

Amended February 19, 2011, AGM, RSYS



FARR 40 ONE DESIGN CLASS ASSOCIATION INTERNATIONAL CONSTITUTION

1. NAME

The name of the Association shall be the Farr 40 One Design International Class Association (“the Association”)

2. OBJECTS

The objects of the Association are:

- a) To encourage, promote and develop Farr 40 One Design Class (“the Class”) racing nationally and internationally throughout the world.
- b) In accordance with the Constitution, Rules and Regulations of the International Sailing Federation (“ISAF”), to provide a structure for Class management and for exchange of information among Farr 40 boat owners and sailors.
- c) To coordinate the international calendar of events and to organize, or to appoint organizers for national, continental and world championships where appropriate.
- d) To liaise with regional and national class associations to promote local sailing, determine schedules and maintain one-design Class integrity, as per Section 18.
- e) To maintain the one-design integrity of the Class throughout the world.

3. HEADQUARTERS AND OFFICIAL LANGUAGE

- 3.1 The headquarters of the Association shall be in a location most convenient for the President or the Secretary and shall be determined by the Executive Committee.
- 3.2 The official language of the Association shall be English.

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4 MEMBERSHIP

4.1 Membership is open to:

a) Full Membership: Farr 40 owners who have paid the prescribed annual Membership dues, and whose boat has a current, valid One Design Certificate. These Members may vote, attend meetings and hold office. Boats with more than one owner are entitled to one vote per boat. Owners with more than one Farr 40 shall pay dues for each boat, and may cast one vote for each boat.

b) Life Membership: May be presented to any person who has contributed a significant amount of personal time and effort for the development and success of the [F40] Class over a number of years. Any such person shall be nominated to and voted on by of the Class Executive Committee. Life members shall not be required to pay a subscription, unless they are also a current boat owner, but shall have the same full voting rights as full members of the Class.

c) Corinthian Membership: Owners wishing to compete according to the Corinthian Rules

The membership dues for an owner that complies with the Corinthian Rules shall be US\$500 for the 2011 calendar year.

The first-year dues payment includes an initial set of base sail inventory (7) plus two buttons (9 total) at no additional charge, and the initial One Design Certificate for the boat, also at no additional charge. Subsequent sail button entitlements and One Design Certificates shall be purchased in accordance with the fees set forth per the Class Rules.

Owners paying Corinthian dues may not enter a World Championship unless they become a fully paid member of the Class Association by paying the balance of the full annual dues in force at that time.

Should a Corinthian owner decide to race in any Class event with crew or sails exceeding the limits set forth in the Corinthian Rules, they shall first become a fully paid member of the Class Association by paying the balance of the full annual dues in force at that time.

Corinthian owners may vote on official Class ballots with their vote counting for half of a full member's vote.

Corinthian owners with more than one Farr 40 shall pay dues for each boat, and may cast one half vote for each boat.

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- 4.2 The Members shall be bound by this Constitution, and by any properly made amendments thereto.
- 4.3 A Member shall cease to be a Member during any period in respect of which he/she has not paid his/her Membership Dues or other monies due to the Association.
- 4.4 A Member may be suspended or removed from membership by the Executive Committee for
 - a) committing an unlawful act in relation to the Association or one of its Members:
or
 - b) for any unsportsmanlike conduct contrary to the interest of the Members of the Association; or
 - c) for intentional violation of the Farr 40 One Design Class Rules (Class Rules).
- 4.5 A Member shall not be entitled to a return of his or her subscription, or any part thereof, during a period for which he or she shall be suspended or removed from Membership.

5 MANAGEMENT

- 5.1 The Members delegate responsibility for the day-to-day management and administration of the affairs, activities and property of the Association to the Executive Committee in accordance with the objects of the Association and subject to any policy decisions made by the Members at General Meetings.
- 5.2 The Executive Committee may delegate to any one or more of its number such powers and duties as it shall determine.

6 EXECUTIVE COMMITTEE

- 6.1 The following officers and up to four (4) at-large members shall form the Executive Committee ("Executive Committee"):
 - a) Chairman
 - b) President
 - c) Vice President and Chairman of the Technical Committee
 - d) Treasurer
 - e) The Management Group* representative (Stagg Yachts)
 - f) Secretary

*The Management Group is made up of Stagg Yachts, Inc., a Builders representative and Farr Yacht Design, Inc,

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- 6.2 With the exception of the Secretary, all members of the Executive Committee must be Members of the Association.
- 6.3 The Chairman, President, Vice President and Treasurer shall be elected by the Members in accordance with clause 10 of this Constitution. The Executive Committee may appoint up to four (4) at-large members, who shall be ratified by the Members at the next General Meeting. One of those at-large Members may be appointed as an ISAF Class Representative and that at large member need not be an owner.
- 6.4 The Secretary shall be appointed by the Executive Committee at such times and on terms and conditions determined by it.
- 6.5 In the event that vacancies shall occur on the Executive Committee between General Meetings the remaining Executive Committee members may:
- a) appoint one of the remaining Executive Committee members to fill the vacancy;
or
 - b) appoint such Member as they shall consider fit.
- Members so appointed shall remain in office until the next General Meeting.
- 6.6 The Secretary shall:
- a) carry out the duties imposed on him/her by these rules;
 - b) carry out all tasks as reasonably required by the Executive Committee such as but not limited to administration of the Association's activities, maintenance of subscription records and register of members;
 - c) keep minutes of all Executive Committee and General Meetings and shall be responsible for giving due notice to all relevant persons of such meetings. The Secretary will communicate the decisions of the Executive Committee to such persons as the Executive Committee shall direct.
- 6.7 The Treasurer shall control the funds of the Association and shall make such disbursements which shall have been authorized by the Executive Committee. He/she shall present a budget for the coming year at the Annual General Meeting ("AGM").

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7 EXECUTIVE COMMITTEE MEETINGS

- 7.1 Executive Committee meetings shall be held on such occasions and at such places as shall be appropriate to efficiently carry out the business of the Association and as:
- a) are called by the President; or
 - b) as decided by a previous meeting of the Executive Committee.
- 7.2 In principle, the Secretary shall give at least three weeks notice of such meetings.
- 7.3 A majority of voting members of the Executive Committee shall form a quorum.
- 7.4 The President shall chair all meetings at which he/she is present. At meetings where the President is not present the Vice President and chairman of the Technical Committee, if present, shall chair. If neither is present the members present shall elect from amongst themselves a chairman.
- 7.5 Each member of the Executive Committee shall be entitled to one vote with the following exceptions:
- a) The President shall have a second and casting vote should there be a tie; and
 - b) The Secretary shall not be entitled to vote.
- 7.6 Taking into consideration 7.5 above, resolutions at Executive Committee Meetings shall be passed by a simple majority of the voting members of the Executive Committee present and voting.

8. TECHNICAL COMMITTEE

- 8.1 A Technical Committee shall be responsible for control and enforcement of the Class Rules. Its Chairman shall be a Member elected each year at the AGM. The ExCom may elect one of its members as an additional member of the Technical Committee. The Management Group shall constitute the rest of the Technical Committee.
- 8.2 Proposals for any alteration or amendment to the Class Rules should be submitted in writing to the Technical Committee.
- 8.3 The Technical Committee shall consider the proposal and review the Class Rules accordingly.

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- 8.4 Amendments to the Class Rules shall be proposed by the Technical Committee to the Membership at any General Meeting. This amendment shall be ratified or altered by the members at their AGM and thereafter submitted to the ISAF for consideration and ratification.

It is noted that any amendment to the Class Rules that relates to the Farr 40 Manufacturing Specification or to the one-design nature of the Class is subject to the approval of the Management Group.

9. GENERAL MEETINGS

- 9.1 Each Member shall be entitled to attend General Meetings of the Class.
- 9.2 An AGM shall be held annually in such place and time as the Executive Committee may consider most convenient to the majority of the Members.
- 9.3 A Special General Meeting ("SGM") may be called by the Secretary:
- a) in accordance with a resolution by the Executive Committee (but subject to clause 9.4); or
 - b) forthwith upon (but not less than six weeks after) the Secretary's receipt of a written request from not less than ten Members (which request shall also specify any resolution which the Members concerned wish to propose at the meeting).
- 9.4 At least four weeks written notice shall be given by the Secretary to the Members of any General Meeting together with a copy of the agenda for the meeting and of any proposed resolutions which have been submitted.
- 9.5 The chairman at any General Meeting shall be the President, or in his/her absence, the Vice President. If neither are present, the meeting shall elect a chairman.
- 9.6 At any meeting of the Members only resolutions of which notice has been given in accordance with rule 9.3 may be proposed and any amendments thereto shall be ratified by a majority vote of the Membership.
- 9.7 Each Full Member (one per boat) shall be entitled to one vote at a General Meeting, in person or by proxy. Each Life Member shall be entitled to one vote at a General Meeting, in person or by proxy. Each Corinthian Member (one per boat) shall be entitled to one-half vote in person or by proxy.
- 9.8 Voting at General Meetings shall (unless otherwise required by this Constitution) be by simple majority of the votes cast, provided that in the event of a tie vote the chairman of the General Meeting shall have a casting vote.

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9.9 Eight Members shall form a quorum at General Meetings.

9.10 A special 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.

10 NOMINATIONS AND ELECTION OF OFFICERS

10.1 Members of the Farr 40 One Design Executive Committee shall hold office for two years and shall retire on a rotational basis.

A=President, B=Treasurer, and C=At-large member. These officers shall retire in 2001. Officers that retire in 2002 shall be D=Vice-President and E=At-large member. Members who retire by rotation shall be eligible for re-election.

10.2 Nominations for the officers standing for election to the Executive Committee shall be submitted to the Secretary by a Nomination Committee appointed by the Executive Committee and ratified by the Membership. Individual nominations from any Member may also be submitted. All nominations must be received in writing by the Secretary six weeks before the AGM.

10.3 Any retiring officer shall be eligible for re-election provided that he/she has not served more than ten (10) years in that office.

10.4 Each Member (one per boat) shall be entitled to one vote. Voting will take place in accordance with clause 9 above.

10.5 The elected officers shall have full powers at the end of the AGM at which the election took place.

11 SUBSCRIPTION, MEMBERSHIP DUES AND OTHER FEES

11.1 The Association shall be funded by:

- a) Membership Dues;
- b) Revenue from sail buttons which shall be paid to the Association by Stagg Yachts in accordance with the ISAF/Stagg Yachts/Association agreement dated: November 18, 1998
- c) Sponsorship monies or other sources.

11.2 The Association's subscription year for Membership Dues shall run from January 1 to December 31.

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- 11.3 The Membership Dues shall be decided from time to time by the Executive Committee. The implementation of such dues shall take place at the discretion of the Executive Committee and shall be ratified at the next General Meeting. 11.4 All other fees, such as those for services provided at events, professional or other, shall be decided by the Executive Committee.

12 FUNDS, ACCOUNTS AND EXPENSES

- 12.1 The funds of the Association shall be kept in a manner approved by the Executive Committee.
- 12.2 Books shall be kept that show assets and liabilities of the Association in addition to receipt and expenditure of monies.
- 12.3 Audited accounts shall be prepared for the AGM.
- 12.4 The reasonable expenses of the Executive Committee members in exercising their powers under these rules shall be payable out of the funds of the Association.

13 INTERNATIONAL EVENTS

- 13.1 All events shall be organized in accordance with the ISAF Racing Rules of Sailing, and Class Rules.
- 13.2 Boat owners, substitute helmsmen, and charterers must be Members of the Association before being permitted to race in a Class event, whether national or international.
- 13.3 Venues for world championships and other class events shall be selected by the Executive Committee in consultation with the Management Group.
- 13.4 The Association and the Management Group shall work together to maximize revenue from television and sponsorship rights relating to the world championship and other class events. The content of any agreements entered into relating to such rights shall be mutually agreed by the Association and the Management Group and both parties must be signatories to any such agreement.

14 CHIEF MEASURER

The appointment of the Chief Measurer shall be mutually agreed by the Executive Committee and the Management Group.

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15 MEASUREMENT CERTIFICATES

- 15.1 Farr 40 measurement certificates shall be issued by the Chief Measurer.
- 15.2 No yacht shall be considered a Farr 40 One Design, or be eligible to race in a Farr 40 race unless it holds a valid measurement certificate.

16 AMENDMENTS

- 16.1 These rules may only be amended by a special resolution of which notice has been duly given and which is duly proposed and passed at a General meeting in accordance with the foregoing rules.
- 16.2 The Executive Committee shall have power to amend these rules at any time in order that they always comply with ISAF rules and regulations.

17. LIMITATIONS

- 17.1 Members of the Executive Committee shall not be obliged to do any of the things required of them by these rules if the Association is not in funds to pay their reasonable costs and expenses of so doing.
- 17.2 In the execution of their powers and duties under this Constitution no officer or other member of the Executive Committee shall be liable for:
 - a) any loss to any of the Members or former Members of the Association; or
 - b) the assets of the Association by reason of any mistake or omission made in good faith by him/her or any other officer or member of the Executive Committee; or
 - c) any other matter other than willful and individual wrongdoing, wrongful omission or fraud on the part of the person who is sought to be made liable.

- 17.3 Members of the Committee shall be entitled to be indemnified out of the assets of the Association in respect of actions as Committee Members.

18 FARR 40 ONE DESIGN CLASS REGIONAL FLEET REGULATIONS FOR: (nation or national region)

- 18.1 The regional fleet shall abide by the Farr 40 One Design International Class Association Constitution and the Farr 40 Class Rules.

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- 18.2 All participants in regional racing shall be Members of the Farr 40 One Design International Class Association.
- 18.3 Regional Fleet Captain(s) and a Secretary/Treasurer shall endeavor to:
- 1) set regional schedules
 - 2) encourage fleet owners to participate in events
 - 3) administer Class registration at regional events
 - 4) organize regional championships
 - 5) communicate with Executive Committee regarding regional concerns, and rule issues
 - 6) maintain local subscription/sponsorship accounts
 - 7) coordinate with neighboring regions regarding schedules
 - 8) maintain the one-design integrity of the Class
- 18.4 Terms of office for regional officers are as follows: (to be determined by local association)
- 18.5 Regional dues (optional) are \$_____ per _____ (calendar year or other time increment). All resident participants in regional racing shall be Members of the _____ fleet. Only Members who have paid the prescribed dues may vote, attend meetings and hold office.
- 18.6 Additional regional regulations may be added with the approval of the Executive Committee