

**AMENDMENT 01
OF THE PROTOCOL GOVERNING THE 35TH AMERICA'S CUP**

BETWEEN

1. **The Golden Gate Yacht Club ("GGYC")**
2. **Hamilton Island Yacht Club ("HIYC")**

BACKGROUND

- A. GGYC and HIYC are parties to the Protocol Governing the 35th America's Cup dated June 2, 2014 (the "Protocol") made in accordance with the terms of the Deed of Gift (as defined in the Protocol).
- B. Effective June 8, 2014, and in accordance with Article 20.1 of the Protocol, GGYC and HIYC have agreed to amend Articles 6, 11, 24, 29 and 45 of the Protocol as set forth below.
- C. The provisions of the Protocol shall remain in full force and effect save as expressly amended below.

AGREED AMENDMENTS as follows

1. ARTICLE 6

- 1.1 Article 6.1 of the Protocol shall be deleted and replaced with the following:

"6.1 **Appointment of Regatta Director:** An independent Regatta Director whose role is further described in Article 7 shall be appointed by a simple majority vote of the Competitor Forum. The Competitor Forum may remove and replace the Regatta Director provided that seventy-five per cent. (75%) or more of those entitled to vote approve such removal and a simple majority approves the proposed replacement."

- 1.2 Article 6.2 of the Protocol shall be deleted and replaced with the following:

"6.2 **Appointment of other Regatta Officials:** The Regatta Director shall nominate candidates for the following other Regatta Officials who shall be appointed by a simple majority vote of the Competitor Forum and who may be removed and replaced by the Competitor Forum provided that seventy-five per cent. (75%) or more of those entitled to vote approve such removal and a simple majority approves the proposed replacement:

- (a) a Measurement Committee, which shall include a chief measurer and not less than two (2) other members, as further described in Article 8;
- (b) such Umpires as may be reasonably required to umpire the races comprising each Event, including a chief Umpire, as further described in Article 9;
- (c) [deleted]; and
- (d) such other regatta officials and/or staff appointed by the Regatta Director as are reasonably necessary in meeting the purpose and intent set out in Article 2."

- 1.3 Article 6.3 of the Protocol shall be deleted and replaced with the following:

“6.3 **Terms of Engagement for Regatta Officials:** The structure and terms of engagement of the Regatta Officials shall be agreed between the Regatta Director and the Competitor Forum, taking into account the independence of the Regatta Officials, cost efficient management, reporting and compliance, and relevant jurisdictional issues.”.

1.4 Article 6.5(f) of the Protocol shall be deleted and replaced with the following:

“(f) any other costs or expenses agreed by the Competitor Forum.”.

1.5 Article 6.6 of the Protocol shall be deleted and replaced with the following:

“6.6 **Regatta Officials Fund:** The Regatta Director shall manage the Regatta Officials Fund and shall have the authority to direct payments from the Regatta Officials Fund, in each case within the approved budget and within the commitment policies agreed between the Regatta Director and the Competitor Forum.”.

1.6 Article 6.7 of the Protocol shall be deleted and replaced with the following:

“6.7 **Approval of budget for Regatta Officials:** The Regatta Director shall develop and present the proposed budget for what is referenced in Article 6.5 for review and for joint approval or disapproval (in whole or in part) by the Competitor Forum. The budget may be updated in this manner.”

1.7 Article 6.8 of the Protocol shall be deleted and replaced with the following:

“6.8 **Budget reporting:** The Regatta Director shall provide budget reviews and reports to the Competitor Forum every three (3) months, in a manner and with such detail as agreed by the Competitor Forum.”.

2. ARTICLES 11 AND 13

2.1 Article 11.3 of the Protocol shall be deleted and replaced with the following:

“11.3 **Constitution and chairman:** The Arbitration Panel shall comprise three (3) persons appointed as follows:

- (a) the Arbitration Panel chairman shall be appointed jointly by GGYC and the Challenger of Record from the list of Court of Arbitration for Sport (CAS) arbitrators established by the International Council of Arbitration for Sport (ICAS). In the event that GGYC and the Challenger of Record cannot timely agree on the appointment of the Arbitration Panel chairman, ICAS shall elect and appoint one of its CAS arbitrators at its discretion (but not being anyone nominated by either GGYC or the Challenger of Record) to serve as the Arbitration Panel chairman for AC35, which appointment shall be final and binding on all parties and shall not be subject to any review or appeal;
- (b) the Competitor Forum shall appoint the second member of the Arbitration Panel; and
- (c) the two (2) Arbitrators appointed pursuant to Articles 11.3(a) and 11.3(b) above shall together appoint the third Arbitrator.”.

2.2 Article 11.4 of the Protocol shall be deleted and replaced with the following:

“11.4 **Resolving deadlock between GGYC and the Challenger of Record:** The Arbitration Panel chairman shall mediate any deadlock between GGYC and the Challenger of Record where they cannot timely reach agreement on the approval of any changes to update the AC45 Class Rule pursuant to Article 35.1 and in the event that such mediation fails (in whole or part) for any reason, the Arbitration Panel chairman shall arbitrate any matter or matters remaining in dispute and his decision shall be final and binding on all parties and shall not be subject to any review or appeal.”.

2.3 Article 11.6 of the Protocol shall be deleted and replaced with the following:

“11.6 **Replacement:** If the Arbitration Panel chairman resigns, dies or is unable or unavailable to carry out his functions for any other reason, he may be replaced in accordance with Article 11.3(a). If any other Arbitration Panel member resigns, dies or is unable or unavailable to carry out his functions for any other reason, he may be replaced by the remaining Arbitrators. Arbitrators may otherwise only be removed with the agreement of the Competitor Forum provided that seventy-five per cent. (75%) or more of those entitled to vote approve such removal.”.

2.4 Article 11.12 of the Protocol shall be deleted and replaced with the following:

“11.12 **Rules of procedure:** Promptly following its appointment (and prior to taking jurisdiction or authority over any matter), the Arbitration Panel, in consultation with ACEA and the Competitor Forum, shall establish and publish its rules of procedure consistent with the rules of natural justice and due process (and consistent with the Rules) which shall apply to all proceedings of the Arbitration Panel. Such rules shall provide for prompt and efficient Arbitration Panel proceedings to be held in private and with no observers present.”.

2.5 Article 11.13 of the Protocol shall be deleted and replaced with the following:

“11.13 **Sanctioning guidelines:** Promptly following its appointment (and prior to taking jurisdiction or authority over any matter), the Arbitration Panel, shall establish and publish sanctioning guidelines that shall apply to all proceedings of the Arbitration Panel. Such guidelines shall prescribe the range of penalties (lowest through highest in each case) to be applied by the Arbitration Panel in respect of any matter over which the Arbitration Panel has jurisdiction and/or authority, which penalties shall be consistent with the penalties prescribed in the Rules (where applicable).”.

2.6 Articles 13.1 and 13.2 of the Protocol shall be deleted and replaced with the following:

“13.1 **Constitution and purpose:** The Competitor Forum shall be established and maintained for regular consultation and communication with Competitors.”.

“13.2 **Attendance:** Meetings of the Competitor Forum shall be attended by one (1) representative of each Competitor only, who shall be either its team principal, its CEO/General Manager or its skipper (but the Regatta Director may allow an additional expert representative from each Competitor relevant to that agenda item only), the Regatta Director (who shall run the meetings once appointed) and the Commercial Commissioner (on behalf of ACEA, following his appointment).”.

3. ARTICLE 24

3.1 The introduction to Article 24.1 of the Protocol shall be deleted and replaced with the following:

“24.1 **Insurances required of Competitors:** Subject to the remainder of this Article 24, each Competitor shall, at its expense, obtain and maintain in full force and effect from January 1, 2015 through the remainder of its participation in the whole or any part of AC35 the following minimum required levels of insurance coverage:”.

3.2 The last paragraph of Article 24.1 shall be deleted and replaced with the following:

“The Commercial Commissioner may by written notice to Competitors reduce the above minimum required levels of insurance coverage.”.

3. ARTICLE 29

A new Article 29.1(i) shall be inserted directly after the existing Article 29.1(h) of the Protocol as follows:

“subject always to Article 30.2, the Match shall be held in 2017.”.


4. ARTICLE 45

Article 45 of the Protocol shall be deleted and replaced with the following:


“From the commencement of the America’s Cup World Series, any entity that has been selected to represent any yacht club in AC35 shall not compete in any regatta not forming part of any Event without the prior written approval of the Commercial Commissioner. For the avoidance of doubt, approval by the Commercial Commissioner in any case shall not make the regatta part of any Event.”

Dated this 8th day of June 2014

THE GOLDEN GATE YACHT CLUB


by Norbert Bajurin, Commodore

HAMILTON ISLAND YACHT CLUB


by Robert Oatley, Commodore