



The Viper 640 Class Association

Proposed World Sailing Constitution & Bylaws

July 30, 2016

Name

1.0 The name of this organization shall be the Viper 640 International Class Association (The Class Association, The Class or The Association).

Insignia

2.0 The emblem of the Class Association is a Red Circle with the letter V formed by a Vipers head in the center.

Objectives

3.0 The objectives of the Class Association are:

3.1 To facilitate Viper 640 owners and crew having fun sailing and racing their boats (The fundamental objective).

3.2 To maintain the Viper 640 as a strict one-design class of sailboat, where owners can maintain competitive boats at a reasonable cost.

Policies

4.0 The Policies of the Class Association are as follows:

4.1 The Class Association shall provide a set of class rules that maintain the one-design nature of the Viper 640.

4.2 The Class Association shall help organize and promote racing of Viper 640s. The Association shall promote both handicap and one-design racing. The primary focus of the Association is one-design racing.

4.3 The Class Association shall seek to assure the long term future of the class by appointing builders qualified to build good quality boats at reasonable prices.

4.4 The Class Association shall encourage communication between Viper sailors to share information and sailing experiences. The Association shall maintain a Class website and other social media outlets.

4.5 The Class Association shall promote social activities to generally enhance the enjoyment of sailing the Viper 640. The Association shall seek to welcome and encourage Viper sailors and prospective Viper sailors.

4.6 The Class Association shall promote the growth of the Viper 640 class.

Organization

5.0 The Class Association shall comprise: – the Membership, the International Board of Governors, the Regional Executive Committees, and the Technical Committee.

5.1 Regions

5.11 Initially, the Class Association shall be composed of three regions; North America (comprising USA, Canada, Mexico, Bermuda and the Caribbean), Oceania (comprising of Australia, New Zealand and Asia) and Europe (comprising European Countries including the United Kingdom). The International Board of Governors may authorize that a region be subdivided into two or more regions or that a new region be created provided that such authorization is approved by a two thirds (rounded to the nearest whole number) voting majority at the International Board. The International Board shall have final determination whether a location belongs to a region and which region it belongs to.

5.12 No new regions may be created unless they contain 15 or more boats.

5.12 Each region shall form an Executive Committee.

5.2 The Class Association Membership

5.21 Any person actively associated with sailing Vipers in a Region may become a member of the International Class Association, by applying to the regional secretary or regional treasurer and paying Class Association dues.

5.22 Class Association dues shall be levied in one payment consisting of two components: International dues and Regional dues. The Regional dues for each region shall be set by the Regional Executive Committee and approved by membership in the region subject to the terms defined from time to time in the Part 2 of the Class Association bylaws. International dues shall be set by the Presidents' Committee and shall be a single rate charged to any member who owns, skippers or helms a Viper as described in Part 2 of Class Association bylaws. A Regional Executive Committee may set different levels of Regional dues for members who are owners, skippers, helmspersons or crew. A Regional Executive Committee may establish a class of associate members who shall not be considered members under the terms of this constitution. Class Association dues shall be collected by the treasurer for each region. International Dues shall be forwarded to the bank account of the Class Association. Regional Dues shall be held in an account supervised by the Regional Treasurer. The allocation of revenues from Regional dues shall be at the disposition of the Regional Executive Committee. The allocation of revenues from International dues shall be at the disposition of the Board of Governors.

5.23 A person actively associated with sailing Vipers, in a location that does not belong to an existing Region, may become a member by applying to the International Secretary, International Treasurer or International Administrator and paying Class Association dues determined by the Board of Governors.

5.24 A member who owns a boat is an Owner Member. A Region's Class President and the Chairman of the International Board of Governors must be an Owner Member

5.25 Any member may hold office as a Class Officer or Governor, subject to Clause 12.

5.26 Voting: On all matters submitted to members for action and on all matters for which a vote of members is required, whether at the regional level or international level, voting shall be on the basis of one vote per boat. Each Viper 640 owned by an owner member(s) shall be entitled to one vote. The owner member(s) shall designate one member to vote on behalf of each boat. Where more than one owner member owns a boat, the owner members shall decide among themselves who shall cast their boat's one vote. If more than one vote

is submitted by a boat then the vote will be counted as one vote if the votes are in agreement and will be disregarded if the votes are in disagreement.

5.27 Regional Voting: On all matters for which a vote of members in the Region is required, voting shall be on the basis of one vote per boat in the region. Each boat may only vote in one region. A boat may be eligible to vote in a region if either the primary residence of the boat is in the Region, or if the primary residence of the owner member is in the Region. Where an owner member resides in one Region and his boat resides in another Region, the owner member must indicate to both Regional executive committees where his boat will be voting in each calendar year. Where an owner member owns more than one boat in different Regions, the owner member can vote each boat in each Region or vote each boat in the owner member's primary residence Region.

5.28 In order to participate in a class sanctioned regatta, the owner of the boat and the helmsperson must be members of the Class Association.

6.0 Regional Executive Committees

6.1 The Executive Committee for each region shall be comprised of Class Officers, elected by members in the region, and the Chairperson of the International Board of Governors. At a minimum each region shall elect two Class Officers comprising:

An elected Regional Class President (The Class President)

An elected Regional Treasurer (The Regional Treasurer)

Each region may additionally choose to appoint:

An elected Regional Secretary (The Regional Secretary)

The Regional Executive Committee region may additionally appoint a member of the Technical Committee to join the Regional Executive Committee provided that member resides in the region. Alternatively, or where a Technical Committee member does not reside in the region, the Regional Executive may appoint a Regional Technical Committee Representative to join the Regional Executive Committee who shall liaise with the Technical Committee Chair and the International Technical Committee

Provided that there are three elected Class Officers, the Regional President may appoint up to two additional Class Officers subject to 6.2

6.2 The Regional President may from time to time appoint additional Class Executive Officers to serve on the Regional Executive Committee and fulfill roles that will benefit the Class Association. Such Class Officers must be approved by the elected members of the Regional Executive Committee and no more than two may serve at any one time. They shall step down when a new Class President is elected.

6.3 Members of the Regional Executive Committee must be members of the Class Association.

6.4 The Regional Executive Committee shall manage the day to day affairs of the Class Association in the region on behalf of the membership in the region and on behalf of the membership worldwide.

6.5 If any votes are required in the Regional Executive Committee, they shall be decided by a simple majority, and in the case of a tie; the President shall have the deciding vote.

6.6 The Regional Class President (The Regional President) shall be the senior executive officer of the Association in the region. The Regional President shall preside over Regional Executive Committee meetings and meetings of the membership, including any Regional Annual General Meeting. The Regional President shall seek to pursue the objectives of the Association. The Regional President shall ensure compliance with and implementation of the policies and bylaws of the Association, implement decisions of the Regional Executive Committee, appoint special committees, rule on procedure and authorize payments of bills from regional funds under the Regional Executive Committee spending limit. The Regional President shall be a member of the International Board of Governors and the International Presidents Committee.

6.7 The Regional Secretary shall be responsible for taking minutes of meetings, maintaining records including a record of class members and class registered boats. The Regional Secretary shall enable the Regional Executive Committee and the Board of Governors to pursue objective 4.4 above and promote the exchange and dissemination of information among class members in the region and worldwide. The Regional Secretary shall ensure that the International Class Secretary or the International Class Administrator is provided with up to date records of: (i) All class members in the Region and their contact information, (ii) All Class legal boats in the Region and (iii) contact information for anyone in the Region who should be receiving Class communication in furtherance of Class policies and objectives.

6.8 The Regional Treasurer shall be responsible for the financial affairs of the Association in the region and shall receive Class Association dues and other receipts of the Association and make disbursements authorized by the Regional President or Regional Executive Committee. At each Annual General Meeting the Regional Treasurer shall present a financial statement to the membership in the region and forward such financial statement to the Board of Governors. At the beginning of each year the Regional Executive Committee shall establish a spending limit. Expenditures at or below this limit may be authorized by the Regional President. The Regional President may from time to time delegate this authority to the Regional Treasurer. Expenditures above this limit shall require the approval of the Regional Executive Committee. Until the Regional Executive Committee establishes a new spending limit the prior year's limit remains in place. The Regional Treasurer shall promptly forward the international dues component of Class Association dues to the International Class Treasurer. In the absence of a Regional Secretary, the Regional Class Treasurer shall provide the International Class Secretary or International Administrator with the up to date records specified in 6.7.

6.9 The Regional Technical Committee Representative shall be a Class Measurer and shall liaise with the International Technical Committee and the Technical Committee Chair. The Regional Technical Representative may be a member of the International Technical Committee appointed under 9.11 but does not need to be.

6.10 Election of Regional Class Officers

6.11 The Regional Class Officers shall normally serve a two year term and with the exception any additional Class Executive Officers appointed by the Regional President and approved by the Regional Executive Committee, they shall be elected either at a Regional Annual General Meeting preceding the expiry of the preceding Officer's term or by electronic vote conducted between September 1st and December 31st in the second year of the preceding Officer's term. The term shall commence either at the Regional Annual General Meeting where the officer is elected or on January 1st following the election. The term shall end at the second Regional Annual General Meeting during the officer's term or on December 31st following the second anniversary of the officer's election. The current Regional Executive Committee in office shall determine the method of election and which date the transfer will take place. Elections shall normally take place in even years.

6.12 Nominations to an office may be made by:

(1) A Nominating Committee appointed by the Regional President

(2) From the floor, proposed by a Class Member in the region representing one vote and seconded by a Class Member in the region representing another vote under 5.25. It is the responsibility of the nominator to know in advance that a proposed candidate is willing to serve.

6.13 Voting shall be by Class Members either electronically or present at the Regional Annual General Meeting and by qualified proxy, subject to Paragraph 6.11, 5.25 and 5.26 above. If the vote takes place at the Regional AGM then Class Members shall be furnished with a means to vote electronically in the first round of voting. Proxies may be delegated to a Class Member or delegated to the Class President. If more than two candidates are nominated for office, the one who receives a majority of the votes cast shall be elected. If no candidate receives a majority of the vote, then the two candidates receiving the highest number of votes shall participate in a run-off vote. In the event of a tie vote, then the outgoing President shall cast a deciding vote for the incoming President and the incoming President shall cast a deciding vote for all other officers.

6.14 If a Class Officer's position becomes vacant during any two year term, the remaining Regional Executive Committee members shall appoint a Member to that role. The term of any such appointment shall expire at the next Annual General Meeting or at the next date that members of the Regional executive Committee stand for election, whichever is earlier. If that AGM is in the middle of the Executive Committee's two year term, the subsequent appointment shall last only one year such that in the following years the full slate of Officers is elected at the same time on a two year basis.

7.0 International Board of Governors

7.1 The International Board of Governors (The International Board, The Board of Governors or The Board) shall consist of the Regional Class Presidents, Elected Governors and the elected Chairperson of the International Board of Governors (International Board Chair or International Chair). The Elected Governors shall consist of governors elected according to the terms of 7.3. Regional Class Presidents shall serve as Governors on the International Board of Governors with the same standing as elected Governors.

7.2 The Role of the International Board shall include:- Pursuing the objectives of the Class Association in a long term context, ensuring that the Class Association implements the long term policies of the Class Association, advising and guiding the Regional Executive Committees, providing oversight of the Technical Committee, the International Executive

Committee and other Committees formed by the Board, and appointing Class Builders. The International Board shall not be responsible for running day to day affairs of the Class Association in the regions.

7.3 Election of Governors

7.31 Each region will be entitled to a number of elected Governors according to the number of boats in the region as follows:

- A. Less than 30 boats: 0 Elected Governors + 1 Regional President
- B. 50 or more boats: 1 Elected Governor + 1 Regional President
- C. 100 or more boats: 2 Elected Governors + 1 Regional President
- D. 250 or more boats: 3 Elected Governors + 1 Regional President
- E. 600 or more boats: 4 Elected Governors + 1 Regional President

7.31 (f) North America is deemed to have more than 250 boats until December 31st 2030 and thereafter this clause shall no longer be in effect and shall be deleted from the constitution.

7.32 Each elected Governor shall be elected by the owner members in the region in an election subject to clause 5.25. Elections for Governors should take place as far as possible in even years at the same time as Regional Executive Committee elections. A governor elected under 7.31 B shall serve a term up to 2 years. Governors elected under 7.31 C shall serve a term up to 4 years and the two elected governors should be elected at least two years apart, such that in each every two year election cycles a Governor comes up for reelection. Governors elected under 7.31 D and E shall serve a term of up to 6 years and their election staggered such that at least one Governor comes up for reelection in each two year election cycle. The term shall end on December 31st closest to the relevant anniversary of their election. A retiring Governor may stand for reelection. A retiring Class President may stand for election as an Elected Class Governor subject to 7.33.

7.33 Nominations for elected Governor may come from the existing Board of Governors and the Regional Executive Committee. Candidates for elected Governor shall be announced at least 60 days preceding a regional Annual General Meeting or an electronic vote. The election shall take place at the regional Annual General Meeting or by electronic vote conducted between September 1st and December 31st in the relevant year of the elected Governor's term. Regional Class Association Members shall be furnished with a means to submit proxy votes. If there is more than one candidate for an elected Governor's position, there shall be a preliminary round of voting. If a candidate receives a majority of the votes cast, that candidate shall be elected. If no candidate receives a majority of the vote, then the two candidates receiving the highest number of votes shall participate in a run-off vote. In the event of a tie run-off vote, then the Chairman of the Board of Governors shall cast a deciding vote. Where an elected Governor retires or resigns before the end of the term, an election for a replacement Governor may take place at the following AGM or by an electronic vote conducted as soon as possible with 60 days' notice. When a Governor is elected outside of the two year cycle described in 7.32 (enabling one governor to be elected every two years), that Governor's term shall be shortened or lengthened such that the two year cycle is reinstated. As far as possible the board of Governors should seek to install an election cycle that ensures the election of governors is distributed as evenly as possible over two year cycles.

7.34 A Governor shall not serve as Governor when they have a potential conflict of interest with the interests of the members of the Class Association and shall recuse him or herself where a temporary conflict of interest exists or retire if a long term conflict of interest arises.

7.4 The Chairperson of the International Board (The Chairperson) shall be elected by the entire international membership of the Class Association subject to clause 5.25. Nominations may be made by the existing Board of Governors and the regional executive committees. No more than two candidates may stand for election. When there is one candidate, owner members may vote in favor or against the candidate or abstain, and the candidate must receive a majority in favor to be elected. If the candidate is not elected the Board of Governors and the President's Committee must nominate another candidate. When there are two candidates, the owner members may vote for either one of the candidates or abstain. The candidate with the greater number of votes is elected. When there are more than two nominees, the Board of Governors shall select one candidate from among the nominees and the Presidents Committee shall select a second candidate from among the nominees. The election for Chairperson shall be held by electronic vote open to all owner members between September 31st and December 31st and shall be supervised by the Board of Governors. The Chairperson shall serve up to a four year term. The term shall begin on January 1st following the election and end on December 31st on the fourth year following the election.

7.5 The Board of Governors shall meet periodically at least four times a year which may take place electronically, by conference call or in person. If any votes are required in the Board of Governors, they shall be decided by a simple majority, and in the case of a tie; the Chairperson shall have the deciding vote.

7.6 The Board of Governors shall appoint an International Treasurer and shall appoint an International Class Administrator and/or an International Class Secretary for the Viper 640 International Class Association

7.7 The Chairperson shall be the chairman of the Board of Governors charged with overseeing the Viper 640 International Class Association on behalf of all members worldwide. The Chairperson shall chair meetings of the Board of Governors and any meetings of the worldwide membership including the International Annual General Meeting. The Chairperson shall seek to pursue the objectives of the Association and seek to assist the Regional Executive Committees pursuing the objectives of the Association. The Chairperson shall ensure compliance with and implementation of the policies and bylaws of the Association by the Regions and the Membership. The Chairperson shall oversee implementation of decisions of the Board of Governors and the International Technical Committee, appoint special committees, rule on procedure and authorize payments of bills from international funds under a spending limit approved by the Board of Governors. The Chairperson is a voting member of each Regional Executive Committee. The Chairperson is entitled to attend and vote at all Regional Executive Committee meetings but is not required to do so.

7.8 The International Treasurer shall be responsible for the financial affairs of the International Association that are not part of the Regional affair and shall receive Class Association international dues and other receipts of the Association and make disbursements authorized by the Chairperson or Board of Governors. At each Annual General Meeting the Regional Treasurer shall present a financial statement to the

membership in the region and forward such financial statement to the Board of Governors. At the beginning of each year the Regional Executive Committee shall establish a spending limit. Expenditures at or below this limit may be authorized by the President. The President may from time to time delegate this authority to the Regional Treasurer. Expenditures above this limit shall require the approval of the Regional Executive Committee. Until the Executive Committee establishes a new spending limit the prior year's limit remains in place.

7.9 The election of the first Chairperson can take place electronically on any date and thereafter this clause shall be deleted.

8.0 Districts and Fleets

8.1 Fleets: Members may organize themselves into self-governing fleets. A Fleet shall consist of three or more boats owned by Class Association Members. A Fleet shall be recognized by applying to the relevant Regional Class Executive Committee and being allocated a fleet title and a fleet mnemonic or number. A Fleet that is not located in an existing Region may apply to the Board of Governors for a fleet title. Each Fleet may elect its own Fleet Captain and other officers as they see fit. The Regional President may establish a Fleet Captains' Committee to help promote the objectives and policies of the Class Association in the Region. Where a District is represented by a District Vice President, the District Vice President may establish and chair a District's Fleet Captains Committee and shall represent the District's fleets at the Executive Committee.

8.2.1 National Districts: Where The Board of Governors deems that a nation has sufficient boats and sufficient Viper activity, the Class Members in that nation may apply for approval from the Board of Governors to form a National District. The District may organize its own officers and shall elect a District Vice President to represent the District. The National District Vice President (National VP) shall be elected on the same election cycle as the Regional Executive Committee's election cycle, with voting limited to owner members residing in the nation in accordance with Clause 5.25 and 5.26. The National VP shall be a member of the Regional Executive Committee of the Region that includes the nation.

8.2.2 Where the Board of Governors deems that there is insufficient boats and insufficient Viper activity in an existing National District, the Board of Governors may dismantle the National District. However the Board of Governors may not dismantle a National District where 10 or more boats are active members of the Class Association without the consent of the majority of owner members in that nation subject to clause 5.25 and 5.26.

8.3.1 Geographic Districts: Where The Board of Governors and the relevant Regional Executive Committee deem that a distinct geographic area within a region, either within a nation or combining nations has sufficient boats and sufficient Viper activity, the Class Members in that geographic area or the Regional Executive Committee may apply for approval from the Board of Governors to form a District. The District may organize its own officers and elect a Vice President to represent the District or the Regional Executive Committee shall appoint a Vice President to represent the District. The District Vice President (District VP) shall be elected or appointed on the same cycle as the Regional Executive Committee's election cycle. If the District VP is elected, voting shall be limited to owner members according to 5.25 and 5.26 residing in the District. The President of the Regional Executive Committee may appoint the District VP to the Regional Executive Committee with the approval of the Regional Executive Committee.

8.3.2 Where the Regional Executive Committee or the Board of Governors deems that there is insufficient boats and insufficient Viper activity in an existing Geographic District, the Board of Governors may dismantle the Geographic District. However the Board of Governors may not dismantle a Geographic District where 25 or more boats are active members of the Class Association without the consent of the majority of owner members in that District subject to clause 5.25 and 5.26

9.0 International Committees

9.1 The International Technical Committee

9.11 The International Technical Committee shall consist of up to six committee members comprising:

The Technical Committee Chair, the Chair of the International Board of Governors (or the International Chair may appoint a Member to the Technical Committee in place of the Chair), a non-voting representative of the Class Builders and no more than three other Members. The three other members may be appointed by the Technical Committee Chair subject to the approval of the Class President's Committee and the Board of Governors. Alternatively, the three other members shall be appointed one by the Technical Committee Chair, one by the Presidents Committee and one by the Board of Governors.

9.12 The builders' representative on the Technical Committee shall be appointed by the Class Builder. If there is more than one class builder, they shall seek consensus on a representative or determine a representative with a vote where each builder has the number of votes based on the number of boats built in the preceding calendar year. The builders' representative may not vote at Technical Committee meetings. The Technical Committee Chair may determine that an item on the Technical Committee agenda creates a conflict of interest for the builder's representative and shall declare an executive session of the Technical Committee where the builders' representative shall not be present. When the Technical Committee Chair declares an executive session the Chair shall inform the International Chair of the Board of Governors of the reason for the executive session.

9.13 The Technical Committee shall be responsible for interpreting the Class Rules and reviewing all proposed amendments to the Class Rules.

9.14 The Technical Committee shall be responsible for training and appoint sufficient Class Measurers in each Region to supervise measurement as appropriate during Class Sanctioned regattas.

9.15 The Technical Committee Chair, the Board of Governors and the Presidents Committee shall endeavor to select Technical Committee members based on merit that shall; pursue the objectives under Paragraph 3 and the Policy in Paragraph 4.1 of the Constitution, seek to provide Class rules that are simple and easy for Class Members to understand, promote understanding of the Class Rules among the Membership, listen to Class Members, participate in Class events and represent the best interests of Class Members around the world. Where a region is not represented on the Technical Committee, the Technical Committee Chair shall liaise with that Region's Class President or Technical Committee Representative to enable that Regional Executive Committee be informed of Rules issues that the Technical Committee is addressing. The International Board of Governors and the

Technical Committee Chair shall seek to ensure that each Region has appropriate access and input to the Technical Committee.

9.16 The Technical Committee chair shall be nominated by the Board of Governors and elected by the entire international membership of the Class Association subject to clause 5.25. The Board of Governors may nominate one candidate or two candidates. When there is one candidate, owner members may vote in favor or against the candidate or abstain, and the candidate must receive a majority of votes cast in favor to be elected. If the candidate is not elected the Board of Governors must nominate another candidate. When there are two candidates, the owner members may vote for either one of the candidates or abstain. The candidate with the greater number of votes is elected. The election for Technical Committee Chair shall be held by electronic vote open to all owner members between September 31st and December 31st preferably on an even year and shall be supervised by the Board of Governors. The Technical Committee Chair shall serve up to a two year term. The term shall begin on January 1st following the election and end on December 31st on the second year following the election.

9.2 International Executive Committee:

9.21 The Chairperson of the Board of Governors may appoint an International Executive Committee. The International Executive Committee shall comprise the Chairperson, the Technical Committee Chair, the International Treasurer and the International Class Secretary (if an International class secretary is appointed by the Board of Governors) and up to three additional members selected by the Chairperson who shall be class members and approved by the International Board of Governors.

9.22 The International Executive Committee may run the international affairs of the Class Association reporting to the Board of Governors.

9.24 The Executive Committee's responsibilities may include supervising International and World Championships, providing an international website, ensuring the maintenance of a record of all Viper owners and Class members worldwide and collecting dues. The Executive Committee may advise and recommend policies to the International Board of Governors with regard to long term strategy and objectives.

9.3 Builders Committee

The International Chair of the Board of Governors may from time to time appoint a Builders Committee, which shall consist of the Chairman, an elected Governor, a regional Class President and no more than two other committee members. The regional Class Presidents committee may choose who shall represent the Class Presidents or defer to the selection of the Chairman. The Builders Committee may be responsible for reviewing applications to become Class Association Appointed Builders and distributors making recommendations to the Regional Executive Committees and Board of Governors. The Builders Committee may also be charged by the Chairman to review existing Builders and distributors and their practices and make recommendations to the Regional Executive Committees and the International Board of Governors. The appointment or dismissal of a builder must be approved by the International Board of Governors. The appointment or dismissal of a distributor must be approved by the Board of Governors and the relevant Regional Executive Committee.

9.4 Class President's Committee

The Class President's Committee shall consist of the Class President's from each region and the Chairperson of the Board of Governors. The Chairperson of the Board of Governors shall chair meetings of the Class Presidents Committee. The Chairperson of the Board of Governors shall vote when determining international dues. The Chairperson of the Board of Governors shall not vote when the Class President Committee is determining a nominee for either the Technical Committee, the Builders Committee or the Chair Person of the Board of Governors unless there is a tied vote. In any situation where there is a tied vote the Chairperson will cast a deciding vote.

9.5 The Board of Governors may appoint other Committees to pursue the objectives and policies of the Class Association as they see fit. Committee chairs shall be members of the Council.

Annual General Meetings and Council Meetings

10.1 Regional AGM

Each region may hold a Regional Annual General Meeting (Regional AGM) at a time and place designated by the Executive Committee normally in conjunction with the Region's continental championship. After the Annual General Meeting the regional Secretary or the regional Class President shall submit a report to Board of Governors comprising a list of regional members, members contact information, a list of boats and their owners, a report on any sanctioned or prominent regattas, a statement of regional financials and the minutes of the Regional AGM. If the region does not hold an AGM, the report to the Board of Governors must be submitted by December 31st of each year .

The AGM Order of Business may include: -

- Roll Call of Fleets
- Minutes of Last Meeting
- Reports of Officers and Committees
- Approval of Class Dues
- Unfinished Business
- New Business
- Election of Class Officers and Governors (every 2 years)

10.2 International AGM

The International Board of Governors shall hold an International Annual General Meeting open to all Class Members around the world at a time and place designated by the Board of Governors. In a World Championship year, the AGM shall be held during the World Championship subject to Part 3 of the Class Association By Laws.

The AGM Order of Business may include:-

- Minutes of Last Meeting
- Reports from Council Members
- Reports from Governors
- Proposed Amendments to Constitution and/or Bylaws
- Unfinished Business
- New Business
- Election of Class Chairperson

11.0 Amendments to Constitution, Bylaws and Class Rules

The Class Association Constitution, the Class Bylaws and the Class Rules may be amended by the following procedure:

11.1.1 A proposed amendment to the Constitution must be received in writing by the Chairman of the Board of Governors at least 90 days ahead of the International Annual General Meeting (AGM), supported by at least ten Member votes or a Regional Class President or a Governor

11.1.2 A proposed amendment to the Constitution shall be reviewed by the Board of Governors who shall prepare a recommendation describing whether they support or oppose the amendment and their reasons for so doing.

11.1.3 The proposed amendment to the Constitution and the Governors recommendation shall be circulated to the Regional Executive Committees who may review the amendment and opt to prepare their own recommendation and reasons, endorse the Governors recommendation or make no comment.

11.2.1 A proposed amendment to the Bylaws (except the Constitution and Class Rules) must be received in writing by the Chairman of the Board of Governors or the Technical Committee Chair at least 90 days ahead of the International Annual General Meeting (AGM), supported by at least five Member votes or a member of a Regional Executive Committee or a Governor.

11.2.2 The proposed amendment to the Bylaws shall be circulated to the Board of Governors, Regional Executive Committees and the Technical Committee. The Board of Governors shall prepare a recommendation describing whether they support or oppose the amendment and may include their reasons for so doing. The Regional Executive Committees and the Technical Committees may review the amendment and opt to prepare their own recommendation with or without reasons or make no comment.

11.3.1 A proposed amendment to the Class Rules must be received in writing by the Technical Committee Chair or the Chairman of the Board of Governors or at least 90 days ahead of the International Annual General Meeting (AGM), supported by at least five Member votes or a member of the Technical Committee, or a Regional Technical Committee Representative or a Regional Class President or a Governor.

11.3.2 A proposed amendment to the Class Rules shall be reviewed by the Technical Committee who shall prepare a recommendation describing whether they support or oppose the amendment and their reasons for so doing. The proposed amendment to the Class Rules and the Technical Committee's recommendations shall be circulated to the Regional Executive Committees and the Governors who may review the amendment and opt to prepare their own recommendations and reasons, endorse the Technical Committees recommendation or make no comment.

11.4.1 The International Class Secretary or the Class Administrator shall circulate proposed amendments with the appropriate recommendations to all Class Members at least 45 days ahead of the International AGM. The proposal shall be published on the Class website for 45 days ahead of the AGM and included in any Class newsletter.

11.4.2 Class Members shall be provided with an opportunity to comment and furnished with a means to submit a postal or electronic proxy vote

11.4.3 Votes will be counted in proxy and in person at the AGM.

11.4.4 An amendment to the Bylaws (including the Class Rules) that receives a 60% majority of the votes present, in person and in proxy, shall pass.

11.4.5 An amendment to the Constitution that is approved by 70% of the vote present, in person and in proxy, and was approved by more than 50% of Class Members qualified to vote shall pass. An amendment that was approved by 70% of the vote but which received approval from 50% or less of Class members qualified to vote shall be submitted in hard copy or electronically to all voting class members who did not vote at the meeting for final ratification. Final ratification shall require an affirmative vote by 70% of all Class Members that voted and more than 50% of Class Members qualified to vote, received by the deadline of 30 days after the AGM. An amendment that failed to receive such ratification but received 60% or more of qualified votes received may be ratified by a majority of the Governors if they conclude such an amendment is in the long-term interest of the Class.

11.5 The Class Rules may also be amended by the following procedure:

11.5.1 A proposed amendment must be received in writing by the Chairperson of the Board of Governors or the Technical Committee Chair supported by at least five member votes or a Class President or a Governor.

11.5.2 If the majority of the Technical Committee supports the amendment and unanimously recommends that the amendment should be voted on by the membership prior to the next AGM, the Technical Committee shall submit the proposed amendment or amendments to the Board of Governors requesting a "special electronic vote."

11.5.3 A special electronic vote must be approved by a majority of the Board of Governors including the Chairperson of the Board of Governors. The Board of Governors may not approve more than one special electronic vote in any one calendar year.

11.5.4 The Regional Executive Committees and the Governors have the right to choose to review proposed amendments to the Class Rules and they can prepare their own recommendations, endorse the Technical Committee recommendation, disagree with the Technical Committee recommendation or make no comment.

11.5.5 The International Class Secretary or Class Administrator shall circulate the proposed amendments with the appropriate recommendations to all Class members by email. The proposed amendments shall be published on the Class website for a minimum of 45 days (the voting period) commencing on a date after the proposed amendment(s) has been circulated to the members and can be included in any Class newsletter circulated within the voting period.

11.5.6 During the voting period, Class Association members shall be provided with an opportunity to comment and furnished with a means to submit an electronic vote. At the end of the voting period, the votes shall be counted by the Class Secretary.

11.5.7 An amendment to the Class Rules that receives a 60% majority of the votes received shall pass, provided at least 50% of the membership voted.

Compensation

12.0 Governors and Executive Committee members shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. The Class President and all Governors may not be a Class appointed distributor and shall resign if they become a distributor while in the office. Distributors may not account for more than one third of an Executive Committee and must recuse themselves from all votes regarding distributors. Class appointed builders may not be on an Executive Committee or the Board of Governors.

Jurisdiction

14.1 The Viper 640 International Class Association has jurisdiction over all Viper 640 activities. Its Class By-Laws and Class Rules govern all Vipers while racing. Its Constitution, By-Laws, and Class Rules are binding upon all Members, Regions, Districts and Fleets.

14.2 When Regions, Districts or Fleets are established as separate legal entities, the by-laws of those entities or associations must be approved by the Board of Governors and may not be changed without the approval of the Board of Governors.

14.3 All Class members agree to abide by the terms of the Class Association Constitution, By-Laws and Class Rules at the time they apply for and renew membership.

14.4 The Class Association owns the trade mark "The Viper 640," "The Viper 640 Class Association," "The Viper 640 International Class Association," and the trademark for the Red Circle with the letter V formed by a Vipers head in the center.

14.5 The Class Association is empowered to charge a builder's fee to any Class Appointed Builder. Such builder fee shall be determined by the Board of Governors and apportioned among the International Class Association funds, Regional funds and District funds by the Board of Governors in accordance with Part 2 of the Class Association Bylaws.

14.6 The Class Association is empowered to charge a "Sail Tag Fee" on any sail constructed by any sail maker for a Viper 640. The Sail Tag Fee shall be determined by the Board of Governors and apportioned among the International Class Association funds, Regional funds and District funds by the Board of Governors in accordance with Part 2 of the Class Association Bylaws.

14.7 The Class Association is empowered to charge a Royalty Fee for any use of Viper 640 trademarks. Application for use of the Viper 640 trade mark shall be made to the Board of Governors in accordance with Part 2 of the Class Association Bylaws

14.8 The Board of Governors shall determine the time and place for the Viper 640 World Championship in accordance with Part 3 of the Class Association Bylaws.

Proposed organization of the International Viper 640 Class Association July 30,2016

