5) five J/111s registered in the fleet;
 - (c) that it has a duly elected committee, including such officers as it shall determine necessary and requisite and including a Fleet Representative to join the Executive Committee.
 - (d) that there is no other J/111 Class Fleet in the same geographic region (as determined by the Executive Committee) already accredited by the Executive Committee.

5 J/111 CLASS FLEET

- 5.1 Each application to the Secretary/Treasurer for a charter shall include a current list of the fleet members and the J/111s registered within that fleet.
- 5.2 Each J/111 Class Fleet shall appoint an Executive Committee member who shall be the only official channel of communication with the Executive Committee and whose address will be the official address of that J/111 Class Fleet until the Secretary/Treasurer is advised, in writing, by that J/111 Class Fleet of any change of Council member and/or address.
- 5.3 Each application shall be accompanied by a registration fee, if any, in such amount as shall from time to time be fixed by the by-laws enacted by the Executive Committee in accordance with the provisions of this Constitution.
- 5.4 J/111 Class Fleet committees and officers shall use their best efforts to ensure that individual members also comply with the class rules, this Class Association constitution and all properly made resolutions and directions of the Executive Committee.

6 GOVERNANCE

- 6.1 The J/111 Class Association shall be governed by its Executive Committee which includes the Copyright Holder and shall be managed and administered in accordance with:

- (a) the provisions of this Constitution and any regulations and policies passed under this Constitution by the members
 - (b) any policies for the operation of the J/111 Class determined by the Executive Committee.
 - (c) or any directives or guidelines established by the Executive Committee.
- 6.2 The Members shall delegate responsibility for the day-to-day management and administration of the affairs, activities and property of the J/111 Class Association to the Executive Committee in accordance with the objectives of the J/111 Class Association and subject to any regulations or policy decisions made by the Members at General Meetings.
- 6.3 The Executive Committee may delegate to any one or more of its members such power and duties as it shall determine.

7 EXECUTIVE COMMITTEE

- 7.1 The Executive Committee shall consist of the following officers and members:
- (a) President
 - (b) Vice President
 - (c) Secretary/Treasurer
 - (d) One Representative of each member J/111 Class Fleet
 - (e) One at-large Member
 - (f) Chief Measurer
 - (g) Copyright Holder
- 7.2 The President, Vice President, and Secretary/Treasurer shall be members of the J/111 Class Association or of one of its member J/111 Class Fleets, and be elected by the Executive Committee by postal ballot or written electronic communication for a term of two years. Any retiring officer shall be eligible for re-election provided that he has not served more than 8 consecutive years in that office, with the exception of the Chief Measurer.
- 7.3 The Secretary/Treasurer shall:
- (a) Carry out the duties imposed by this Constitution.
 - (b) Carry out all tasks as reasonably required by the Executive Committee such as but not limited to administration of J/111 Class Association activities.
 - (c) Keep minutes of meetings and give notice to Members of meetings; and communicate the decisions of the Executive Committee to Members and such other persons as the Executive Committee shall direct.

- (d) Control the funds of the J/111 Class Association and shall make disbursements authorized by the Executive Committee. The Secretary/Treasurer shall present a budget for the coming year at the Annual General Meeting.
- 7.4 The Executive Committee may pass Regulations to provide for the method of election of all officers provided that the method is aligned with the aims and objectives of the J/111 Class Association and does not explicitly or practically disenfranchise any members from participating.
- 7.5 The Chief Measurer shall be appointed by the Executive Committee on an annual basis, but with no fixed limit to the period of office.
- 7.6 A Class Manager may be employed by the Executive Committee at such times and on terms and conditions determined by it. The Class Manager may assume some or all of the duties designated to the Secretary/Treasurer as assigned by the Executive Committee.
- 7.7 No person who is a member of a commercial undertaking involved with selling J/111 equipment to Members may be elected to any Office within the J/111 Class.

8 EXECUTIVE COMMITTEE MEETINGS

- 8.1 Executive Committee meetings shall be held on such occasions and in such ways as are either called by the President or decided by previous meetings of the committee.
- 8.2 The Secretary/Treasurer shall give at least 3 weeks notice of such meetings, unless 2/3rds of the voting members of the committee give their prior consent to a reduced notice period.
- 8.3 A majority of voting members of the Executive Committee shall form a quorum.
- 8.4 The chairman at Executive Committee meetings shall be the President, or in his absence, the Vice-President. If neither the President nor the Vice-President is present, the Secretary/Treasurer shall chair the meeting.
- 8.5 Each member of the Executive Committee shall have only one vote except that the President or acting chairman shall have a second and casting vote in the event of a tie.
- 8.6 Taking into consideration 8.5, resolutions at Executive Committee Meetings shall be passed by a simple majority of the voting members of the Committee participating and voting.
- 8.7 The Executive Committee is authorized & encouraged to utilize for meetings appropriate telephonic communications providing all participants can participate in all communications.

9 GENERAL MEETINGS

- 9.1 Each Member shall be entitled to participate in the General Meetings of the J/111 Class.

- 9.2 A General Meeting shall be held annually (Annual General Meeting) in such place and time and make use of suitable telecom technology such as the Executive Committee may consider most convenient to the majority of the Members. This meeting shall:
- (a) Receive the result of ballots.
 - (b) Receive from the Executive Committee, and approve, a statement of accounts for the preceding accounting year, forecast accounts for the current year, and a budget for the next year.
 - (c) Receive and decide by ballot, resolutions submitted in accordance with this Constitution
 - (d) Elect officers and Executive Committee members, if not done electronically.
- 9.3 At least 4 weeks written notice shall be given by the Secretary/Treasurer to the Members of any General Meeting, together with a copy of the agenda for the meeting and of any resolutions which are to be proposed at the meeting. The Secretary/Treasurer shall give such notice of (and only of) such resolutions as have been specified to him in writing 6 weeks before the meeting at which they are to be proposed.
- 9.4 The chairman at General Meetings shall be the President, or in his absence, the Vice-President. If neither the President nor the Vice-President is present, the Secretary/Treasurer shall chair the meeting.
- 9.5 Twelve (12) Members shall form a quorum at General Meetings.
- 9.6 At a General Meeting, each Member (one per boat) shall be entitled to one vote either in person or by proxy. Elected Members of the Executive Committee (President, Vice President and Secretary/Treasurer) shall have one vote each. No member shall hold or vote more than 2 proxies.
- 9.7 Voting at General Meetings shall be by simple majority, unless otherwise required by this Constitution. In the event of a tie the chairman of the General Meeting shall have an additional casting vote.
- 9.8 A special General Meeting may be called by the Secretary/Treasurer:
- (a) in accordance with a resolution by the Executive Committee.
 - (b) as soon as is reasonably possible following (but not less than six weeks after) the Secretary/Treasurer's receipt of a written request from not less than fifteen (15) Members (which request shall also specify any resolution which the Members concerned wish to propose at the meeting).
- 9.9 At any Special General meeting only resolutions of which notice has been given in accordance with this Constitution may be proposed and no amendments thereto shall be permitted, unless the amendment is accepted by the proposers of the resolution.
- 9.10 A resolution to amend or alter the Class Rules or the Constitution shall be passed at a General Meeting only if 75% or more of the votes cast are in its favor.

- 9.11 In the event of the Executive Committee, or Annual General or special General meeting passing a resolution which in the reasonable opinion of Copyright Holder is contrary to the business interests of the themselves and the Builders, the Copyright Holder may request the resolution be referred to the Executive Committee of the ISAF for binding arbitration or to such other body selected by ISAF executive with agreement of the parties.

10 NOMINATION, ELECTION AND RETIREMENT OF OFFICERS

- 10.1 Members of the Executive Committee shall normally hold office until the AGM of the second year after election.
- 10.2 Nominations for the officers standing for election must be received in writing by the Secretary/Treasurer six weeks before the Annual General Meeting, provided that if there are remaining vacancies the outgoing Executive Committee may make such additional nominations as are necessary in order to fill all available posts.
- 10.3 In the event that vacancies shall occur on the Executive Committee between Annual General Meetings:
- (a) The remaining members of the Executive Committee shall forthwith appoint one of their number or a person co-opted in accordance with (b) to fill the vacancy and the remaining members of the Committee may, but shall not be obliged to, co-opt such member or members as they shall consider fit to fill any vacancy.
 - (b) Members so co-opted or appointed shall remain in office until the next annual General Meeting.
- 10.4 Any member of the Executive Committee may retire by notice in writing to the Secretary/Treasurer at any time.

11 TECHNICAL COMMITTEE

- 11.1 The Executive Committee will appoint a Technical Committee consisting of a Chief Measurer plus two other members.
- 11.2 The function of the Technical Committee is:
- (a) To advise the Executive Committee on any technical matters relevant to the Class.
 - (b) In conjunction with the Technical Department of the ISAF, to ensure that the One Design control of the Class is properly exercised by the builders and suppliers in accordance with the Manufacturing specifications and Handbook.
 - (c) To investigate any written query by a boat owner, Race Official, Jury Member, or J/111 Executive Committee Member regarding the one design or specification of a boat, and to report to the Executive Committee or Jury.
 - (d) To consult with the Copyright Holder on any development of the boat or equipment deemed to be desirable as a result of sailing experience.

- (e) To ensure through appropriate policies, procedures and assurance that the boats used in International events and major Fleet regattas comply with the Class Rules.

12 FINANCIAL MATTERS OF THE J/111 CLASS

12.1 The J/111 Class shall be funded by:

- (a) Membership fees.
- (b) Revenue from sail tags/buttons.
- (c) Television rights of international events in accordance with ISAF regulations.
- (d) Any other revenue negotiated and accepted by the Executive Committee.
- (e) Initial funding of the J/111 Class to cover the period before the above sources meet the expenditure required to carry out the essential duties of the J/111 Class shall be provided by Copyright Holder, in negotiation with the Executive Committee.

12.2 The J/111 Class' subscription years shall run from 1 January to 31 December.

12.3 The amount to be paid as subscriptions to the J/111 Class shall be decided by the Executive Committee.

13 INTERNATIONAL EVENTS

13.1 An International event is defined as a class event that requires the participation of members from multiple countries and/or continents to be legitimate, (i.e. World, European, North American Championships, etc.) Other events that may attract boats from different countries are not determined to be International Events for the purposes of this section.

13.2 Venues for international events shall be confirmed by the Executive Committee in consultation with the Copyright Holder. In the event of competing event proposals or any other circumstance that might reflect on the quality, safety or viability of an International Event, the Executive Committee will determine if and how any such event should proceed.

13.3 All events shall be organized in accordance with the ISAF Racing Rules of Sailing, and Class Rules.

13.4 J/111 owners, substitute helmsmen, and charterers must be Members of the J/111 Class before being permitted to race in a Class event.

14 EXPENSES

14.1 A budget for expenses shall be agreed each year by the Executive Committee, and expenses shall be reported under a separate heading in the Annual Accounts.

- 14.2. The reasonable expenses of the Executive Committee in exercising their powers under these rules may be payable out of the funds of the J/111.

15 ACCOUNTS

- 15.1 The Executive Committee shall cause annual accounts to be prepared for each year which truly and fairly show the J/111 Class' capital and its income and expenditure.
- 15.2 The fiscal period of the Executive Committee shall be 1 January to 31 December each year unless changed by resolution of the Executive Committee.
- 15.3 A copy of the accounts for the latest complete fiscal period shall be sent by the Secretary/Treasurer to each member J/111 Class Fleet with the notice of the Annual meeting of the Executive Committee.

16 NOTICE

- 16.1 Where under this Constitution the Secretary/Treasurer is required to give written notice to any person or body, such notice shall be deemed for the purposes of this Constitution to have been given if it is given by post or written electronic communication and so that:
- (a) If it is given by post it shall be deemed to have been given on the 7th day after the Secretary/Treasurer shall have posted such notice by first class or air post to the person or body concerned at the address given for such person or body in the records of the J/111 Class whether or not it shall in fact have been received by the person or body concerned within that time or at all;
 - (b) If it is given by written electronic communication it shall be deemed to have been given 24 hours after the Secretary/Treasurer has successfully dispatched the written electronic communication whether or not it shall in fact have been received by the person or body concerned within that time or at all.
 - (c) Provided that the Secretary/Treasurer shall only be entitled to give notice to a person or body by way of written electronic communication if that person or body shall have provided (and not withdrawn) the address or number for the electronic communication to the Executive Committee.
- 16.2 The Secretary/Treasurer shall keep a register of such notices, which shall include evidence that the notice has been sent.

17 SUSPENSION AND REMOVAL FROM MEMBERSHIP

- 17.1 A Member may only be suspended, removed or un-suspended from membership by the Executive Committee. The Executive Committee will only take action against a Member after a hearing protecting their rights to due process and including a mutual exchange of evidence prior to any such hearing. The Executive Committee may delegate this responsibility to an appropriately constituted and governed group in the local area of the fleet concerned.
- 17.2 A member may be suspended for the following:

- (a) Committing an unlawful act in relation to the J/111 Class or one of its members, or
- (b) For any unsportsmanlike conduct contrary to the interest of the members of the J/111 Class, or
- (c) For intentional violation of Class Rules.

17.3 All J/111 Class Fleet shall apply any such determination to any of its individual members.

17.4 A Member shall not be entitled to any return of any or any part of their subscription in respect of any period for which they shall be suspended or removed from membership.

18 AMENDMENTS

18.1 This Constitution may only be amended by a special resolution for which notice has been duly given and which is duly proposed and passed at an AGM meeting pursuant to the terms and conditions of this Constitution and ISAF.

19 LIMITATIONS

19.1 The Officers and Executive Committee shall not be obliged to do any of things required of them by these rules if the Executive Committee shall not reasonably be expected to be in funds sufficient to pay their reasonable cost and expenses by the time these costs and expenses are estimated to come due.

19.2 In the execution of their powers and duties under this Constitution no officer or other member of the Executive Committee shall be liable for any loss to any of the members or former members of the Executive Committee or to the assets of the J/111 Class by reason of any mistake or omission made in good faith by him or any other officer or member of the Executive Committee or for any other matter other than willful and individual wrongdoing omission or fraud on the part of the person who is sought to be made liable.

20 PROPER LAW AND JURISDICTION

20.1 The proper law of the J/111 Class Association and Executive Committee shall be English law and this Constitution shall be construed, take effect and be enforced accordingly.