

MAXI 72 CLASS BYLAWS, September 2014.

MAXI 72 CLASS BYLAWS (M72 BYLAWS)

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1 - LEGAL NAME, RESIDENCE, GEOGRAPHICAL SCOPE AND DURATION

1.1 Legal Name:

Maxi 72 Class (M72 Class). The M72 Class is an International Maxi Association (IMA) affiliated non-profit organisation, that is governed by these Bylaws, or for any matter not included herein by the M72 President or a majority decision of the M72 Executive Committee (if in place).

1.2 Residence: tbd

1.3 Geographical Scope:

The M72 Class will conduct activities in compliance with its purpose worldwide.

1.4 Duration:

The M72 Class is formed for an indefinite period and may only be dissolved by a 80% majority decision of the Regular Members at the Annual Class Meeting or a Extraordinary Class Meeting, for which all Regular Members have to be invited at least 60 days in advance of the scheduled date.

2 - PURPOSE

2.1 To own, maintain and administer the M72 Rule.

2.2 To encourage competitive owner driver racing in M72 Class sailboats.

2.3 To promote and facilitate communications with and between owners of M72 boats, with the International Maxi Association (IMA), as well as with the media and the yachting community.

2.4 To present a united voice for the benefit of the M72 Class and M72 competition.

3 - MEMBERS, THEIR RIGHTS AND OBLIGATIONS

The M72 Class has two options for Membership:

3.1 Regular Members: Limited to IMA Members who are the principal owner of a M72 in commission or under construction. When a M72 is owned by a company or corporation, only the principal owner of that organization may become a Regular Member of the M72 Class. In all cases the status of Regular Membership is not acquired until the Annual Class Dues have been paid in full. A Regular Member ceases to belong to the M72 Class when they fail to pay their Annual Class Dues on time. Annual Class Dues are established at the M72 Class Annual Meeting, per calendar year and due by December 15th for the next calendar year.

Any person or entity wishing to become a Regular Member shall apply for Membership to the M72 President / Executive Committee by filling out the M72 Class Membership Application form.

In case admission is denied the applicant shall be notified in writing, explaining in brief the reasons for the decision and at the same time circulate the decision and reasoning to the Regular Members of the Class.

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3.2 Honorary Members: Presented by the M72 President for approval at the Annual Class Meeting. They have the right to attend and to participate in the deliberations at the Annual Class Meeting, but have no right to vote. Honorary Members pay no dues.

3.3 The Class Manager will keep a register containing the Regular Members first names, surnames, residence, contact details and boatname(s).

3.4 Regular Member Obligations:

1. To comply with what is set out in these Bylaws and any decisions adopted at the Annual Class Meeting.
2. To notify the Class Manager of the intention to participate in the Annual Class Meeting, whether in person or by representation.
3. If elected accept a position as M72 President or on the M72 Executive Committee and fulfil the responsibilities for which they are elected.
4. Pay the Annual Class Dues within the required period.
5. Notify the Class Manager of changes in residence, contact details and boat details.

3.5 Regular Members Rights:

1. To participate in votes and deliberations at the Annual Class Meeting and in electing the M72 President and/or Executive Committee Members.
2. To receive information regarding the M72 Class activities, in particular the Annual Calendar of sporting and social activities.
3. To take part in all the M72 Class sporting and social activities.
4. To make use of the services provided by the M72 Class.
5. To monitor and audit the accounts of the M72 Class.
6. To stand for a position as Class President or in the M72 Executive Committee.

3.6 Loss of Regular Membership shall be occasioned by:

1. Upon notification in writing to the M72 President.
2. Upon death.
3. Upon bankruptcy.
4. Upon expulsion, if the conduct of the member is considered by the M72 President or Executive Committee to be injurious to the character or interests of the M72 Class. The member shall be given the possibility to offer an explanation, orally or in writing, at the Annual Class Meeting. The decision of the Annual Class Meeting is final.
5. By not complying with the condition that a Regular Member shall have a M72 boat in commission or under construction.
6. A delay of over 6 months of paying the Annual Class Dues.

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4 - MANAGEMENT AND ADMINISTRATION

The M72 Class will be governed by the following bodies:

1. The Annual Class Meeting, or optional the Extraordinary Class Meeting.
2. The M72 Executive Committee, presided by the M72 President.
3. In case of the absence of a M72M Executive Committee (an option if less than ten Regular Members) the M72 President.

4.1.1 The Annual Class Meeting (ACM): The Annual Class Meeting is the supreme governing body of the M72 Class and comprises all Regular Members of the same as well as one representative of IMA, either the IMA President or the IMA Secretary General. Any decisions taken in accordance with these Bylaws are obligatory for all Members, including dissidents and those who have not participated in the Annual Class Meeting. It is held obligatorily each financial year, at least 9 months after the previous ACM. In the beginning of the ACM a list of those attending must be made. In principle all Regular Members should be present or properly represented, but failing to meet this requirement shall not invalidate the decisions taken at the ACM.

4.1.2 The object of the ACM is to evaluate the management of the M72 President and/or Executive Committee, approve of accounts and balances and the annual report on the previous financial year. If applicable approve the budget and resolve issues that have been submitted to the President and/or Executive Committee and appear on the Agenda.

4.1.3 Date and place of the ACM to be announced in writing / email a minimum of 60 days before the ACM by the M72 Class Manager.

4.1.4 Agenda is to be set by the M72 President and announced a minimum of 60 days before the ACM. The Agenda may be amended and documents may be added by the M72 President and/or Executive Committee during the 60 day period or by a majority request at the beginning of the ACM.

4.1.5 Written proposals for amendments on the M72 Rule, the M72 Bylaws and the M72 Interpretations must be provided to the M72 President and/or Executive Committee a minimum of 60 days before the ACM, other proposals a minimum of 30 days before the ACM.

4.1.6 The M72 Bylaws can only be amended by 80% of the Regular Members in good standing voting. The M72 Rule, as well as the M72 Interpretations can only be amended by 2/3rds of the Regular Members in good standing voting. All other issues by majority vote.

4.1.7 Up to two representatives per yacht may attend the ACM with one vote cast per boat by the Regular Member in good standing or their authorized representative. To have an authorized representative vote in the absence of a Regular Member, a signed proxy statement must be provided to the M72 Class Manager.

4.1.8 At the ACM the Regular Members select from their midst the M72 Class President and the M72 Executive Committee (if applicable).

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4.1.9 The M72 Class President, or his chosen representative from the M72 Executive Committee Members, or in case M72 Executive Committee Members unavailability, from the Regular Members, will lead the ACM.

4.1.10 Voting shall be by roll call. Voting shall remain secret, if so requested by any Regular Member or their representative. In case of a tied vote, the Presidents vote will be decisive.

4.1.11 Decisions taken at the ACM will be recorded in the ACM Minutes by the Class Manager or his authorised representative and must be signed by the M72 Class President and the Class Manager, or those authorised to represent them. The ACM Minutes shall be send to all Regular Members by email within 6 weeks of the ACM.

4.1.12 The Extraordinary Class Meeting (ECM): Any Class Meeting that is not the ACM is an Extraordinary Class Meeting. It can be called upon by the M72 President (or the M72 Executive Committee) or by 30% of the Regular Members in good standing. The request for such a meeting must be accompanied by the matters to be discussed. The ECM shall be held between 30 and 60 days that the request is communicated in writing or by email. The M72 Class President, or his authorised representative chosen from the M72 Executive Committee Members, or in case M72 Executive Committee Members unavailability, from the Regular Members, will lead the ECM. Voting and minutes will be as in case of the ACM.

4.2.1 M72 Executive Committee (ExCom), presided by the M72 Class President: The M72 Class shall be represented by an Executive Committee comprising of a minimum number of 3 and a maximum number of 5 members, including the M72 Class President once the class has ten or more Regular Members. Only Regular Members can be a member of the ExCom. The ExCom will be elected by the ACM, which will also appoint the Class President and optionally a Class Vice-President, a Class Secretary and a Class Treasurer. The mandate runs for the members of the ExCom shall be 2 years, and they may be re-elected indefinitely for further 2 year periods. In the event that a vacancy appears on the ExCom, the Class President may propose the election of a Regular Member to the other members of the ExCom and this must be ratified at the following ACM.

4.2.2 The ExCom will meet as often as the interest of the M72 Class dictates. To be decided by the Class President, who is in charge of giving notice for meetings. For any such session the majority of ExCom members must be present or represented. Members of the ExCom may delegate their attendance to other members of the ExCom in writing or by email. The Class President may propose to hold meetings in writing, by Skype or similar services, or by email, without requiring attendance, provided no member objects to this.

4.2.3 Decisions will be taken by a majority of the votes present/represented. Decisions will be recorded in minutes and signed by the Class President and one other ExCom member.

4.2.4 The powers of the ExCom: The ExCom is invested with the broadest powers to govern, manage and represent the M72 Class. In particular it will have the following powers:

a) To regulate its own functions, accept the resignation of any of its members and assign the M72 Class Manager, the M72 Chief Measurer and Committees and Commissions it deems necessary for the correct running of the M72 Class.

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- b) Sign in the name of and in representation of the M72 Class via its President, or the Treasurer, or any person assigned or appointed to this effect.
- c) To conduct all of the management duties and work necessary to achieve the main object of the M72 Class.
- d) To open and close or instruct the Class Manager to open or close current bank accounts in the name of the M72 Class and have these available for use in the administration and management of any matters pertaining to the M72 Class.
- e) To authorise all types of Expenses by the M72 Class and, in particular, general administration and management costs.
- f) To enter into, contract and authorise all types of proceedings, obligations and contracts concerning any type of assets and rights, with the exception of the alienation and taxation of M72 Class assets; the express authorisation of the ACM is required for this purpose.
- g) To appoint and dismiss all M72 Class staff, as well as establishing their working conditions and remuneration.
- h) To represent the M72 Class before all kinds of authority, body, court or tribunal, taking any actions required or desisting therefrom at any type of proceedings.
- i) To affiliate the M72 Class with any other national or international body it deems pertinent and to maintain the affiliation with IMA on a regular basis.
- j) To fully or partially delegate its powers by awarding the corresponding powers to third parties.

The aforementioned list of powers is for purely expository purposes and does not limit in any way the broad scope of powers incumbent on the ExCom for governing, managing and running the M72 Class.

4.2.5 Functions of the M72 President in case the class has an ExCom:

- a) To represent the M72 Class in all public and private acts and act as its legal representative.
- b) To propose the formation of Committees and Commissions to the ExCom.
- c) To send notice of and preside over M72 Class Meetings, in particular the ACM and the ExCom meetings.
- d) To approve all M72 Class statements and communiqués and assume responsibility for recommendations made by the M72 Class.

4.2.6 Functions of the M72 President in case the class has no ExCom:

As in 4.2.4 and in 4.2.5, but for the powers indicated in 4.2.4 seeking the approval of a majority of the members, preferably at a member meeting (ACM or ECM).

4.2.7 Functions of the M72 Vice-President, should there be one:

- a) To substitute the President in his/her temporary or permanent absence.
- b) To maintain the M72 Class legal matters in order, and ensure that its actions comply with these Bylaws.
- c) To represent the ExCom on any Commissions it may constitute or appoint.

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4.2.8 Functions of the M72 Secretary, should there be one:

- a) To take responsibility for all of the M72 Class statements and communiqués and keep the M72 Class records.
- b) To prepare, publish and file the Minutes at all meetings of the Excom and the ACM, attaching any supplementary material presented.
- c) To maintain a register of Regular Members and their Delegates.

4.2.9 Functions of the M72 Treasurer, should there be one:

- a) To safeguard and manage the M72 Class funds, acting as its representative in all financial transactions, including the opening and closing of bank accounts in the M72 Class name.
- b) To charge Regular Members the ordinary and extraordinary fees agreed by the ACM.
- c) To make payments that have been approved by the ExCom and/or the ACM.
- d) To prepare the M72 Class budget, and keep a complete and exact record of all financial transactions, presenting the M72 Class Account Statement to the ACM on an annual basis or whenever requested to do so.

4.2.10 M72 Class Manager: The M72 Executive Committee appoints the M72 Class Manager for a 2 year period. The Class Manager runs the M72 Class daily affairs as instructed by and in communication with the Class President and the Excom. The ExCom may charge him with the administrative work related to the optional functions of Class Secretary and Class Treasurer. Furthermore the Class Manager is in charge of rule interpretation (in consultation with the Chief Measurer and if required the Technical Committee) and regatta and operations planning. The Class Manager reports to and makes policy decisions in consultation with the Class President and/or the Excom. The Class Manager has the final say in disputes, provided he has the backing of the majority of the M72 President / Executive Committee in case of disputes in which the decision is contested in writing by the Chief Measurer or a Regular Member.

4.2.11 Technical support/advice: The M72 Executive Committee in consultation with the Class Manager may appoint/ask members for the M72 Technical Committee. Members of this Committee may be active industry professionals and will not be restricted by their membership of the Technical Committee from selling services or equipment for competition in the M72 Class.

4.2.12 M72 Chief Measurer: The M72 Executive Committee appoints the M72 Chief Measurer for a 2 year period. The Chief Measurer reports to and makes policy decisions in consultation with the Class Manager. The Chief Measurer, in consultation with the Class Manager, appoints the other Class Measurers who shall report their measurements and findings in a timely manner back to the Chief Measurer and Class Manager. The Chief Measurer is responsible for consistency and quality in measurement procedures and inspections, and for the issuing of M72 Class Certificates and Revalidations.

4.2.13 M72 Class Certificates: M72 Class Certificates shall be issued by the Chief Measurer, in consultation with the Class Manager and shall be signed by both. The first M72 Class Certificate issued each year shall be free and then EUR 200,- per certificate thereafter.

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4.2.14 M72 Class Certificate Changes and Revalidations: A Class Certificate is only valid when the measurements and data are correct. It is the Owner's responsibility to ensure that his yacht complies with the M72 Rule and to report any changes to a M72 Measurer. At the end of each year, the Chief Measurer shall send a revalidation questionnaire to the Owner of each yacht. It shall be reviewed with the current IRC Certificate by the Chief Measurer. When the yacht's measurements and data comply with the M72 Rule, a new Certificate shall be issued.

The Certificate shall be valid until the last day of the calendar year of issue unless changes are made to the yacht, at which time an updated Certificate may be issued.

4.2.15 M72 Helmsman Eligibility Committee: The M72 Class shall have an Helmsman Eligibility Committee. The ACM chooses one of the members to participate in this Committee together with the Class President and the Class Manager. For class events all helmsmen competing shall be approved by the M72 Helmsman Eligibility Committee. Helmsmen shall meet all criteria outlined in the M72 Rule and shall submit their completed application form (Appendix .. M72 Rule) to the M72 Helmsman Eligibility Committee for a ruling. The Class Manager will keep a list of the rulings and publish this list on the class website. In case a member of the M72 Helmsman Eligibility Committee is filing an application then this committee member shall be replaced by one of the class members. The replacement shall be asked and appointed by the Class President and in case of the applicant being the Class President by the other Class Member in the Committee. A Class Member or M72 Charterer may ask review of the decision by the M72 Helmsman Eligibility Committee. In which case the Committee shall be extended by two Class Members. The decision then is final.

5 - VARIOUS MATTERS AND LIABILITY

5.1 M72 Class events may have restrictions on the status of crew and/or helmsmen. Restrictions shall only be possible when supported by a decision of the M72 ExCom and approved by the Members at the following Annual Meeting.

5.2 Regional Fleets: The M72 ExCom may recognize a Regional M72 Fleet. A Regional M72 Fleet shall abide by the Rule, Bylaws and Interpretations of the M72 Class. The M72 ExCom may allow regional interpretations of the rules concerning crew and/or helmsman status, format of racing and limits on configuration changes and sails. All media rights and rights to the M72 name and logo remain with the M72 Class. Their use by Regional Fleets shall be communicated with and sanctioned by the M72 ExCom. World Championship/Global Championship and Continental Championship events shall be raced under the M72 Rule, regardless of geographic location.

5.3 Inspection: A yacht shall carry on board its current M72 Certificate as well as the current IRC Certificate. A M72 Class Measurer, the Chief Measurer or the Class Manager may inspect a yacht at any time. If the yacht is found not to comply with the M72 Class rules, or Notice of Race / SI, they shall report their findings to the local Race Committee, Event Measurer and to the Chief Measurer and Class Manager.

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5.4 Liability: The safety of a M72 and its entire management, including insurance, shall be the sole responsibility of the owner/competitor who must ensure that the boat is fully sound, thoroughly seaworthy, and operated by a crew sufficient in number and experience that are physically fit to face bad weather. The owner/competitor must be satisfied that:

- a) The hull, spars, rigging, sails and all equipment are sound.
- b) All safety equipment is properly maintained, stowed and in date.
- c) The crew knows where such equipment is kept and how it is used. The ultimate decision on whether or not to race remains the sole and inescapable responsibility of the owner or the owner's representative. None of the establishment of these Rules, Bylaws and Interpretations, their use by the Race Organizers, the issue of a M72 Class Certificate under these rules, nor any inspection of the boat under these rules or other applicable rules shall constitute any representation or warranty by the M72 Class Members, the M72 Class President, the M72 Executive Committee, the M72 Class Manager and the M72 Class Measurers as to the seaworthiness of any boat or the safety of any gear and shall not in any way limit the absolute responsibility of the owner/competitor referred to in the above section.

6 - ECONOMIC RESOURCES

6.1 Ordinary Economic Resources: The M72 Class Annual dues as established at the ACM.

6.2 Extraordinary Economic Resources:

- a) Sponsor fees, subsidies, donations, bequests, pensions, etc., received from public and/or private bodies and natural persons.
- b) Movable items and property acquired by the Association for any reason.
- c) Extraordinary fees established by the ACM.

6.3 Amount of Equity and Annual Budget: The Association is constituted with a net worth of EUR 9.000,- (NINE THOUSAND EUROS).

7 - MODIFICATIONS TO THE BYLAWS

7.1 Proposals for modification:

- a) See 4.1.5, 4.1.6 and 4.1.12
- b) The ACM will consider the proposed modifications as the first point on the Agenda.
- c) During discussion of modifications to the Bylaws, any further modification may be proposed (whether related to the modifications originally proposed or not), provided that it has the support of at least three attending Regular Members in good standing.

8 - COMMUNICATION

8.1 Communication:

- a) The M72 Class Manager will act as the main channel for the recompilation, maintenance and distribution of information to Members.

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9 - FINANCIAL YEAR

The Class Financial Year will begin on 1st January and close on 31st December each year.

10 - DISSOLUTION AND LIQUIDATION OF THE M72 CLASS

10.1 The Class will be dissolved:

- a) When agreed by 80% of the Regular Members present or represented at an ACM or Extraordinary General Assembly called especially for this purpose.
- b) When ordered to do so by law.

10.2 Liquidation: In the event of dissolution, the ACM will appoint two liquidators, who will be granted the corresponding powers of liquidation.

10.3 Application of Equity: In the event of the M72 Class dissolution, a Liquidating Committee will be appointed to take charge of existing funds and, after satisfying debts, allocate the remainder, if applicable, to the ISAF-International Sailing Federation (a non-profit Sports Association) in order to promote sailing at grass-roots level.